

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

In re:

Biolase, Inc., et al.,

Debtors.

Chapter 11

Case No. 24-12245 (KBO)

Jointly Administered

**Hearing Date: December 16, 2024 at 11:00
a.m. (ET)**

**Obj. Deadline: December 4, 2024 at 4:00
p.m. (ET)**

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR AN ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF DUNDON ADVISERS LLC AS FINANCIAL ADVISOR TO THE
CREDITORS' COMMITTEE NUNC PRO TUNC TO OCTOBER 20, 2024**

The Official Committee of Unsecured Creditors (the “Committee”) hereby submits this application (the “Application”) for the entry of an order authorizing the Committee to employ and retain Dundon Advisers LLC (“DA”) *nunc pro tunc* to October 20, 2024, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code, §§ 101-1532 (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 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 this Application, the Committee respectfully states as follows:

Jurisdiction

1. This Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue of this proceeding and this Application in this District is proper under 28 U.S.C. §§ 1408 and

1409. The statutory basis for the relief requested herein are sections 328(a) and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1.

Background

2. On October 1, 2024 (the “Petition Date”), the Debtors filed their respective voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”) in the Bankruptcy Court for the District of Delaware (the “Court”). The Debtors continue in possession of their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in the Debtors’ Chapter 11 Cases.

3. The Committee was appointed by the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) on October 14, 2024.

4. On October 14, 2024, the Committee selected Brinkman Law Group, PC (“BLG”) as its proposed lead counsel and Esbrook P.C. as its proposed Delaware counsel in these Chapter 11 Cases, subject to Court approval.

5. On October 20, 2024, the Committee voted to retain Dundon Advisers as financial advisor to the Committee, subject to court approval.

Relief Request

6. By this Application, the Committee seeks to retain and employ Dundon Advisers LLC pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code to perform financial advisory services for the Committee in these chapter 11 cases, effective as of October 20, 2024.

7. The Committee is familiar with the professional standing and reputation of DA. The Committee understands and recognizes that DA has a wealth of experience in providing financial advisory services in restructurings and reorganizations and enjoys an excellent

reputation for services it has rendered in chapter 11 cases on behalf of debtors and creditors throughout the United States.

8. The services of DA are necessary to enable the Committee to assess and monitor the efforts of the Debtors and their professional advisors to maximize the value of their estates and to reorganize successfully. Further, DA is well-qualified and able to represent the Committee in a cost-effective, efficient, and timely manner.

The Retention of Dundon Advisers LLC is Warranted

9. DA is a financial advisory firm whose professionals' experience with distressed assets and the bankruptcy process goes back to the 1990s. DA presently acts or recently acted as financial advisor to: Official Committees of Unsecured Creditors of 1 Global (SD FL), Acorda Therapeutics (SDNY), Agera Energy (SDNY), Aequor Management (ED TX), Aerofarms (Delaware), AfterShock Comics (CD CA), Alamo Drafthouse (Delaware), All American Oil and Gas (WD TX), Allegiance Coal (Delaware), Alpha Entertainment (Delaware), Alpha Media (ED VA), American Virtual Cloud Technologies (Delaware), AmeriFirst (Delaware), AmeriMark (Delaware), Aralez Pharmaceuticals (SDNY), Aztec Shaeffer (WD TX), BeavEx (Delaware), Bela Flor (ND TX), Better Nutritionals (CD CA), Big Village (Delaware), Celadon (Delaware), Blink Holdings (Delaware), Coach (Delaware), Comcar (Delaware), DMK Pharmaceuticals (Delaware), Eco-Stim (SD TX), Elite Limousine (ED NY), Endo International (SDNY), Franks Theatres (New Jersey), Front Sight Management (Nevada), Fuse Media (Delaware), García Grain Trading (SDTX), Glostation USA (CD CA), Gold's Gym (ND TX), Goodrich Quality Theaters (WD MI), Ho Wan Kwok (Connecticut), Humanigen (Delaware), HyreCar (Delaware), Impresa Aerospace (Delaware), In-Shape (Delaware), iPic (Delaware), iSun (Delaware), Ittella (Tattooed Chef) (CD CA), Jagged Peak/Trade Global (Nevada), Juno

USA (Delaware), K&W Cafeterias (MD NC), KidKraft (ND TX), Lannett (Delaware), LaSalle Group (ND TX), LBI Media (Delaware), Loot Crate (Delaware), Lifesize (SD TX), Lucira Health (Delaware), Madison Square Boys & Girls Clubs (SDNY), Maines Paper & Food (Delaware), Mallinckrodt (Delaware), Matheson (ED CA), McClatchy (SDNY), MediaMath (Delaware), Meridian Restaurants (Utah), Miles Keller Trucking (CD IL), Mitchell Gold (Delaware), NewAge (Delaware), NG Purvis Farms (ED VA), Nogin (Delaware), Nova Shurline Wildcat (Delaware), Novan (Delaware), One Table (Delaware), Open Road Films (Delaware), Packable (Delaware), Pear Therapeutics (Delaware), Peer Street (Delaware), Pipeline Foods (Delaware), Off Lease Only (Delaware), PlastiQ (Delaware), Platinum Corral (ED NC), Professional Technical Security Services (ND CA), Proteus Heath (Delaware), Quanergy (NJ), Remnant Oil Company (WD Texas), Rive Gauche Television (CD CA), Rocking M Media (Kansas), Roman Catholic Diocese of Albany (ND NY), Rue 21 [2024] (Delaware), SIW Holdings (Delaware), Slidebelts (ED CA), South American Beef (SD IA), Structurlam (Delaware), Studio Movie Grill (ND TX), Sunergy (ED CA), Sungard Availability Services (SD TX), Supply Source (Delaware), Takeoff Technologies (Delaware), Tehum Care Services, Inc. (SD TX), TOMS King (ND OH), TPC Group (Delaware), Trinitas Farming (ND CA), UpHealth (Delaware), Valmiera Glass (ND GA), Vector Launch (Delaware), Video Corporation of America (D NJ), Volunteer Energy (SD OH), Wave Technologies (ND CA), Westlake Surgical (WD TX), Whittier Seafood (Alaska), Williams Industrial (Delaware), YogaWorks (ND TX), YouFit (Delaware), and Zigi (SDNY), and the Ad Hoc Noteholder Group in Woodbridge Group of Companies (Delaware), the Ad Hoc Group of Unsecured Noteholders of Crown Capital Holdings (out of court), the Official Committee of Equity Interest Holders in Eiger Biopharmaceuticals (ND TX), the Ad Hoc Group of Consumer and Worker

Litigation Claims in Rite Aid (SDNY), the Ad Hoc Group of Consumer and Worker Litigation Claimants in Hertz (Delaware), the Committee of Customers in Lear Capital (Delaware), the Official Committee of Tort Claimants in PG&E (ND CA), the Ad Hoc Group of Individual Victims in Purdue (SDNY), the Ad Hoc Group of Second Lien Bondholders in CalPlant (Delaware), the Ad Hoc Group of Healthcare Providers in American Physician Partners (Delaware), the Official Committee of Unsecured Commercial Creditors of the Roman Catholic Archdiocese of New Orleans (ED LA), the Ad Hoc Group of Equity Security Holders in RAIT (Delaware), and the Ad Hoc Group of Equity Interest Holders in Voyager (SDNY). All of the foregoing are highly complex chapter 11 cases.

10. Dundon Advisers LLC also provides services to debtors, individual creditors, and potential asset acquirors in many in-court and out-of-court restructuring proceedings; Dundon Advisers' individual creditor clients have been appointed to scores of official committees of unsecured creditors in many districts since April 2016, and Dundon Advisers has taken an active role in the activities of many of those committees. Dundon Advisers regularly advises litigation trustees, liquidating trustees, trust administrators, and plan administrators appointed as part of the resolution of chapter 11 cases, and its senior employees regularly act as liquidating trustees, litigation trustees, trust administrators, plan administrators, members of advisory and supervisory bodies for such trustees and administrators, and independent directors or managers of corporations and companies presently or recently in financial distress. Dundon Advisers also provides financial advisory, private placement and investment management services in many non-insolvency-related engagements. Dundon Advisers is regularly engaged on a standalone basis to furnish its personnel as financial experts in litigation and arbitration matters, including but not limited to matters arising from or relating to bankruptcy (in addition to DA personnel

regularly acting as fact and expert witnesses in connection with broader insolvency engagements).

11. Leadership in these chapter 11 cases for Dundon Advisers will be provided by firm Managing Director Joshua Nahas and Tabish Rizvi. The Committee's selection of Dundon Advisers as a financial advisor was based upon, among other things: (a) the Committee's need to retain a financial advisory firm to provide advice relevant to the scope of the Committee's mandate; (b) Dundon Advisers' senior professionals' extensive experience and excellent reputation in providing financial advisory services in chapter 11 cases such as these chapter 11 cases; (c) and Dundon Advisers' particular knowledge and expertise in the healthcare industry.

12. The Committee determined that Dundon Advisers brought a unique blend of case specific knowledge, relevant experience, and expertise. The Committee believes that Dundon Advisers' proposed compensation structure is competitive, appropriate, and reasonable in the context of these chapter 11 cases.

Scope of Services

13. Dundon Advisers will provide such financial advisory services to the Committee as the Committee deems appropriate and feasible in order to advise the Committee in the course of these chapter 11 cases, including, but not limited to, the following:

- Assist in the analysis, review, and monitoring of the sale, restructuring and/or liquidation process, including, but not limited to, an assessment of the unsecured claims pool and potential recoveries for unsecured creditors;
- Develop a complete understanding of the Debtors' businesses and their valuations;
- Determine whether there are viable alternative paths for the disposition of the Debtors' assets from any currently or in the future proposed by any Debtor;
- Monitor and, to the extent appropriate, assist the Debtors in efforts to develop and solicit transactions that would support unsecured creditor recovery;

- Assist the Committee to analyze, classify and address claims against the Debtors and to participate effectively in any effort in these chapter 11 cases to estimate (in any formal or informal sense) contingent, unliquidated, and disputed claims;
- Assist the Committee to identify, preserve, value, and monetize tax assets of the Debtors, if any;
- Advise the Committee in negotiations with the Debtors, certain of the Debtors' lenders, and third parties;
- Assist the Committee in reviewing the Debtors' current financial reports, including, but not limited to, statements of financial affairs, schedules of assets and liabilities, cash budgets, and monthly operating reports;
- Assist the Committee in reviewing the Debtors' cost/benefit analysis with respect to the assumption or rejection of various executory contracts and leases;
- Review and provide analysis of the present and any subsequent proposed debtor-in-possession financing or use of cash collateral;
- Assist the Committee in evaluating and analyzing avoidance actions, including fraudulent conveyances and preferential transfers;
- Assist the Committee in identifying, valuing, and pursuing estate causes of action arising out of historical acts and omissions, including, but not limited to, relating to prepetition transactions, control person liability, and lender liability;
- Review and provide analysis of any proposed disclosure statement and chapter 11 plan and, if appropriate, assist the Committee in developing an alternative chapter 11 plan;
- Attend meetings and assist in discussions with the Committee, the Debtors, the secured lenders, the U.S. Trustee and other parties in interest and professionals;
- Present at meetings of the Committee, as well as meetings with other key stakeholders and parties;
- Perform such other advisory services for the Committee as may be necessary or proper in these proceedings, subject to the aforementioned scope; and
- Provide testimony on behalf of the Committee as and when may be deemed appropriate.

Professional Compensation

14. Section 328(a) of the Bankruptcy Code provides, in relevant part, that a committee appointed under Bankruptcy Code Section 1102 "with the court's approval, may

employ or authorize the employment of a professional person under section 327 or 1103 of this title . . . 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).

15. Subject to the Court’s approval, and in accordance with Bankruptcy Code Section 328(a), Dundon Advisers proposes to render its services on an hourly fee basis according to its customary hourly rates in effect when the services are rendered. Dundon Advisers’ professionals will be billed through and including June 30, 2025 at the following rates:

Rank	Standard Hourly Rate
Principal	\$960
Managing Director or Senior Adviser	\$850
Senior Director	\$755
Director	\$700
Associate Director	\$590
Senior Associate	\$485
Associate	\$350

16. No further rate adjustment will, to the extent of any increase in rates, take effect with respect to these Chapter 11 Cases without notice and opportunity of objection, as more particularly set forth in the Order. Non-working travel time is billed at 50% of otherwise applicable rates.

17. Dundon Advisers will be reimbursed for its reasonable and necessary out-of-pocket expenses (which shall be charged at cost) incurred in connection with this engagement,

such as travel, lodging, duplicating, research, messenger, and telephone charges. Dundon Advisers will charge for these expenses at rates consistent with or discounted to charges made to other Dundon Advisers clients and subject to the guidelines of the U.S. Trustee.

18. Dundon Advisers will maintain detailed records of fees and expenses incurred in connection with the rendering of the legal services described above, in accordance with applicable rules and guidelines.

Disinterestedness; Lack of Adverse Interest

19. To the best of the Committee's knowledge, information and belief, and except as set forth in the Nahas Declaration, Dundon Advisers LLC does not hold any interest adverse to the Committee or the Debtors' Estates, is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and, while employed by the Committee, will not represent any person having an adverse interest in connection with these cases or any other entity.

Notice

20. Notice of the Application has been given to the following parties, or, in lieu thereof, to their counsel, if known: (i) the Debtor; (ii) the Office of the U.S. Trustee; (iii) Pipstek LLC; (iv) Sonendo, Inc.; (v) SWK Funding LLC, (vi) Banc of California; (vii) Bank of America, N.A., and (viii) any party who has filed a formal requests for notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002. The Committee submits that, in light of the nature of the relief requested and the circumstances surrounding these Chapter 11 Cases, no other or further notice is required or necessary.

No Prior Request

21. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, for the reasons set forth herein, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit B**, (i) granting this Application, (ii) authorizing the Committee to retain and employ Dundon Advisers LLC *nunc pro tunc* to October 20, 2024 and (iii) granting such other and further relief the Court deems just and proper.

Dated: November 20, 2024

Respectfully submitted,

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF BIOLASE,
INC., ET AL**

By: 

By: [Ken Bruch \(Nov 20, 2024 14:14 MST\)](#)
Ultradent Products, Inc.,
Ken Bruch
505 West Ultradent Drive,
South Jordan, Utah, 84095

Exhibit A

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

In Re:

Biolase, Inc., *et al.*,

Debtors.

Chapter 11

Case No. 24-12245 (KBO)

Jointly Administered

Hearing Date: December 16, 2024 at 11:00 A.M. (ET)
Obj. Deadline: December 4, 2024 at 4:00 P.M. (ET)

**DECLARATION OF JOSHUA NAHAS IN SUPPORT OF THE APPLICATION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER
AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF
DUNDON ADVISERS LLC AS FINANCIAL ADVISOR TO THE CREDITORS’
COMMITTEE EFFECTIVE AS OF OCTOBER 20, 2024**

Pursuant to 28 U.S.C. § 1746, Joshua Nahas declares as follows:

1. I am a Managing Director with Dundon Advisers LLC (“Dundon Advisers”), a financial advisory and investment management firm. On behalf of Dundon Advisers, I submit this declaration (the “Declaration”) in support of the Application of the Official Committee of Unsecured Creditors of Biolase, Inc., et al., for an Order Authorizing and Approving the Employment and Retention of Dundon Advisers LLC as Financial Advisor Effective as of October 20, 2024 (the “Application”). Unless otherwise stated, I have personal knowledge of the facts stated herein. To the extent any information disclosed herein requires amendment or modification upon Dundon Advisers’ completion of further review or as additional party-in-interest information becomes available to it, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

Dundon Advisers’ Qualifications

2. DA is a financial advisory firm whose professionals’ experience with distressed assets and the bankruptcy process goes back to the 1990s. DA presently acts or recently acted as financial advisor to: Official Committees of Unsecured Creditors of 1 Global (SD FL), Acorda

Therapeutics (SDNY), Agera Energy (SDNY), Aequor Management (ED TX), Aerofarms (Delaware), AfterShock Comics (CD CA), Alamo Drafthouse (Delaware), All American Oil and Gas (WD TX), Allegiance Coal (Delaware), Alpha Entertainment (Delaware), Alpha Media (ED VA), American Virtual Cloud Technologies (Delaware), AmeriFirst (Delaware), AmeriMark (Delaware), Aralez Pharmaceuticals (SDNY), Aztec Shaeffer (WD TX), BeavEx (Delaware), Bela Flor (ND TX), Better Nutritionals (CD CA), Big Village (Delaware), Celadon (Delaware), Blink Holdings (Delaware), Coach (Delaware), Comcar (Delaware), DMK Pharmaceuticals (Delaware), Eco-Stim (SD TX), Elite Limousine (ED NY), Endo International (SDNY), Franks Theatres (New Jersey), Front Sight Management (Nevada), Fuse Media (Delaware), García Grain Trading (SDTX), Glostation USA (CD CA), Gold's Gym (ND TX), Goodrich Quality Theaters (WD MI), Ho Wan Kwok (Connecticut), Humanigen (Delaware), HyreCar (Delaware), Impresa Aerospace (Delaware), In-Shape (Delaware), iPic (Delaware), iSun (Delaware), Ittella (Tattooed Chef) (CD CA), Jagged Peak/Trade Global (Nevada), Juno USA (Delaware), K&W Cafeterias (MD NC), KidKraft (ND TX), Lannett (Delaware), LaSalle Group (ND TX), LBI Media (Delaware), Loot Crate (Delaware), Lifesize (SD TX), Lucira Health (Delaware), Madison Square Boys & Girls Clubs (SDNY), Maines Paper & Food (Delaware), Mallinckrodt (Delaware), Matheson (ED CA), McClatchy (SDNY), MediaMath (Delaware), Meridian Restaurants (Utah), Miles Keller Trucking (CD IL), Mitchell Gold (Delaware), NewAge (Delaware), NG Purvis Farms (ED VA), Nogin (Delaware), Nova Shurline Wildcat (Delaware), Novan (Delaware), One Table (Delaware), Open Road Films (Delaware), Packable (Delaware), Pear Therapeutics (Delaware), Peer Street (Delaware), Pipeline Foods (Delaware), Off Lease Only (Delaware), PlastiQ (Delaware), Platinum Corral (ED NC), Professional Technical Security Services (ND CA), Proteus Heath (Delaware),

Quanergy (NJ), Remnant Oil Company (WD Texas), Rive Gauche Television (CD CA), Rocking M Media (Kansas), Roman Catholic Diocese of Albany (ND NY), Rue 21 [2024] (Delaware), SIW Holdings (Delaware), Slidebelts (ED CA), South American Beef (SD IA), Structurlam (Delaware), Studio Movie Grill (ND TX), Sunergy (ED CA), Sungard Availability Services (SD TX), Supply Source (Delaware), Takeoff Technologies (Delaware), Tehum Care Services, Inc. (SD TX), TOMS King (ND OH), TPC Group (Delaware), Trinitas Farming (ND CA), UpHealth (Delaware), Valmiera Glass (ND GA), Vector Launch (Delaware), Video Corporation of America (D NJ), Volunteer Energy (SD OH), Wave Technologies (ND CA), Westlake Surgical (WD TX), Whittier Seafood (Alaska), Williams Industrial (Delaware), YogaWorks (ND TX), YouFit (Delaware), and Zigi (SDNY), and the Ad Hoc Noteholder Group in Woodbridge Group of Companies (Delaware), the Ad Hoc Group of Unsecured Noteholders of Crown Capital Holdings (out of court), the Official Committee of Equity Interest Holders in Eiger Biopharmaceuticals (ND TX), the Ad Hoc Group of Consumer and Worker Litigation Claims in Rite Aid (SDNY), the Ad Hoc Group of Consumer and Worker Litigation Claimants in Hertz (Delaware), the Committee of Customers in Lear Capital (Delaware), the Official Committee of Tort Claimants in PG&E (ND CA), the Ad Hoc Group of Individual Victims in Purdue (SDNY), the Ad Hoc Group of Second Lien Bondholders in CalPlant (Delaware), the Ad Hoc Group of Healthcare Providers in American Physician Partners (Delaware), the Official Committee of Unsecured Commercial Creditors of the Roman Catholic Archdiocese of New Orleans (ED LA), the Ad Hoc Group of Equity Security Holders in RAIT (Delaware), and the Ad Hoc Group of Equity Interest Holders in Voyager (SDNY). All of the foregoing are highly complex chapter 11 cases.

3. Dundon Advisers LLC also provides services to debtors, individual creditors, and potential asset acquirors in many in-court and out-of-court restructuring proceedings; Dundon Advisers' individual creditor clients have been appointed to scores of official committees of unsecured creditors in many districts since April 2016, and Dundon Advisers has taken an active role in the activities of many of those committees. Dundon Advisers regularly advises litigation trustees, liquidating trustees, trust administrators, and plan administrators appointed as part of the resolution of chapter 11 cases, and its senior employees regularly act as liquidating trustees, litigation trustees, trust administrators, plan administrators, members of advisory and supervisory bodies for such trustees and administrators, and independent directors or managers of corporations and companies presently or recently in financial distress. Dundon Advisers also provides financial advisory, private placement and investment management services in many non-insolvency-related engagements. Dundon Advisers is regularly engaged on a standalone basis to furnish its personnel as financial experts in litigation and arbitration matters, including but not limited to matters arising from or relating to bankruptcy (in addition to DA personnel regularly acting as fact and expert witnesses in connection with broader insolvency engagements).

4. The Committee's selection of Dundon Advisers as a financial advisor was based upon, among other things: (a) the Committee's need to retain a financial advisory firm to provide advice relevant to the scope of the Committee's mandate; (b) Dundon Advisers' senior professionals' extensive experience and excellent reputation in providing financial advisory services in chapter 11 cases such as these chapter 11 cases; (c) and Dundon Advisers' particular knowledge and expertise in the healthcare industry.

5. The Committee determined that Dundon Advisers brought a unique blend of case specific knowledge, relevant experience, and expertise. The Committee believes that Dundon Advisers' proposed compensation structure is competitive, appropriate, and reasonable in the context of these chapter 11 cases.

Professional Compensation

6. Section 328(a) of the Bankruptcy Code provides, in relevant part, that a committee appointed under Bankruptcy Code Section 1102 "with the court's approval, may employ or authorize the employment of a professional person under section 327 or 1103 of this title . . . 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).

7. Subject to the Court's approval, and in accordance with Bankruptcy Code Section 328(a), Dundon Advisers proposes to render its services on an hourly fee basis according to its customary hourly rates in effect when the services are rendered. Dundon Advisers' professionals will be billed through and including June 30, 2025 at the following rates:

Rank	Standard Hourly Rate
Principal	\$960
Managing Director or Senior Adviser	\$850
Senior Director	\$755
Director	\$700
Associate Director	\$590
Senior Associate	\$485
Associate	\$350

8. No further rate adjustment will, to the extent of any increase in rates, take effect with respect to these Chapter 11 Cases without notice and opportunity of objection, as more particularly set forth in the Order. Non-working travel time is billed at 50% of otherwise applicable rates.

9. Dundon Advisers will be reimbursed for its reasonable and necessary out-of-pocket expenses (which shall be charged at cost) incurred in connection with this engagement, such as travel, lodging, duplicating, research, messenger, and telephone charges. Dundon Advisers will charge for these expenses at rates consistent with or discounted to charges made to other Dundon Advisers clients and subject to the guidelines of the U.S. Trustee.

10. Dundon Advisers will maintain detailed records of fees and expenses incurred in connection with the rendering of the legal services described above, in accordance with applicable rules and guidelines.

Disinterestedness; Lack of Adverse Interest

11. Neither Dundon Advisers, any director, officer, or employee thereof, nor I, insofar as I have been able to ascertain, represents any interest adverse to that of the Debtors' estates in the matters upon which the Committee seeks to engage Dundon Advisers, and I believe the firm to be a "disinterested person" within the meaning of Bankruptcy Code Section 101(14).

12. From time to time, Dundon Advisers has provided services and likely will continue to provide services, to certain creditors of the Debtors and various other parties adverse to the Debtors in matters wholly unrelated to these chapter 11 cases. As described below, however, Dundon Advisers has undertaken a detailed search to determine and to disclose

whether it is providing or has provided services to any significant creditor, investor, insider, or other party in interest in such unrelated matters.

13. Dundon Advisers provides services in connection with numerous cases, proceedings, and transactions unrelated to these chapter 11 cases. Those unrelated matters involve numerous attorneys, financial advisors, and creditors, some of whom may be claimants or parties with actual or potential interests in these chapter 11 cases or may represent such parties.

14. Dundon Advisers' personnel may have business associations with certain creditors of the Debtors unrelated to these chapter 11 cases. In addition, in the ordinary course of its business, Dundon Advisers may engage counsel or other professionals in unrelated matters who now represent, or who may in the future represent, creditors or other parties in interest in these chapter 11 cases.

15. In connection with the preparation of this Declaration, Dundon Advisers conducted a review of its contacts with the Debtors, their non-Debtors affiliates, and certain entities holding large claims against or interests in the Debtors that were made known to Dundon Advisers by counsel to the Debtors in these cases. A listing of the parties reviewed is reflected in **Schedule 1** attached to this Declaration.

16. I will strictly supervise Dundon Advisers' fulfillment of the engagement by the Committee consistent with these duties.

17. Dundon Advisers has a past or present association with certain firms set forth on **Schedule 1**. None of these relationships has any connection to these cases. I believe that none of these associations individually, nor all of them in the aggregate, constitute(s) any conflict of

interest in Dundon Advisers' performance of its duties. These associations are described as follows:

- Dundon Advisers receives payment card and travel services from American Express in the ordinary course of their respective businesses
- Dundon Advisers has retained Faegre Drinker Biddle & Reath LLP in a matter unrelated to these cases
- Dundon Advisers receives messenger and printing services from Federal Express in the ordinary course of their respective businesses
- Matthew Dundon, not in any individual capacity, but solely as GUC Trustee of the Endo GUC Trust is finalizing the retention of BDO as such Trust's audit and tax advisor; such engagement will have no relation to these cases

18. Except as disclosed above, based on the results of its review, Dundon Advisers (including its employees) does not have a relationship with any of the parties listed in **Schedule 1** in matters related to these proceedings.

19. Further, as part of its diverse practice, Dundon Advisers is involved in numerous cases, proceedings, and transactions that involve many different professionals, including attorneys, accountants, and financial consultants, who may represent claimants and parties in interest in these chapter 11 cases. Further, Dundon Advisers (including its employees) has performed in the past, and may perform in the future, consulting services for various attorneys and law firms, and has been represented by several attorneys and law firms, some of whom may be involved in these proceedings. Based on Dundon Advisers' current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships creates interests materially adverse to the Debtors, and none is in connection with these chapter 11 cases.

20. On a going-forward basis, Dundon Advisers shall disclose any and all facts that

may have a bearing on whether the firm, and/or any individuals working on the engagement hold or represent any interest adverse to the Debtors, its creditors, or other parties-in-interest.

21. To the best of my knowledge, neither I, Dundon Advisers, nor any of its employees is a “creditor” of the Debtors within the meaning of Bankruptcy Code section 101(1); a holder of any of the Debtors’ outstanding debt, equity or preferred stock investments; is or has been an insider of the Debtors; or is so connected with the Judges of the United States Bankruptcy Court for the District of Delaware, the U.S. Trustee or the Assistant Trustee, or Trial Attorneys for the Office of the U.S. Trustee, as to render the employment of Dundon Advisers as financial advisor for the Committee inappropriate under Bankruptcy Rule 5002(b).

22. None of Dundon Advisers, any director, officer, or employee thereof, nor I, insofar as I have been able to ascertain, is or was a director, officer, or employee of the Debtors as defined in Bankruptcy Code sections 101(14)(B) or (C) within two years before the date of filing of the chapter 11 case.

23. On the basis of the above, I believe Dundon Advisers to be a “disinterested person” within the meaning of Bankruptcy Code Section 101(14).

24. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct

Dated: November 20, 2024

/s/ Joshua Nahas

Joshua R. Nahas
Managing Director
Dundon Advisers LLC

Schedule 1
List of Potential Interested Parties

List of Potential Parties in Interest

Debtors

Biolase, Inc.
BL Acquisition Corp.
BL Acquisition II, Inc.
Model Dental Office, LLC

Debtors' Affiliates

Biolase Europe, GmbH
Biolase Spain, S.L.
Biolase India Private Limited

Prospective Buyer

PIP Stek LLC*
Sonendo, Inc.*

Secured Creditors/Lenders

SWK Funding LLC

Banks

Banc of California
Bank of America, N.A.

Current & Former Directors & Officers

John Beaver
Jennifer Bright
Michael C. Carroll
Jonathan T. Lord, M.D.
Dr. Kathleen T. O'Loughlin
Steven Sandor
Dr. Martha Somerman
Kenneth P. Yale, D.D.S., J.D.

Current Shareholders

Banco Comercial Portugues Sa -

Bigger Capital Fund LP
Carlos Castro
Charles Schwab & Co Inc Cust
Clinton Jarrell
Cristobal Tiu Tzoy
Derayah Financial Company (FBO Clients)
District 2 Capital Fund LP
Duncan Walters
Edson Krefta Sancearay Krefta
Emmanuel E Lopez & Manuela R Lopez JT TEN
Eric F Dammann
FMT CO CUST IRA FBO ELLEN ANN Urpsis
FMT CO CUST IRA Rollover FBO James F Pitcher
FMTC CUSTODIAN - Roth Ira FBO Selvakumaran Santhanam
FMTC TTEE Georgia Orp FBO Kaustav Malik
GTN Middle East Financial Services D Customer Omnibus
Account
Intesa Sanpaolo SpA /Retail
KBC Securities NV VBN General Meetings Attn Nadine Merckx/
Havenlaan 12
Kenneth D Stoff & Melanie A Stoff TEN By ENT
Kenneth M Wewe & Shelley Wewe JT TEN
Kyle J Pitts
Man Doan Trieu
MSSB C/F Alok Gupta Ira Standard
Nidal F Shilbayeh
Nuthan Gandra
Qiang Chen
Raghavendra R Senivarapu
Richard L Fagerlin
Riyad Capital
Robert S Natale
Said M Harb
Saxo Bank As-Hellerup Head Office
Sean Robbins
SGSS SpA/FBO Finecobank Omnibus
Shafaiatul Islam
Shahid Munir
Single Account Agency-Praca D. Joao I 28
Smart Buy Holdings LLC

St Solutions Ltd
Steve Levy Revocable Trust
Steven Richard Dorfman
Vaticine Limited
Vu Vu-Duong
Webull Financial LLC

Top 30 Unsecured Creditors

American Express
Arrow Electronics
Axian Technology, Inc.
Bay Advanced Technologies*
Blank Rome LLP*
BP Rapid Manufacturing Co Limited
Broadcastmed LLC
Casix, Inc.*
Chonghong Industries Ltd.
Computershare Trust Company
Contour Metrological & Mfg.
Darcoid Company of California
DDH Enterprise, Inc.*
Doc Matter Inc.
Fabrinet Co, Ltd.
Faegre Drinker Biddle & Reath LLP*
Federal Express
Foothill Corporate 1 MT, LLC*
Formula Plastics, Inc.
Greenberg Traurig LLP*
Integrated Media Solutions, LLC
Johnson Products, Inc.*
Laservision-USA
Northrop Grumman Synoptics*
Optek Systems*
Oratech
RPMC Lasers, Inc.
Shenzhen Zhichuangjiaye Technology Co. Ltd.
TD Engineering
Vantron Technology, Inc.

Significant Customers

12 Corners Pediatrics
ACD Round Rock
Akeel Singer
Amedix SDN BHD
Angela Lee
ATCO Technology Company
BDH Medical Supply Co., Ltd.
Becky Wang
Benco Dental Co - BC
Chema Cid S.L.
Clark Dental Sales
DDS Associates
Dentadec, S.A de C. V
Dilip Dudhat
DOA - Hartford
EdgeEndo
Echo Specialized Center in Dental
Expert Tech Solutions SRL
Farouk, Maamoun Tamer & Co.
Fondaco-Jakarta
Hakusui Trading Co., Ltd.
HEARTLAND DENTAL
Henry Schein Dental BV Niederlande
Jefferson Dental — Grand Prairie
Joysdentec Corp
Keenworld Technology Limited
Mac Digital Dental Systems LLC
Medif z.o.o. sp. k.
MediLase
OSADA Israel
PEAC (Germany) GmbH
PT FONDACO Jayatama
SciVision Medical (Pty) Ltd
Sinclair Dental Co. Ltd
TAMER Company
TBMS International Corporation
Unicorn Denmart Limited

Significant Vendors

Airways Freight Corp*
American Express
Anthem Blue Cross
Arena Bert
Axian Technology, Inc.
Bay Advanced Technologies*
BDO USA, LLP
Blank Rome LLP*
Carroll & Carroll, P.C.*
Casix, Inc.*
Cobbs Allen Capital LLC dba CAC Specialty
Custom Packaging Supply, Inc*
DDH Enterprise Inc.*
Donnelley Financial Solutions
Fabrinet Co, Ltd
Federal Express
Fiberoptic Systems, Inc. *
First Insurance Funding Corp.*
Foothill Corporate 1 MT, LLC*
Grant Thornton LLP
Great-West Trust Company LLC
Green River Properties, LLC*
Johnson Products, Inc.*
Le Verre Fluore
Lumina Power
Macias Gini & O'Connell LLP
Microtech Dental Mfg.
Northrop Grumman Synoptics*
Optek Systems*
Oratech*
Paypool LLC (Anybill)
Pillsbury Winthrop Shaw Pittman LLP*
Stracon Inc.*
SWK Funding LLC Collection Account*
The Printery, Inc.
Woodruff-Sawyer & Co.*

Insurance

AXIS Insurance Company
Argonaut Insurance Company
At-Bay Specialty Insurance Company
Continental Casualty Company
Evanston Insurance Company
Falvey Insurance Group
Federal Insurance Company
First Insurance Funding*
Hudson Insurance Group
National Union Fire Insurance Company of Pittsburgh, PA
ProAssurance Specialty Insurance Company
StarStone Insurance Company
Travelers Indemnity Company
Travelers Property Casualty Company Of America
Wesco Insurance Company

Landlords

Foothill Corporate I MT, LLC*
Green River Properties, LLC*

Litigation Parties

PIPStek, LLC*
Sonendo, Inc.*

Ordinary Course Professionals

Amanda Juan Cruz
Anybill Financial Services*
BDO USA, LLP
Blank Rome*
Borden Ladner Gervais LLP
Deloitte Asesores Tributarios
Deloitte Management Services LLP
DocMatter Inc.
Ecocell LLC
EVC Group LLC
Exfluentia, Inc.
Express Services Inc.
Faegre Drinker*
Fortech LLC
Grant Thornton*

Greenberg Taurig*
Greenstone Consulting Group
Jennifer Labramonte
John C Nelson
Katherine Kowalyk
Macias Gini & O'Connell LLP
Mackey Law Firm PLLC
Maria Antonio
NuAge Experts
Patsnap (UK) Limited
Repreges 2002 S.L.
Sidley Austin
Trinh Lam
WBH Wachenhausen
Windes & McClaughry Accountancy Corp

Bankruptcy Professionals

B. Riley Advisory Services
Carroll & Carroll, P.C.*
Epiq Corporate Restructuring, LLC
GlassRatner Advisory & Capital Group, LLC
Pillsbury Winthrop Shaw Pittman LLP*
Potter Anderson & Corroon LLP
SSG Advisors, LLC

Taxing & Regulatory Authorities

Alabama Department of Revenue
California Department of Tax and Fee Administration
City Of Philadelphia Department Of Revenue
Colorado Department of Revenue
Florida Department of Revenue
Georgia Department of Revenue
Internal Revenue Service
Iowa Department of Revenue
Kansas Department of Revenue
Maine Revenue Services
Missouri Department of Revenue
New York State Department of Taxation of Finance
New York City Department of Finance
Nebraska Department of Revenue

North Carolina Department of Revenue
Oklahoma Tax Commission
State of Rhode Island Division of Taxation
Utah State Tax Commission
West Virginia Department of Revenue

Utility Providers

Linde Gas & Equipment
Sierra for Medical Science, Inc.
Talkdesk, Inc.
Vestis Services, LLC
Westair Gases and Equipment Inc.

Bankruptcy Judges & Clerks

Barksdale, Nikita
Batts, Cacia
Bello, Rachel
Brady, Claire
Capp, Laurie
Cavello, Robert
Chief Judge John T. Dorsey
Farrell, Catherine
Gadson, Danielle
Haney, Laura
Hrycak, Amanda
Johnson, Lora
Judge Ashely M. Chan
Judge Brendan L. Shannon
Judge Craig T. Goldblatt
Judge J. Kate Stickle
Judge Karen B. Owens
Judge Mary F. Walrath
Judge Selber Silverstein
Judge Thomas M. Horan
Lopez, Marquietta
Lugano, Al
O'Boyle, Una
Ranieri, Joan
Subda, Paula
Walker, Jill

Yeager, Demitra

United States Trustee's Office

Affix, Laruen

Bates, Malcolm M.

Bu, Fang

Casey, Linda

Cudia, Joseph

Dice, Holly

Dortch, Shakima L.

Fox, Jr., Timothy J.

Giordano, Diane

Girello, Michael

Green, Christine

Hackman, Benjamin

Jones, Nyanquoi

Konde, Hawa

Leamy, Jane

Lipshie, Jonathan

McCollum, Hannah M.

McMahon, Joseph

Nyaku, Jonathan

O'Malley, James R.

Richenderfer, Linda

Schepacarter, Richard

Serrano, Edith A.

Sierra-Fox, Rosa

Thomas, Elizabeth

Vara, Andrew R.

Wynn, Dion

Exhibit B

**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: D.I.

**ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF DUNDON ADVISERS LLC AS FINANCIAL ADVISOR
TO THE COMMITTEE NUNC PRO TUNC TO OCTOBER 20, 2024**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) in these Chapter 11 Cases of the above-captioned debtors and debtors in possession (the “Debtors”) to authorize the Committee to retain and employ Dundon Advisers LLC as financial advisor *nunc pro tunc* to October 20, 2024; and the Court having reviewed the Application, and the Court finding that: (a) the Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); (c) notice of the Application has been provided to: (i) the Debtor; (ii) the Office of the U.S. Trustee, and (iii) any party who has filed a formal requests for notice in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002.; and such notice was due and sufficient under the circumstances and no other or further notice need be provided; and the Court having considered the Application and the Nahas Declaration; and the Court having determined that the

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 not defined herein shall have the meanings ascribed to them in the Application.

legal and factual bases set forth in the Application and the Nahas Declaration establish 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.
2. The Committee be, and hereby is, authorized to employ and retain Dundon Advisers LLC, *nunc pro tunc* to October 20, 2024, in accordance with the terms and conditions set forth in the Application.
3. Dundon Advisers LLC shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Rules, and any Order entered by this Court with respect to compensation of professionals.
4. Notwithstanding anything to the contrary in the Application, Dundon Advisers LLC will not seek reimbursement of expenses for office supplies. Dundon Advisers LLC shall provide ten (10) business days' notice to the Debtors and U.S. Trustee before any increases in the rates set forth in the Application 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. Dundon Advisers LLC shall not charge a markup with respect to fees billed by contract advisers who are hired by Dundon Advisers LLC to provide services to the Committee and Dundon Advisers LLC shall ensure that any such contract advisers are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and

Bankruptcy Rules. For the avoidance of doubt, Dundon Advisers LLC shall not share fees with existing or future contract advisers who advise on these chapter 11 cases or enter into fee sharing arrangements with such contract advisers. Notwithstanding anything to the contrary in the Application or the Nahas Declaration, Dundon Advisers LLC shall not be reimbursed for any secretarial or other overtime charges, if any, incurred in connection with these chapter 11 cases.

6. The Committee and Dundon Advisers LLC are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

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

8. The Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation

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

In re:

Biolase, Inc., et al.,

Debtors.

Chapter 11

Case No. 24-12245 (KBO)

Jointly Administered

Hearing Date: December 16, 2024 at 11:00 a.m. (ET)

Obj. Deadline: December 4, 2024 at 4:00 p.m. (ET)

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE THAT on November 20, 2024, the Official Committee of Unsecured Creditors (the “Committee”) in the chapter 11 cases of the above-captioned debtors and debtors-in-possession filed the *Application of the Official Committee of Unsecured Creditors for an Order Authorizing the Employment and Retention of Dundon Advisers LLC as financial advisor to Creditors’ Committee Nunc Pro Tunc to October 20, 2024* (the “Application”).

PLEASE TAKE FURTHER NOTICE that the responses, if any to the Application must be made in writing, filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, DE 19801, so as to be received by that Court on or before **December 4, 2024 at 4:00 p.m.** Eastern Time (the “Objection Deadline”), and served upon and received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that, if an objection is timely filed, served, and received, and such objection is not otherwise timely resolved, a hearing with respect to the Application and such objection(s) will be held before the Honorable Karen B. Owens at the Bankruptcy Court, 824 North Market Street, 6th Floor, Courtroom No. 3, Wilmington, Delaware, 19801 on **December 16 at 11:00 a.m.** Eastern Time.

IF NO OBJECTIONS TO THE APPLICATION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: November 20, 2024
Wilmington, Delaware

ESBROOK P.C.

/s/ Scott James Leonhardt

Scott J. Leonhardt (DE Bar No. 4885)

1000 N. West Street, Suite 1200

Wilmington, DE 19801

Phone: (302) 650-7540

Email: scott.leonhardt@esbrook.com

*Proposed Local Counsel to the Official
Committee of Unsecured Creditors*