UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

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Proposed Attorneys for Debtors

In re:	Chapter 11
POOLIN TECHNOLOGY PTE. LTD., *et al.*,[1]	Case No. 26-18325-EJO
Debtors.	(Joint Administration Requested)
	Hearing Date: 8/20/2026 at 10:00 a.m (ET) **Objection Deadline: 8/13/2026**

NOTICE OF DEBTORS' MOTION FOR ENTRY OF AN ADMINISTRATIVE FEE ORDER (I) ESTABLISHING PROCEDURES FOR THE ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS RETAINED BY ORDER OF THIS COURT, AND (II) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that a hearing on the *Debtors' Motion for Entry of an Administrative Fee Order (I) Establishing Procedures for the Allowance and Payment of Interim*

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtors' federal tax identification number, are: Poolin Technology Pte. Ltd., a Singapore Private Limited Company; Lonestar Dream Inc. (5105); and Lonestar Taproot LLC (4118). The location of the Debtors' service address for purposes of these Chapter 11 Cases is: c/o Michael DuFrayne, CRO, 2564 US Highway 1, PMB #16884166, Lawrence, NJ 08648.

Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court, and (II) Granting Related Relief (the "Motion") will be held on August 20, 2026 at 10:00 a.m. (prevailing Eastern Time), or as soon thereafter as counsel may be heard (the "Hearing") before the Honorable Eamonn J. O'Hagan, Clarkson S. Fisher U.S. Courthouse, 402 East State Street, Trenton, N.J. 08608, Courtroom #2. Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in the bankruptcy case. If you do not have an attorney, you may wish to consult one. The Debtors will rely upon the attached Motion. A Certificate of Service is also submitted herewith.

PLEASE TAKE FURTHER NOTICE that the Hearing on the Motion will be conducted remotely and in person. Instructions to access the remote hearing can be found on the website for the Debtors' claims and noticing agent at: https://www.veritaglobal.net/Poolin and in the Judge's procedures available at: https://www.njb.uscourts.gov/content/honorable-eamonn-ohagan.

PLEASE TAKE FURTHER NOTICE that the Motion sets forth the relevant legal and factual bases upon which the relief requested should be granted. A proposed order granting the relief requested in the Motion is also submitted herewith.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall: (i) be in writing; (ii) state with particularity the basis of the objection; (iii) be filed with the Clerk of the United States Bankruptcy Court for the District of New Jersey (the "Bankruptcy Court") electronically by attorneys who regularly practice before the Bankruptcy Court, in accordance with the *General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents* dated March 27, 2002 (the "General Order"), and the *Commentary Supplementing Administrative Procedures* dated as of March 2004 (the "Supplemental Commentary") (the General Order, the Supplemental Commentary, and the User's Manual for the

Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court); and by all other parties-in-interest, in Portable Document Format (PDF); (iv) be served on all parties-in-interest, and in accordance with the Local Rules for the United States Bankruptcy Court for the District of New Jersey, Federal Rules of Bankruptcy Procedure, the General Order, and the Supplemental Commentary, so as to be received on or before **August 13 2026 (prevailing Eastern Time)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that only those responses or objections that are timely filed, served, and received will be considered at the Hearing. Failure to file a timely objection may result in entry of a final order granting the Motion as requested by the Debtors.

PLEASE TAKE FURTHER NOTICE that, unless objections are timely and properly filed and served, the Motion shall be decided on the papers in accordance with D.N.J. LBR 9013-3(d), and the relief requested may be granted without further notice or hearing.

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these Chapter 11 Cases may be obtained free of charge by visiting the website of the Debtors' claims and noticing agent, Verita Global, at https://www.veritaglobal.net/Poolin. You may also obtain copies of any pleadings by visiting the Court's website at https://www.njb.uscourts.gov, in accordance with the procedures and fees set forth therein.

[*Remainder of page intentionally left blank*]

Dated: July 23, 2026

ARCHER & GREINER, P.C.

/s/ Stephen M. Packman

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Proposed Counsel to the Debtors

[2] *Pro Hac Vice* admission pending.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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Proposed Attorneys for Debtors

In re:	Chapter 11
POOLIN TECHNOLOGY PTE. LTD., *et al.*,[1]	Case No. 26-18325-EJO
Debtors.	(Joint Administration Requested)
	Hearing Date: 8/20/2026 at 10:00 a.m (ET) **Objection Deadline: 8/13/2026**

DEBTORS' MOTION FOR ENTRY OF AN ADMINISTRATIVE FEE ORDER (I) ESTABLISHING PROCEDURES FOR THE ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS RETAINED BY ORDER OF THIS COURT, AND (II) GRANTING RELATED RELIEF

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtors' federal tax identification number, are: Poolin Technology Pte. Ltd., a Singapore Private Limited Company; Lonestar Dream Inc. (5105); and Lonestar Taproot LLC (4118). The location of the Debtors' service address for purposes of these Chapter 11 Cases is: c/o Michael DuFrayne, CRO, 2564 US Highway 1, PMB #16884166, Lawrence, NJ 08648.

Poolin Technology Pte. Ltd. ("Poolin") and its affiliated debtors and debtors-in-possession: Lonestar Dream Inc. ("LSD"); and Lonestar Taproot, LLC ("LST" and, collectively, the "Debtors"), by and through their undersigned proposed counsel, hereby respectfully move (this "Motion") this Court for entry of an order, substantially in the form attached hereto as **Exhibit A**: (i) authorizing an orderly, regular process for the allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred by attorneys and other professionals retained by the Debtors and any official committee of unsecured creditors appointed in these cases (the "Committee" and such retained professionals, collectively, the "Professionals"), whose retention is authorized by this Court and who are required to file applications for the allowance of compensation and reimbursement of expenses pursuant to sections 105(a), 330, and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016-3 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2016-3 of the Local Rules of the United States Bankruptcy Court for the District of New Jersey (the "Local Rules"), and (ii) granting related relief. In support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. The Court (defined below) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Standing Order of Reference from the United States District Court for the District of New Jersey* as of September 18, 2012. The Debtors hereby consent, pursuant to Bankruptcy Rule 7008, to the entry of a final order by the Court in connection with this Motion, to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are sections 105(a), 330, and 331 of the Bankruptcy Code, Bankruptcy Rule 2016-3, and Local Rule 2016-3.

FACTUAL AND PROCEDURAL BACKGROUND

4. On July 22, 2026 (the "Petition Date"), the Debtors each filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of New Jersey (the "Court"), thereby commencing the above-captioned cases (these "Cases" or these "Chapter 11 Cases"). The Debtors continue to manage their assets as debtors in possession. As of the filing of this Motion, no official committee of unsecured creditors or statutory committee has been appointed in the Debtors' Cases, and no request has been made for the appointment of a trustee or examiner.

5. Additional factual background regarding the Debtors' current and historical business operations and the events leading to these Chapter 11 Cases is set forth in the *Declaration of Michael DuFrayne in Support of Debtors' Chapter 11 Petitions and First Day Motions* [ECF No. 2] (the "First Day Declaration") filed substantially contemporaneously herewith and incorporated by reference herein.

6. Prior to, or substantially contemporaneously with, the filing of this Motion, the Debtors filed applications for authority to retain and employ certain Professionals in connection with these Chapter 11 Cases, including: (i) Archer & Greiner, P.C., as the Debtors' bankruptcy counsel; (ii) DuFrayne LLC as the Debtors' Chief Restructuring Officer; (iii) DuFrayne LLC as the Debtors' investment banker; (iv) Oon & Bazul LLC as the Debtors' counsel with respect to their insolvency proceedings in Singapore; (v) Kurtzman Carson Consultants, LLC dba Verita Global ("Verita") as the Debtors' claims and noticing agent; (vi) Verita as the Debtors' administrative advisor; and (vii) such additional professionals and advisors as the Debtors deem

necessary. The Debtors also anticipate the formation of a committee, which may seek to retain additional professionals to render services in connection with these Chapter 11 Cases. For the avoidance of doubt, the Debtors submit that any professionals they elect to employ and retain in the ordinary course of business should not be subject to any order granting the relief requested in this Motion.

RELIEF REQUESTED

7. As is customary in large chapter 11 cases in this Court, by this Motion the Debtors request the entry of an order, substantially in the form of the proposed order attached hereto as **Exhibit A**, pursuant to sections 105(a), 330, and 331 of the Bankruptcy Code, Bankruptcy Rule 2016-3, and Local Rule 2016-3, establishing orderly, regular procedures for the allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred by Professionals whose services are authorized by this Court and who are required to file applications for the allowance of compensation and reimbursement of expenses pursuant to sections 330 and 331 of the Bankruptcy Code and Local Rule 2016-1.

8. More specifically, the Debtors request that procedures for compensating and reimbursing the Professionals retained under section 327 of the Bankruptcy Code, and, to the extent applicable, sections 328(a) and 1103 of the Bankruptcy Code, be established comparable to those approved in other chapter 11 cases in this district and in accordance with the guidelines set forth in Local Rule 2016-3.

9. The proposed procedures would contemplate the presentation of monthly fee statements to the parties described below for interim payment of compensation for professional services rendered and reimbursement of expenses incurred by each such Professional during the immediately preceding month. The Debtors submit that the proposed procedures for compensating

and reimbursing the Professionals will enable the Court and all parties in interest to monitor professional fees and costs effectively and in a timely manner. In accordance with Local Rule 2016-3, the Debtors propose the following procedures (the "Compensation Procedures"):

(A) Monthly Fee Statements.

1. On or after the fifteenth (15th) day of the month following the month for which compensation is sought, each Professional seeking compensation under the Order may file and, if filed, must serve, by electronic transmission, hand delivery, overnight delivery, or by any means directed by the Court, a monthly fee and expense statement (a "Monthly Fee Statement") on the following parties:

    i. The Debtors, c/o Michael DuFrayne, CRO, DuFrayne, LLC, 550 Exton Commons, Suite 55, Exton, PA 19341;

    ii. Proposed counsel to the Debtors, Archer & Greiner, P.C., 1025 Laurel Oak Road, Voorhees, NJ 08043, Attn: Stephen M. Packman (spackman@archerlaw.com), Alexander J. Andrews (aandrews@archerlaw.com);

    iii. The Office of the United States Trustee, Region 3, One Newark Center, 1085 Raymond Boulevard, Suite 2100, Newark, NJ 07102;

    iv. Counsel for the Committee and any other statutory committees appointed in these cases;

    v. Any party requesting notice of all proceedings; and

    vi. Any other party designated by the Court.

2. Unless otherwise provided in the order authorizing such Professional's retention, each Professional's Monthly Fee Statement must comply with Local Rules 2016-1 and 2016-3, and shall include a monthly invoice with fee and expense detail that describes the fees and expenses incurred by such Professional in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Guidelines established by the Office of the United States Trustee (the "UST Guidelines").

3. Time spent traveling without actively working on these Chapter 11 Cases shall be billed at fifty percent (50%) of the Professional's normal hourly rate.

4. Unless otherwise provided in the order authorizing such Professional's retention, all timekeepers must contemporaneously maintain time entries, in increments of tenths (1/10th) of an hour, for each individual.

5. Unless otherwise provided in the order authorizing such Professional's retention, all Monthly Fee Statements shall comply with the Bankruptcy Code, the Bankruptcy Rules, the UST Guidelines, and applicable law.

(B) Objections. An objection to a Monthly Fee Statement must be filed and served on the applicable Professional and the parties listed in subdivision (A)(1) not later than fourteen (14) days after service of such statement. The objection must set forth the nature of the objection and the amount of fees and expenses at issue. Grounds for objection include: (i) the Debtors' failure to timely file monthly operating reports; and (ii) the Debtors' failure to remain current with administrative expenses and fees under 28 U.S.C. § 1930.

(C) Payments.

1. On the expiration of the objection deadline under subdivision (B), a Professional may file and serve on the parties listed in subdivision (A)(1) a Local Form Certification of No Objection or a Local Form Certification of Partial Objection, and then receive eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to an objection. No payments shall be made to a Professional unless and until the Professional's retention is approved by the Court. A Professional may seek authorization as part of its next interim or final fee application to receive the remaining twenty percent (20%) of fees not subject to an objection. If a Professional receives an objection to a particular Monthly Fee Statement, the Debtors shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed, and promptly pay the remainder of the fees and disbursements in the percentages set forth herein.

2. If the parties resolve an objection, and if the applicable Professional files and serves on the parties listed in subdivision (A)(1) a statement indicating that the objection is withdrawn and describing the terms of the resolution, the Debtors may pay, in accordance with subdivision (C)(1), that portion of the Monthly Fee Statement which is no longer subject to an objection.

3. If the parties are unable to resolve an objection not later than fourteen (14) days after the deadline for filing an objection under subdivision (B), the Professional may either: (i) file a response to the objection, together with a request for payment of the fees and expenses to which the objection applies, and schedule a hearing on at least fourteen (14) days' notice; or (ii) forgo payment of those fees and expenses until the next interim or final fee application or another date directed by the Court.

(D) Fee Applications.

1. A Professional who has received monthly payments under the Order must, at four-month intervals (each, an "Interim Fee Period") or such other intervals directed by the Court, file and serve on the parties listed in subdivision (A)(1) an interim application under section 331 of the Bankruptcy Code for allowance of the compensation and reimbursement of the expenses sought in the monthly statements issued during the

applicable period (an "Interim Fee Application"), unless otherwise agreed between such professional and the U.S. Trustee.

2. Interim Fee Applications must be filed and served on or before the forty-fifth (45th) day after the end of the Interim Fee Period for which the application seeks allowance of fees and reimbursement of expenses. The Interim Fee Application must include a summary of the Monthly Fee Statements that are the subject of the request, and any other information requested by the Court or required by the Bankruptcy Code, the Bankruptcy Rules, applicable Third Circuit law, the Local Rules, and the UST Guidelines.

3. The service of an objection to a Monthly Fee Statement shall not prejudice the objecting party's right to object to any Interim Fee Application or final fee application made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in an objection or not. Failure to object to a Monthly Fee Statement by any party shall not constitute a waiver of any kind, nor prejudice that party's right to object to any Interim Fee Application or final fee application subsequently made to the Court in accordance with the Bankruptcy Code and applicable rules.

4. The pendency of an objection or the entry of a Court order holding that the prior payment of compensation or the reimbursement of expenses was improper as to a particular Monthly Fee Statement will not disqualify a Professional from the future payment of compensation or reimbursement of expenses as set forth above, unless the Court orders otherwise.

5. Any Professional who fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses under the Compensation Procedures until such time as the Interim Fee Application is submitted.

6. Neither (a) the payment of, or the failure to pay, in whole or in part, interim compensation and reimbursement of expenses under the Compensation Procedures, nor (b) the filing of, or failure to file, an objection to any Monthly Fee Statement or any Interim Fee Application, will bind any party in interest or the Court with respect to the final applications for allowance of compensation and reimbursement of expenses of Professionals.

7. Any party under section (A)(1) may request that a Professional deliver a Monthly Fee Statement or an Interim Fee Application in an electronically searchable format, mutually acceptable to the parties.

10. The Debtors respectfully submit that the foregoing Compensation Procedures will enable the Debtors to closely monitor the costs of administration of these Chapter 11 Cases, maintain a level cash flow, and implement efficient cash management procedures. Moreover, the

Compensation Procedures will also enable the Court and parties-in-interest to ensure the reasonableness of the compensation and reimbursement sought by Professionals on a regular basis.

BASIS FOR RELIEF REQUESTED

11. A professional's right to seek interim payments from a debtor's estate is governed by section 331 of the Bankruptcy Code, which authorizes professionals to submit applications for interim compensation and reimbursement of expenses every 120 days, or more often if the court permits. In relevant part, section 331 provides:

> A trustee, an examiner, a debtor's attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title.

11 U.S.C. § 331.

12. In addition, section 105(a) of the Bankruptcy Code provides, in relevant part, that "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title," thereby codifying the bankruptcy courts' inherent equitable powers. 11 U.S.C. § 105(a).

13. Courts in this district have recognized that the permissive language of section 331 of the Bankruptcy Code, coupled with the court's inherent power under section 105(a) of the Bankruptcy Code, provide authority for the entry of orders establishing procedures for monthly compensation and reimbursement of expenses of professionals. *See, e.g., In re New Rite Aid, LLC, et al.*, No. 25-14861 (MBK) (Bankr. D.N.J. June 9, 2025) (authorizing payment of professional fees pursuant to interim compensation procedures); *In re CCA Construction, Inc.*, No. 24-22548 (CMG) (Bankr. D.N.J. Feb. 18, 2025) (same); *In re Sam Ash Music Corporation*, No. 24-14727 (SLM) (Bankr. D.N.J. June 5, 2024) (same); *In re Thrasio Holdings, Inc.*, No. 24-11840 (CMG)

(Bankr. D.N.J. Apr. 4, 2024) (same); *In re Invitae Corporation*, No. 24-11362 (MBK) (Bankr. D.N.J. Mar. 18, 2024) (same); *In re Careismatic Brands, LLC*, No. 24-10561 (VFP) (Bankr. D.N.J. Feb. 29, 2024) (same); *In re Rite Aid Corp.*, No. 23-18993 (MBK) (Bankr. D.N.J. Nov. 20, 2023) (same). Such procedures are needed not only to encourage professionals to provide services in connection with chapter 11 cases, but also to avoid having professionals fund the cases. *See In re Int'l Horizons, Inc.*, 10 B.R. 895, 897–98 (Bankr. N.D. Ga. 1981) (establishing procedures for monthly interim compensation). Appropriate factors to consider include "the size of [the] reorganization cases, the complexity of the issues involved, and the time required on the part of the attorneys for the debtors in providing services necessary to achieve a successful reorganization of the debtors." *Id.* at 897.

14. The Debtors submit that the Compensation Procedures are appropriate in light of the facts and complexity of these Chapter 11 Cases. Indeed, such procedures are necessary to ensure that the Professionals are compensated fairly and timely for their services in these Chapter 11 Cases and are not forced to bear undue financial burden or risk caused by delays in payment. Moreover, the Compensation Procedures will enable the Debtors to closely monitor the costs of administration of their Chapter 11 Cases and avoid large spikes in their cash outlays. Finally, the Compensation Procedures will allow the Court and key parties in interest to ensure the reasonableness and necessity of the compensation and reimbursement sought.

15. Based on the foregoing, the Debtors respectfully submit that approval of the Compensation Procedures is appropriate.

RESERVATION OF RIGHTS

16. Nothing contained in this Motion or any order granting the relief requested in this Motion, and no action taken pursuant to the relief requested or granted (including any payment

made in accordance with any such order), is intended as, or shall be construed or deemed to be: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable non-bankruptcy law; (b) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim, or otherwise of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (c) a promise or requirement to pay any particular claim; (d) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (e) an admission that a contract is an executory contract under section 365 of the Bankruptcy Code or that such contract was or was not terminated or expired prior to the Petition Date; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates, and the Debtors expressly reserve their right to contest the extent, validity, or perfection or seek avoidance of all such liens; (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest to dispute any claim on any grounds, or to assert any right against any person or entity under the Bankruptcy Code or any other applicable law; or (h) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law.

WAIVER OF MEMORANDUM OF LAW

17. The Debtors respectfully request that the Court waive the requirement to file a separate memorandum of law pursuant to Local Rule 9013-1(a)(3) because the legal basis upon which the Debtors rely is set forth herein and the Motion does not raise any novel issues of law.

NO PRIOR REQUEST

18. No prior motion for the relief requested herein has been made to this or any other court.

NOTICE

19. Pursuant to Local Rule 9013-5(f), notice of this Motion will be provided to the following parties: (i) the Office of the United States Trustee for the District of New Jersey; (ii) any statutory committee appointed in these Cases; (iii) the Professionals; (iv) the Debtors' consolidated list of 30 largest unsecured creditors; (v) the Internal Revenue Service; (vi) the United States Attorney's Office for the District of New Jersey; (vii) counsel for the Stalking Horse Purchasers; and (viii) any other party entitled to notice pursuant to Bankruptcy Rule 2002 and Local Rule 9013-5. The Debtors submit that such notice is sufficient, and no other or further notice need be provided.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form submitted herewith, approving the Compensation Procedures and granting such other and further relief as the Court deems just and proper.

Dated: July 23, 2026

ARCHER & GREINER, P.C.

/s/ Stephen M. Packman

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Proposed Counsel to the Debtors

[2] *Pro Hac Vice* admission pending.

EXHIBIT "A"

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

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Proposed Attorneys for Debtors

In re:

POOLIN TECHNOLOGY PTE. LTD., *et al.*, [1]

Debtors.

Case No. 26-18325

Chapter 11

(Joint Administration Requested)

ADMINISTRATIVE FEE ORDER (I) ESTABLISHING PROCEDURES FOR THE ALLOWANCE AND PAYMENT OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS RETAINED BY ORDER OF THIS COURT, AND (II) GRANTING RELATED RELIEF

The relief set forth on the following pages, numbered three (2) through nine (9), is

ORDERED.

[1] The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtors' federal tax identification number, are: Poolin Technology Pte. Ltd., a Singapore Private Limited Company; Lonestar Dream Inc. (5105); and Lonestar Taproot LLC (4118). The location of the Debtors' service address for purposes of these Chapter 11 Cases is: c/o Michael DuFrayne, CRO, 2564 US Highway 1, PMB #16884166, Lawrence, NJ 08648.

Debtors:	Poolin Technology Pte. Ltd., *et al.*
Case No.	26-18325
Caption of Order:	Administrative Fee Order (I) Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court, and (II) Granting Related Relief

Upon consideration of the *Debtors' Motion for Entry of an Administrative Fee Order (I) Establishing Procedures for the Allowance and Payment of Interim Compensation and Reimbursement of Expenses of Professionals Retained by Order of this Court, and (II) Granting Related Relief* (the "Motion")[1] filed on behalf of the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and upon the *Declaration of Michael DuFrayne in Support of Debtors' Chapter 11 Petitions and First Day Motions* [ECF No. 2] (the "First Day Declaration"); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order Of Reference From The United States District Court For The District Of New Jersey* dated as of September 18, 2012; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this 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 this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion and opportunity for hearing on the Motion were appropriate and that no other notice need be provided under the circumstances; and this Court having determined that the legal and factual bases set forth in the Motion and at the hearing thereon establish just cause for the relief granted herein; and upon all of the proceedings before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT**:

1. The Motion is **GRANTED** as set forth herein.

[1] Capitalized terms used but not otherwise defined herein have the meaning ascribed to them in the Motion.

2. Except as may otherwise be provided in orders of this Court authorizing the retention of specific Professionals, all Professionals retained in these Chapter 11 Cases pursuant to section 327 and, to the extent applicable, sections 328(a) and 1103 of the Bankruptcy Code, may seek monthly compensation in accordance with the following procedures (the "Compensation Procedures"):

(A) Monthly Fee Statements.

1. On or after the fifteenth (15th) day of the month following the month for which compensation is sought, each Professional seeking compensation under this Order may file and, if filed, must serve, by electronic transmission, hand delivery, or overnight delivery, or by any means directed by the Court, a monthly fee and expense statement (a "Monthly Fee Statement") on the following parties:

   i. The Debtors, c/o Michael DuFrayne, CRO, DuFrayne, LLC, 550 Exton Commons, Suite 55, Exton, PA 19341;

   ii. Proposed counsel to the Debtors, Archer & Greiner, P.C., 1025 Laurel Oak Road, Voorhees, NJ 08043 Attn: Steven M. Packman (spackman@archerlaw.com) and Alexander J. Andrews (aandrews@archerlaw.com);

   iii. the Office of the United States Trustee, Region 3, District of New Jersey;

   iv. counsel to the United States Trustee, Region 3, District of New Jersey;

   v. counsel for the Committee and any other statutory committees appointed in these cases;

   vi. any other secured creditor and counsel, to the extent known;

   vii. any party requesting notice of all proceedings; and

   viii. any other party designated by the Court.

2. Unless otherwise provided in the order authorizing such Professional's retention, each Professional's Monthly Fee Statement must comply with Local Rules 2016-1 and 2016-3, shall include a monthly invoice with fee and expense detail that describes the

fees and expenses incurred by such Professional in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Guidelines established by the Office of the United States Trustee (the "UST Guidelines").

3. Time spent traveling without actively working on these chapter 11 cases shall be billed at fifty percent (50%) of the Professional's normal hourly rate.

4. Unless otherwise provided in the order authorizing such Professional's retention, all timekeepers must contemporaneously maintain time entries, in increments of tenths (1/10th) of an hour, for each individual.

5. Unless otherwise provided in the order authorizing such Professional's retention, all Monthly Fee Statements shall comply with the Bankruptcy Code, the Bankruptcy Rules, the UST Guidelines, and applicable law.

(B) Objections. An objection to a Monthly Fee Statement must be filed and served on the applicable Professional and the parties listed in subdivision (A)(1) not later than fourteen (14) days after service of such statement. The objection must set forth the nature of the objection and the amount of fees and expenses at issue. Grounds for objection include: (i) the Debtors' failure to timely file monthly operating reports; and (ii) the Debtors' failure to remain current with administrative expenses and fees under 28 U.S.C. § 1930.

(C) Payments.

1. On the expiration of the objection deadline under subdivision (B), a Professional may file and serve on the parties listed in subdivision (A)(1) Local Form Certification of No Objection or Local Form Certification of Partial Objection, and then receive eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to an objection. No payments shall be made to a Professional unless and until the Professional's retention is approved by the Court. A Professional may seek authorization as part of its next interim or final fee application to receive the remaining twenty percent (20%) of fees not subject to an objection. If a Professional receives an objection to a particular Monthly Fee Statement, the Debtors shall withhold payment of that portion of the Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth herein.

2. If the parties resolve an objection and if the applicable Professional files and serves on the parties listed in subdivision (A)(1) a statement indicating that the objection is withdrawn and describing the terms of the resolution, the Debtors may pay in accordance with subdivision (C)(1) that portion of the Monthly Fee Statement which is no longer subject to an objection.

3. If the parties are unable to resolve an objection not later than fourteen (14) days after the deadline for filing an objection under subdivision (B), the Professional may either: (i) file a response to the objection together with a request for payment of the fees and expenses to which the objection applies and schedule a hearing on at least fourteen (14) days' notice; or (ii) forgo payment of those fees and expenses until the next interim or final fee application or another date directed by the Court.

(D) Fee Applications.

1. A Professional who has received monthly payments under this Order must, at four-month intervals (each an "Interim Fee Period") or such other intervals directed by the Court, file and serve on the parties listed in subdivision (A)(1) an interim application under section 331 of the Bankruptcy Code for allowance of the compensation and reimbursement of the expenses sought in the monthly statements issued during the applicable period (an "Interim Fee Application") unless otherwise agreed between such professional and the U.S. Trustee.

2. Interim Fee Applications must be filed and served on or before the forty-fifth (45th) day after the end of the Interim Fee Period for which the application seeks allowance of fees and reimbursement of expenses. The Interim Fee Application must include a summary of the Monthly Fee Statements that are the subject of the request and any other information requested by the Court or required by the Bankruptcy Code, the Bankruptcy Rules, applicable Third Circuit law, the Local Rules, and the UST Guidelines.

3. The service of an objection to a Monthly Fee Statement shall not prejudice the objecting party's right to object to any Interim Fee Application or final fee application made to the Court in accordance with the Bankruptcy Code on any ground whether raised in an objection or not. Failure to object to a Monthly Fee Statement by any party shall not constitute a waiver of any kind nor prejudice that party's right to object to any Interim Fee Application or final fee application subsequently made to the Court in accordance with the Bankruptcy Code and applicable rules.

4. The pendency of an objection or the entry of a Court order holding that the prior payment of compensation or the reimbursement of expenses was improper as to a particular Monthly Fee Statement will not disqualify a Professional from the future payment of compensation or reimbursement of expenses as set forth above unless the Court orders otherwise.

5. Any Professional who fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses under the Compensation Procedures until such time as the Interim Fee Application is submitted.

6. Neither (a) the payment of, or the failure to pay, in whole or in part, interim compensation and reimbursement of expenses under the Compensation Procedures nor (b) the filing of, or failure to file, an objection to any Monthly Fee Statement or any Interim Fee Application will bind any party in interest or the Court with respect to the final applications for allowance of compensation and reimbursement of expenses of Professionals.

7. Any party under section (A)(1) may request that a Professional deliver a Monthly Fee Statement or an Interim Fee Application in an electronically searchable format mutually acceptable to the parties.

3. The Debtors shall include all payments to Professionals on their monthly operating reports, detailed to state the amount paid to each Professional.

4. All Professionals that are law firms shall make a reasonable effort to comply with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330 by Attorneys in Larger Chapter 11 Cases* effective as of November 1, 2013, in connection with any Monthly Fee Statements, Interim Fee Applications, and final fee applications to be filed in these Chapter 11 Cases. All Professionals that are law firms shall provide any and all Monthly Fee Statements, Interim Fee Applications, and final fee applications in "LEDES" format to the Office of the United States Trustee.

5. Each member of any statutory committee appointed in these cases shall be permitted to submit statements of expenses (excluding third-party counsel expenses of individual committee members) and supporting vouchers to counsel to any such committee, which counsel will collect and submit the committee members' requests for reimbursement; *provided* that such reimbursement requests must comply with the Compensation Procedures. For the avoidance of

doubt, this provision only permits the committee member to request reimbursement and does not extend to any representative purporting to act on behalf of the committee member.

6. Time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

7. All fees and expenses paid to Professionals are subject to disgorgement until such time as they are allowed pursuant to a final order of this Court.

8. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable non-bankruptcy law; (b) an implication, admission, or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (c) a promise or requirement to pay any particular claim; (d) a request or authorization to assume or assign any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (e) an admission that a contract is an executory contract under section 365 of the Bankruptcy Code or that such contract was or was not terminated or expired prior to the Petition Date; (f) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates , and the Debtors expressly reserve their right to contest the extent, validity, or perfection or seek avoidance of all such liens; (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest to dispute any claim on any grounds or to assert any right against any person or entity under the Bankruptcy Code or any other

applicable law; or (h) a waiver or limitation of the Debtors' rights under the Bankruptcy Code or any other applicable law and the Debtors expressly reserve their rights with respect to all of the foregoing.

9. Nothing in this Order, the Motion, or any actions taken pursuant hereto is intended to or shall (a) confer upon any third party any rights or remedies whatsoever, (b) grant any party the status of a third-party beneficiary, (c) be enforceable by any third party, or (d) enhance the status of any claim held by any person or entity. Nothing herein shall be deemed to convert the priority of any claim from a prepetition claim into an administrative expense claim.

10. Notice of the Motion, as provided therein, shall be deemed good and sufficient notice of the Motion and the requirements of the Bankruptcy Rules and Local Rules are satisfied by such notice.

11. The requirement set forth in Bankruptcy Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

12. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

13. Notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon entry.

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

15. Any party may move for modification of this Order in accordance with Local Rule 9013-5(e).

16. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.