Docket #0244 Date Filed: 05/09/2026
United States Bankruptcy Court
Southern District of Texas
ENTERED
May 07, 2026
Nathan Ochsner, Clerk

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

[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.

[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.

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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.

Signed: May 07, 2026

Christopher Lopez
United States Bankruptcy Judge

United States Bankruptcy Court
Southern District of Texas

In re:
Ascend Elements, Inc.
Official Committee of Unsecured Creditor
Debtors

Case No. 26-90440-cml
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0541-4 User: ADIuser
Date Rcvd: May 07, 2026 Form ID: pdf002 Total Noticed: 6

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on May 09, 2026:

Recip ID		Recipient Name and Address
db	+	Ascend Elements, Inc., 133 Flanders Road, Westborough, MA 01581-1031
cr	+	AMCON Industrial, Zach McKay, Jackson Walker LLP, 1401 McKinney Street, Suite 1900 Houston, TX 77010-1900
cr	+	United Electric Company, Inc., Michael S Held, Jackson Walker LLP, 2323 Ross Avenue, Suite 600 Dallas, TX 75201-2725
op		Verita Global dba Kurtzman Carson Consultants, LLC, 222 N PCH, Suite 300, El Segundo, CA 90245, US

TOTAL: 4

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

Recip ID		Notice Type: Email Address	Date/Time	Recipient Name and Address
cr		Email/Text: dougjd@foundationsteel.net	May 07 2026 20:34:00	Foundation Steel, LLC, 12525 Airport Hwy, P.O. Box 210, Swanton, OH 43558, UNITED STATE OF AMERICA
op	+	Email/Text: kccnoticing@kccllc.com	May 07 2026 20:34:00	Kurtzman Carson Consultants, LLC d/b/a Verita Glob, 222 N. Pacific Coast Highway, Suite 300, El Segundo, CA 90245-5614

TOTAL: 2

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

Recip ID	Bypass Reason	Name and Address
intp		A123 Systems LLC
intp		Certain CLN Holders
intp		City of Hopkinsville, Kentucky
cr		F.E. Moran, Inc. Fire Protection
cr		Fifth Wall Accelerate (Late Stage), L.P.
cr		Fifth Wall Early Stage Climate Technology Fund, L.
cr		Fifth Wall Ventures SPV XXXIX, L.P.
cr		Hopkinsville Industrial Foundation, Inc.
cr		Miner, Ltd., d/b/a Great Lakes Dock & Door
crcm		Official Committee of Unsecured Creditors of Ascen
cr		Planters Bank, Inc.
intp		RMF Nooter, LLC
cr		SKS Private Equity Co., Ltd.
intp		Senior CLN Investors
cr		Steel Fab, Inc.
cr		Turner-Kokosing Joint Venture
cr		URT Umwelt- und Recyclingtechnik GmbH
intp		United States of America

TOTAL: 18 Undeliverable, 0 Duplicate, 0 Out of date forwarding address

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: May 09, 2026 Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on May 7, 2026 at the address(es) listed below:

Name	Email Address
Charles R Gibbs	on behalf of Creditor Committee Official Committee of Unsecured Creditors of Ascend Elements Inc., et al. Crgibbs@mcdermottlaw.com, dnorthrop@mwe.com;jbishopjones@mwe.com;jacqueline-bishop-jones-0301@ecf.pacerpro.com
Courtney E. Giles	on behalf of Creditor SKS Private Equity Co. Ltd. courtney.giles@bakermckenzie.com, jessica.harris@bakermckenzie.com
Daniel J McGuire	on behalf of Creditor Turner-Kokosing Joint Venture dmcguire@winston.com
Douglas Andrew Dymarkowski	on behalf of Creditor Foundation Steel LLC dougjd@foundationsteel.net
Evan Gershbein	on behalf of Other Prof. Verita Global dba Kurtzman Carson Consultants LLC ECFpleadings@kccllc.com, ECFpleadings@kccllc.com
Evan Gershbein	on behalf of Other Prof. Kurtzman Carson Consultants LLC d/b/a Verita Global ECFpleadings@kccllc.com, ECFpleadings@kccllc.com
Ha Minh Nguyen	on behalf of U.S. Trustee US Trustee ha.nguyen@usdoj.gov
James T. Bentley	on behalf of Creditor Turner-Kokosing Joint Venture jbentley@winston.com
Jason S Brookner	on behalf of Creditor Fifth Wall Early Stage Climate Technology Fund L.P. jbrookner@grayreed.com, lwebb@grayreed.com
Jason S Brookner	on behalf of Creditor Fifth Wall Ventures SPV XXXIX L.P. jbrookner@grayreed.com, lwebb@grayreed.com
Jason S Brookner	on behalf of Creditor Fifth Wall Accelerate (Late Stage) L.P. jbrookner@grayreed.com, lwebb@grayreed.com
Jeffrey D Cawdrey	on behalf of Creditor Steel Fab Inc. jcawdrey@gordonrees.com, asoto@grsm.com
John Laurens Wilkes	on behalf of Debtor Ascend Elements Inc. laurens.wilkes@cliffordchance.com, ecf_houston@winston.com;laurens-wilkes-7996@ecf.pacerpro.com
John Laurens Wilkes	on behalf of Creditor Turner-Kokosing Joint Venture laurens.wilkes@cliffordchance.com ecf_houston@winston.com;laurens-wilkes-7996@ecf.pacerpro.com
John Machir Stull	on behalf of Creditor United Electric Company Inc. mstull@jw.com, kgradney@jw.com;osalvatierra@jw.com;dtrevino@jw.com
Joshua John Brandau	on behalf of Creditor Miner Ltd., d/b/a Great Lakes Dock & Door jbrandau@btlaw.com
Kathryn Buza Davis	on behalf of Creditor F.E. Moran Inc. Fire Protection kdavis@hinshawlaw.com, sburns@hinshawlaw.com

Kelly Singer
on behalf of Interested Party City of Hopkinsville Kentucky kelly.singer@squirepb.com, sarah.conley@squirepb.com,kelly-e-singer-8448@ecf.pacerpro.com

Leah Victoria Lerman
on behalf of Interested Party United States of America leah.v.lerman@usdoj.gov

Maegan Quejada
on behalf of Creditor Hopkinsville Industrial Foundation Inc. mquejada@sidley.com, txefilingnotice@sidley.com;maegan-quejada-3302@ecf.pacerpro.com;efilingnotice@sidley.com

Maegan Quejada
on behalf of Creditor Planters Bank Inc. mquejada@sidley.com, txefilingnotice@sidley.com;maegan-quejada-3302@ecf.pacerpro.com;efilingnotice@sidley.com

Maria Barbara Mokrzycka
on behalf of Debtor Ascend Elements Inc. maria.mokrzycka@nortonrosefulbright.com

Mark H Ralston
on behalf of Creditor URT Umwelt- und Recyclingtechnik GmbH mralston@fishmanjackson.com sjames@fjrpllc.com;ralstonlaw@gmail.com;LAWeisbruch@fjrpllc.com

Megan M Adeyemo
on behalf of Creditor Steel Fab Inc. madeyemo@grsm.com, asoto@grsm.com

Michael Berthiaume
on behalf of Debtor Ascend Elements Inc. michael.berthiaume@nortonrosefulbright.com

Michael Fishel
on behalf of Interested Party A123 Systems LLC michael@FishelLawGroup.com michael-fishel-2874@ecf.pacerpro.com

Michael J Wray
on behalf of Interested Party City of Hopkinsville Kentucky michael.wray@squirepb.com, michael-wray-4003@ecf.pacerpro.com

Michael Scott Held
on behalf of Creditor United Electric Company Inc. mheld@jw.com, kgradney@jw.com;osalvatierra@jw.com

Michelle G Novick
on behalf of Creditor F.E. Moran Inc. Fire Protection michelle.novick@saul.com

Ryan E Manns
on behalf of Debtor Ascend Elements US LLC ryan.manns@nortonrosefulbright.com

Ryan E Manns
on behalf of Debtor Ascend Elements Inc. ryan.manns@nortonrosefulbright.com

Stephanie Nicole Morrison
on behalf of Interested Party Senior CLN Investors stephanie.morrison@weil.com rene.olvera@weil.com;christopher.jalomo@weil.com;rene-olvera-0535@ecf.pacerpro.com

Stephanie Nicole Morrison
on behalf of Interested Party Certain CLN Holders stephanie.morrison@weil.com rene.olvera@weil.com;christopher.jalomo@weil.com;rene-olvera-0535@ecf.pacerpro.com

T. Josh Judd
on behalf of Interested Party RMF Nooter LLC jjudd@andrewsmyers.com, sray@andrewsmyers.com

US Trustee
USTPRegion07.HU.ECF@USDOJ.GOV

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TOTAL: 37