Docket #0019 Date Filed: 4/10/2026

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	)	Chapter 11
ASCEND ELEMENTS, INC. *et al.*,[1]	)	Case No. 26-90440 (ARP)
Debtors.	)	(Joint Administration Requested)

DECLARATION OF ADAM TITUS IN SUPPORT OF DEBTORS' EMERGENCY MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS (I) AUTHORIZING THE DEBTORS TO USE CASH COLLATERAL, (II) GRANTING ADEQUATE PROTECTION FOR THE USE OF CASH COLLATERAL, (III) SCHEDULING A FINAL HEARING, AND (IV) GRANTING RELATED RELIEF

I, Adam Titus, pursuant to section 1746 of title 28 of the United States Code, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am Chief Restructuring Officer of both Ascend Elements, Inc. ("Ascend Elements") and Ascend Elements US, LLC ("AEL" and, collectively with Ascend Elements, the "Debtors" and, together with their non-Debtor affiliates, the "Company") and a Senior Director at Alvarez & Marsal North America, LLC ("A&M"). I am also the former interim Chief Financial Officer of the Company.

2. Before joining A&M in February 2009, I worked as an investment banker at Wachovia Securities in the leveraged finance group, where I underwrote and executed leveraged loans and high-yield debt offerings. I was previously an associate at Liberty Lane Partners, a middle-market private equity firm where I focused on evaluating, executing, and managing control investments in middle-market companies, including financial diligence,

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Ascend Elements, Inc. (2893) and Ascend Elements US, LLC (8309). The location of the Debtors' service address is: 133 Flanders Road, Westborough, MA 01581.

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transaction structuring, and portfolio company oversight. I earned a bachelor's degree in finance from Bentley University in Waltham, Massachusetts.

3. I am authorized to submit this declaration (the "Declaration")[2] on behalf of the Debtors in the above captioned cases and in support of the *Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to Use Cash Collateral, (II) Granting Adequate Protection for the Use of Cash Collateral, (III) Scheduling a Final Hearing, and (IV) Granting Related Relief* (the "Cash Collateral Motion") filed contemporaneously herewith.

4. On September 17, 2025, the Debtors retained A&M to, among other things, support liquidity management and cash flow forecasting, evaluate cost-reduction and operational efficiency initiatives, and assist in contingency planning for a potential chapter 11 filing. From the outset of A&M's engagement, my team and I have worked closely with the Debtors' management and other advisors to assess the Debtors' liquidity position, stabilize operations, and prepare for a value-maximizing restructuring process, including the potential commencement of these chapter 11 cases.

5. Following the resignation of the former CFO, I was appointed as interim CFO of the Company in January 2026. Ahmed Allouache was appointed as CFO of the Debtors on March 21, 2026. On April 3, 2026, I was appointed the CRO of the Debtors.

6. In my former role as interim CFO for the Debtors, I was responsible for overseeing the Debtors' financial planning, risk management, and cash flow management. In that capacity, and in my current role, I have been directly involved in liquidity management, cash forecasting, vendor prioritization, and oversight of the Debtors' cash disbursements in the period leading up to the Petition Date.

[2] Capitalized terms used but not defined in this Declaration shall have the meanings ascribed to them in the First Day Declaration, or Cash Collateral Motion, as applicable.

7. As a result of A&M's work with the Debtors, their affiliates, and the Debtors' other advisors, and based on my tenure with the Debtors and discussions with other members of the Debtors' management team, I have become familiar with the Company's day-to-day operations, business and financial affairs, books and records, and the circumstances leading to the commencement of these chapter 11 cases, as further described in the *Declaration of Linh Austin in Support of the Debtors' Chapter 11 Petitions and Emergency First Day Motions* (the "First Day Declaration").

8. Except as otherwise indicated, the statements set forth in this Declaration are either based on my personal knowledge, information obtained from the Debtors' management team and advisors, my review of documents and information concerning the Debtors' operations, financial affairs, or my opinions based upon my experience and knowledge. If called upon to testify, I could and would testify competently to the facts set forth herein.

I. The Debtors' Prepetition Indebtedness

9. I understand that, as of the Petition Date, the principal amount of the Debtors' funded debt obligations totals approximately $103.5 million, excluding interest, obligations under various hedging arrangements, letters of credit, and other charges, on a consolidated basis, comprised of (a) approximately $20.0 million, excluding accrued and unpaid interest thereon, outstanding on account of the Senior Secured Convertible Notes, which are secured by first priority liens on substantially all of the Debtors' personal property, including cash and cash equivalents; (b) approximately $83.1 million, excluding accrued and unpaid interest thereon, outstanding on account of the Junior Secured Convertible Notes, which are secured by second priority liens on substantially all of the Debtors' personal property, including cash and cash equivalents; and (c) approximately $0.4 million in aggregate principal amount outstanding under the Commercial Term Promissory Note secured by a mortgage on real property located in Hopkinsville, Kentucky. In addition, various Contractors have asserted

M&M Lien Claims in connection with the Debtors' Apex 0 and Apex 1 facilities exceed approximately $145 million. The Debtors are continuing to evaluate the amount, extent, validity, and priority of those claims, which are subject to ongoing review and, ultimately, resolution through these chapter 11 cases.

II. Need for Immediate Use of Cash Collateral

10. Based on my analysis of the Debtors' capital structure and financial position, the Debtors do not have sufficient unencumbered cash to maintain their business operations. Substantially all of the Debtors' personal property, including cash and cash equivalents, is subject to the Senior Secured Liens and Junior Secured Liens. In addition, the Debtors have not obtained postpetition financing. In my view, access to Cash Collateral is therefore necessary to stabilize and maintain the Debtor's operations on a limited basis, bridge the Debtors to a potential DIP Facility, and provide the runway needed to explore a potential value-maximizing transaction and other available alternatives on an expedited basis.

11. The Debtors' proposed use of Cash Collateral is necessary to fund the following categories of essential operating expenditures. First, continuity of payroll and other employee-related obligations is essential. The Debtors' workforce is necessary to safely manage the Debtors' facilities, materials, and equipment, and any disruption in wages or benefits would create a material risk of employee attrition at a time when continuity is essential to safe operations and value preservation. Second, a substantial portion of the Debtors' near-term liquidity needs relates to payments to critical vendors and service providers necessary for site safety, environmental compliance, maintenance, and operational continuity. The Debtors' facilities require ongoing oversight and support to ensure the proper handling and storage of materials and equipment and to maintain compliance with regulatory requirements. The proposed use of Cash Collateral and related first day relief will enable the Debtors to make those payments, preserve and protect their facilities, equipment, and inventory, and avoid

immediate operational disruption and related compliance risks that could impair asset value. Third, uninterrupted access to cash is necessary to maintain the Debtors' cash management system, ensure that the Debtors can manage receipts and disbursements in an orderly manner, and avoid immediate disruption to day-to-day operations during the pendency of these cases.

12. Without authority to use Cash Collateral, the Debtors would not have sufficient liquidity to satisfy ordinary operating costs, make payments to employees and vendors, or fund the administrative costs of these chapter 11 cases. In those circumstances, the Debtors would face immediate safety, environmental, and maintenance risks that could impair the value of their assets and would be forced into an unplanned curtailment, shutdown, or liquidation — causing near-complete destruction of estate value and undermining the Debtors' ability to conduct an orderly, value-maximizing transaction process.

13. Prior to the Petition Date, in consultation with A&M and the Debtors' other advisors, I reviewed and analyzed the Debtors' projected liquidity needs and developed an estimated budget of the reasonable, necessary, and foreseeable expenses to be incurred with the Debtors' business operations over the period covered by the Interim Budget. The expenses set forth in the Interim Budget are limited to those necessary to preserve asset value and maintain health, safety, environmental, and site security needs while the Debtors implement a process for a potential transaction for the benefit of their estates and all stakeholders and do not contemplate payment of any prepetition obligations except as authorized by the Court. I believe the Interim Budget is an accurate reflection of the Debtors' operating requirements and anticipated administrative expenses during that period.

III. The Proposed Use of Cash Collateral and Adequate Protection Are Appropriate

14. Based on my direct involvement in the Debtors' liquidity analysis, cash forecasting, vendor prioritization, and operational oversight, I believe the proposed use of Cash Collateral is necessary to fund reduced but essential operations, preserve asset value, satisfy

essential payroll and vendor obligations, and provide the Debtors with the runway necessary to pursue an orderly sale or other restructuring transaction. In evaluating alternatives, an immediate liquidation was not viewed as a practical or value-maximizing alternative based on the Debtors' liquidity constraints, operational status, and my experience in similar situations.

15. I understand that the Prepetition Senior Secured Parties have consented in principle to the Debtors' limited use of Cash Collateral, and that the Debtors are working in good faith to finalize the terms of the Interim Order. I further understand that, pursuant to the Subordination Agreement, the Prepetition Junior Secured Parties may be restricted from opposing use of Cash Collateral if the Prepetition Senior Secured Parties consent.

16. I understand the Debtors propose to provide customary adequate protection, including replacement liens, superpriority claims, and reporting rights.

17. The Debtors' use of Cash Collateral will be subject to the Interim Budget for the six-week bridge period reflected in the initial Interim Budget attached to the Interim Order. From a liquidity perspective, that structure addresses the Debtors' immediate operating needs, including payroll, critical vendors, and insurance, obligations that cannot be deferred without risking disruption to operations and loss of asset value while the Debtors work to finalize the DIP Facility or another value-maximizing path.

18. The Interim Budget is limited to expenditures necessary to preserve the value of the Debtors' assets and facilities, ensure the safety and health of employees and the public, address environmental and site-security needs, and fund the reasonable costs of administering these chapter 11 cases. The Prepetition Secured Parties are the primary beneficiaries of those expenditures because they help maintain the value of the collateral in which those parties assert interests. These expenditures are intended to preserve and protect the value of the collateral for all stakeholders.

19. For the reasons set forth above, it is my opinion that the proposed use of Cash Collateral is necessary to preserve operations, protect and maximize asset value, satisfy critical obligations, and provide the Debtors with a meaningful opportunity to pursue an orderly, value-maximizing transaction.

[*Signature on following page*]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

April 10, 2026

/s/Adam Titus
Adam Titus