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*Proposed Counsel for the Debtor in Possession*

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

In re:

**THE FALLS AT McMinnville, LLC**, an  
Oregon limited liability company,

Address: 9067 S 1300 W, #301  
West Jordan, UT 84088,

Tax I.D. No. 81-3268978,

Debtor.

Bankruptcy Case No. 18-25492

Chapter 11

Honorable Kevin R. Anderson

[Filed Electronically]

**APPLICATION OF THE DEBTOR FOR ENTRY OF AN ORDER AUTHORIZING THE  
DEBTOR TO RETAIN AND EMPLOY RAY QUINNEY & NEBEKER P.C. AS ITS  
GENERAL BANKRUPTCY AND LITIGATION COUNSEL**

The Falls at McMinnville, LLC, the Debtor in this Chapter 11 case (the “**Debtor**”),  
hereby moves the Court for an order authorizing the Debtor to retain and employ Ray Quinney &

Nebeker P.C. (“**RQN**”) as its general bankruptcy and litigation counsel in accordance with 11 U.S.C. § 327 and Fed. R. Bankr. P. 2014.

In support of this application, the Debtor states as follows:

#### **JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider the application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 327 and 330 of Title 11 of the United States Code, and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure.

3. No prior application has been filed for the relief requested herein.

#### **BACKGROUND**

4. On July 27, 2018 (the “**Petition Date**”), the Debtor filed its voluntary petition under Chapter 11 of Title 11 of the United States Code (the “**Bankruptcy Code**”).

5. The Debtor is operating as a debtor-in-possession pursuant to §§ 1107(a) and 1108 of the Bankruptcy Code.

6. The Debtor is a wholly-owned subsidiary of The Falls Event Center LLC (“**The Falls**”), which filed a bankruptcy petition with this Court on July 11, 2018.

#### **RETENTION OF RAY QUINNEY & NEBEKER PC AS COUNSEL**

7. By this application, the Debtor seeks to employ and retain, pursuant to sections 327(a) and 328 of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy

Procedure, RQN as its general bankruptcy and litigation counsel to perform legal services that will be necessary in this Chapter 11 case.

8. The Debtor has selected RQN to serve as its counsel because RQN has extensive experience and knowledge of bankruptcy, business reorganization, and debtor/creditor matters. In addition, certain attorneys at RQN have extensive experience and knowledge in other areas of law, such as corporate, banking, and tax law, which are likely to be involved in this case. Accordingly, RQN has the necessary background to deal effectively with issues that may arise on the context of the Debtor's chapter 11 case. In addition, RQN is proposed counsel for The Falls in a related bankruptcy case.

9. RQN is both well-qualified and uniquely able to represent the Debtor in this chapter 11 case in an efficient, effective, and timely manner. RQN's retention is necessary and in the best interests of the estate in the above-captioned case and should be approved.

10. RQN has indicated its willingness to represent the Debtor in this case, to render the services, and to be compensated as set forth below.

#### **SERVICES TO BE RENDERED**

11. The services of attorneys are necessary to enable the Debtor to reorganize and restructure the Debtor's estate and the estate of its parent. RQN may be required to render all or some of the following services to the Debtor:

- a. Investigating the assets, liabilities, and financial affairs of the estate, including the assets, liabilities, and financial affairs of various entities which are owned by, controlled by, or affiliated with the Debtor;
- b. Preparing on behalf of the Debtor any necessary motions, applications, answers, orders, reports, and papers as required by applicable bankruptcy

or non-bankruptcy law, dictated by the demands of the case, or required by the Court, and to represent the Debtor in proceedings or hearings related thereto;

- c. Assisting the Debtor in analyzing and pursuing possible business reorganizations and/or liquidations;
- d. Assisting the Debtor in analyzing and pursuing any proposed dispositions of assets of the Debtor's estate;
- e. Pursuing claims and causes of action of the estate;
- f. Defending the Debtor and the estate in any litigation matters which may be asserted, including the defense of motions seeking relief from the automatic stay;
- g. Reviewing, analyzing, and advising the Debtor regarding claims or causes of action to be pursued on behalf of the bankruptcy estate;
- h. Assisting the Debtor in providing information to creditors and other parties in interest;
- i. Reviewing, analyzing, and advising the Debtor regarding the retention of any further professionals that may be necessary to investigate and analyze assets of the estate;
- j. Reviewing, analyzing and advising the Debtor regarding fee applications or other issues involving professional compensation in the chapter 11 case;
- k. Preparing and advising the Debtor regarding any chapter 11 plan filed by the Debtor and advising the Debtor regarding possible chapter 11 plans filed by other constituents in the chapter 11 case;
- l. Advising the Debtor regarding the possible conversion of this case to Chapter 7;
- m. Assisting the Debtor in negotiations with various creditor constituencies regarding treatment, resolution, and payment of creditor claims;
- n. Reviewing and analyzing the validity of claims filed, and advising the Debtor as to the filing of objections to claims, if necessary;

- o. Providing necessary corporate and tax advice as may be necessary concerning the Debtor and various entities owned by, controlled by, or affiliated with the Debtor;
- p. Providing continuing legal advice with respect to the bankruptcy estate, litigation, and all other legal matters; and
- q. Performing all other necessary legal services as may be required by the needs of the Debtor in the above-captioned case.

**RAY QUINNEY & NEBEKER HOLDS NO ADVERSE INTEREST**

12. RQN has stated its desire and willingness to render the necessary professional services in this case as counsel to the Trustee. Attached hereto as Exhibit A is the Declaration of Brent D. Wride (the “**Wride Declaration**”). The Wride Declaration is incorporated herein by this reference. All known connections to the Debtor, its creditors, or any party in interest are set forth in the Wride Declaration and incorporated herein by reference.

13. To the best of the Debtor’s knowledge, RQN and its attorneys are disinterested persons as provided in sections 101(14) and 327 and do not represent or hold an undisclosed interest adverse to the interest of the Debtor or the estate.

14. The Debtor has been apprised of the fact that certain creditors and other interested parties in this case are current clients of RQN. As set forth in the Wride Declaration, in the event that the Debtor must take adverse actions with respect to a current client of RQN in this case and RQN would be precluded by applicable law or the Rules of Ethics from representing the Debtor in such matters, the Debtor would retain special counsel to represent the Debtor and the estate in such matters, and RQN would not be involved in such matters.

COMPENSATION

15. The Debtor desires to employ RQN with reasonable compensation to be based upon RQN's normal hourly rates in matters of this type, subject to all necessary approvals of the Court. The Debtor understands that RQN will apply to the Court for the allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and local rules and orders of this Court for all services performed and expenses incurred.

16. The team of RQN shareholders and directors who will assist in representing the Debtor on various matters include the following attorneys, whose standard hourly rates for 2018 are as follows:

Michael R. Johnson, \$400  
David H. Leigh, \$360  
Elaine A. Monson, \$305  
Douglas M. Monson, \$365  
Brent D. Wride, \$355

Other attorneys and paralegals may assist in performing services in this case, and RQN will consistently strive to have work performed in the most cost-efficient way possible. The hourly rates for other professionals likely to perform services in this case for calendar year 2018 are:

Shareholders: \$275 to \$360  
Associates: \$185 to \$270  
Paralegals: \$115 to \$160

17. RQN's billing rates are subject to adjustment and increase as necessary or appropriate, which adjustments and increases typically become effective on February 1<sup>st</sup> of each calendar year. Unless expressly disallowed by the Court, RQN will increase its hourly billing

rates in this matter effective as of February 1<sup>st</sup> of each calendar year, if necessary and appropriate, by no more than \$10.00 per hour per attorney or paralegal per each calendar year.

18. RQN maintains detailed records of any actual and necessary expenses for which it may seek reimbursement. RQN will seek reimbursement for its non-overhead, identifiable expenses incurred in connection with this case.

19. The professionals rendering services will also keep detailed records in connection with such services as required by the Bankruptcy Code. Time will be recorded in increments of 1/10<sup>th</sup> of an hour, and all attorneys and paralegals will be required to keep detailed time records in connection with services rendered herein.

20. RQN has not entered into any agreement to share compensation that may be awarded to it for services rendered in this case except as permitted under section 504(b) of the Bankruptcy Code.

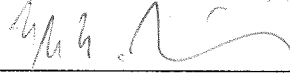
21. No previous request for the relief sought herein has been made to this or any other court.

### CONCLUSION

WHEREFORE, based upon the foregoing, the Debtor respectfully requests that (a) it be authorized, pursuant to 11 U.S.C. § 327, and in accordance with Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, to employ the law firm of Ray Quinney & Nebeker P.C. as its bankruptcy counsel to represent it in this Chapter 11 case, with such employment being effective as of July 16, 2018; and (b) the Court grant such other and further relief as this Court deems just and necessary.


DATED this 14<sup>th</sup> day of August, 2018.

THE FALLS AT McM~~IN~~NVILLE, LLC

  
By: Brooks Pickering, Manager

AGREED TO:

RAY QUINNEY & NEBEKER P.C.

  
Brent D. Wride  
*Proposed General Bankruptcy and Litigation  
Counsel for the Debtor*

**CERTIFICATE OF SERVICE**

I hereby certify that on August 14, 2018, I electronically filed the foregoing **APPLICATION OF THE DEBTOR FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTOR TO RETAIN AND EMPLOY RAY QUINNEY & NEBEKER P.C. AS ITS GENERAL BANKRUPTCY AND LITIGATION COUNSEL** with the United States Bankruptcy Court for the District of Utah by using the CM/ECF system. I further certify that the parties of record in this case, as identified below, including the United States Trustee, are registered CM/ECF users and will be served through the CM/ECF system:

- **Laurie A. Cayton tr** laurie.cayton@usdoj.gov, James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov
- **Michael R. Johnson** mjohnson@rqn.com, docket@rqn.com;dburton@rqn.com
- **United States Trustee** USTPRegion19.SK.ECF@usdoj.gov

/s/Carrie Hurst

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