

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

In re:

Biolase, Inc., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12245 (KBO)

(Jointly Administered)

Re: Docket No. 77 & 132

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
PILLSBURY WINTHROP SHAW PITTMAN LLP AS CO-COUNSEL TO
THE DEBTORS EFFECTIVE AS OF THE PETITION DATE**

Upon the application (the “Application”)² of the Debtors for entry of an order pursuant to sections 327(a), 328, and 1107(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) authorizing the retention and employment of Pillsbury as co-counsel to the Debtors effective as of the Petition Date, and upon consideration of the Morse Declaration, the *Supplemental Declaration of Joshua D. Morse in Support of the Debtors’ Application for Entry of Order Authorizing the Retention and Employment of Pillsbury Winthrop Shaw Pittman LLP as Co-Counsel to the Debtors Effective as of the Petition Date* (the “Supplemental Morse Declaration”) [Docket No. 132], and the Beaver Declaration submitted in support of the Application; and this Court having reviewed the Application, the Morse Declaration, and the Beaver Declaration; and this Court having found that

¹ The Debtors in these chapter 11 cases, together with the last four digits of each Debtor’s federal tax identification number, are: Biolase, Inc. (2441); BL Acquisition Corp. (4140); BL Acquisition II, Inc. (6022); and Model Dental Office, LLC (9372). The Debtors’ headquarters are located at 27042 Towne Centre Drive, Suite 270, Foothill Ranch, CA 92610-2811.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Application.

(a) this Court has jurisdiction over this matter pursuant to 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 February 29, 2012; (b) this is a core proceeding pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); (c) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and (d) due and proper notice of the Application was sufficient under the circumstances and that no other or further notice is necessary; and this Court being satisfied that Pillsbury is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code; and that Pillsbury does not hold or represent an interest adverse to the Debtors’ estates; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and no objections having been filed to the Application; and it appearing that the relief requested in the Application is in the best interests of the Debtors, their estates, creditors, and other parties-in-interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** as set forth herein.
2. Pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, the Debtors are authorized to retain and employ Pillsbury as co-counsel to the Debtors on the terms set forth in the Application, the Engagement Agreement, the Morse Declaration, and the Beaver Declaration, effective as of the Petition Date.
3. Pillsbury is hereby authorized to render the following professional services:
 - a. advising the Debtors of their rights, powers and duties as debtors and debtors in possession;

- b. preparing (or reviewing and commenting on, as applicable) applications, motions, pleadings, proposed orders, notices, monthly operating reports, and other documents to be filed by the Debtors in these chapter 11 cases;
- c. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending actions commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors may become involved;
- d. advising the Debtors in connection with the sale of substantially all of their assets or the transfer of operations;
- e. preparing, filing, and pursuing approval of any chapter 11 plan and disclosure statement filed by the Debtors in these chapter 11 cases;
- f. representing the Debtors in matters with and before the United States Trustee, including the initial debtor interview and meeting of creditors, and in hearings before this Court; and
- g. performing all other legal services for and on behalf of the Debtors that may be necessary or appropriate in these chapter 11 cases.

4. Pillsbury shall apply for compensation in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by order of this Court.

5. Pillsbury shall first apply the Retainer to all prepetition invoices and, thereafter, any remaining balance of the Retainer shall be held by Pillsbury as security throughout these cases until Pillsbury's fees and expenses are awarded by final order and paid to Pillsbury. Pillsbury shall apply any retainer remaining at the time of allowance of its final fee application in satisfaction of compensation and reimbursement awarded with respect to such application and shall promptly pay to the Debtors' estates any retainer remaining after such application.

6. Pillsbury shall provide ten business days' notice to the Debtors, the U.S. Trustee, and any official committee in connection with any increase of the hourly rates listed in the Application. The U.S. Trustee retains all rights to object to any rate increase on all grounds,

including the reasonableness standard in section 330 of the Bankruptcy Code, and this Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. To the extent there is any inconsistency between this Order and the Application, this Order shall govern.

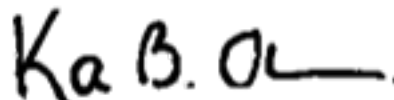
8. Notice of the Application is deemed to be good and sufficient notice of such Application, and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

9. Notwithstanding Bankruptcy Rule 6004(h), to the extent applicable, this Order shall be effective and enforceable immediately upon its entry.

10. The Debtors and Pillsbury are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

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

Dated: October 25th, 2024
Wilmington, Delaware

Handwritten signature of Karen B. Owens in black ink.

KAREN B. OWENS
UNITED STATES BANKRUPTCY JUDGE