



FILED & JUDGMENT ENTERED
Steven T. Salata

November 2 2017

Clerk, U.S. Bankruptcy Court
Western District of North Carolina

Laura T Beyer

Laura T. Beyer
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION**

In re

BESTWALL LLC,¹

Debtor.

Chapter 11

Case No. 17-31795

**ORDER AUTHORIZING DEBTOR TO RETAIN AND
EMPLOY JONES DAY AS COUNSEL AS OF THE PETITION DATE**

This matter coming before the Court on the *Ex Parte Application of the Debtor for an Order Authorizing It to Retain and Employ Jones Day as Counsel as of the Petition Date* (the "Application"),² filed by the debtor and debtor in possession in the above-captioned case (the "Debtor"); the Court having reviewed the Application, the Gordon Declaration,

¹ The last four digits of the Debtor's taxpayer identification number are 5815. The Debtor's address is 100 Peachtree Street, N.W., Atlanta, Georgia 30303.

² Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

the Disclosure of Compensation and the Engagement Letter; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (c) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (d) notice of the Application was sufficient under the circumstances; (e) Jones Day does not hold or represent any interest materially adverse to the Debtor's estate and is a "disinterested person," as defined in section 101(14) of the Bankruptcy Code and as required by section 327 of the Bankruptcy Code; and (f) the Application and all related schedules and exhibits fully comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and the Compensation Guidelines; and the Court having determined that the legal and factual bases set forth in the Application, the Gordon Declaration and the Disclosure of Compensation establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. The Debtor is authorized to retain and employ Jones Day as its counsel in the above-captioned chapter 11 case (the "Chapter 11 Case"), in accordance with section 327(a) of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1, on the terms and conditions set forth in the Application and the Engagement Letter, as of the Petition Date.
3. Jones Day is authorized to render the professional services set forth in the Application, the Engagement Letter and the Gordon Declaration.
4. Jones Day will use its reasonable efforts to avoid any duplication of services provided by any of the Debtor's other retained professionals in the Chapter 11 Case.

5. Jones Day shall be compensated for its services and reimbursed for any related expenses as set forth in the Application and the exhibits thereto, and in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and any other applicable orders or procedures of this Court.

6. Jones Day shall: (a) complete its reconciliation of prepetition fees and expenses actually incurred through November 1, 2017 no later than the filing of its first interim fee application in the Chapter 11 Case; (b) make a corresponding adjustment to the amount of the Retainer on or about that date, as described in the Application and the exhibits thereto; and (c) disclose such adjustment in its first interim fee application. Subject to the foregoing adjustment, Jones Day is authorized to hold any remaining amount of the Retainer following such reconciliation in a trust account as security for the payment of postpetition fees and expenses.

7. Jones Day shall not apply any portion of the Retainer to fees and expenses incurred from and after the Petition Date unless and until authorized to do so by a further order of this Court. Upon the conclusion of Jones Day's representation of the Debtor (or as otherwise directed by this Court), Jones Day is authorized to apply the remaining portion of the Retainer, if any, against any unpaid fees or unreimbursed disbursements. Jones Day shall promptly return any unapplied portion of the Retainer to the Debtor.

8. To the extent that the terms of this Order are inconsistent with the terms of the Engagement Letter, the terms of this Order shall control.

9. This Order shall be immediately effective and enforceable upon its entry.

10. Pursuant to Local Bankruptcy Rule 9013-1(f), any party shall be entitled to request a hearing or request that the Court reconsider entry of this Order by filing a motion for reconsideration within 14 days of service of this Order.

11. The Debtor is authorized and empowered to take all actions necessary to implement the relief granted in this Order in accordance with the Application.

12. This Court shall retain exclusive jurisdiction over any and all matters arising from or related to the implementation, interpretation or enforcement of this Order.

This Order has been signed electronically.
The Judge's signature and Court's seal appear
at the top of the Order.

United States Bankruptcy Court