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 (CML)
Debtors.	)	(Jointly Administered)

CERTIFICATE OF NO OBJECTION REGARDING EMERGENCY MOTION FOR ENTRY OF INTERIM AND FINAL ORDERS ESTABLISHING NOTIFICATION PROCEDURES AND APPROVING RESTRICTIONS OF CERTAIN TRANSFERS OF INTERESTS IN THE DEBTORS' ESTATES

[Relates to Dkt. No. 9]

Pursuant to the *Procedures for Complex Cases in the Southern District of Texas* (the "Complex Case Procedures"), the undersigned counsel for the above-captioned debtors (the "Debtors") certifies as follows:

1. On April 9, 2026, the Debtors filed their *Emergency Motion for Entry of Interim and Final Orders Establishing Notification Procedures and Approving Restrictions of Certain Transfers of Interests in the Debtors' Estates* [Dkt. No. 9] (the "Motion").

2. On April 10, 2026, the Bankruptcy Court for the Southern District of Texas (the "Court") entered the *Interim Order Establishing Notification Procedures and Approving Restrictions of Certain Transfers of Interests in the Debtors' Estates* [Dkt. No. 43] (the "Interim Order").

[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.

3. Pursuant to the Interim Order, the deadline to file objections or responses to the entry of a final order was May 1, 2026 (the "Objection Deadline").

4. Pursuant to paragraph 44 of the Complex Case Procedures, the undersigned represents to the Court that the Debtors are unaware of any objections to the Motion, and that counsel has reviewed the docket and no objection or response appears thereon.

5. Attached hereto as **Exhibit A** is a copy of the proposed order (the "Proposed Order") as attached to the Motion.

6. The Debtors request that the Court grant the Motion and enter the Proposed Order.

Dated: May 7, 2026

Respectfully submitted,

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Proposed Counsel to the Debtors and Debtors in Possession

Certificate of Service

I certify that on May 7, 2026, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas. Additionally, the foregoing document will be served as set forth in a forthcoming affidavit filed by the Debtors' proposed claims agent.

/s/ Ryan Manns
Ryan Manns

Exhibit A

Proposed Order

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 (CML)
Debtors.	)	(Jointly Administered)

FINAL ORDER AUTHORIZING ESTABLISHING NOTIFICATION PROCEDURES AND APPROVING RESTRICTIONS ON CERTAIN TRANSFERS OF INTERESTS IN THE DEBTORS' ESTATES

Upon the motion (the "***Motion***")[2] filed by the above-referenced debtors and debtors in possession (collectively, the "***Debtors***") for entry of a final order (the "***Final Order***") (a) authorizing the Debtors to (i) establish and implement restrictions and notification requirements regarding the Tax Ownership[3] and certain transfers of interests in Ascend Elements, Inc. (the "***Stock***"); (ii) notify holders of Stock of the restrictions, notification requirements, and procedures set forth herein; and (iii) direct that any purchase, sale, or other transfer of Stock in violation of the procedures set forth herein shall be null and void *ab initio*, all as more fully set forth in the Motion and in the First Day Declaration; and the Court having jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final

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[2] Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Motion.

[3] "***Tax Ownership***" means beneficial ownership of Stock as determined in accordance with applicable rules under section 382 of the IRC, and thus, includes, but is not limited to, direct and indirect ownership (e.g., a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries, and entities (as defined in Treas. Reg. § 1.382-3(a)) would be considered to beneficially own a ratable share of all interests owned by a pass-through entity), ownership by members of such person's family and persons acting in concert, and in certain cases, the creation or issuance of an Option (in any form). Any variation of the term "ownership" (e.g., own) shall have the same meaning.

order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors and their respective estates, creditors, and other parties in interest; and the Court having found that proper and adequate notice of the Motion and hearing thereon has been given and that no other or further notice is necessary; and the Court having found that good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation upon the Motion and all of the proceedings had before the Court in connection with the Motion, it is HEREBY ORDERED THAT:

1. The Motion is **GRANTED** on a final basis as set forth herein.

2. Any objections to the Motion are **OVERRULED**.

3. The Procedures, as set forth in **Exhibit 1** attached to the Interim Order, are hereby approved.

4. The notices substantially in the forms annexed to the Interim Order as **Exhibits 2-5** are hereby approved.

5. Any transfer of Tax Ownership of Stock in violation of the Procedures, including but not limited to the notice requirements, shall be null and void *ab initio*, and the person or entity making such transfer or declaration shall be required to take such steps as the court determines are necessary in order to be consistent with such transfer or declaration being null and void *ab initio*.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Final Order in accordance with the Motion.

7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in this Final Order or the Motion is intended to be, nor should it be construed as (a) an

admission as to the validity or priority of any claim or lien against the Debtors, (b) an impairment or waiver of the Debtors' or any other party in interest's rights to contest or dispute any such claim or lien, (c) a promise or requirement to pay any prepetition claim, (d) an implication or admission that any particular claim is of a type specified or defined in the Motion or any proposed order, or (e) a waiver of the Debtors' or any other party in interest's rights. In addition, nothing in this Final Order or the Motion should be interpreted as the assumption or rejection of any executory contract or unexpired lease under section 365 of the Bankruptcy Code.

8. The requirements of Bankruptcy Rule 6004(a) are waived.

9. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Final Order shall be immediately effective and enforceable upon entry of this Final Order.