

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

BRD LAND & INVESTMENT, et al.

Debtors.¹

Chapter 11

Case No. 26-30215

(Jointly Administered)

**EX PARTE APPLICATION TO EMPLOY RAYBURN COOPER &
DURHAM, P.A., AS COUNSEL FOR DEBTORS AND
DEBTORS-IN-POSSESSION AS OF THE PETITION DATE**

BRD Land & Investment, a South Carolina partnership, BRDL Warden Station Holding Co LLC, and BRDL Warden Station, LLC (collectively, the “Debtors”), as debtors and debtors-in-possession in the above-captioned cases, apply to the Court for entry of an order pursuant to section 327 of title 11 of the United States Code (the “Bankruptcy Code”) and Local Rules 2014-1, 2016-1(b), and 9013-1(f) of the Rules of Practice and Procedure of the United States Bankruptcy Court for the Western District of North Carolina (the “Local Rules”), authorizing the retention and employment of the law firm of Rayburn Cooper & Durham, P.A. (“RCD”) effective as of the Petition Date (as hereinafter defined), as counsel for the Debtors (the “Application”). The facts and circumstances supporting this Application are set forth in the Declaration of Matthew L. Tomsic on Behalf of Rayburn Cooper & Durham, P.A. in Support of the Application to Employ Rayburn Cooper & Durham, P.A. as Counsel for the Debtors and Debtors-in-Possession as of the Petition Date (the “Tomsic Declaration,” attached hereto as **Exhibit A**). In further support of this Application, the Debtors respectfully show the Court as follows:

¹ The Debtors in these jointly administered cases are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): BRD Land & Investment, a South Carolina partnership (6940), BRDL Warden Station Holding Co LLC (0184), and BRDL Warden Station, LLC (4687). The Debtors’ address is 6433 Bannington Road, Charlotte, NC 28226.



JURISDICTION, BACKGROUND, AND BASIS FOR RELIEF

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§1408 and 1409.

2. On February 24, 2026 (the “Petition Date”), the Debtors filed their voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee has been appointed in these Chapter 11 Cases.

3. The statutory bases for the relief requested herein are sections 327, 328, 330, and 331 of the Bankruptcy Code, Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure, and Local Rules 2014-1, 2016-1(b), and 9013(f).

4. Under section 327(a) of the Bankruptcy Code, a debtor-in-possession may employ one or more attorneys to represent it in carrying out its duties under the Bankruptcy Code, provided that such attorneys are disinterested persons and do not hold or represent an interest adverse to the estate.

RETENTION OF RAYBURN COOPER & DURHAM, P.A.

5. The Debtors seek to retain RCD as counsel for the Debtors because of RCD’s experience and knowledge in the field of debtors’ and creditors’ rights and business cases under chapter 11 of the Bankruptcy Code and because of its expertise, experience, and knowledge in practicing before this Court, its proximity to the Court, and its ability to respond quickly to emergency hearings and other emergency matters in this Court. The attorneys of RCD regularly practice in this Court.

6. The services of attorneys pursuant to the terms of this Application are necessary to enable the Debtors to execute their duties as debtors and debtors-in-possession. RCD has informed the Debtors that its billing rates for the year 2026 vary from \$375.00/hr to \$795.00/hr for partners, \$340.00/hr to \$360.00/hr for associates, \$275.00/hr for summer law clerks, and \$225.00/hr to \$250/hr for para-professionals. RCD will apply for fees on an hourly basis for its professionals based upon its current schedule of hourly rates for 2026 as shown on the schedule attached to the Tomsic Declaration and incorporated herein as Schedule A, plus reimbursement of actual, necessary expenses and other charges that RCD incurs in this representation. The Debtors are informed and believe that the 2026 hourly rates shown on Schedule A are consistent with the rates charged by RCD in bankruptcy and non-bankruptcy matters of this type. RCD adjusts its billing rates yearly in January of each year.

7. The Debtors agree and understand that RCD intends to apply for compensation for professional services in connection with its representation of the Debtors through monthly and final fee applications subject to approval of this Court and in compliance with the rules and orders of this Court. RCD has agreed to follow its policy of only charging one-half ($\frac{1}{2}$) time for non-working travel time incurred in providing services to the Debtors subject to a possible further reduction of the time charged to the Debtors if work is done on non-Debtor files during the travel period. Subject to Court approval, in accordance with Section 330 of the Bankruptcy Code, compensation will be payable to RCD on an hourly basis based upon its hourly rates for any period of application as set forth herein and reimbursement of actual and necessary expenses incurred by the firm pursuant to RCD's normal policies for reimbursement for disbursements and other expenses.

8. The Debtors have been advised by RCD that RCD has a policy to charge its clients in all areas of practice for all other expenses incurred in connection with the clients' cases. The expenses to clients include, without limitation, witness fees, travel expenses, filing and recordation fees, teleconference fees, postage, express mail and messenger charges, computerized legal research charges and expenses for working meals. RCD will charge the Debtors for expenses and costs incurred in a manner and at rates consistent with charges made generally to clients of RCD.

9. RCD provided legal services to the Debtors prior to the filing of the Debtors' petitions in bankruptcy. RCD has been paid for all prepetition services and expenses owed by the Debtors prior to the Petition Date.² At all times prior to the Petition Date, RCD held and billed against a pre-petition retainer (the "Retainer") received from BRD Land & Investment. Before the filing of the Debtors' petitions pursuant to chapter 11, RCD was paid \$55,830.47 for professional services rendered and expenses incurred by application against the Retainer. RCD holds \$50,000.00 as a Retainer for its engagement as counsel to the Debtors for payment of professional services to be rendered and expenses incurred or to be incurred with respect to the Chapter 11 Cases.

10. It is necessary for the Debtors to employ attorneys under a general retainer to provide professional services to the Debtors. The amount of the Retainer is neither a limit on fees and expenses that can be awarded to RCD nor does the existence of this Retainer constitute an allowance of such fees and expenses, which remains subject to application to, and approval by, this Court.

11. RCD has reviewed the list of parties in interest provided by the Debtors and set forth in the Matrix of Creditors. To the best of the Debtors' knowledge, information, and belief,

² RCD intends to include the fees and expenses incurred on the day prior to the Petition Date in its first monthly fee application to be submitted and approved by the Court.

and except to the extent disclosed herein and in the Tomsic Declaration, RCD (i) does not hold any interest materially adverse to the Debtors' estates, (ii) has no connection with the Debtors, their creditors, equity security holders, or related parties herein other than as disclosed in the Tomsic Declaration, and (iii) is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code. The Debtors' knowledge, information, and belief regarding the matters set forth herein are based, and made in reliance, upon the Tomsic Declaration.

12. Neither RCD nor any of its members holds any equity interest in the Debtors.

13. Based upon the foregoing, the Debtors do not believe that RCD or any shareholder or associate thereof represents any interest adverse to the Debtors or the Debtors' estates in the matters upon which the law firm is to be engaged as counsel for the Debtors, and its employment would be to the best interest of the estates.

14. Based upon the foregoing, the Debtors believe that RCD is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code and that RCD is eligible for employment by the Debtors pursuant to Sections 327, 330, and 331 of the Bankruptcy Code and applicable Bankruptcy Rules.

15. The professional services RCD is to render as counsel to the Debtors include, without limitation:

- a. to provide the Debtors legal advice with respect to their powers and duties as debtors-in-possession in the continued operation of their businesses and management of their properties and assets;
- b. to assist in taking all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on behalf the Debtors, the defense of any action commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors' estates;
- c. to prepare or assist in preparing on behalf of the Debtors all necessary schedules, statements, applications, answers, orders, reports, motions,

pleadings and notices in connection with the administration of the estates of the Debtors;

- d. to appear before this Court and such other courts as may be appropriate to represent the interests of the Debtors in matters that require representation and to represent and assist the Debtors in negotiations with other parties in interest in the cases;
- e. to advise and assist in formulating and preparing a plan of reorganization on behalf of the Debtors, the related disclosure statement, and any revisions, amendments relating to such documents, and all related materials; and
- f. to perform other legal services for Debtors which may be necessary in the cases.

NOTICE

16. Notice of this Motion has been given to the following parties: (i) the holders of the twenty largest general unsecured claims against the Debtors; (ii) the Internal Revenue Service; (iii) the Office of the United States Bankruptcy Administrator for the Western District of North Carolina; (iv) those parties requesting notice pursuant to Bankruptcy Rule 2002; and (v) those parties on the Master Service List maintained by the Debtors' claims and noticing agent. Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

17. No previous application for the relief sought herein has been made to this or any other court. Attached hereto as **Exhibit B** is a proposed Order approving the engagement of RCD.

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WHEREFORE, the Debtors respectfully request that the Court:

(A) Enter an Order pursuant to sections 327, 328, 330, and 331 of the Bankruptcy Code authorizing the employment of RCD under the terms specified to represent them as counsel for the Debtors in these cases under chapter 11 of the Bankruptcy Code and approving its employment as set forth herein effective as of the Petition Date; and

(B) Grant the Debtors such other and further relief as is just and proper.

This the 16th day of March, 2026.

BRD LAND & INVESTMENT,
a South Carolina partnership

By: 

William A. Barbee
Chief Restructuring Officer

**BRDL WARDEN STATION HOLDING CO
LLC,**
a North Carolina limited liability company

By: 

William A. Barbee
Chief Restructuring Officer

BRDL WARDEN STATION, LLC,
a North Carolina limited liability company

By: 

William A. Barbee
Chief Restructuring Officer

EXHIBIT A

DECLARATION OF MATTHEW L. TOMSIC

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

BRD LAND & INVESTMENT, et al.

Debtors.³

Chapter 11

Case No. 26-30215

(Jointly Administered)

**DECLARATION OF MATTHEW L. TOMSIC ON BEHALF OF
RAYBURN COOPER & DURHAM, P.A., IN SUPPORT OF THE
APPLICATION TO EMPLOY RAYBURN COOPER & DURHAM, P.A.
AS COUNSEL FOR THE DEBTORS AND
DEBTORS-IN-POSSESSION AS OF THE PETITION DATE**

Matthew L. Tomsic, being duly sworn, deposes and says:

1. I am an attorney at law duly admitted to practice in the State of North Carolina and before the United States Bankruptcy Courts of North Carolina, and a shareholder of the firm of Rayburn Cooper & Durham, P.A. (“RCD”). My firm maintains offices for the practice of law at The Carillon, 227 West Trade Street, Suite 1200, Charlotte, North Carolina, 28202. I am authorized to make this declaration on RCD’s behalf.

2. I submit this declaration in support of the application (the “Application”) of the Debtors and debtors-in-possession herein for an order approving the employment of RCD as of February 24, 2026 (the “Petition Date”) as their counsel in the bankruptcy cases filed by the Debtors, and in compliance with and to provide disclosure pursuant to Bankruptcy Code Section 328 and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). Unless otherwise stated in this declaration, I have personal knowledge of the facts hereinafter set forth. To

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the extent that any information disclosed herein may require amendment or modification upon RCD's completion of further analysis or as additional creditor information becomes available to it or if any new relevant facts or relationships are discovered by RCD or made known to us or arise herein, a supplemental declaration will be submitted to the Court.

3. The Debtors have requested that RCD agree to be employed and provide professional services to the Debtors subject to Court approval.

4. RCD has performed a conflicts' check based on the information provided by the Debtors, including the parties reflected on the Matrix of Creditors filed on the Petition Date. Based upon such review, to the best of my knowledge, information, and belief, neither I, my law firm, any member of the firm, nor associate thereof, insofar as I have been able to ascertain at this time, has any connection with the Debtors or any of their creditors, the United States Bankruptcy Administrator, or any other party in interest in the above-captioned cases, or any of the foregoing's respective attorneys except for the following:

- (a) RCD provided legal services either directly or indirectly to the Debtors prior to the filing of the Debtors' petitions in bankruptcy. RCD has been paid for all prepetition services and expenses owed by the Debtors prior to the Petition Date.⁴ At all times prior to the Petition Date, RCD held and billed against a prepetition retainer (the "Retainer") received from BRD Land & Investment. Before the filing of the Debtors' petitions pursuant to chapter 11, RCD was paid \$55,830.47 for professional services rendered and expenses incurred by application against the Retainer. RCD holds \$50,000.00 as a Retainer for its engagement as counsel to the Debtors for payment of professional services to be rendered and expenses incurred or to be incurred with respect to the Chapter 11 Cases.
- (b) Further, that I or my law firm, through its attorneys:
 - (i) may have appeared in the past, and may appear in the future, in matters, cases, or controversies where one or more of the parties in interest of the Debtors may be involved;

⁴ RCD intends to include the fees and expenses incurred on the day prior to the Petition Date in its first interim fee application to be submitted and approved by the Court.

(ii) may represent or have represented certain of the Debtors' creditors, contract counter-parties, or lessors in matters unrelated to these cases;

(iii) may have, directly or indirectly, investments in publicly held business entities that may include various parties in interest; and

(iv) Shelley Koon Abel ("Abel"), the Bankruptcy Administrator for the Western District of North Carolina, was formerly an associate and shareholder in RCD. Ms. Abel left the firm in preparation for her new position as Bankruptcy Administrator on June 30, 2017. Ms. Abel was not involved in the representation of the Debtors prior to the Petition Date.

5. Neither RCD nor any of its shareholders hold any direct equity interest in the Debtors.

6. Based upon the foregoing, neither I, my law firm, nor any of its attorneys, insofar as I have been able to ascertain, represents any interest adverse to the Debtors or to the Debtors' estates in the matters upon which the law firm is to be engaged.

7. Based upon the foregoing, I believe that RCD is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code. By reason of the foregoing, I believe that RCD is eligible for employment by the Debtors pursuant to sections 327, 328, 330, and 331 of the Bankruptcy Code and applicable Bankruptcy Rules.

8. Subject to approval of this Court and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the local rules and orders of this Court, RCD intends to apply for compensation for professional services in connection with its representation of the Debtors as counsel, plus reimbursement of actual, necessary expenses and other charges incurred by RCD during this representation on a monthly and final basis. For the calendar year 2026, RCD will apply for fees on an hourly basis for its professionals as shown on the schedule attached hereto and incorporated herein as Schedule A, plus reimbursement of actual, necessary expenses and other

charges that RCD incurs in this representation. The 2026 hourly rates shown on Schedule A are consistent with the rates charged by RCD in bankruptcy and non-bankruptcy matters of this type. RCD will follow its policy of only charging one-half ($\frac{1}{2}$) time for non-working travel time incurred in providing services to the Debtors subject to a possible further reduction of the time charged to the Debtors if work is done on non-Debtor files during the travel period.

9. It is RCD's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the clients' cases. The expenses to clients include, without limitation, witness fees, travel expenses, filing and recordation fees, teleconference fees, postage, express mail and messenger charges, computerized legal research charges, and expenses for working meals. RCD will charge the Debtors for expenses and costs incurred in a manner and at rates consistent with charges made generally to clients of RCD.

10. No promises have been received by RCD as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code.

11. RCD further states, pursuant to Bankruptcy Rule 2016(b), that it has not shared, nor agreed to share (a) any compensation it has received or may receive in this case with any other party or person, other than with partners, shareholders, counsel, and associates of RCD, or (b) any compensation another party or person has received or may receive.

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This the 16th day of March, 2026.



Matthew L. Tomsic
N.C. State Bar No. 52431
Rayburn Cooper & Durham, P.A.
227 West Trade Street, Suite 1200
Charlotte, NC 28202
Telephone: (704) 334-0891

Sworn to and subscribed before me, a notary public for the State of North Carolina, County of Mecklenburg, this the 16th day of March, 2026.



Notary Public

My Commissions Expires: 6-30-2026



SCHEDULE A

RAYBURN COOPER & DURHAM, P.A.

2026 Hourly Rates

RAYBURN COOPER & DURHAM, P.A.

2026 Billing Rates

Attorneys

| | |
|-------------------------|-------|
| Rachel E. Brinson | \$340 |
| W. Scott Cooper | \$460 |
| Ross R. Fulton | \$490 |
| G. Kirkland Hardymon | \$490 |
| Natalie E. Kutcher | \$340 |
| John R. Miller, Jr. | \$550 |
| Ashley B. Oldfield | \$375 |
| C. Richard Rayburn, Jr. | \$795 |
| Lauren J. Schantz | \$360 |
| Matthew L. Tomsic | \$410 |
| Austin T. Webber | \$350 |

Summer Clerks

| | |
|------------------|-------|
| Amanda J. Reader | \$275 |
| Romney H. Harris | \$275 |

Paralegals

| | |
|--------------------|-------|
| Maureen S. Davis | \$225 |
| Mary E. Elvington | \$225 |
| Kristy D. Godin | \$225 |
| Kimber L. Kinney | \$225 |
| Tiffany N. Lindsay | \$250 |

Rayburn Cooper & Durham, P.A. adjusts its billing rates at least yearly in January of each year and more often as circumstances warrant.

EXHIBIT B

PROPOSED ORDER

**UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF NORTH CAROLINA
Charlotte Division**

IN RE:

BRD LAND & INVESTMENT, et al.

Debtors.⁵

Chapter 11

Case No. 26-30215

(Jointly Administered)

**EX PARTE ORDER APPROVING EMPLOYMENT OF RAYBURN COOPER
& DURHAM, P.A. AS COUNSEL FOR DEBTORS AND
DEBTORS-IN-POSSESSION AS OF THE PETITION DATE**

Upon the application (the “Application”)⁶ of BRD Land & Investment, a South Carolina partnership, BRDL Warden Station Holding Co LLC, and BRDL Warden Station, LLC (collectively, the “Debtors”), as debtors and debtors-in-possession in the above-captioned cases, for entry of an order, pursuant to section 327 of title 11 of the United States Code (the “Bankruptcy Code”) and Local Rules 2014-1, 2016-1(b), and 9013(f) of the Rules of Practice and Procedure of

⁵ The Debtors in these jointly administered cases are the following entities (the last four digits of their respective taxpayer identification numbers follow in parentheses): BRD Land & Investment, a South Carolina partnership (6940), BRDL Warden Station Holding Co LLC (0184), and BRDL Warden Station, LLC (4687). The Debtors’ address is 6433 Bannington Road, Charlotte, NC 28226.

⁶ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Application.

the United States Bankruptcy Court for the Western District of North Carolina (the “Local Rules”), authorizing the retention and employment of the law firm of Rayburn Cooper & Durham, P.A. (“RCD”) effective as of the Petition Date (as defined in the Application), as counsel for the Debtors in accordance with its normal hourly rates and reimbursement policies, as is more fully set forth in the Application; and upon the Declaration of Matthew L. Tomsic, a member of RCD (the “Tomsic Declaration”), which is annexed to the Application as Exhibit A; and the Court being satisfied, based upon the representations made in the Application and the Tomsic Declaration, that RCD represents or holds no interest adverse to the Debtors or their estates as to the matters upon which it is to be engaged and that said firm is disinterested under the meaning of Section 101(14) of the Bankruptcy Code, and that the employment of RCD is necessary and would be in the best interests of the Debtors and the Debtors’ estates; and it appearing that the Court has jurisdiction to consider the Application; and it appearing that the Notice of the Application has been properly given and such Notice is adequate for the entry of this Order, and it appearing that no other notice is required; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.
2. The Debtors are authorized to retain RCD as their counsel under a general retainer in this chapter 11 case effective as of the Petition Date.
3. The compensation to be paid to RCD for professional services rendered and reimbursement for expenses incurred by it shall be as determined by this Court upon monthly and final application pursuant to Bankruptcy Code, including, without limitation, Sections 328, 330, and 331, and such other procedures as may be fixed by order of this Court.

4. Pursuant to Rule 9013-1(f) of the Local Rules, 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 fourteen (14) days of service 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