

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

PROSOMNUS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10972 (JTD)
(Jointly Administered)

Hearing Date: June 24, 2024 at 1:00 p.m. (ET)
Objection Deadline: June 7, 2024 at 4:00 p.m. (ET)

**DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE EMPLOYMENT AND RETENTION OF WILSON SONSINI
GOODRICH & ROSATI, P.C., AS SPECIAL CORPORATE COUNSEL
FOR THE DEBTORS, NUNC PRO TUNC TO THE PETITION DATE**

The above-captioned debtors and debtors in possession (the “**Debtors**”) respectfully request entry of an order, substantially in the form attached hereto as Exhibit B (the “**Proposed Order**”), authorizing the employment and retention of Wilson Sonsini Goodrich & Rosati, P.C. (“**WSGR**”) as the Debtors’ special corporate counsel in these chapter 11 cases, effective *nunc pro tunc* to the Petition Date, in accordance with WSGR’s customary hourly rates and reimbursement policies in effect when services are rendered. In support of this application (the “**Application**”), the Debtors submit the declaration of Erin R. Fay, a member of WSGR (the “**Fay Declaration**”), a copy of which is attached hereto as Exhibit A. In further support of this Application, the Debtors respectfully state as follows:

JURISDICTION & VENUE

1. This Court has jurisdiction to consider this Application under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: ProSomnus, Inc. (8216), ProSomnus Holdings, Inc. (3855), and ProSomnus Sleep Technologies, Inc. (0766). The location of the Debtors’ principal place of business and the Debtors’ mailing address is 5675 Gibraltar Dr., Pleasanton, California 94588.

District of Delaware dated as of February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b) and pursuant to rule 9013-1(f) of the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware* (the “**Local Rules**”), the Debtors confirm their consent to the entry of a final judgment or order with respect to this Application if it is later determined that this Court cannot enter such final judgment or order consistent with Article III of the United States Constitution absent consent of the parties. Venue of these chapter 11 cases and this Application in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 327(a) of title 11 of the United States Code, as amended (the “**Bankruptcy Code**”), rules 2014(a) and 2016(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Local Rule 2014-1.

BACKGROUND

3. On May 7, 2024 (the “**Petition Date**”), each of the Debtors filed a voluntary petition in this Court commencing a case for relief under chapter 11 of the Bankruptcy Code (collectively, these “**Chapter 11 Cases**”). The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been requested in these Chapter 11 Cases and no committees have yet been appointed.

4. The factual background regarding the Debtors, including their business operations, their capital and debt structures, and the events leading to the filing of these Chapter 11 Cases, is set forth in detail in the *Declaration of Brian Dow, Chief Financial Officer of the Debtors, in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 14], which was filed on the Petition Date and is fully incorporated herein by reference.

RELIEF REQUESTED

5. By this Application, the Debtors seek entry of the Proposed Order, substantially in the form attached hereto as Exhibit B, authorizing the retention and employment of WSGR as their special corporate counsel, effective *nunc pro tunc* to the Petition Date, under Bankruptcy Code section 327(e), Bankruptcy Rules 2014(a) and 2016(a), and Local Rules 2014-1 and 2016-2.

A. WSGR's Qualifications

6. WSGR has served as the Debtors' corporate counsel since April 2023. In its capacity as the Debtors' corporate counsel, WSGR has provided advice to the Debtors regarding various corporate governance, securities, litigation, transactional, investigatory, and general advisory matters.

7. The Debtors will continue to need WSGR's services in connection with certain non-bankruptcy matters during the pendency of these Chapter 11 Cases. Indeed, it would be difficult and costly for the Debtors to replace WSGR with substitute counsel for these matters, and the Debtors believe that any substitute counsel would not be as effective or valuable to the Debtors as counsel on these matters.

8. In providing its professional services to the Debtors, WSGR has become familiar with the Debtors and their business, including the Debtors' corporate governance, securities filings and the reporting requirements related thereto, financial and business affairs, debt structure, operations, and related matters. Having worked with the Debtors' management and their other advisors, WSGR has developed relevant experience and expertise regarding the Debtors that will enable it to provide effective and efficient services to the Debtors through the course of these Chapter 11 Cases.

9. Accordingly, WSGR is both well-qualified and uniquely able to represent the Debtors in these Chapter 11 Cases in an efficient and timely manner.

B. Services to be Provided

10. The Debtors anticipate that, in these Chapter 11 Cases, the professional services that WSGR will render to the Debtors may include: providing general corporate and securities-related advice, board-related matters, assisting with SEC filings and related public-company disclosure matters, and assisting in negotiating, documenting and consummating certain transactions that may arise out of these Chapter 11 Cases, such as an equity financing and debt restructuring.

11. The Debtors may, from time to time, request that WSGR undertake specific matters beyond the scope of the responsibilities set forth above. Should WSGR agree to undertake any such specific matters, WSGR will submit an additional retention order authorizing the provision of such additional services.

12. The Debtors require knowledgeable counsel to render these critical professional services, and, as described in the Fay Declaration, WSGR has substantial expertise in these areas. As a result, WSGR is well-qualified to perform these services and to represent the Debtors' interests in these Chapter 11 Cases. Subject to the Court's approval of this Application, WSGR is willing to serve as the Debtors' corporate counsel pursuant to section 327(e) of the Bankruptcy Code, effective as of the Petition Date, and to perform the services described above.

C. Professional Compensation

13. WSGR intends to apply to the Court for allowance of compensation and reimbursement of out-of-pocket expenses incurred after the Petition Date in connection with the Debtors' Chapter 11 Cases on an hourly basis, subject to Court approval and in accordance with

the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures or orders of this Court.

14. WSGR will be compensated at its standard hourly rates, which are based on the professionals' level of experience. As set forth in the Fay Declaration, WSGR's current hourly rates for matters related to its representation of the Debtors are expected to be within the following ranges: \$1,250 to \$2,310 for partners, \$660 to \$1,265 for associates, \$1,165 to \$1,800 for counsel and \$245 to \$995 for legal staff. The Debtors understand that WSGR's rates are subject to annual and customary firm wide adjustments in the ordinary course of WSGR's business. The hourly rates and corresponding rate structure that WSGR will use in these Chapter 11 Cases are consistent with the rates that WSGR charges other comparable clients, and are applicable regardless of the location of the clients or any associated case.

15. WSGR will maintain detailed, contemporaneous records of time and any necessary costs and expenses incurred in connection with rendering the legal services described above. It is WSGR's policy to charge its clients for all disbursements and expenses incurred in the rendition of its services, including, among other things, costs for telephone and facsimile charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees, and other fees related to trials and hearings.

D. No Duplication of Services

16. The Debtors intend and believe that the services of WSGR will complement, and not duplicate the services rendered by any other professional retained in these Chapter 11 Cases. The Debtors have filed an application to retain Polsinelli PC ("**Polsinelli**") as their bankruptcy counsel. In retaining Polsinelli, the Debtors were specifically mindful of the work already being performed by WSGR. Accordingly, the Debtors have discussed a division of responsibilities with

WSGR and Polsinelli, and have determined to divide such responsibilities in a manner that is efficient and effective. The Debtors intend to monitor carefully these and any other retained legal professionals to ensure a clear delineation of their respective duties and roles so as to prevent duplication of effort.

17. The Debtors have also filed applications to employ other professionals in these Chapter 11 Cases. The Debtors recognize that the efficient coordination of efforts among the Debtors' legal professionals, and between such legal professionals and their other professionals, will greatly add to the effective administration of these Chapter 11 Cases. Accordingly, the Debtors submit that their continued representation by WSGR on the matters described in this Application is in the best interest of their estates and will avoid the disruption and delay that would otherwise result from transitioning to new counsel to perform such services.

E. No Adverse Interest

18. To the best of the Debtors' knowledge, (i) WSGR, as required by Bankruptcy Code section 327(e), does not hold or represent an interest adverse to the Debtors' estates with respect to the matters on which WSGR is proposed to be employed, and (ii) WSGR has no connection to the Debtors, their creditors, or any parties in interest, except as may be disclosed in the Fay Declaration. WSGR has fully informed the Debtors of its ongoing representations of entities that may have a connection to the Debtors as described in the Fay Declaration, and the Debtors have consented to WSGR's continued representation of such entities in matters unrelated to these proceedings.

19. WSGR will periodically review its files during the pendency of these 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, WSGR will use reasonable efforts to identify

such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

LEGAL BASIS FOR RELIEF REQUESTED

A. Retention and Employment of WSGR as the Debtors' Corporate Counsel is Permitted Pursuant to Bankruptcy Code Sections 327(e) and 328

20. The Debtors seek approval of the retention and employment of WSGR as their special corporate counsel pursuant to Bankruptcy Code sections 327(e) and 328(a). Bankruptcy Code section 328(a) provides, in pertinent part, that a debtor in possession, with the court's approval, "may employ or authorize the employment of a professional person under section 327 . . . on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis" 11 U.S.C. § 328(a).

21. Bankruptcy Code section 327(e) provides:

The trustee, with the court's approval, may employ, for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

11 U.S.C. § 327(e).

22. Moreover, Bankruptcy Code section 1107(b) provides that a person is not disqualified for employment by a debtor in possession under Bankruptcy Code section 327 solely because of such person's employment by or representation of the debtor before the commencement of the case. 11 U.S.C. § 1107(b).

23. Furthermore, retention of an attorney under section 327(e) does not require the same searching inquiry required for a debtor to retain general bankruptcy counsel under section 327(a). *See Meespierson Inc. v. Strategic Telecom Inc.*, 202 B.R. 845, 847 (D. Del. 1996)

(“[S]pecial counsel employed under [section] 327(e) need only avoid possessing a conflict of interest concerning the matter at hand.”).

24. Nevertheless, the phrase “does not represent or hold any interest adverse to the debtor or to the estate” requires a factual determination of “all relevant facts surrounding the debtor’s case, including, but not limited to, the nature of the debtor’s business, all foreseeable employment of special counsel, [and] the expense of replacement counsel” *In re Woodworkers Warehouse, Inc.*, 323 B.R. 403, 406 (D. Del. 2005). In general, however, subject to the requirements of sections 327 and 1107, a debtor in possession is entitled to the counsel of their choosing. *In re Vouzianas*, 259 F.3d 103, 108 (2d Cir. 2001) (observing that “[o]nly in the rarest cases should the trustee be deprived of the privilege of selecting his own counsel”).

25. As stated in the Fay Declaration, WSGR, as required by Bankruptcy Code section 327(e), does not hold or represent an interest adverse to the Debtors’ estates with respect to the matters on which WSGR is proposed to be employed, and has no connection to the Debtors, their creditors, or any parties in interest, except as may be disclosed in the Fay Declaration. Further, the Debtors submit that the retention of WSGR is appropriate and complies with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

B. *Nunc Pro Tunc* Relief is Appropriate

26. Pursuant to the Debtors’ request, WSGR has agreed to serve as the Debtors’ special corporate counsel on and after the Petition Date with assurances that the Debtors would seek approval of its employment and retention, effective *nunc pro tunc* to the Petition Date, so that WSGR may be compensated for its preapplication services. The Debtors believe that no party in interest will be prejudiced by the granting of such *nunc pro tunc* employment, as provided in this

Application, because WSGR has provided and continues to provide valuable services to the Debtors' estate in the interim period.

27. Courts in this District have routinely approved *nunc pro tunc* employment similar to that requested herein in matters comparable to this matter. Accordingly, the Debtors submit that for all the reasons stated above and in the Fay Declaration, the retention and employment of WSGR as their special corporate counsel, *nunc pro tunc* to the Petition Date, is warranted.

NOTICE

28. Notice of this Motion will be given to: (a) the United States Trustee for the District of Delaware; (b) the holders of the twenty (20) largest unsecured claims on a consolidated basis against the Debtors; (c) the Internal Revenue Service; (d) the United States Attorney's Office for the District of Delaware; and (e) all parties entitled to notice pursuant to Bankruptcy Rule 2002.

29. The Debtors submit that no other or further notice is necessary under the circumstances.

WHEREFORE, the Debtors respectfully request entry of an order, substantially in the form attached hereto as Exhibit B, granting the relief requested and any other relief as is just and proper.

Dated: May 24, 2024

Respectfully submitted,

/s/ Brian Dow

Brian Dow
Chief Financial Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

PROSOMNUS, INC., *et al.*,¹
Debtors.

Chapter 11

Case No. 24-10972 (JTD)
(Jointly Administered)

Hearing Date: June 24, 2024 at 1:00 p.m. (ET)
Objection Deadline: June 7, 2024 at 4:00 p.m. (ET)

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) file the *Debtors’ Application for Entry of an Order Authorizing the Employment and Retention of Wilson Sonsini Goodrich & Rosati, P.C., as Special Corporate Counsel for the Debtors, Nunc Pro Tunc to the Petition Date* (the “**Application**”) with the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to entry of an order approving the Application must be filed on or before **June 7, 2024 at 4:00 p.m. (ET)** (the “**Objection Deadline**”) with the Clerk of the Bankruptcy Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 and served so as to be received by the Objection Deadline upon the undersigned proposed counsel for the Debtors.

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Application will be held on **June 24, 2024 at 1:00 a.m. (ET)** before the Honorable John T. Dorsey, at the Bankruptcy Court, 824 N. Market Street, 5th Floor, Courtroom No. 5, Wilmington, Delaware

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: ProSomnus, Inc. (8216), ProSomnus Holdings, Inc. (3855), and ProSomnus Sleep Technologies, Inc. (0766). The location of the Debtors’ principal place of business and the Debtors’ mailing address is 5675 Gibraltar Dr., Pleasanton, California 94588.

19801. Only those objections made in writing and timely filed and served by the Objection Deadline will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 24, 2024
Wilmington, Delaware

POLSINELLI PC

/s/ Shanti M. Katona

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*Proposed Counsel to the Debtors and
Debtors in Possession*

Exhibit A

Fay Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

PROSOMNUS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10972 (JTD)
(Jointly Administered)

**DECLARATION OF ERIN R. FAY IN SUPPORT OF THE DEBTORS’
APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF WILSON SONSINI
GOODRICH & ROSATI, P.C., AS SPECIAL CORPORATE COUNSEL
FOR THE DEBTORS NUNC PRO TUNC TO THE PETITION DATE**

I, Erin R. Fay, under penalty of perjury, declare as follows:

1. I am a member of the law firm Wilson Sonsini Goodrich & Rosati, P.C. (“**WSGR**” or the “**Firm**”), which maintains offices for the practice of law at 222 Delaware Avenue, Suite 800, Wilmington, Delaware 19801. I am an attorney at law, duly admitted and in good standing to practice in the States of Delaware and Wisconsin. There are no disciplinary proceedings against me.

2. I submit this declaration (the “**Fay Declaration**”) pursuant to section 327(e) of title 11 of the United States Code, as amended (the “**Bankruptcy Code**”), rules 2014 and 2016 of the *Federal Rules of Bankruptcy Procedure* (the “**Bankruptcy Rules**”), and rules 2014-1 and 2016-2 of the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware* (the “**Local Rules**”), in support of the *Application for Entry An Order Authorizing the Employment and Retention of Wilson Sonsini Goodrich & Rosati, P.C., as Special*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: ProSomnus, Inc. (8216), ProSomnus Holdings, Inc. (3855), and ProSomnus Sleep Technologies, Inc. (0766). The location of the Debtors’ principal place of business and the Debtors’ mailing address is 5675 Gibraltar Dr., Pleasanton, California 94588.

Corporate Counsel for the Debtors, Nunc Pro Tunc to the Petition Date (the “**Application**”), filed contemporaneously herewith by ProSomnus, Inc. and its affiliated debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (these “**Chapter 11 Cases**”).

3. All terms used but not otherwise defined herein have the meanings ascribed to them in the Application. Unless otherwise stated herein, I have personal knowledge of the facts set forth herein and, if called as a witness, I would testify thereto. To the extent that any information disclosed herein requires amendment or modification upon WSGR’s completion of further analysis or as additional information becomes available to WSGR, a supplemental declaration will be submitted to the Court.

WSGR’s Qualifications

4. WSGR is a national and international law firm with more than sixty (60) years of experience, including experience in advising management teams, directors, boards, and special board or management committees of large public and private companies with respect to complex commercial transactions, financings, and the fulfillment of their fiduciary duties and obligations under applicable law. WSGR’s attorneys have also been involved in many recent chapter 11 cases, including, among others: *In re Potrero Medical, Inc.*, Case No. 23-11900 (Bankr. D. Del.) (11 U.S.C. § 327(e) counsel to the Debtor); *In re FB Debt Financing Guarantor, LLC, et al.*, Case No. 23-10025 (Bankr. D. Del.) (counsel to the debtors); *In re OSG Group Holdings, Inc.*, No. 22-10718 (Bankr. D. Del.) (counsel to the debtors); *In re Medical Technologies Associates II, Inc.*, No. 22-1534 (Bankr. D. Del.) (counsel to the reorganized debtor); *In re VIP Cinema Holdings, Inc.*, No. 20-10345 (Bankr. D. Del.) (counsel to the debtors); *In re CR Holdings Liquidating, Inc. (f/k/a Charlotte Russe)*, No. 19-10210 (Bankr. D. Del.) (counsel to the debtors). These professionals have also represented numerous secured lenders, official and unofficial committees, debtor in possession financiers, secured and unsecured creditors, and potential purchasers of assets in

bankruptcy proceedings. Given this expertise and in light of the broad array of matters which may arise in connection with these Chapter 11 Cases, I believe that WSGR has a highly qualified team of professionals and paraprofessionals to provide services to the Debtors during these Chapter 11 Cases.

5. Having served as the Debtors' corporate counsel since April 2023, WSGR is intimately familiar with the Debtors' business operations and capital structure and is therefore uniquely qualified to assist the Debtors in their reorganization efforts as their special corporate counsel. To maximize the value of such efforts to date, and because of WSGR's experience in corporate, securities, and financing law, the Debtors have requested that WSGR serve as their special corporate counsel in these Chapter 11 Cases. The retention of WSGR, with its historic knowledge of and depth of experience with the Debtors, will materially facilitate effective coordination with Polsinelli PC ("**Polsinelli**") in the representation of the Debtors and the efficient administration of these Chapter 11 Cases. Accordingly, I believe that WSGR is both well-qualified and uniquely able to represent the Debtors with respect to the services listed below.

Services to be Provided

6. The Debtors have requested that WSGR render general corporate legal services, as needed, in connection with these Chapter 11 Cases. The professional services WSGR will render to the Debtors may include: providing general corporate and securities-related advice, board-related matters, assisting with SEC filings and related public-company disclosure matters, and assisting in negotiating, documenting and consummating certain transactions that may arise out of these Chapter 11 Cases, such as an equity financing and debt restructuring.

7. In providing services as special corporate counsel to the Debtors, WSGR will coordinate with Polsinelli, as well as the other professionals retained by the Debtors, to ensure a

clear delineation of the professionals' respective roles and duties in these Chapter 11 Cases so as to prevent duplication of effort.

Professional Compensation

8. WSGR shall apply for compensation and reimbursement of out-of-pocket expenses incurred after the Petition Date in connection with the Debtors' Chapter 11 Cases in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, any applicable guidelines established by the Office of the United States Trustee for the District of Delaware (the "**U.S. Trustee**"), and any such other procedures as may be fixed by order of the Court.

9. Notwithstanding anything in the Application to the contrary, WSGR shall (i) to the extent that WSGR uses the services of independent contractors, subcontractors, or employees of foreign affiliates or subsidiaries (collectively, the "**Contractors**") in these Chapter 11 Cases, pass-through the cost of such Contractors to the Debtors at the same rate that WSGR pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflicts checks as required for WSGR; and (iv) file with this Court such disclosures required by Bankruptcy Rule 2014.

10. WSGR will be compensated at its standard hourly rates, which are based on the professionals' level of experience. WSGR's current hourly rates for matters related to its representation of the Debtors is expected to be within the following ranges: \$1,250 to \$2,310 for partners, \$660 to \$1,265 for associates, \$1,165 to \$1,800 for counsel and \$245 to \$995 for legal staff. These hourly rates are subject to annual and customary firm-wide adjustments in the ordinary course of WSGR's business. The hourly rates and corresponding rate structure that WSGR will use in these Chapter 11 Cases are consistent with the rates that WSGR charges other comparable clients and are applicable regardless of the location of the clients or any associated case.

11. WSGR will maintain detailed, contemporaneous records of time and any necessary costs and expenses incurred in connection with rendering the legal services described above. It is WSGR's policy to charge its clients for all reasonable and necessary disbursements and expenses incurred in the rendition of services, including, among other things, costs for telephone and facsimile charges, photocopying, travel, business meals, computerized research, messengers, couriers, postage, witness fees, and other fees related to trials and hearings.

Compensation Received by WSGR from the Debtors

12. Other than as set forth herein, there is no proposed arrangement between the Debtors and WSGR for compensation to be paid in these Chapter 11 Cases. WSGR has advised that it has not shared, nor agreed to share, (a) any compensation it has received or may receive with any other party or person, other than with the members and associates of WSGR, or (b) any compensation another person or party has received or may receive.

13. From April 12, 2023 until April 2, 2024, WSGR performed services for the Debtors, regularly invoiced the Debtors for amounts owed in respect of such services, and received payment from the Debtors for such services in accordance with customary billing practices. On April 5, 2024, WSGR received an advance payment retainer in the amount of \$50,000.00 in connection with its representation of the Debtors. Subsequently, the Debtors paid WSGR additional advance payment retainers totaling \$700,000 (collectively, the "**Retainer**").

14. As of the Petition Date, the Retainer remained in the amount of \$410,510.08. WSGR remains in the process of reconciling time and costs for the period from April 5, 2024 through the Petition Date, which WSGR intends to apply against the Retainer pursuant to the Order. In addition, the Debtors owe WSGR approximately \$734,609.61 for prepetition invoices that predate the receipt of the initial advance retainer amount on April 5, 2024. WSGR does not propose to draw from the Retainer for the invoices that pre-date April 5, 2024 at this time. WSGR

has not agreed to waive or reduce its claim against the Debtors in these Chapter 11 Cases. Nevertheless, the Debtors do not believe that the claim is an interest adverse to the Debtors in respect of the matters for which WSGR will be retained in these Chapter 11 Cases such that the existence of this claim should limit or otherwise impair WSGR's ability to perform such representation in a disinterested manner.

15. Pursuant to Local Rule 2016-1 and section 329 of the Bankruptcy Code, in the one (1) year period preceding the Petition Date, other than as set forth above, the Debtors rendered payment (via ACH, wire, or application of Retainer), to WSGR in the aggregate amount of \$2,535,717.18, which includes payments related to work performed by WSGR regarding various restructuring alternatives, as well as other services, including general corporate work.

No Adverse Interest

16. To the best of my knowledge, WSGR does not represent and will not represent any entity, other than the Debtors, in matters related to these Chapter 11 Cases.

17. To the best of my knowledge, other than as described herein, WSGR (i) is not a creditor, an equity interest holder, or an insider of the Debtors; (ii) is not and was not, within two (2) years before the Petition Date, a director, officer, or employee of the Debtors; and (iii) with respect to the matters for which WSGR is proposed to be employed, does not have any interest materially adverse to the interests of the Debtors or the estates, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors or for any other reason. Accordingly, I believe that WSGR is a "disinterested person," as that term is defined in Bankruptcy Code section 101(14), as modified by Bankruptcy Code section 1107(b), with respect to the matters for which WSGR will be retained.

18. To the best of my knowledge, and other than as expressly disclosed in *Attachment B* attached hereto, the partners, counsel, and associates of WSGR do not have any connection to

any of the parties in interest included on the list of potential parties in interest (the “**Potential Parties In Interest List**”) provided to WSGR by the Debtors. A copy of the Potential Parties in Interest List is annexed hereto as *Attachment A*.

19. In connection with its proposed retention by the Debtors in these Chapter 11 Cases, WSGR has conducted a check for conflicts of interest and other conflicts and connections based upon the Potential Parties in Interest List provided to WSGR by the Debtors. WSGR maintains a client database (the “**Client Database**”), which is designed to include every matter on which the Firm is now or has been engaged, by which entity the Firm is now or has been engaged, and, in each instance, the identity of adverse parties and certain of the attorneys in the Firm that are knowledgeable about the matter. It is the policy of WSGR that no new matter may be accepted or opened within the Firm without completing and submitting to those charged with maintaining the computer Client Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and adverse parties. Accordingly, WSGR maintains and systematically updates this system in the regular course of business of the Firm, and it is the regular practice of the Firm to make and maintain these records.

20. Further, WSGR sends a daily report of new matters firm wide. All WSGR attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. Finally, all WSGR timekeepers that have worked with the Debtors or are expected to work with the Debtors in this matter were provided a copy of the Potential Parties in Interest List and asked to review such list for reportable connections. WSGR did not receive any responses regarding this matter from the daily new matter report email or such timekeeper email.

21. Given the size of the Firm and the diversity of WSGR's practices and the number of potential parties in interest included on the Potential Parties in Interest List, WSGR currently represents and may in the past have represented certain Potential Parties in Interest in ongoing matters unrelated to the Debtors' Chapter 11 Cases as disclosed in greater detail on *Attachment B* hereto.² Pursuant to Bankruptcy Code section 327(c), WSGR is not disqualified from acting as the Debtors' counsel merely because it may currently represent or previously have represented certain Potential Parties in Interest in matters unrelated to these Chapter 11 Cases.

22. The proposed employment of WSGR is not prohibited by, or and no employee of WSGR is related to any United States Bankruptcy Judge for the United States Bankruptcy Court for the District of Delaware or to the U.S. Trustee or any employee in the office thereof.

23. I understand that the Debtors and parties in these Chapter 11 Cases have and will retain various professionals during the pendency of these Chapter 11 Cases as set forth in the Potential Parties in Interest List. Over the past several years, attorneys at WSGR have worked with certain of these professionals on various matters, representing either the same parties, parties with similar interests, or parties with adverse interests. In addition, certain of these firms may have been clients of WSGR or its professionals in matters unrelated to the Debtors or these Chapter 11 Cases.

24. The Debtors have numerous relationships and creditors. Consequently, although every reasonable effort has been made to discover and eliminate the possibility of any connection or conflict, including the efforts outlined above, WSGR is unable to state with certainty which of its clients or such clients' affiliates hold claims or otherwise are parties in interest in these Chapter 11 Cases. WSGR will conduct an ongoing review of its files to ensure that no disqualifying

² *Attachment B* lists entities, or affiliates of the entities, that WSGR either actively represents or formerly represented on matters unrelated to these Chapter 11 Cases since May 7, 2022. WSGR's conflict check system covers a period of time prior to May 7, 2022; as a matter of practice, however, WSGR has not listed on *Attachment B* former clients for such period (consistent with a disinterestedness timeframe of two (2) to three (3) years).

circumstances arise and, if any new material facts or relationships are discovered, WSGR will file supplemental disclosures with the Court regarding the same.

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 information, knowledge, and belief.

Executed on May 24, 2024

/s/ Erin R. Fay

Erin R. Fay

Member

Wilson Sonsini Goodrich & Rosati, P.C.

ATTACHMENT A

ProSomnus, Inc., et al. – Interested Parties List

PARTIES-IN-INTEREST LIST

Debtors

ProSomnus, Inc.
ProSomnus Holdings, Inc.
ProSomnus Sleep Technologies, Inc.

Non-Debtor Affiliate

ProSomnus International LLC
ProSomnus Germany GmbH

Board Members and Officers

Leonard Liptak
Laing Rikkers
Leonard Hedge
William Johnson
Jason Orchard
Steven Pacelli
Heather Rider
Brian Dow
Sung Kim

Bankruptcy Professionals

Polsinelli PC
Gavin/Solmonese LLC
Kurtzman Carson Consultants LLC
Wilson Sonsini Goodrich & Rosati PC
Piper Sandler & Co.

Bankruptcy Judges – District of Delaware

Chief Judge Laurie Selber Silverstein
Judge John T. Dorsey
Judge Craig T. Goldblatt
Judge Karen B. Owens
Judge Thomas M. Horan
Judge Brendan L. Shannon
Judge J. Kate Stickles
Judge Mary F. Walrath

Office of the United States Trustee – District of Delaware

Joseph McMahon
Lauren Attix
Malcolm M. Bates
Fang BuTrial
Linda Casey
Joseph Cudia
Holly Dice

Shakima L. Dortch
Timothy J. Fox, Jr.
Diane Giordano
Michael Girello
Christine Green
Benjamin Hackman
Nyanquoi Jones
Jane Leamy
Jonathan Lipshie
Hannah M. McCollum
Jonathan Nyaku
James R. O'Malley
Linda Richenderfer
Richard Schepacarter
Edith A. Serrano
Rosa Sierra-Fox
Elizabeth Thomas
Dion Wynn

Top 20 Creditors

Interstate Advanced materials (a/k/a PIB16
INTERSTATE PLASTICS)
Leoneamerica
Federal Express
Moss Adams LLP
CadBlu
VHF Inc
Marcum LLP
University of Minnesota
Growth Diagnostics, LLC
Parachute Technology, Inc.
NASDAQ INC.
ICR Opco LLC
Icahn School of Medicine at Mount Sinai
Dr. Jordan Stern
Express Employment Professionals
Resorts World Las Vegas LLC
Utah Paper Box
Environmental Service Partners
Definitive Healthcare

Proposed DIP Agent

Wilmington Savings Fund Society, FSB

Prepetition Agent

Wilmington Trust

Utility Providers

PG&E
AT&T
Comcast Business
Wiline Networks
Pleasanton Garbage Services
RingCentral

Insurance Providers

Travelers
Travelers Property Cas. Co. of America
Travelers Indemnity Company
Obsidian Specialty Insurance Company
AIG
Chubb Custom Insurance
Continental Cas. Co.
Endurance Risk Solutions Assurance Co.
Allied World Insurance Co.

Banks

Wells Fargo
WellsOne
Stadtsparkasse Munchen

Subordinate Secured Noteholders

Cedarview Opportunities Master Fund, L.P.
Cetus Capital VI, L.P.
Nautilus Master Fund, L.P.
SMC Holdings II, LP
Cohanzick Absolute Return Master Fund, Ltd.
RiverPark Strategic Income Fund
Destinations Global Fixed Income Opportunities Fund
Leaffilter North Holdings, Inc.

Senior Secured Noteholders

Intrepid Income Fund
CrossingBridge Low Duration High Yield Fund
Destinations Low Duration Fixed Income Fund

Other Secured Parties/Equipment Lessors

Alliance Funding
Ascentium
Balboa Capital
Bank of the West
C T CORPORATION SYSTEM, AS
REPRESENTATIVE
CIT Bank NA

CORPORATION SERVICE COMPANY, AS
REPRESENTATIVE
DDI Capitol
DDI LEASING, INC.
Dell Finance
First American Commercial Bankcorp
First Citizens Bank
First Financial Equipment Leasing
FIRST FINANCIAL HOLDINGS, LLC
FIRST FOUNDATION BANK
First National
FNC Lion Tech Finance
HANMI BANK
HITACHI CAPITAL AMERICA CORP.
International Financial Services Corporation
Leaf Capital
MACQUARIE EQUIPMENT CAPITAL INC.
Midland States Bank
NAVITAS CREDIT CORP.
NFS Leasing, Inc.
Pawnee
Providence Capital Funding Inc.
Summit Capital
TCF NATIONAL BANK
Technijian
THE HUNTINGTON NATIONAL BANK
WELLS FARGO EQUIPMENT FINANCE, INC.

Office Facility Lease

DP Ventures LLC - Dollinger Properties
West Valley Properties Inc.

Equity Security Holders

ALAN POLLACK
ALLAN B. MORRIS REVOCABLE TRUST UAD
ALLEN W. PEREZ
AMANDA HENDERSON
AMELIA HOWARD
AMY BYERLEY
AMY E STOKES
AMY HARTSFIELD
AMY HUTCHENS
ANDECITE CAPITAL PARTNERS LLC
ANDRAS HITES
ANDREY KALINKOVITCH
ANGELA PARKOSWICH
ANTHONY THEODORE GIATTINA
ARNOLD AND DOROTHY FREEMAN

ASHFORD D. LEON
 B. KENT SMITH
 BALANCE ACCOUNT FOR L128UNEX
 BARBARA MORGAN
 BENJAMIN D. EMERSON
 BERNARD KRUGER
 BRANDON WOLTMAN
 BRENDA EDWARDS
 BROOKE JOHNSTON JR
 CAMAPLAN ADMINISTRATOR
 CAMAPLAN CUST
 CANNON POWER OF APPOINTMENT TRUST
 CARL E. MISCH TRUST
 CARL MISCH V
 CARLA BARNES
 CEDE & CO
 CHARLES A. COLLAT
 CHARLES L. GRANT
 CHARLES LOACHAMIN
 CHARLES MARTIN
 CHEN LI
 CHRIS DUCHOCK
 CHRISTOPHER A. MORRIS
 CHRISTOPHER SWANSON
 CHUCK GRANT
 COREY NABORS
 CRAIG MISCH
 CRISS S.A.R.L.
 DALE SORENSON, DDS
 DANNY LYNN PASTRICK
 DAVID ERICKSON
 DAVID HOGAN
 DAVID L. HELFET MD
 DAVID WERBLE
 DAWN MARIE BITTNER
 DAYNA MONTALVO
 DIANNE FRANKEN
 DILLON SMITH
 DIVYA MAVALLI
 DOUGLAS LEEPER
 DR. RANDY RESNIK
 EDWARD P. ALLEN
 EDWARD SALL PENSICO TRUST IRA
 ELIZABETH J. MCCORMACK
 ERIC BILLINGS
 ERIKA C MASON
 EUGENE MARAIS
 EUGENE SANTUCCI DDS

FACULTY INVESTMENT GROUP (RAY HAZEN)
 FALTINSKY FAMILY TRUST
 FORD DRAPER
 FRANCINE MISCH TRUST DTD 4/10/01 DIETSH
 FRANK CHARLES POPE
 FRANK FINANCIAL 401K PSP
 FRANK W. PELC
 FRED MOLZ
 GATTINA FISHER ARCHITECTS
 GAVIN HIROHISA FUKADA
 GENE H. SHERMAN
 GEOFFREY SWORTWOOD
 GERALD VOGEL
 GERARD IGLHAUT
 GERARDO A SIMON
 GLENN JIVIDEN
 GLOBAL SLEEP SOLUTIONS LTD
 GORDON POINTE
 GREGORY VOGEL
 GUSTAVO GONZALES
 H. DAVID SHERMAN
 HARE WYNN NEWELL & NEWTON
 HAROLD NEWMAN
 HASKELL CAPITAL PARTNERS
 HASKELL SLAUGHTER YOUNG & REDIKER
 HEALTHPOINTCAPITAL LLC
 HEALTHPOINTCAPITAL PARTNERS II, LP
 HEALTHPOINTCAPITAL PARTNERS III L.P.
 HEALTHPOINTCAPITAL PARTNERS L.P.
 HEATHER D RIDER
 HEATHER WHALEN
 HOM LAY WANG
 HUCKEL KURT
 INTREPID CAPITAL MANAGEMENT, INC.
 JACK DANEHY
 JACK KRAUSER
 JACK RICCI
 JAMES KEITH WILSON
 JAMES P. ROSENFELD
 JAMES R. BRIGHAM
 JAMES R. PRATT III
 JAMIE KATHERINE KOTHE
 JANE A DARLING
 JAY R. FRIEDMAN
 JAZQUES BIZOT
 JEANETTE SABIR-HOLLOWAY
 JEFF CARLSON
 JEFF HUISMAN

JIANZHONG LU
 JILL NOELLE BRUST-ALBANI
 JIM MCCONKEY
 JOE FITZPATRICK
 JOHN A. CAROLLO
 JOHN AND ALANA VOEGE
 JOHN BIDDLE
 JOHN CAPPETTA
 JOHN E REMMERS
 JOHN H. FOSTER
 JOHN MURPHY
 JOHN S. CAIRNS LIVING TRUST
 JON HOLMES
 JOSEPH J. VALE
 JR. F. HAMPTON MCFADDEN
 JUN WOO PARK
 KAMSHAD RAISZADEH, M.D.
 KEITH H. FRANK
 KELLI SHULTZ
 KELSEY WIRTH
 KENDYL LOWE
 KENNETH ROSENFELD
 KENT HAMILTON
 KEVIN B. MURPHY, ESQ.
 KIM MARTIN
 KIM ROSENFELD
 KRISSY CONNOR
 L.P. DRAX HOLDINGS
 LAKE MACKERING FLP (JOHN M. FISH)
 LANCE YATES
 LARRY MPILALIS
 LARRY STITES
 LAURA LAING RIKKERS 2004 TRUST UAD
 LEANDER SWIFT RIKKERS 2002 TRUST
 LEONARD M. HEDGE
 LESLIE H. CROSS AND DEBORAH L. CROSS
 LEWIS W. CUMMINGS JR. IRA
 LEXTON ADWELL
 LINDA MCINNIS
 LOUIS J. CIANCIOLA
 LYNNE D ADAMS
 MAJID GHADERIARDAKANI
 MARGARET ONKEY
 MARIA PHAM
 MARK D CANNON TRUSTEE
 MARK MURPHY
 MARK NERI
 MARTA KHALPOURCHIAN

MARTHA WARREN BIDEZ
 MARTIN P ABELAR
 MARY CONDITT
 MARYAN MOHAMMADI
 MELINDA LOUISE HUNGERMAN
 MICHAEL A. KELLY
 MICHAEL A. LIGHT
 MICHAEL A. PEBBLES
 MICHAEL GELB
 MICHAEL GERGEN
 MICHAEL MOGUL TRUST
 MICHAEL PIKOS
 MICHAEL RAWLINGS
 MICHAEL REDDY
 MICHAEL VANDENKOLK
 MICHELLE BRYANT
 MICHELLE NASE
 MICHELLE REYNOLDS
 MINTZ LEVIN SPECIAL INVESTMENT
 MULTI-PASS INVESTMENTS LIMITED
 NAUTILUS MASTER FUND, L.P.
 NICHOLAS ADAM
 OUTPOST CAPITAL LLC
 PABLO A MARTELL
 PACIFIC PREMIER TRUST
 PAMELA D. VARNER
 PAO-CHIAO CHIU
 PATHFINDER PARTNERS, L.P.
 PATRICIA GAYLE RODGERS
 PATTI GLENDINNING
 PAUL O'MALLEY
 PAUL WESTBROOK
 PETER MCKEON
 PETER SCHMID
 POLAR MULTI-STRATEGY MASTER FUND
 RANDALL PRICE
 RAY HAZEN
 REGINALD O'NEILL
 RICK LAMBOTT
 RICK MOYER
 ROBERT ARCHAMBAULT
 ROBERT C CELLA
 ROBERT CHENET
 ROBERT PETER SUDANO JR.
 ROBERT WINTER
 ROBERTSON REVOCABLE TRUST DATED 11-27-02
 RORY STEVEN BOGGAN

ROSS JULIAN
 SAM K. TAHMASSEBI
 SAMUEL D. HASKELL
 SAMUEL S. MYERS
 SARA SIMONDS
 SARAH ALANA HYDE
 SARKIS SARKIS
 SCOTT DAILARD TRUST
 SCOTT DANOFF
 SCOTT JACOBSON
 SCOTT POWELL
 SCOTTY MCCALLUM
 SHEILA GUJRATHI
 SIRI MARSHALL
 STEIGMANN MARIUS
 STEVEN R PACELLI
 SUSAN N. HASKELL
 SUZANNE LEVINE
 SUZANNE THAI
 TARUN AGARWAL
 TERRANCE GRIFFIN
 TERRY M. RICH
 THOMAS DAVIS
 THOMAS H. KEAN
 TRUST FBO LAING FOSTER RIKKERS
 TRUST UNDER AGREEMENT
 VINCENT BALSAMO REVOCABLE TRUST
 W ROBERT DAHL TRUSTEE
 W. ROBERT DAHL
 WBHF L.L.P. (LARRY FROST)
 WEEKS FAMILY TRUST
 WENDY WEISSHAAR
 WERNER GROTZ
 WILLIAM H BOLTON JR
 WILLIAM S JOHNSON
 WILLIAM W. MCGUIRE
 WINSTON GREER
 WYATT R. HASKELL
 YAN WANG
 YAN ZHU
 YI DAN WANG
 YOANN OJEDA
 YU PANG CHUN
 ZUBERRY ASSOCIATES LLC

Vendors

A&P Calibrations, Inc.
 ABN AMRO BANK N.V.

Acco Engineered Systems
 Act & Paradigm
 Adeenay Devarajan
 ADInstruments
 ADP
 Advanced Chemical Transport Inc
 Advanced Dental Designs Inc.
 Adventhealth Nicholson Center
 Aileen Billdt
 Airgas USA LLC
 Alan R Schwartz MD, Inc.
 Ali Azarbarzin
 All Junk, LLC
 Alliance Funding Group
 Alston & Bird
 Amanda Carter
 Amber Bawiec
 American Academy of Cardiovascular Sleep
 American College of Chest Physicians
 American Red Cross
 American Thoracic Society
 American Ultraviolet West Inc.
 Analytics In Focus LLC
 Anastasia Maroulis
 Andersen Tax LLC
 Andrew Bellebaum
 Andrew Soulimiotis
 Anthoni Peeler
 Antonio Allacco
 Antonio Figueroa
 Apneu vereniging
 Aragona Sleep Solutions LLC
 Area Plumbing
 Armin Moniri
 Arthur J. Gallagher Risk Management Service
 Asset Finance Corp
 Associacao Brasileira do Sono
 Auradonics, Inc.
 Australasian Dentist
 Avalara
 Avtek Inc
 Awaken2Sleep, Inc.
 B C Lawson Drayage, Inc.
 B&L Facilities Services
 Barizza
 Bas de Groot
 Ben Stein
 Beyond Marion, LLC

Bill.com
 Blum Grob Attorneys At Law Ltd
 Blythe Global Advisors
 BMO Harris Bank - R.T. Patterson Co. Inc
 Brandpoint Building
 BreakAway Media Group
 Brian Klaich
 Brigham and Women's Hospital
 British Sleep Society
 Brittany Austin
 Broadridge ICS
 Brown Chi Sun Ihn
 BSDSM
 Buchalter
 Buttonwood Creative Co. LLC
 CA Employment Development Dept (EDD)
 Cad-Ray Distribution Inc
 Calabrese Consulting, LLC
 Capital Markets Media LLC
 Chad Specht
 Chandan Bellamane
 CharkEducation
 Chin Tran
 Chris Holland
 Christine Arcaina
 Christophe Bonneton
 Christopher Holland
 Christopher Upchurch
 Cintas
 Clinical Mastery Series
 Clinical Sales Spot LLC
 Coco Xiaorong Cheng
 Cogency Global Inc.
 Computype, Inc - 139154
 Concur Technologies, Inc.
 Confections by Michael Recchiuti, LLC
 Congreso Sedcydo
 Continental Stock Transfer & Trust
 Conventus Congress Management
 Cordent
 Cormoran GR1 GmbH
 Corodata Records Management, Inc.
 Covalent Metrology Services, Inc
 Cranioclinic Valencia & Dental Sleep
 cubesmart -0759
 Custom Sock Shop LLC
 Cutting Edge Drapery
 Cvent Inc

Daniel Mah
 Daniel Simmons
 Darby Dental Supply, LLC
 Dave Kuhns
 David Cirilos
 David Federici
 David R. Studt
 David Schwartz
 David Vega
 DDI Capital
 Dedicated Sleep
 Derick Love
 Deutsche Messe AG
 Dexter Valera
 DGZS
 Diakonessenhuis
 Diane Pajak
 D-Kode Technology LLC
 DPM Property Management, Inc.
 Dr. Aditi Desai
 Dr. Aileen Trivedi
 Dr. Amy Guthrie
 Dr. Benjamin Collins
 Dr. Bernard Ang
 Dr. Brandon Dreier
 Dr. Brandon Hedgecock
 Dr. Chad Hutchison
 Dr. Charles Frye
 Dr. Cheryl Ann Scott
 Dr. Chet Hymas
 Dr. Chris Mathison
 Dr. Cuffy York
 Dr. Daniela Eversgerd
 Dr. Darin Bach
 Dr. David Frey
 Dr. David Kerr
 Dr. Delwin Hemingway
 Dr. Douglas Hauck
 Dr. Edward Magida
 Dr. Frank Moss
 Dr. Gail Henry Sigma Health PC
 Dr. Gil Suarez
 Dr. Howell Goldberg
 Dr. Jason Ehtessabian
 Dr. Jean-Pierre Ho
 Dr. Jeff E. Rubel
 Dr. John Carollo
 Dr. Karen Williamson

Dr. Katherine Johnson
 Dr. Keri L. Smith
 Dr. Lydia Sosenko
 Dr. Lynn Wuthow
 Dr. Madan Kandula
 Dr. Marc F. Newman
 Dr. Maurits de Ruiter
 Dr. Max Kerr
 Dr. Michael Feld
 Dr. Mitch Conditt
 Dr. Patrick Kuhns
 Dr. Raquel Silva
 Dr. Raza Pasha
 Dr. Renee Owen
 Dr. Robert Booher
 Dr. Rodney Holcombe
 Dr. Rubina Nguyen
 Dr. Sam Skurie
 Dr. Thomas Corwin
 Dr. Thomas Rhodes
 Dr. Tristan Thompson
 Dr. William Monks
 DSM Academy Limited
 Dwyer Instruments, LLC
 Eagle Signs and Designs, LLC
 EDRA S.P.A
 Edward Owens
 Eldorado Forklift Company
 Elexes Medical Consulting LLC
 Ellis Family Dentistry
 Encore
 Engb.om & Co Oy Konsulttitoimisto
 Engblom Co
 Ensinger Precision Components Inc
 Erin Elliott, DDS
 Erin V Mosca
 EuroDev Business Services
 European Respiratory Society
 Evelien Zondag
 Everworks Ltd T/A Qualio
 Excel Translations Inc.
 Fairmont San Francisco
 Ferdinande Photography LLC
 Fiix
 Fionnuala Lyden
 First American
 First American Equipment Finance
 First Financial

First Foundation
 First-Citizens Bank & Trust Co
 Fiscal Solutions
 FLYERALARM
 Freyr, Inc.
 Gabriel Cheng
 Gabriele Studt Print & Web
 Gary Anthony Veran
 Gary Veran
 Gayatri Raina
 Geerer Burns & Crain Ltd.
 General Sleep Corporation
 Georgiy Afanasiadzi
 Gerson Baltazar
 Gianna Mohrman
 Golen Bock Eiseman
 Golenbock Eiseman
 Gonda Marra
 Great Lakes Dental Technologies
 Greer, Burns & Crain, Ltd.
 Gulf Coast Bank & Trust Company
 Guy's and St Thomas NHS Foundation Trust
 Hanh Bhandari
 HAS Haute Autorit   de Sant  
 Health Canada
 Hedy Holmes Staffing Agency
 Hetal Desai
 High 5 Builders Inc
 HNB
 Human Bees, Inc.
 Huntington
 Huntington Financial Corp
 IAS Academy
 iBedssma
 IMGEN Technologies LLC
 Impec Group
 International Academy of Sleep
 intertek
 Intertek Testing Services Na Inc.
 Intrado Digital Media
 Intrepid Capital
 ISDSM Q and A Webinar
 Ivoclar Vivadent, Inc.
 Iwona Iwaszczyszyn
 J&J Air Conditioning, Inc.
 Jack Henry Associates Inc.
 Jackson Kon
 Jacob Gross

Jamari Purcell.
 Janeen Taplin
 Janis Bourriague
 Jan-Pro of the Greater Bay Area
 Jeffry Sugimoto
 Jennie Campbell
 Jennifer Schulz
 Jessica Montgomery
 Jiangsu Weixiang Tool Mfg
 Joanne Ingleby
 Jocel Gigante
 Joel Loeak
 John Di Simone
 John Orchard
 John Remmers
 Joshua Grosse
 Joshua Grosse-US
 Josie Valera
 Justin Mowdy.
 Kapia Partners Limited
 Kayley Plaunt
 Kellie Ricker
 Kelvin Cao
 Kenneth A Mogell, DMD
 Kevin Harris
 Kevin Klenke
 Kevin Murphy
 Keyence Corporation Of America
 Kim Huynh
 Kirkman Beck dba Hire Up Staffing And He
 Kirran Virdi
 KnowBe4, Inc.
 Kolbe Corp
 Konrad Skoczylas & VIP Plumbing and Drain
 Kredinor
 Kristin Jacobs
 Kurse- und Kongresse SSO USD
 Kurt LeJeune
 Kyle Cartledge
 Laing Rikker
 LBF Enterprises dba Powermatic Associates Inc
 Lc Networks Inc.
 LeaseCrunch LLC
 Left Coast Hauling LLC
 Lehrman Consulting LLC
 Leslie Nason
 LHH Recruitment Solutions
 Liberty Commercial Finance LLC

Lil Rooter Plumber
 Lion Technology Finance LLC
 LITTLER MENDELSON PC
 LogoBoss, LLC
 Luke Park
 Magic Touch Software Int.
 Marc Braem
 Marc Taub-1977
 Marissa Brogden
 Mark Musso
 Marko Foam Products
 Marko Jarvinen (usd)
 Martin Weiland
 Marty Armijo
 Masimo Canada Ulc
 Mason Street Opco LLC
 Matthew Thomas
 Mc Painting Drywall
 McGrail Vineyards and Winery
 McMaster-Carr
 MDSS - CH GmbH
 MDSS - UK
 MDSS Medical Device Safety Service
 MEDQOR
 Mediant Communications Inc.
 MedMark, LLC
 Medrio Inc.
 Melissa Ann Wheatley
 Melissa Metcalf
 MESSUKESKUS
 Michael Crown
 Mike Adler
 Milano Gracco
 Ming Lai
 Ming Lai Lai
 Minnesota Academy of General Dentistry
 Mintz Levin
 Mitchell Levine
 MNP LLP
 Modern Lock Security
 Moelis & Company LLC
 Moquin
 Mumble & Shrug Productions
 My Equity Comp. LLC
 MyCardio LLC
 NaasTech
 NAMSA
 Navitas Credit Union

Nederlandse Vereniging voor Tandheelkunde
 Nelson Mullins Riley Scarborough LLP
 Nor-Cal Moving Services
 notified
 Novi Oaks Dental
 NTPS
 NYU Grossman School of Medicine
 Ohn Dagarna
 Olivier Vanderveken
 Online Orthodontics Academy, SL
 Oppenheimer & co
 PAANNY
 Paragon Print Systems, Inc.
 Patricia Brown
 Patrick Buess
 Paul Nojaim
 Paul Reaney
 Pearl Meyer & Partners, LLC | Pearl Meyer
 Pedro Mayoral Sanz
 Perry Raynee Davila-
 Pinki Singh
 Pinsent Masons RechtsanwÄlte Steuerberater
 Pleasanton Courtyard by Marriott
 Pleasanton Marriott
 Pohjola Pankkiy
 POLI DESIGN
 Posh Bakery
 Praxkon
 Premier Security Solutions
 Prinsen Residence International
 Print and Web
 Procopio
 Propellant Media
 Prosmile University
 Quality Auditing
 Quench USA, Inc.
 R&B Printing and Graphics
 Rainer Strauch
 Randstad
 Ravix Group, Inc
 Raynee Davila-Perry
 Reach Meetings And Events LLC
 Reliable Corporation
 Rene' Dell'Acqua
 Renea Lynne Castro
 Renee Smith
 Richard Boatman
 Richard S. Vacca

Richard Vimmerstedt
 Richards Layton & Finger
 Robert Bergman
 Robert Buly
 Robert Half
 Rockwell Automation Inc.
 Roth Staffing Companies
 RS Hughes Company, Inc.
 Rueter & Partner
 Russell Reynolds Associates Inc.
 Sarah Breu
 Saskia Sommer Medical Services
 SASU LFO Health
 SASU LFO-Health
 Scott Baker
 Scott Merritt
 SEALED AIR CORPORATION
 Sean Hawkins
 SEDCYDO
 Selective Gift Institute
 Shannon McCarthy
 Sharp Electronics Corporation
 Shazeen Pardesi
 Shenzhen SleepOn Technology Co., Ltd.
 Sheppard Mullin Richter & Hampton
 Sherri Cross
 Showpad Inc.
 Silvia Margarita Gonzalez Pondal
 Simply Beautiful Smiles
 Singer Lewak
 Sleep Better Tampa
 Sleep consultancy Ltd
 Sleep Professionals of Alabama
 Sleepon
 Sleptest, LLC
 SMC
 Snoring & Sleep Apnea Dental Treatment
 Center
 Solomon Partners, L.P.
 Solon Quinn Studios
 Somninvest
 Somninvest Nordic AB
 Somnovum
 Somnovum by Buess
 Sona Creative Group
 Soofar Agency
 Sskmka Stichting Scholing
 Stacey Kiel

Stanford University
Stanley Liang
Star Sleep & Wellness
Stephanie Ronalds
Steven Tanner
stichting slaap congres nederland
Stout Risius Ross, LLC
Sugarloaf Signature Dentistry
Surface Preparation Solutions LLC
svenska handelsbanken
Svetlana Yanova
Sweden Meetx AB
SWEDICARE, LDA
Swiss Dental Events AG
Tech Edge
Technology Finance
Techstreet
Terry Wilson
TFC Technology Finance
The Film Collaborative Inc.
The Revell Group
The Royal Society of Medicine
Thomas MTC
Timothy Unsulangi
Tipografia Ostiense
TMJ & Sleep Solutions of Alabama
TMJ PRAC MNGMT
Toolmack
Toppan Merrill LLC
Transform Dental Sleep LLC
Travis L. Lemire
Trescal, Inc
TriNet
TriNet Canada
TriNet Cobra
Tri-Valley Electrical Service, Inc.
Trustees of University of Pennsylvania
Tufts University School of Medicine
Uline
UCSF Office of CME
UHY LLP
UKDentalCourses
UniFirst Corporation
UPS
UPS Supply Chain Solutions, Inc.
US Bank Equipment Finance
US IP Attorneys
US Securities and Exchange Commission

USI Insurance Services
UZA
Varha
Veritas Association Management, Inc.
Veritiv
VGM Market Data
Vida Andreevska
vivisol
Vortex
Walter Hedgecock
Waterlogic Americas
WCG IRB
Wells Fargo Equipment
Willes Consulting Group, Inc.
William Gross
William R. Monks
William T. Link/Lea
XM CONSULT
XM Consult EUR-USD
Yardi
Yolanda Palomares
Zachary Allmand
Zahn Dental (Henry Schein)
Zhulie Wahidi
ZRG Toft Group LLC

Taxing Authorities

California Franchise Tax Board
California Department of Tax and Fee
Administration
Alameda County, California
Delaware
New Jersey
Texas Comptroller
Utah State Tax Commission
Washington Department of Revenue
Food and Drug Administration

Significant Customers

A Booi
A. Klitsie
Aaron Roundy
Abby Neville
Aditi Desai
Adriana Lalinde
ADVENT
Alan Blanton
Alan Krantz

Allan Winchar
 Allie Frounfelter
 Amrittej Virk
 Amy Hartsfield
 Amy Shoumer
 Andrew Edmonds
 Andrew Gamache
 Angie Nauman
 Anja Hoffstrom
 Anjoo Ely
 Annisya Bagdonas
 Arnoud Noot
 Baebel Thon
 Barry Chase
 Becky Coats
 Benjamin Polan
 Benjamin Utterback
 Bernard Greenbaum
 Bernd Rohlfing, M.Sc. M.Sc.
 Bettina L. Tong
 Betty Haberkamp
 Boris Lipovetskiy
 Brenna McLain
 Brianna Hammer
 Brittany Owens
 Bryce Nebeker
 C.M.G. Robben
 Carly Jacobs
 Chad Denman
 Chad Witkow
 Charles Vittitow
 Chase Edwards
 Chelise Kasun
 Chris Chui
 Chris Kirby
 Christine Nauth
 Coty Hulkan
 Crystal Morris
 Dana Blalock
 Dana Rockey
 Daniel J. Burton
 Daron Clark
 Dave Federici
 David Bender
 David Binder
 David C. Flint
 David Isaacs
 David Jin

Dayn Boitet
 Deborah Adamec
 Deborah Romack
 Dental Lab
 Dominik Ettlin
 Douglas Johnson
 Dr. Roja Thiem-Dieckmann
 E. v.d. Bronk
 E.H.W. Kruizinga
 Earl Bogrow
 Edward Sall
 Ekatarina Tomenko
 Elio Adler
 Ellen Collier
 Erica M. Johannes
 F. Michael Firouzian
 Francesca Milano
 Frank Sullivan
 Gail Henry
 Gene Sherman
 George Ghaly
 Gerald Cohen
 Gil Suarez
 Gina Maestri
 Gregory Osborne
 H.C.M. Donders
 Hal Dym
 Harmeet Chiang
 Hilary Fritsch
 Hilmar Schmidt-Kleen
 Holly Ellis
 Jack Bagley
 Jaclyn Martinez
 James C. Ross
 James Kramer
 James Mattingly
 James R. Stewart Jr.
 James Todd Gray
 James Walmsley
 Jan Bublik
 Jared Nelson
 Jay Goldstein
 Jay Nelson
 Jeff L. Rodgers
 Jeffrey Forslund
 Jeffrey S. Haddad
 Jeffrey S. Rein
 Jeffrey W. Horowitz

Jennifer Bragg
 Jeremy Bayer
 Jeremy Hess
 Jerrod Sanders
 Jerry Hu
 John A. Rothchild
 John C. Peterson
 John Carollo
 John Jared Waite
 John Kim
 John Montoya
 John Rawa
 John W. Clark
 Jonathan Hale
 Jonathan Held
 Jordan Brunson
 Jordan Stern
 Josef Wollmann
 Joseph Bradshaw
 Joseph Dagati
 Joseph Meng
 Juliet Bulnes-Newton
 JW de Ruiter
 Kaitlyn C. Schultz
 Karel Vandervelden
 Karen Williamson
 Katharine Christian
 Keane Fedosky
 Keira Nicholson
 Kelly Standish-Mayo
 Ken Berley
 Kent Smith
 Kenyon Oyler
 Kevin Berry
 Kevin Eatmon
 Kip Covington
 Kylie Wasserman
 Kyra Chadbourne
 Lawrence Hatfield
 Lloyd F. Moss, Jr.
 Lori Hare
 Luke Bauserman
 Lydia Sosenko
 M. Reyes Sevilla
 Mandy Grimshaw
 Maria Nater
 Marit Wendels
 Mark Levy

Mark Panneton
 Mark Tompkins
 Martin Abelar
 Martin Bassiur
 Matthew A. Hudson
 Matthew Oliver
 Melissa Sheets
 Michael Engelbrecht
 Michael Feld
 Michael Holm
 Michael Irwin
 Michael Kase
 Michael L. Gelb
 Michael States
 Michael Uzelac
 Michelle Cantwell
 Mitch Conditt
 Monika Kumar
 Nagashree Prakash
 Naina Mahale
 Nancy Addy
 Nick Wilson
 Nickoli Dubyk
 Nicole D. Chenet
 Nikola Vranjes
 Nina Daws
 Nina Wollenweber
 Ofer Jacobowitz
 Ohio Sleep Treatment
 Omar Mahmassani
 Paige Volentine
 Pallavi Saraf
 Paul Harris
 Paul R. Miller
 Pauline Jiddou
 Peter Benisch
 Philip Lisk
 Phillip Durden
 Phillip Neal
 R. BENJAMIN SCOTT
 R. Snijders
 R. Vrijhof
 Rachelle Brown
 Raman Patel
 Raul Garcia
 Raza Pasha
 Reza Radmand
 Rhonda Hakimi

Richard Bradley Drake
Rohtaz K. Sandhu
Rubina Nguyen
Ryan Kohlmeier
Ryan O'Neill
Ryan Robinson
S.M.J.J. Meeuwis
Saleema Adatia
Salvatore S. Aragona
Samantha Bohay
Sandi Hamm
Sandy Tran
Sascha Voigtländer
Sean Endsley
Sharnell Muir
Shelley Shults
Shelly Bedayse
Shouresh Charkhandeh
Silvia Lobo
Sound Sleep Medical
Stacey Layman
Stephan Wegener
Stephen Ho
Stephen Poss
Steve Carstensen
Steven Greenman
Steven J. Wilk
Steven Wilhite
Subha Giri
Sue Ellen Richardson
Syeda Bakhtawar
T.a.v. Marc Braem
Tanya DeSanto
Tara Anger-Andersen
Thomas Froning
Thomas Gotsis
Thorsten Peschel
Tiffini Stratton
Tim Muscaro
Timothy J. Kitzmiller
Todd Coy
Trevor Hartwell
VA-CT
Vernon W. Greene
Vicki Cohn
Vince Auth
W. Nesse
Will Harvey

William Odom
Yanik Boucher
Zufhair A. Hadi

ATTACHMENT B¹

<u>CLIENT/PARTY/MATTER</u>	<u>RELATIONSHIP</u>	<u>MATTER</u>
CIT Bank NA	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Cvent Inc	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Delaware	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Icahn School of Medicine at Mount Sinai	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
KnowBe4, Inc.	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Macquarie Equipment Capital Inc.	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Masimo Canada ULC	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
NASDAQ INC.	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.

¹ WSGR's conflict resolution procedure is ongoing, and the Firm will undertake to supplement this *Attachment B* as necessary during the pendency of these Chapter 11 Cases.

Piper Sandler & Co.	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Rider, Heather	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
RingCentral	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Sheila Gujrathi	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Stanford University	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Toppan Merrill LLC	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
UPS	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Wells Fargo	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Wells Fargo Equipment Finance, Inc.	Client or Client Affiliate	The Firm represents this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.

Buchalter	Former Client or Client Affiliate	The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
MyCardio LLC	Former Client or Client Affiliate	The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
PG&E	Former Client or Client Affiliate	The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Pinsent Masons Rechstanwalthe Steuerbäte	Former Client or Client Affiliate	The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.
Randstad	Former Client or Client Affiliate	The Firm previously represented this party or related entities in matters unrelated to the Debtors or these chapter 11 cases.

Exhibit B

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

PROSOMNUS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-10972 (JTD)
(Jointly Administered)

Re: Docket No. ____

**ORDER GRANTING DEBTORS' APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF WILSON SONSINI
GOODRICH & ROSATI, P.C., AS SPECIAL CORPORATE COUNSEL FOR
THE DEBTORS, NUNC PRO TUNC TO THE PETITION DATE**

Upon consideration of the (“**Application**”) of the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) for entry of an order (this “**Order**”) authorizing and approving the employment and retention of Wilson Sonsini Goodrich & Rosati, P.C. (“**WSGR**”), as their special corporate counsel in the above-captioned chapter 11 cases (these “**Chapter 11 Cases**”), effective *nunc pro tunc* to the Petition Date, and upon the Declaration of Erin R. Fay (the “**Fay Declaration**”), attached to the Application as Exhibit A; and upon due and sufficient notice of the Application having been provided under the particular circumstances, and it appearing that no other or further notice need be provided; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and having determined that this Court may enter a final order

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: ProSomnus, Inc. (8216), ProSomnus Holdings, Inc. (3855), and ProSomnus Sleep Technologies, Inc. (0766). The location of the Debtors’ principal place of business and the Debtors’ mailing address is 5675 Gibraltar Dr., Pleasanton, California 94588.

consistent with Article III of the United States Constitution; and venue of these Chapter 11 Cases and the Application in this district being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and a hearing having been scheduled and, to the extent necessary, held, to consider the relief requested in the Application; and the Court having found and determined, based on the Fay Declaration, that WSGR holds no interest adverse to the Debtors or their estates as required by Bankruptcy Code section 327(e) with respect to the matters for which WSGR is to be retained and that the employment and retention of WSGR is in the best interest of the Debtors, their estates and creditors, and any parties in interest; and that the legal and factual bases set forth in the Application and the Fay Declaration and at the hearing (if any was held) establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Application is granted as set forth herein.
2. The Debtors are authorized to employ and retain WSGR as their corporate counsel in these Chapter 11 Cases pursuant to Bankruptcy Code section 327(e), effective *nunc pro tunc* to the Petition Date, in accordance with WSGR's customary hourly rates and reimbursement policies in effect when services are rendered, as set forth in the Application.
3. Upon conclusion of its reconciliation of time and costs for the period immediately preceding the Petition Date, WSGR is authorized to apply amounts owed for such time and costs against the Retainer and thereafter to hold the remaining balance of the Retainer as security for the pendency of these chapter 11 cases.
4. WSGR is authorized to provide the Debtors with the professional services as described in the Application. Specifically, but without limitation, and without duplicating services provided by Polsinelli in these Chapter 11 Cases, WSGR is authorized to provide corporate and securities-related advice, provide advice on board-related matters, assist with

SEC filings and related public-company disclosure matters, and assist in negotiating, documenting and consummating certain transactions that may arise out of these Chapter 11 Cases, such as an equity financing and debt restructuring.

5. Should WSGR agree to undertake specific matters beyond the scope of the responsibilities set forth in paragraph 3 of this Order, the Debtors are authorized to employ WSGR for such matters and WSGR will provide notice of the additional services to be rendered (an “**Additional Services Notice**”). Such Additional Services Notice will be served on the U.S. Trustee and all parties who, as of the date of filing such Additional Services Notice, have requested to receive to receive notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002, and shall list the additional services to be provided by WSGR, proposed rates for the WSGR professionals involved in providing the additional services, and any other pertinent information. Any Additional Services Notice will be subject to a fourteen (14)-day objection period. Upon completion of the foregoing, if no objection to such Additional Services Notice is received, WSGR will submit an additional retention order authorizing the provision of such additional services.

6. WSGR shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with Bankruptcy Code sections 330 and 331 and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.

7. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

8. The Debtors and WSGR are authorized and empowered to take all actions necessary or appropriate to implement the relief granted in this Order in accordance with the Application.

9. This Court shall retain jurisdiction over all matters arising from or related to the implementation or interpretation of this Order.

10. In the event of any inconsistency between the Application, the Fay Declaration, and this Order, the terms and conditions of this Order shall govern in all respects.