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Proposed Attorneys for The Official Committee of Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:	Case No. 24-bk-26346-JTM
VOBEV, LLC.	Chapter 11
Debtor	Judge Joel T. Marker

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
SEEKING AUTHORIZATION TO EMPLOY PARSONS BEHLE & LATIMER AS
COUNSEL**

Under 11 U.S.C. § 1103(a) and Fed. R. Bank. P. 2014, the Official Committee of Unsecured Creditors (the “**Committee**”) of debtor and debtor in possession Vobev, LLC (the “**Debtor**”), respectfully submits this *Application of Official Committee of Unsecured Creditors Seeking Authorization to Employ Parsons Behle & Latimer as Counsel* (the “**Application**”) for entry of an order, substantially in the form attached as Exhibit A hereto, authorizing the Committee to employ and retain Parsons Behle & Latimer (“**Parsons**”) as counsel to the Committee effective

as of December 23, 2024. In support of this Application, the Committee submits the *Declaration of Brian M. Rothschild* (the “**Rothschild Declaration**”) incorporated herein by reference. In further support of the Application, the Committee respectfully states as follows:

I. JURISDICTION AND BASES FOR RELIEF

1. The Court has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this District under 28 U.S.C. §§ 1408.
3. The bases for the relief requested herein are sections 105(a), 327(a), and 328(a) of title 11 of the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

II. FACTUAL AND PROCEDURAL BACKGROUND

4. On December 09, 2024 (the “**Petition Date**”), the Debtor commenced this proceeding by filing for bankruptcy under Chapter 11 of the Bankruptcy Code. [Doc. No. 1].
5. On December 19, 2024, the United States Trustee appointed the Committee to serve as the Official Committee of Unsecured Creditors for the Debtor. The creditors appointed as members of the Committee are: (i) Richard Thayer; (ii) David Mammolenti; (iii) Lynn Black; (iv) Ivy James, and (v) Michael DiMaggio. [Doc. No. 105].
6. The Committee has appointed David Mammolenti as Committee Chair.
7. On December 23, 2024, the Committee selected Parsons to serve as counsel to the Committee.

III. REQUEST TO RETAIN COUNSEL

8. The Committee respectfully requests the entry of an order authorizing it to employ Parsons as counsel to perform the legal services that the Committee believes, in an exercise of its business judgment, will be necessary for the adequate representation of the Committee and for the representation and performance of services for the Committee pursuant to 11 U.S.C. § 1103. No prior application has been filed seeking the relief requested herein.

9. In making this request, the Committee has done an initial investigation in this case and determined that legal services are necessary to assist the Committee in adequately representing its interests before the Court and engaging in the actions set forth in 11 U.S.C. § 1103(c).

10. The Committee's decision to seek authority to employ Parsons is based on numerous factors including without limitation Parsons' experience and the expertise of Parsons' professionals in bankruptcy and restructuring cases and Parsons' willingness to provide services to the Committee.

11. Depending on the needs of the case, the Parsons professionals who will be primarily engaged in this matter will be Brian Rothschild, Darren Neilson, Alexander S. Chang, and Elliott McGill. Parsons also employs other professionals and paraprofessionals whose expertise will be called upon to advise and perform services for the Committee as needed. Compensation is as set forth below.

12. Parsons has indicated its willingness to represent the Committee in this case and to render the services and be compensated as set forth below.

IV. SCOPE OF SERVICES TO BE PROVIDED

13. The Committee has selected Parsons to perform all the services necessary and desirable in this case on behalf of the Committee. Parsons is expected to render legal services that the Committee may request to discharge the Committee's responsibilities and further the interests of the Committee's constituents in this case. In addition to acting as legal representation for the Committee, it is expected that Parsons' services will include, without limitation, assisting, advising, and representing the Committee with respect to the following matters:

- (a) Providing legal advice with respect to the Committee's rights, powers, and duties in this case;
- (b) Preparation on behalf of the Committee of necessary applications, motions, objections, memoranda, orders, reports, and other legal papers;
- (c) Appearances in Court, in litigation as a party in interest, and at statutory meetings of creditors to represent the interests of the Committee;
- (d) The negotiation and evaluation of the Debtor's financing, and any other potential financing alternatives;
- (e) The negotiation of a potential plan or plans of reorganization or liquidation and matters related thereto;
- (f) Assisting the Committee in analyzing the claims of the Debtor's creditors and the Debtor's capital structure and in negotiating with holders of claims and equity interests;
- (g) Assisting the Committee with its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtor (and, to the extent applicable, the Debtor's officers, directors and shareholders) and of the operation of the Debtor's business;
- (h) The negotiation and formulation of the proposed sale of the Debtor's assets, including pursuant to section 363 of the Bankruptcy Code;
- (i) Communications with the Committee's constituents in furtherance of its responsibilities, including, but not limited to, communications required under 11 U.S.C. § 1102; and

(j) Assisting with the Committee's performance of its duties and powers under the Bankruptcy Code and the Bankruptcy Rules and such other services as are in the interests of those represented by the Committee.

14. Parsons will be co-counsel with the Lowenstein Sandler firm and will coordinate its efforts with its co-counsel to prevent duplication of effort.

V. PARSONS' IS DISINTERESTED AND HOLDS NO ADVERSE INTEREST

15. Filed concurrent with this Application is the Rothschild Declaration detailing all presently known connections of Parsons to this case.

16. To the best of the Committee's knowledge, (i) Parsons does not have any conflicts of interest with the Debtor, Committee, creditors, or other parties in interest, their respective attorneys or accountants, or the United States Trustee or any person employed in the Office of the United States Trustee, except as set forth in the Declaration, and (ii) Parsons is a disinterested person as that term is used in 11 U.S.C. § 101(14). *See generally* Rothschild Declaration. Therefore, Parsons' retention by the Committee under 11 U.S.C. § 1103(a) is proper and appropriate.

17. Parsons has fully informed the Committee of all ongoing representations of creditors (in unrelated matters) as described in the Rothschild Declaration, and the Committee has consented to Parsons' continued representation of such entities in matters unrelated to these proceedings.

18. Parsons has informed the Committee that if any new relevant facts or relationships are discovered or arise, Parsons will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration.

VI. COMPENSATION

19. The Committee desires to employ Parsons with reasonable compensation to be based upon the firm's hourly rates in matters of this type, subject to all necessary approvals of the Court.

20. Parsons understands that it will need to seek allowance of such fees and expenses from the Court under applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and Local Rules and orders of this Court.

21. The Committee and Parsons have agreed to Parsons' standard hourly rates. The names and positions of the Parsons professionals currently expected to have primary responsibility for providing services to the Committee (and 2025 hourly rates for the same) are as follows:

Name	Position	Hourly Rate
Brian M. Rothschild	Shareholder	\$510/hour
Darren Neilson	Shareholder	\$490/hour
Elliott McGill	Associate	\$440/hour
Alexander S. Chang	Associate	\$440/hour

22. Parsons maintains detailed records of any actual and necessary expenses for which it may seek reimbursement. The professionals rendering services will also keep detailed contemporaneous time records in connection with such services as required by the Bankruptcy Code. Time will be recorded in 1/10th of an hour increments, and all professionals will be required to keep detailed time records in connection with services rendered herein.

23. Parsons' hourly billing rates are subject to periodic review and adjustments to reflect, among other things, changes in responsibilities and increased experience. Parsons will file

a notice with the Court describing any increase in its billing rates and provide notice of such increases to all parties in interest, including the Debtor, the Committee, and the United States Trustee. The above billing rates generally increase on January 1 of each year.

24. Parsons regularly charges its clients for the expenses incurred in connection with the client's case, including photocopying, postage and package delivery charges, court fees, transcript costs, travel expenses, and expenses for working meals and computer-aided research. Parsons intends to seek reimbursement for expenses incurred in connection with its representation of the Committee in accordance with Parsons' normal reimbursement policies, subject to any modifications Parsons is required to make to comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and any procedures or other orders of the Court as are applicable to this case.

25. Parsons and the Committee expressly reserve their rights pursuant to 11 U.S.C. § 1129(a)(9)(A) of the Bankruptcy Code for Parsons to receive the full amount of compensation based on the foregoing.

26. Parsons has not received any retainer in this matter and has not entered into any agreement to share compensation as may be awarded to it for services rendered in this case except as permitted under 11 U.S.C. § 504(b).

VII. NOTICE

Notice of this Application has been given to the Office of the United States Trustee, and all parties who receive service upon electronic filing through the Court's CM/ECF system, including the Debtor.

CONCLUSION

The Committee believes it is in the best interest of the unsecured creditors that Parsons be retained as its legal counsel. Parsons does not represent an entity having an adverse interest to the Committee and is otherwise disinterested under 11 U.S.C. § 101(14). *See* Rothschild Declaration. For these reasons, the Committee respectfully requests that (a) it be authorized, pursuant to 11 U.S.C. §§ 1103, and in accordance with Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, to employ Parsons as its counsel; (b) the Court enter the proposed order filed hereto; and (c) the Court grant such other and further relief as this Court deems just and necessary.

DATED December 24, 2024.

PARSONS BEHLE & LATIMER

/s/ Brian M. Rothschild

Brian M. Rothschild

Darren Neilson

*Proposed Attorneys for Office Committee of
Unsecured Creditors*

**THE OFFICE COMMITTEE OF
UNSECURED CREDITORS OF VOBV,
LLC**

/s/ David Mammolenti*

*David Mammolenti, as chairman for The
Official Committee of Unsecured Creditors*

**signed with email permission pursuant to
Local Rule 5005-2(f)(2)*

EXHIBIT A

ORDER

Order Prepared By:

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Darren Neilson, USB #15005

Alexander S. Chang, USB #18879

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In re:

VOBEV, LLC.

Debtor

Case No. 24-bk-26346-JTM

Chapter 11

Judge Joel T. Marker

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
PARSONS BEHLE & LATIMER AS COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

The matter before the Court is the *Application of Official Committee of Unsecured Creditors Seeking Authorization to Employ Parsons Behle & Latimer as Counsel* (the “**Application**”) filed by the Official Committee of Unsecured Creditors (the “**Committee**”) of the debtor and debtor in possession, Vobev, LLC (the “**Debtor**”), to employ and retain Parsons Behle

& Latimer (“**Parsons Behle**” or the “**Firm**”) as counsel to the Committee effective as of December 23, 2024. Based on the Application, the accompanying *Declaration of Brian M. Rothschild*, and for good cause appearing,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. The Committee is authorized to retain and employ Parsons as its counsel in this case as of December 23, 2024.
3. Parsons’ compensation and reimbursement in respect to its fees and expenses incurred representing the Committee shall be subject to further order of the Court in accordance with the procedures and standards set forth in sections 330 and 331 of the Bankruptcy Code, such Federal Rules of Bankruptcy Procedure and local rules as may be applicable from time to time, and such procedures as may be fixed by order of this Court.
4. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

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[END OF DOCUMENT]