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

In re:	§	**Case No. 26-90528 (CML)**
	§	
BITCOIN DEPOT INC., *et al.*,	§	**(Chapter 11)**
	§	
Debtors.[1]	§	**(Jointly Administered)**
	§	

CERTIFICATE OF NO OBJECTION REGARDING DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF VINSON & ELKINS LLP AS COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE

[Relates to Docket No. 156]

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 (collectively, the "***Debtors***") certifies as follows:

1. On June 5, 2026, Debtors filed the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Vinson & Elkins LLP as Counsel for the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 156] (the "***Application***").

2. The deadline for parties to file objections and responses to the Application was June 26, 2026 (the "***Objection Deadline***"). The Objection Deadline has passed.

3. In accordance with paragraph 44 of the Complex Case Procedures, the undersigned represents to the Court that counsel has reviewed the Court's docket, and no objections or other responses to the Application appear on the Court's docket, and the Debtors are unaware of any other objection to the Application.

[1] The Debtors in these Chapter 11 Cases (as defined herein) and the last four digits of their respective federal tax identification numbers (if applicable) may be obtained on the website of the Debtors' proposed claims and noticing agent at https://restructuring.ra.kroll.com/bitcoindepot. The location of the Debtors' corporate headquarters is: 8601 Dunwoody Place, Sandy Springs, Georgia 30350.

4. Accordingly, the Debtors respectfully request that the Court enter the proposed order attached hereto.

Dated: June 27, 2026
Houston, Texas

/s/ Paul E. Heath
VINSON & ELKINS LLP
Paul E. Heath (TX 09355050)
Sara Zoglman (TX 24121600)
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Houston, Texas 77002
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-and-

David S. Meyer (*pro hac vice* pending)
Jessica C. Peet (*pro hac vice* pending)
1114 Avenue of the Americas, 32nd Floor
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Email: dmeyer@velaw.com
jpeet@velaw.com

Proposed Counsel to the Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I certify that on June 27, 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.

/s/ Sara Zoglman
Sara Zoglman

Exhibit A

Proposed Order

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BITCOIN DEPOT INC., *et al.*,	§	**(Chapter 11)**
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Debtors.[1]	§	**(Jointly Administered)**
	§	
	§	**Re: Dkt. No. 156**

ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT
OF VINSON & ELKINS LLP AS COUNSEL FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE

Upon the application (the "***Application***")[2] of the above-referenced debtors and debtors in possession (collectively, the "***Debtors***") for the entry of an order (the "***Order***") authorizing the Debtors to retain and employ Vinson & Elkins LLP ("***V&E***") as their counsel effective as of the Petition Date; and the Court having reviewed the Application, the Meyer Declaration, and the Studebaker Declaration; and the Court having jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. § 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that the Court may enter a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Meyer Declaration that V&E's employment is in the best interests of the Debtors' estates and that V&E (a) has no connection to the Debtors, their creditors, or other parties in interest except as set

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

forth in the Meyer Declaration, (b) is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, and (c) does not represent, and does not hold, any interest adverse to the Debtors' estates; and the Court having found that proper and adequate notice of the Application 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 Application after having given due deliberation upon the Application and all of the proceedings had before the Court in connection with the Application, it is HEREBY ORDERED THAT:

1. Pursuant to sections 327(a) and 329 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, the Debtors, as debtors in possession, are authorized to retain and employ V&E as their counsel effective as of the Petition Date in accordance with the terms and conditions set forth in the Application, the Meyer Declaration, and in the Engagement Letter, as modified by this Order.

2. V&E shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court. For billing purposes, V&E will keep time records in one-tenth of an hour increments. V&E shall also make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* in connection with interim and final fee applications to be filed by V&E in these Chapter 11 Cases.

3. Without further order of the Court, V&E may apply amounts from the prepetition advance payment retainer to compensate and reimburse V&E for fees or expenses incurred on or

prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of V&E's engagement by the Debtors, if the amount of any advance payment retainer held by V&E is in excess of the amount of V&E's outstanding and estimated fees, expenses, and costs, V&E will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

4. V&E shall provide ten business days' notice to the Debtors, the U.S. Trustee, and the Committee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. V&E shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these Chapter 11 Cases.

6. To the extent there is any conflict between this Order and the Application, the Engagement Letter, or the Meyer Declaration, the terms of this Order shall control.

7. V&E shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by V&E to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. V&E shall review its files periodically during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, V&E shall use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

9. The Debtors and V&E are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

10. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

11. The Court retains jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: ______________, 2026
Houston, Texas

____
THE HONORABLE CHRISTOPHER M. LOPEZ
UNITED STATES BANKRUPTCY JUDGE

IN THE UNITED STATES BANKRUPTCY COURT
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