

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re

VWS Holdco, Inc., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

Objection Deadline: June 25, 2025 at 4:00 P.M. (ET)

Hearing Date: July 2, 2025 at 11:00 A.M. (ET)

**DEBTORS' APPLICATION FOR ENTRY OF AN ORDER UNDER SECTIONS 327(a),  
328(a), AND 1107(b) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 2014  
AND 2016 AND LOCAL RULES 2014-1 AND 2016-1 AUTHORIZING RETENTION  
AND EMPLOYMENT OF PASHMAN STEIN WALDER HAYDEN, P.C. AS  
COUNSEL FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) submit this application (the “Application”) for entry of an order, substantially in the form attached hereto as **Exhibit A**, pursuant to sections 327(a), 328(a), and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended, the “Bankruptcy Code”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing the retention and employment of Pashman Stein Walder Hayden, P.C. (“Pashman”) as bankruptcy counsel to the Debtors *nunc pro tunc* to June 1, 2025 (the “Petition Date”). In support of the Application, the Debtors rely upon and incorporate by reference (i) the *Declaration of Steven F. Agran in Support of First Day Relief* [D.I. 12] (the “First Day Declaration”);<sup>2</sup> (ii) the *Declaration of John W. Weiss in Support of the Debtors’ Application for*

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification numbers are as follows: VWS Holdco, Inc. (5412) and Shoosmith Bros., Inc. (6914). The Debtors’ mailing address is P.O. Box 2770, Chesterfield, VA 23832.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the First Day Declaration.



*Entry of an Order Under Sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Pashman Stein Walder Hayden, P.C. as Counsel for the Debtors* Nunc Pro Tunc to the Petition Date (the “Weiss Declaration”), attached hereto as **Exhibit B**; and (iii) the *Statement of Pashman Stein Walder Hayden, P.C. as Counsel for the Debtors Pursuant to 11 U.S.C. § 329, Fed. R. Bankr. P. 2016 and Bankr. D. Del. L.R. 2016-1* (the “Rule 2016 Statement”), attached hereto as **Exhibit C**. In further support of the Application, the Debtors respectfully state as follows:

### **JURISDICTION**

1. The Court has jurisdiction over the Motion 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. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and the Motion is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

3. The statutory bases for the relief requested herein are sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, as supplemented by Bankruptcy Rules 2014(a) and 2016 and Local Rules 2014-1 and 2016-1.

### **BACKGROUND**

4. On June 1, 2025 (the “Petition Date”), the Debtors commenced the above-captioned cases (these “Chapter 11 Cases”) by filing voluntary petitions (the “Petitions”) for relief under

Chapter 11 of the Bankruptcy Code in this Court. The Debtors are operating their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner or official committee has been appointed in these Chapter 11 Cases.

5. Additional details regarding the Debtors, their businesses, the events leading to commencement of these Chapter 11 Cases, and the facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration.

### **RELIEF REQUESTED**

6. The Debtors desire to retain and employ Pashman as their bankruptcy counsel. By this Application, the Debtors respectfully request entry of an order, substantially in the form attached hereto as **Exhibit A**, pursuant to sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, authorizing the Debtors to retain and employ Pashman as their bankruptcy counsel *nunc pro tunc* to the Petition Date to represent the Debtors in all phases of these Chapter 11 Cases.

### **BASIS FOR RELIEF**

7. 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. Section 101(14) of the Bankruptcy Code defines “disinterested person” as one who

is not a creditor, an equity security holder, or an insider; [or] is not and was not, within 2 years before the date of the filing of the petition, a director, officer or employee of the debtor; and . . . does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

11 U.S.C. § 101(14).

8. Prior to the commencement of these Chapter 11 Cases, the Debtors sought the services of Pashman with respect to, among other things, advice regarding, and the preparation for, the commencement and prosecution of these Chapter 11 Cases under chapter 11 of the Bankruptcy Code. The Debtors have engaged Pashman as their bankruptcy counsel in connection with the filing and, subject to the entry of an order approving the retention of Pashman, the prosecution of these Chapter 11 Cases.

9. The Debtors seek to retain and employ Pashman because the firm's attorneys have extensive experience representing debtors in Chapter 11 Cases before this Court. Further, Pashman attorneys have become familiar with the Debtors and their business and financial affairs through their assistance with preparing these Chapter 11 Cases for filing. For these reasons, Pashman is uniquely qualified to represent the Debtors as their bankruptcy counsel.

10. The Debtors request approval of the employment of Pashman *nunc pro tunc* to the Petition Date. *Nunc pro tunc* relief is warranted in these Chapter 11 Cases. The Third Circuit has identified "time pressure to begin service" and absence of prejudice as factors favoring *nunc pro tunc* retention. *See Matter of Arkansas Co.*, 798 F.2d 645, 650 (3d Cir. 1986); *see also In re Indian River Homes, Inc.*, 108 B.R. 46, 52 (D. Del. 1989).

#### **SERVICES TO BE PROVIDED BY PASHMAN**

11. The Debtors believe that the services of Pashman are necessary to enable them to faithfully execute their duties. Subject to further order of this Court, Pashman will perform the following professional services for or on behalf of the Debtors in these Chapter 11 Cases:

- a. perform all necessary services as the Debtors' bankruptcy counsel, including, without limitation, providing the Debtors with advice, representing the Debtors, and preparing necessary documents on behalf of the Debtors in the areas of restructuring and bankruptcy;

- b. take all necessary actions to protect and preserve the Debtors' estates during these Chapter 11 Cases, including, if necessary, the prosecution of actions by the Debtors, the defense of any actions commenced against the Debtors, negotiations concerning litigation in which the Debtors are involved, and objecting to claims filed against the estates;
- c. prepare, or coordinate preparation on behalf of the Debtors, as debtors in possession, any necessary motions, applications, answers, orders, reports, and papers in connection with the administration of these Chapter 11 Cases;
- d. counsel the Debtors with respect to their rights and obligations as debtors in possession;
- e. coordinate with the Debtors' other professionals in representing the Debtors in connection with these Chapter 11 Cases; and
- f. perform all other necessary or requested legal services agreed to by Pashman.

12. Pashman will work with the Debtors and other professionals to avoid unnecessary duplication of efforts and to represent the Debtors in an efficient and cost-effective manner.

13. The Debtors believe that Pashman's employment is in the best interests of the Debtors, their estates, and their creditors.

14. Subject to this Court's approval of the Application, Pashman is willing to serve as the Debtors' bankruptcy counsel and to perform the services described above.

#### **DISINTERESTEDNESS OF PASHMAN**

15. To the best of the Debtors' knowledge, information, and belief, and except as otherwise set forth herein and in the Weiss Declaration, no Pashman partners, counsel, or associates hold or represent any interest adverse to the Debtors' estates or their creditors, and Pashman is a "disinterested person," as defined in section 101(14) of the Bankruptcy Code.

16. Pashman does not, and has not, represented any entities, other than the Debtors, in matters related to these Chapter 11 Cases, except to the extent otherwise indicated in the Weiss Declaration. Pashman may represent, or may have represented in the past, certain parties in interest in the Debtors' cases on matters unrelated to these Chapter 11 Cases. As set forth in the Weiss Declaration, Pashman has conducted, and continues to conduct, research into its relations with the Debtors, their creditors and equity security holders, and other parties interested in these Chapter 11 Cases. As part of this inquiry, Pashman obtained the names of individuals or entities that may be parties in interest in these Chapter 11 Cases (the "Potential Parties in Interest," attached to the Weiss Declaration as **Schedule 1**). Pashman then entered the names of Potential Parties in Interest into a computer database containing the names of all clients and conflict information concerning the clients of Pashman.

17. From the results of this inquiry, Pashman compiled a list (the "Client Match List") of Potential Parties in Interest that are current or former Pashman clients. The Client Match List is divided into two schedules of current and former clients, respectively. Current clients are listed on **Schedule 2** attached to the Weiss Declaration and former clients are listed on **Schedule 3** attached to the Weiss Declaration. Pashman has determined that its representations of clients on the Client Match List concern matters unrelated to the Debtors and these Chapter 11 Cases, except to the extent otherwise indicated in the Weiss Declaration. Further, although Pashman values all of its clients, the entities listed on the Client Match List do not represent significant financial revenues for Pashman.

18. Although Pashman has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should Pashman discover additional connections

of the nature described above, Pashman will promptly supplement the disclosures in the Weiss Declaration.

### **PROFESSIONAL COMPENSATION**

19. As set forth in the Weiss Declaration, the Debtors retained Pashman in connection with these Chapter 11 Cases under an advance payment retainer pursuant to an engagement letter executed by the Debtors on May 21, 2025 (the “Engagement Agreement”).

20. Except as set forth in the Weiss Declaration, Pashman has not been paid any other compensation by the Debtors in connection with these Chapter 11 Cases, and Pashman is not a creditor of the Debtors.

21. All fees and charges incurred by Pashman prior to the Petition Date were fully paid from Pashman’s advance payment retainer (the “Advance,” leaving a balance of \$73,049.60 (the “Current Advance”) which will be held as a post-petition advance payment to be applied against any unpaid fees and expenses approved by the Court with respect to Pashman’s final fee application in these Chapter 11 Cases.

22. In these Chapter 11 Cases, the Current Advance held by Pashman is appropriate. *See In re Insilco Techs., Inc.*, 291 B.R. 628, 634 (Bankr. D. Del. 2003) (“Factors to be considered, include . . . whether terms of an engagement agreement reflect normal business terms in the marketplace; . . . the relationship between the Debtor and the professionals, *i.e.*, whether the parties involved are sophisticated business entities with equal bargaining power who engaged in an arms-length negotiation [and] . . . whether the retention, as proposed, is in the best interests of the estate . . .”). First, agreements regarding retainers are commonplace and “reflect normal business terms in the marketplace.” *See id.* at 634 (stating that it is not disputed that “the taking of . . . retainers is a practice now common in the market place”). Second, the Debtors and Pashman are

sophisticated entities that negotiated the Advance at arm's-length. Third, the Current Advance is in the best interests of the Debtors and their estates because the Engagement Agreement and the Current Advance allow the Debtors and Pashman to maintain their prepetition relationship and assure continuity of legal advice and representation through the prosecution of these bankruptcy cases. Thus, under the factors described by the *Insilco* court, the facts and circumstances of these cases support the Court's approval of the Current Advance.

23. In addition, compensation will be based upon the hours actually expended by each assigned professional at each professional's hourly billing rate, as detailed further in the Weiss Declaration. Subject to Court approval in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and the orders of this Court, the Debtors propose to compensate Pashman for professional services rendered at its normal and customary hourly rates in effect from time to time as set forth in the Weiss Declaration.

24. Pashman will also seek reimbursement for reasonable and necessary expenses incurred, which shall include travel, delivery service, postage, vendor charges and other out-of-pocket expenses incurred in providing professional services, charged at cost.

25. Pashman intends to apply to the Court for the allowance of compensation for professional services rendered and reimbursement of expenses incurred in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

**NOTICE**

26. No creditors' committee, trustee, or examiner has been appointed in these Chapter 11 Cases. Notice of this Application has been provided to:<sup>3</sup> Notice of this Motion will be provided to: (i) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Jane M. Leamy (jane.m.leafy@usdoj.gov); (ii) counsel to the DIP Lenders, Cole Schotz P.C., 1325 Avenue of the Americas, New York, NY 10019, Attn. Daniel F. X. Geoghan (DGeoghan@coleschotz.com); (iii) the Debtor's twenty (20) largest unsecured creditors on a consolidated basis; and (iv) all parties requesting notice pursuant to Bankruptcy Rule 2002.

27. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be provided.

**NO PRIOR REQUEST**

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

**CONCLUSION**

**WHEREFORE**, the Debtors respectfully request that the Court (i) grant this Application and the relief requested herein, (ii) enter the proposed order attached hereto as **Exhibit A**, and (iii) grant such other and further relief as it deems just and proper.

Dated: June 11, 2025  
New York, New York

/s/ Steven Agran  
Steven Agran  
Chief Restructuring Officer

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

In re

VWS Holdco, Inc., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

**Obj. Deadline: June 25, 2025 at 4:00 p.m. (ET)**

**Hearing Date: July 2, 2025 at 11:00 a.m. (ET)**

**NOTICE OF HEARING REGARDING DEBTORS'  
APPLICATION FOR ENTRY OF AN ORDER UNDER SECTIONS  
327(a), 328(a), AND 1107(b) OF THE BANKRUPTCY CODE, BANKRUPTCY  
RULES 2014 AND 2016 AND LOCAL RULES 2014-1 AND 2016-1 AUTHORIZING  
RETENTION AND EMPLOYMENT OF PASHMAN STEIN WALDER HAYDEN,  
P.C. AS COUNSEL FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

**PLEASE TAKE NOTICE** that on June 11, 2025, the above captioned debtors and debtors in possession (the “Debtors”) filed the *Debtors’ Application for Entry of an Order Under Sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Rules 2014-1 and 2016-1 Authorizing the Retention and Employment of Pashman Stein Walder Hayden, P.C. as Counsel for the Debtors Nunc Pro Tunc to the Petition Date* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to the Motion must (a) be in writing, (b) be filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, on or before **June 25, 2025 at 4:00 p.m. (ET)** (the “Objection Deadline”), and (c) served as to be received on or before the Objection Deadline upon (i) the Debtors, (b) proposed counsel to the Debtors, Pashman Stein Walder Hayden, P.C., 824 N. Market Street, Suite 800, Wilmington, Delaware 19801, Attn: John W. Weiss (jweiss@pashmanstein.com), Leah M. Eisenberg (leisenberg@pashmanstein.com), Richard W. Riley (rriley@pashmanstein.com) and David E. Sklar (dsklar@pashmanstein.com), (ii) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Jane M. Leamy (jane.m.leafy@usdoj.gov), and (iii) counsel to the DIP Lenders, Cole Schotz P.C., 1325 Avenue of the Americas, New York, NY 10019, Attn: Daniel F. X. Geoghan (DGeoghan@coleschotz.com).

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification numbers are as follows: VWS Holdco, Inc. (5412) and Shoosmith Bros., Inc. (6914). The Debtors’ mailing address is P.O. Box 2770, Chesterfield, VA 23832.

**PLEASE TAKE FURTHER NOTICE** that only objections made in writing and timely filed and received, in accordance with the procedures above, will be considered by the Bankruptcy Court at such hearing.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION, IF NECESSARY, WILL BE HELD ON JULY 2, 2025 AT 11:00 A.M. (ET) BEFORE THE HONORABLE J. KATE STICKLES, AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, WILMINGTON, DELAWARE 19801.**

**IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: June 11, 2025  
Wilmington, Delaware

**PASHMAN STEIN WALDER HAYDEN, P.C.**

/s/ John W. Weiss

John W. Weiss (No. 4160)  
Richard W. Riley (No. 4052)  
824 North Market Street, Suite 800  
Wilmington, DE 19801  
Telephone: (302) 592-6496  
Email: jweiss@pashmanstein.com  
rriley@pashmanstein.com

-and-

Leah M. Eisenberg (admitted *pro hac vice*)  
David E. Sklar (admitted *pro hac vice*)  
Court Plaza South, East Wing  
21 Main Street, Suite 200  
Hackensack, NJ 07601  
Telephone: (201) 488-8200  
Email: leisenberg@pashmanstein.com  
dsklar@pashmanstein.com

*Proposed Counsel to the Debtors and Debtors in Possession*

**EXHIBIT A**

**Proposed Order**

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

In re

VWS Holdco, Inc., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

**ORDER UNDER SECTIONS 327(a), 328(a), AND 1107(b) OF THE  
BANKRUPTCY CODE, BANKRUPTCY RULES 2014 AND 2016, AND LOCAL  
RULES 2014-1 AND 2016-1 AUTHORIZING RETENTION  
AND EMPLOYMENT OF PASHMAN STEIN WALDER HAYDEN, P.C. AS  
COUNSEL FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the “Application”)<sup>2</sup> of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of an order (this “Order”), pursuant to sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1, authorizing the retention and employment of Pashman Stein Walder Hayden, P.C. (“Pashman”) as bankruptcy counsel to the Debtors *nunc pro tunc* to the Petition Date; and upon the First Day Declaration and the Weiss Declaration attached to the Application; and the Court being satisfied that Pashman represents no interest adverse to the Debtors’ estates, that Pashman is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, and that the retention and employment of Pashman is necessary and in the best interests of the Debtors and their estates; and the Court having jurisdiction over the Application pursuant to 28 U.S.C. § 157(b)(2)(A); and sufficient notice of the Application having been given; and this Court having

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification numbers are as follows: VWS Holdco, Inc. (5412) and Shoosmith Bros., Inc. (6914). The Debtors’ mailing address is P.O. Box 2770, Chesterfield, VA 23832.

<sup>2</sup> Capitalized terms not defined herein shall have the same meaning ascribed to them in the Application.

determined that the relief requested in the Application is just and proper; and after due deliberation and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** as set forth herein.
2. The Debtors are authorized to retain and employ Pashman as their counsel in these Chapter 11 Cases *nunc pro tunc* to the Petition Date.
3. The compensation to be paid to Pashman for professional services rendered and reimbursement for expenses incurred shall be determined by this Court upon proper application pursuant to sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Local Rules, the *United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330*, and any other applicable procedures and orders of the Court.
4. Pashman is authorized to hold the Current Advance as security throughout the Debtors' Chapter 11 Cases and until Pashman's fees and expenses are awarded and payment to Pashman on a final basis is made.
5. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

6. The Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

**EXHIBIT B**

**Weiss Declaration**

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

In re

VWS Holdco, Inc., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

**DECLARATION OF JOHN W. WEISS IN SUPPORT  
OF THE DEBTORS' APPLICATION FOR ENTRY OF AN ORDER UNDER SECTIONS  
327(a), 328(a), AND 1107(b) OF THE BANKRUPTCY CODE, BANKRUPTCY RULES  
2014 AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 AUTHORIZING  
RETENTION AND EMPLOYMENT OF PASHMAN STEIN WALDER HAYDEN, P.C.  
AS COUNSEL FOR THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

I, JOHN W. WEISS, hereby declare under penalty of perjury:

1. I am a partner at Pashman Stein Walder Hayden, P.C. ("Pashman"), which maintains an office for the practice of law at 824 North Market Street, Suite 800, Wilmington, DE 19801. I am an attorney at law, duly admitted and in good standing to practice in the state of Delaware, as well as in the United States District Court for the District of Delaware, among other jurisdictions.

2. I submit this declaration (the "Declaration") in connection with the *Debtors' Application for Entry of an Order Under Sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Pashman Stein Walder Hayden, P.C. as Counsel for the Debtors Nunc Pro Tunc to the Petition Date* (the "Application")<sup>2</sup> and to provide disclosures under sections 327(a), 328(a) and 1107(b) of title 11 of the United States Code (as amended, the "Bankruptcy

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification numbers are as follows: VWS Holdco, Inc. (5412) and Shoosmith Bros., Inc. (6914). The Debtors' mailing address is P.O. Box 2770, Chesterfield, VA 23832.

<sup>2</sup> Capitalized terms not defined herein shall have the same meaning ascribed to them in the Application.

Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

3. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently hereto.<sup>3</sup>

4. Pashman’s attorneys have specialized knowledge and experience in bankruptcy, reorganization and restructuring, corporate litigation, corporate governance, and other areas that are or may be relevant to these Chapter 11 Cases.

5. Insofar as I have been able to ascertain, Pashman and its partners, counsel, and associates do not have any material connection with the Debtors, their significant creditors, or any other parties in interest, or any of its respective attorneys or accountants, other than as described in this Declaration.

6. Due to the size and diversity of the firm’s practice, Pashman may have represented or otherwise dealt with or may now be representing or otherwise dealing with certain entities or persons (and their attorneys or accountants or both) who are or may consider themselves to be creditors, equity security holders, or parties interested in these Chapter 11 Cases. However, Pashman does not and will not represent any entity other than the Debtors in connection with these Chapter 11 Cases.

7. Pashman has extensive experience in the field of debtors’ and creditors’ rights and business reorganizations and liquidations under chapter 11 of the Bankruptcy Code, and expertise, experience, and knowledge practicing before this and other Courts. Specifically, Pashman has acted as debtor’s counsel to the following debtors: *In re Creativemass Holdings, Inc.*, Case No.

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<sup>3</sup> Certain of the disclosures herein relate to matters within the knowledge of other attorneys at Pashman and are based on information provided by them.

25-10695 (MFW) (Bankr. D. Del. May 6, 2025); *In re House Spirits Distillery LLC*, Case No. 25-10660 (KBO) (Bankr. D. Del. Apr. 30, 2025), *In re GrooMore, Inc.*, Case No. 25-10018 (CTG) (Bankr. D. Del. Feb. 4, 2025); *In re R. Riveter LLC*, Case No. 24-12378 (TMH) (Bankr. D. Del. Nov. 20, 2024); *In re Jambys, Inc. et al.*, Case No. 24-10913 (KBO) (Bankr. D. Del. May 30, 2024); *In re Sticky's Holdings LLC*, Case No. 24-10856 (JKS) (Bankr. D. Del. May 16, 2024); *In re Smallhold, Inc.*, Case No. 24-10267 (CTG) (Bankr. D. Del. Mar. 14, 2024); *In re ATH Sports Nutrition LLC*, Case No. 23-00362 (RJF) (Bankr. Haw. May 15, 2023); *In re The Semrad Law Firm, LLC*, Case No. 23-10512 (JTD) (Bankr. D. Del. Apr. 26, 2023); *In re Blank Label Group, Inc.*, Case No. 23-10286 (JTD) (Bankr. D. Del. Mar. 8, 2023); *In re Prehired, LLC*, Case No. 22-11007 (JTD) (Bankr. D. Del. Sept. 27, 2022); and *In re Gleamin Inc.*, Case No. 22-10768 (JTD) (Bankr. D. Del. Aug. 17, 2022).

8. In addition, Pashman is or has been engaged in a number of matters in which attorneys and other professionals that may represent various parties in interest in these Chapter 11 Cases are or have also been involved; in a number of cases, Pashman and those professionals represent or have represented the same clients. Moreover, due to the nature and size of its practice, Pashman has or has had relationships as counsel, co-counsel, or referring counsel with many major law firms in most, if not all, major cities in the United States, which includes law firms that may represent creditors or other parties in interest in these Chapter 11 Cases; all such relationships are on matters unrelated to these Chapter 11 Cases. Furthermore, Pashman, as part of its practice, also has represented and continues to represent agents, trustees, and similar entities in bankruptcy cases in which participants in the related facilities may be or believe they are creditors or other parties in interest in the above-captioned bankruptcy cases; Pashman does not represent these participants and they are not generally part of Pashman's conflict system.

9. Pashman has conducted, and continues to conduct, research into its relations with the Debtors, their substantial creditors and equity security holders, and other parties interested in these Chapter 11 Cases. As part of this inquiry, Pashman obtained the names of individuals or entities that may be parties in interest in these Chapter 11 Cases (the “Potential Parties in Interest”) annexed hereto as **Schedule 1**. Pashman then entered the names of Potential Parties in Interest into a computer database containing the names of all clients and conflict information concerning the clients of Pashman. From the results of this inquiry, Pashman compiled a list (“Client Match List”)<sup>4</sup> of Potential Parties in Interest that are current or former Pashman clients. The Client Match List is divided into two schedules of current and former clients, respectively.

10. Pashman has determined that its representations of the Client Match Entities concern matters unrelated to these Chapter 11 Cases, except to the extent otherwise indicated herein. In particular, to the best of my knowledge, information, and belief: (i) Pashman currently serves as counsel to those entities, or affiliates of those entities, identified on the schedule annexed hereto as **Schedule 2** on matters unrelated to these Chapter 11 Cases; and (ii) Pashman formerly represented those entities, or affiliates of those entities, identified on the schedule annexed hereto as **Schedule 3** on matters unrelated to these Chapter 11 Cases since June 1, 2022. Pashman’s computer database covers a period of time prior to June 1, 2022; however, Pashman has not listed on **Schedule 3** former clients for such prior period (consistent with the disinterested time frames of three years). Further, although Pashman values all of its clients, the entities listed on the Client Match List do not represent significant financial revenues for Pashman.

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<sup>4</sup> To the extent that a Client Match Entity disclosed in either **Schedule 2** or **Schedule 3** attached to this Declaration is not an “affiliate” (as such term is defined in section 101(2) of the Bankruptcy Code) of or is otherwise unrelated to a Potential Party in Interest, such Client Match Entity shall not be construed as an affiliate of or entity related to such Potential Party in Interest, and Pashman reserves all rights with respect thereto.

11. Other than as set forth herein, Pashman is neither a creditor of the Debtors, an equity holder of the Debtors, nor an insider of the Debtors. For so long as it represents the Debtors, Pashman will not represent any entities other than the Debtors in connection with these Chapter 11 Cases.

12. Neither I nor Pashman, including any partner, counsel, or associate thereof, represent any interest adverse to the Debtors or the Debtors' estates in the matters upon which Pashman is proposed to be engaged.

13. Pashman is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, in that Pashman, its partners, counsel, and associates:

- a. Are not creditors (including by reason of unpaid fees and expenses for prepetition services), equity security holders or insiders of the Debtors;
- b. Are not and were not, within two (2) years before the date of the filing of the involuntary chapter 11 petitions against the Debtors, a director, officer, or employee of the Debtors; and
- c. Do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

14. In connection with these Chapter 11 Cases, Pashman was retained by the Debtors under an advance payment retainer pursuant to an engagement letter executed by the Debtors on May 21, 2025. Pashman received payments of \$250,000 on May 22, 2025 and \$75,000 on May 30, 2025 (prior to the Petitions being filed), respectively, all of the foregoing as an advance retainer prior to services being rendered and expenses being incurred in connection with Pashman's representation of the Debtors (collectively, the "Advance").

15. Below is a chart summarizing amounts invoiced and received by Pashman in the ordinary course of business for professional fees and for the reimbursement of reasonable and

necessary expenses during the 90-day period before the Petition Date with respect to all matters for which Pashman has represented the Debtors, including these Chapter 11 Cases:

| Type of Transaction  | Invoice Date | Billed Amount | Payment Date | Payment Amount | Advance Balance |
|--|--------------|---------------|--------------|----------------|-----------------|
| Retainer Payment   |              |               | May 22, 2025 | \$250,000.00   | \$250,000.00    |
| Retainer Payment   |              |               | May 30, 2025 | \$75,000       | \$75,000.00     |
| Application of retainer for prepetition fees and expenses incurred related to filing | 06/01/2025   | \$251,950.40  | 06/01/2025   | (\$251,950.40) | \$73,049.60     |

17. As of the Petition Date, Pashman is holding the balance of \$73,049.60 of this advance payment retainer for services to be rendered and expenses to be incurred in connection with its representation of the Debtors (the “Current Advance”) during these cases.

18. To the best of my knowledge, information, and belief, Pashman has not been paid any other compensation by the Debtors during the 90-day period prior to the Petition Date and Pashman will not be a prepetition creditor of the Debtors.

19. Subject to Court approval in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, and the applicable orders and Local Rules of this Court, the Debtors propose to pay Pashman at its customary hourly rates in effect from time to time as set forth herein, plus reimbursement of actual, necessary expenses incurred by Pashman on the Debtors’ behalf. The following are Pashman’s current hourly rates for work of this nature:

|                   |                     |
|-------------------|---------------------|
| Partners          | \$695.00 - \$980.00 |
| Counsel           | \$650.00            |
| Associates        | \$465.00 - \$545.00 |
| Paraprofessionals | \$410.00 - \$430.00 |

20. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.

21. To the best of Pashman's information and belief, other than as set forth herein, Pashman has not been paid any other compensation by the Debtors.

22. Pashman will comply with all the requirements of this Court, the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules with respect to fee and expense applications of professionals employed by bankruptcy estates.

23. Pashman will seek interim and final approval of payment of compensation and reimbursement of expenses in connection with these Chapter 11 Cases pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and the applicable orders and Local Rules of the Court.

24. All filing fees in these Chapter 11 Cases have been paid.

25. Further, Pashman and its partners, counsel and associates have not received, agreed to, or been promised any compensation in connection with its representation of the Debtors in these Chapter 11 Cases other than as set forth in the Application and this Declaration.

26. Pashman has neither shared nor agreed to share (i) any compensation it has received or may receive with another party or person, other than with the partners, counsel, and associates of Pashman, or (ii) any compensation another person or party has received or may receive.

27. The proposed employment of Pashman is not prohibited by or improper under Bankruptcy Rule 5002. Except as disclosed herein, I am not related, and to the best of my knowledge, information, and belief, no attorney at Pashman is related to any United States Bankruptcy Judge or District Court Judge for the District of Delaware or to the United States Trustee for such district or any employee in the office thereof.

28. By reason of the foregoing, I believe that Pashman is eligible for retention and employment as counsel for the Debtors pursuant to sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code and the applicable Bankruptcy Rules and Local Rules.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: June 11, 2025

Wilmington, Delaware

/s/ John W. Weiss

John W. Weiss (No. 4160)

**Schedule 1**

**Potential Parties in Interest**

**Schedule 2**

Pashman currently represents the Potential Parties in Interest and/or affiliates thereof identified below on matters unrelated to these Chapter 11 Cases.

1. Verizon

**Schedule 3**

Pashman formerly represented, and may in the future represent, the Potential Parties in Interest and/or affiliates thereof identified below on matters unrelated to these Chapter 11 Cases.

1. Archaea Energy, a BP company
2. Cole Schotz, P.C.

**EXHIBIT C**

**Rule 2016 Statement**

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

In re

VWS Holdco, Inc., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

**STATEMENT OF PASHMAN STEIN WALDER HAYDEN, P.C.  
PURSUANT TO 11 U.S.C. § 329, FED. R. BANKR. 2016, AND DEL. BANKR. L.R. 2016-1**

Pashman Stein Walder Hayden, P.C. (“Pashman”) pursuant to section 329 of Title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, and Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, respectfully states as follows:

1. Pashman is the proposed bankruptcy counsel for the debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”).

2. This statement (“Statement”) is made and submitted in connection with the *Debtors’ Application for Entry of an Order Under Sections 327(a), 328(a), and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Rules 2014-1 and 2016-1 Authorizing Retention and Employment of Pashman Stein Walder Hayden, P.C. as Counsel for the Debtors Nunc Pro Tunc to the Petition Date* (the “Application”).<sup>2</sup>

3. The Debtors have agreed to pay Pashman for the legal services rendered or to be rendered on the Debtors’ behalf by Pashman attorneys and paralegals, which include those services

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification numbers are as follows: VWS Holdco, Inc. (5412) and Shoosmith Bros., Inc. (6914). The Debtors’ mailing address is P.O. Box 2770, Chesterfield, VA 23832.

<sup>2</sup> Capitalized terms not defined in this Statement shall have the same meaning ascribed to them in the Application.

set forth in the Application. The Debtors also have agreed to reimburse Pashman for its actual and necessary expenses incurred in connection with these Chapter 11 Cases.

4. Pashman was retained by the Debtors under an advance payment retainer pursuant to an engagement letter executed by the Debtors on May 21, 2025. Pashman received payments of \$250,000 on May 22, 2025 and \$75,000 on May 30, 2025 (prior to the Petitions being filed), respectively, all of the foregoing as an advance retainer prior to services being rendered and expenses being incurred in connection with Pashman's representation of the Debtors (the "Advance").

5. On June 1, 2025, after all fees and charges accrued prior to the Petition Date were posted, Pashman issued final billing statements for the actual fees, charges, and disbursements for the period prior to the Petition Date, in the amount of \$251,950.40 (the "Final Billed Amount"). This Final Billed Amount was fully paid by applying the Advance. As of the Petition Date, Pashman is holding a balance of \$73,049.60 of this advance payment retainer for services to be rendered and expenses to be incurred in connection with its representation of the Debtors (the "Current Advance") during these cases, to be applied against any unpaid fees and expenses approved by the Court with respect to Pashman's final fee application.

6. Pashman will seek approval of payment of compensation upon its filing of applications for allowance of interim or final compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and any applicable orders of this Court.

7. All filing fees in these Chapter 11 Cases have been paid.

8. Pashman further states that it has neither shared nor agreed to share (a) any compensation it has received with another party or person, other than with the partners, counsel

and associates of Pashman, or (b) any compensation another person.

Dated: June 11, 2025

Wilmington, Delaware

/s/ John W. Weiss

John W. Weiss (No. 4160)

**PASHMAN STEIN WALDER HAYDEN, P.C.**

824 North Market Street, Suite 800

Wilmington, DE 19801

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