

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

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

Debtors.¹

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)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER APPROVING
PROCEDURES FOR THE RETENTION AND COMPENSATION OF ORDINARY
COURSE PROFESSIONALS *NUNC PRO TUNC* TO THE PETITION DATE**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their undersigned proposed counsel, hereby move this Court (the “Motion”) for entry of an order pursuant to sections 105, 327, 328 and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), approving procedures for the retention and compensation of certain professionals that the Debtors employ in the ordinary course of business, *nunc pro tunc* to the Petition Date (as defined below). In support of this Motion, the Debtors incorporate by reference the *Declaration of Steven F. Agran in Support of First Day Pleadings* (the “First Day Declaration”)² [D.I.12] and respectfully represent as follows:

¹ 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.

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



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. The statutory bases for the relief requested herein are sections 105, 327, 328 and 330 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

3. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court if it is 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.

BACKGROUND

4. On June 1, 2025 (the “Petition Date”), the Debtors commenced the above-captioned cases (these “Chapter 11 Cases”) by filing voluntary 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 detail regarding the Debtors, the events leading to commencement of these Chapter 11 Cases, and the facts and circumstances supporting the relief requested herein is set forth in the First Day Declaration and is incorporated herein by reference.

RELIEF REQUESTED

6. By this Motion, the Debtors seek entry of an order (the “Proposed Order,” and, if entered, the “Order”) approving procedures for the retention and compensation of certain professionals that the Debtors employ in the ordinary course of business (collectively, the “Ordinary Course Professionals”), *nunc pro tunc* to the Petition Date, without the submission of separate retention applications or the entry of separate retention orders for each such Ordinary Course Professional.

THE ORDINARY COURSE PROFESSIONALS

7. The Debtors employ various Ordinary Course Professionals to provide services in matters unrelated to the prosecution of these Chapter 11 Cases. A nonexclusive list of Ordinary Course Professionals that the Debtors employ as of the Petition Date is attached hereto as **Exhibit A** (the “Ordinary Course Professionals List”).³ The Debtors seek to continue employing such Ordinary Course Professionals in the same manner and for the same purposes as the Ordinary Course Professionals were retained before the Petition Date. In the past, the Ordinary Course Professionals have rendered services relating to the Debtors’ legal, accounting, and engineering requirements, as well as other services for the Debtors that have a direct and significant impact on the Debtors’ day-to-day operations.

8. The Debtors submit that the proposed employment of the Ordinary Course Professionals and the payment of monthly compensation on the basis set forth below is in the best interests of their estates and stakeholders. The Ordinary Course Professionals have a great deal of background knowledge, expertise, and familiarity with the Debtors and their operations, which

³ The Debtors may require the services of additional Ordinary Course Professionals while these Chapter 11 Cases are pending. As the Debtors retain additional Ordinary Course Professionals during these Chapter 11 Cases, such professionals will comply with the practices and requirements set forth herein, and the Debtors shall file a Supplemental Notice of Ordinary Course Professionals (as defined herein).

such professionals employ in the services they render to the Debtors unconnected to these Chapter 11 Cases. Thus, the Debtors believe that the continued employment of the Ordinary Course Professionals is necessary to avoid disruption of the Debtors' normal business operations and the services required in connection therewith.

9. Furthermore, the relief requested will save the Debtors' estates the substantial expense associated with applying for separate Court approval for the retention and compensation of each Ordinary Course Professional. The requested relief also will avoid the incurrence of substantial additional fees relating to the preparation and prosecution of interim and final fee applications. Likewise, the procedures outlined below will relieve the Court and the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") of the burden of reviewing numerous fee applications involving relatively small amounts of fees and expenses.

Proposed Retention and Compensation Procedures

10. By this Motion, the Debtors request that the Court approve the following procedures for retention and payment of the Ordinary Course Professionals:

- a. Within fifteen (15) days of the later of (a) the entry of an order granting the relief requested by this Motion or (b) the date on which the retained Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the Debtors' attorney with a declaration (the "Ordinary Course Professional Declaration"), substantially in the form attached hereto as **Exhibit B**, certifying that the Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the Ordinary Course Professional is to be employed. In addition, each Ordinary Course Professional shall periodically update its Ordinary Course Professional Declaration to the extent necessary to reflect new facts or circumstances relevant to their retention.
- b. The Debtors' attorneys shall promptly file each Ordinary Course Professional Declaration with the Court and serve such documents on the following parties (collectively, the "Reviewing Parties"):
 -

- i. the U.S. Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Jane M. Leamy (jane.m.leafy@usdoj.gov);
 - ii. VWS Holdco, Inc., P.O. 2770, Chesterfield, VA 23832, Attn: Steven Agran (sagran@carlmarks.com);
 - iii. 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), Richard W. Riley (rriley@pashmanstein.com) Leah M. Eisenberg (leisenberg@pashmanstein.com), and David E. Sklar (dsklar@pashmanstein.com); and
 - iv. 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);
 - v. Counsel to any statutory committee appointed in these Chapter 11 Cases (a “Committee”).
- c. The Reviewing Parties shall then have fourteen (14) days following such service (the “Objection Deadline”) to notify the Debtors, the other Reviewing Parties, and the applicable Ordinary Course Professional in writing of any objection to the proposed retention stemming from the contents of the Ordinary Course Professional Declaration (an “Objection”). The Debtors may extend the Objection Deadline as to any Reviewing Party without further order of the Court.
- d. If no objections are received by the Debtors by the Objection Deadline in accordance with paragraph (c) above, retention of the Ordinary Course Professional shall be deemed approved and effective as of the later of the Petition Date or the date the Ordinary Course Professional commenced work (the “Retention Date”).
- e. If an objection is asserted by a Reviewing Party in accordance with subparagraph (c) above and such objection is not resolved within ten (10) days of the Objection Deadline (the “Resolution Deadline”), the Debtors shall schedule the matter for a hearing before the Court to be held on the next regularly-scheduled hearing date that is at least fourteen (14) days after the Resolution Deadline (unless otherwise agreed to by the Debtors and the objecting Reviewing Party). No Ordinary Course Professional shall be paid any amounts for invoiced fees or expense reimbursement until the

Ordinary Course Professional Declaration has been filed with the Court and (i) the Objection Deadline has passed with no objection asserted in accordance with subparagraph (c) above, or (ii) if an Objection is asserted in accordance with subparagraph (c) above, until such Objection is resolved or upon order of the Court.

- f. Provided that the Ordinary Course Professional's retention has been approved in accordance with the above procedures, the Debtors are authorized, but not directed, to pay each such Ordinary Course Professional, without further application to the Court and upon the submission to, and approval by, the Debtors of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements incurred, 100% of the post-petition fees and disbursements incurred, up to the amounts per month set forth for each professional as set forth in the attached Exhibit A, on average, over a rolling three-month period per Ordinary Course Professional (the "Monthly Cap").
- g. If an Ordinary Course Professional seeks payment of an amount that is more than the Monthly Cap in a single month, such professional will be required to serve on the Reviewing Parties a monthly statement in compliance with sections 330 and 331 of the Bankruptcy Code and any applicable provisions of the Bankruptcy Rules, the Local Rules, and any other procedures and orders of the Court ("Monthly Statement") for the full amount of fees and disbursements sought in such month, on or after the 20th day of the month following the month for which the additional fees and disbursements are being sought; *provided, however*, that if an Ordinary Course Professional does not in the ordinary course of business maintain time records in tenth-of-an-hour increments, and indicates that to be the case in its Ordinary Course Professional Declaration, the requirements of Local Rule 2016-2 shall be waived to permit said Ordinary Course Professional to submit time records in whatever time increments such professional ordinarily maintains their time, and setting forth a description of the services rendered and the professionals rendering such services on behalf of the Debtor.
 - i. If any Reviewing Party has an objection to the compensation or reimbursement sought in a particular Monthly Statement, such party shall, within fourteen (14) calendar days following the service of the relevant Monthly Statement (the "Monthly Statement Objection Deadline"), serve upon the Debtors, the Ordinary Course Professional whose Monthly Statement is objected to, and the other Reviewing Parties, a written "Notice of Objection to Fee

Statement” setting forth the nature of the Objection and the amount of fees or expenses at issue. The Debtors may extend the Monthly Statement Objection Deadline as to any Reviewing Party without further order of the Court.

- ii. If the Debtors do not receive an Objection to a particular Monthly Statement on or prior to the Monthly Statement Objection Deadline, the Debtors shall promptly thereafter pay all fees and expenses identified in such Monthly Statement to which no objection has been served in accordance with paragraph (g)(i) above.
 - iii. If the Debtors receive an Objection to a particular Monthly Statement served in accordance with paragraph (g)(i) above on or prior to the Monthly Statement Objection Deadline, they shall withhold payment of that portion of the Monthly Statement to which the Objection is directed and promptly thereafter pay the remainder of the fees and disbursements unless the Court, upon notice and a hearing, directs payment to be made.
 - iv. If the parties to an Objection are able to resolve their dispute, and if the Ordinary Course Professional whose Monthly Statement was objected to serves upon the Reviewing Parties a statement indicating that the Objection is withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly thereafter pay that portion of the Monthly Statement no longer subject to an Objection.
 - v. All Objections served in accordance with these procedures and not resolved by the relevant parties shall be preserved and presented to the Court on notice.
- h. At three-month intervals during the pendency of these Chapter 11 Cases (each, a “Quarter”), but beginning with the time interval which commences on the Petition Date and ends September 30, 2025, the Debtors shall file with the Court and serve on the Reviewing Parties, no later than thirty (30) days after the end of such Quarter, a statement that shall include the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported Quarter; and (iii) all post-petition payments made to that Ordinary Course Professional through the reported Quarter.

- i. The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during these Chapter 11 Cases, *provided* that the Debtors and such Ordinary Course Professionals comply with these procedures.
- j. If the Debtors seek to retain an Ordinary Course Professional not already listed on the Ordinary Course Professional List during these Chapter 11 Cases, the Debtors shall file with the Court and serve upon the Reviewing Parties a notice listing those Ordinary Course Professionals to be added to the list of Ordinary Course Professionals (the “Supplemental Notice of Ordinary Course Professionals”), along with the attendant Ordinary Course Professional Declarations.
- k. If no objection to the Supplemental Notice of Ordinary Course Professionals is filed with the Court and served upon the Debtors’ counsel as set forth above, so as to be actually received within fourteen (14) days after the service thereof, the list set forth in the Supplemental Notice of Ordinary Course Professionals will be deemed approved by the Court and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the Supplemental Notice of Ordinary Course Professionals will be paid in accordance with the terms and conditions set forth in the paragraphs above.

BASIS FOR RELIEF

11. Section 327 of the Bankruptcy Code requires court approval for the employment of “professional persons,” retained to represent or perform services of the estate. 11 U.S.C. § 327. In determining whether an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code and, therefore, whether the entity must be retained by express approval of the Court, courts generally consider whether such entity is involved in the debtor’s actual restructuring effort, rather than the debtor’s ongoing business operations. *See, e.g., In re The Dairy Dozen-Milnor, LLP*, 441 B.R. 918, 922 (Bankr. D.N.D. 2010); *In re Bartley Lindsay Co.*, 137 B.R. 305, 308 (Bankr. D. Minn. 1991); *Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986) (“[T]he phrase ‘professional

persons,’ as used in § 327(a), is a term of art reserved for those persons who play an intimate role in the reorganization of a debtor’s estate.”); *In re SageCrest II, LLC*, Case No. 08-50754, 2010 Bankr. LEXIS 1645, at *23 (Bankr. D. Conn. May 18, 2010), *aff’d*, 2011 U.S. Dist. LEXIS 3517 (D. Conn. Jan. 14, 2011); *In re Cyrus II P’ship*, Case No. 05-39857, 2008 WL 3003824, at *2-3 (Bankr. S.D. Tex. July 31, 2008); *see also* 11 U.S.C. § 363(c) (permitting the debtors to “enter into transactions . . . in the ordinary course of business, without notice or a hearing.”). In making this determination, courts often consider the following factors:

- a. whether the entity controls, manages, administers, invests, purchases or sells assets that are significant to the debtor’s reorganization;
- b. whether the entity is involved in negotiating the terms of a plan of reorganization;
- c. whether the entity is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor’s business operations;
- d. whether the entity is given discretion or autonomy to exercise his or her own professional judgment in some part of the administration of the debtor’s estate;
- e. the extent of the entity’s involvement in the administration of the debtor’s estate; and
- f. whether the entity’s services involve some degree of special knowledge or skill, such that it can be considered a “professional” within the ordinary meaning of the term.

See, e.g., In re First Merchs. Acceptance Corp., Case No. 97-1500, 1997 WL 873551, at *3 (D. Del. Dec. 15, 1997) (listing factors); *In re Seatrain Lines, Inc.*, 13 B.R. 980, 981 (Bankr. S.D.N.Y. 1981) (“For the purposes of section 327(a), ‘professional person’ is limited to persons in those occupations which play a central role in the administration of the debtor proceeding.”); *In re Fretheim*, 102 B.R. 298, 299 (Bankr. D. Conn. 1989) (finding that only those professionals involved in the actual reorganization effort, rather than debtor’s ongoing business, require approval under section 327).

12. The foregoing factors must be considered in the totality when determining whether an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code. *See First Merchs.*, Case No. 97-1500, 1997 WL 873551, at *3 (“In applying these factors, the Court stresses that no one factor is dispositive and that the factors should be weighed against each other and considered in toto.”).

13. The Debtors submit that the Ordinary Course Professionals’ employment relates only indirectly to the Debtors’ restructuring efforts. Because the Ordinary Course Professionals will not be involved in administering these Chapter 11 Cases, the Debtors believe that the Ordinary Course Professionals are not “professionals” whose retention must be approved by the Court under section 327 of the Bankruptcy Code. Specifically, the Ordinary Course Professionals will provide services in connection with the Debtors’ ongoing business operations that are ordinarily provided by non-bankruptcy professionals. Nevertheless, out of an abundance of caution, the Debtors seek the relief requested herein to establish clear mechanisms for the retention and payment of the Ordinary Course Professionals and thereby avoid any subsequent controversy with respect thereto.

14. The Debtors represent that (a) the retention of the Ordinary Course Professionals is necessary for the day-to-day operations of the Debtors’ business, (b) the expenses for the Ordinary Course Professionals will be monitored, and (c) the Ordinary Course Professionals will not perform substantial bankruptcy-related services without filing an application with the Court for separate retention as a non-Ordinary Course Professional.

15. Moreover, the Debtors submit that, in light of the additional cost associated with the preparation of retention applications for professionals who will receive relatively small fees, it is impractical and inefficient for the Debtors to submit individual applications and proposed retention orders for each Ordinary Course Professional. Accordingly, the Debtors request that the

Court dispense with any requirement of individual employment applications and retention orders for each Ordinary Course Professional.

16. Although certain of the Ordinary Course Professionals may hold unsecured claims against the Debtors for prepetition services rendered to the Debtors, the Debtors do not believe that any Ordinary Course Professional has an interest adverse to the Debtors or their estates with respect to the matters for which they are to be employed, and thus, all of the Ordinary Course Professionals that the Debtors propose to retain meet the applicable retention requirements under section 327(e) of the Bankruptcy Code.

17. Other than the Ordinary Course Professionals, all attorneys and other professionals employed by the Debtors during these Chapter 11 Cases will be retained by the Debtors pursuant to separate retention applications. Such professionals shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and other orders of the Court.

18. Finally, relief similar to that requested herein has been granted in other chapter 11 cases by courts in this jurisdiction. *See, e.g., House Spirits Distillery LLC*, Case No. 25-10660 (KBO) (Bankr. D. Del. April 30, 2025); *In re R.Riveter LLC*, Case No. 24-12378 (AMH) (Bankr. D. Del. Nov. 20, 2024); *In re Sticky's Holdings LLC*, Case No. 24-10856 (AJL) (Bankr. D. Del. June 17, 2024); *In re Timber Pharmaceuticals, Inc.*, Case No. 23-11878 (JKS) (Bankr. D. Del. Jan. 8, 2024); *In re Blank Label Group, Inc.*, Case No. 23-10286 (JTD) (Bankr. D. Del. Mar. 31, 2023); *In re Gleamin Inc.*, No. 22-10768 (JTD) (Bankr. D. Del. Sept. 19, 2022); *In re Gold Standard Baking, LLC*, No. 22-10559 (JKS) Bankr. D. Del. Aug. 1, 2022); *In re Zosano Pharma Corp.*, No. 22-10506 (JKS) (Bankr. D. Del. June 30, 2022); *In re TPC Group, Inc.*, No. 22-10493 (CTG) (Bankr. D. Del. June 30, 2022).

NOTICE

19. This Motion will be served on: (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. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

NO PRIOR REQUEST

20. The Debtors have not previously sought the relief requested herein from the Court or any other court.

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Debtor respectfully requests that the Court (a) enter the Proposed Order substantially in the form annexed hereto as **Exhibit C** granting the relief requested in this Motion and (b) granting such other and further relief as may be just and proper.

Dated: June 11, 2025
Wilmington, Delaware

PASHMAN STEIN WALDER HAYDEN, P.C.

/s/ Richard W. Riley
John W. Weiss (No. 4160)
Richard W. Riley (No. 4052)
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Wilmington, DE 19801
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Email: jweiss@pashmanstein.com
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-and-

Leah M. Eisenberg (admitted *pro hac vice*)
David E. Sklar (admitted *pro hac vice*)
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21 Main Street, Suite 200
Hackensack, NJ 07601
Telephone: (201) 488-8200
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Proposed Counsel to the Debtors and Debtors in Possession

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

In re

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

Debtors.¹

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'
MOTION FOR ENTRY OF AN ORDER APPROVING PROCEDURES
FOR THE RETENTION AND COMPENSATION OF ORDINARY
COURSE PROFESSIONALS *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’ Motion for Entry of an Order Approving Procedures for the Retention and Compensation of Ordinary Course Professionals Nunc Pro Tunc to the Petition Date* (the “Motion”) 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, 3rd 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).

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.

¹ 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 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/ Richard W. Riley

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Richard W. Riley (No. 4052)
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-and-

Leah M. Eisenberg (admitted *pro hac vice*)
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dsklar@pashmanstein.com

Proposed Counsel to the Debtors and Debtors in Possession

Exhibit A

Ordinary Court Professional List

Ordinary Course Professional	Services Provided for the Debtors	Monthly Cap
Janik Forensics PC	Accounting Services	\$1,750
Keiter CPA	Accounting Services	\$1,750
Troutman Pepper Locke LLP	Special Environment Counsel	\$60,000

Exhibit B

Ordinary Course Professional Declaration

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

In re

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

Debtors.¹

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

Re: D.I. __

**DECLARATION AND DISCLOSURE STATEMENT
OF _____ PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE**

I, _____, declare and say:

1. I am a [_____] of _____, located at _____ (the “Firm”).

2. The debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned Chapter 11 Cases have requested that the Firm provide post-petition services to the Debtors, to which the Firm has consented.

3. The Firm may have performed services in the past, and may perform services in the future, in matters unrelated to these Chapter 11 Cases for persons that are claimants or other parties in interest in these Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases.

¹ 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.

4. Neither I nor any partner or associate of the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matters on which the Firm is to be employed.

5. Neither I nor any partner or associate of the Firm have agreed to share or will share any portion of the compensation to be received from the Debtors with any person other than partners and associates of the Firm.

6. The Debtors owe the Firm \$_____ for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matter described herein, the Firm will supplement the information contained in this Declaration.

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: _____, 2025

BY: [Declarant]
[FIRM NAME]

Exhibit C

Proposed Order

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

In re

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

Debtors.¹

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

**ORDER APPROVING PROCEDURES FOR THE
RETENTION AND COMPENSATION OF ORDINARY
COURSE PROFESSIONALS *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of an order (this “Order”) pursuant to sections 105, 327, 328 and 330 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1 approving procedures for the retention and compensation of Ordinary Course Professionals, *nunc pro tunc* to the Petition Date, as more fully described in the Motion; and the Court having jurisdiction to consider the matters raised in the Motion pursuant to 28 U.S.C. § 1334, and the *Amended Standing Order of Reference from the United States District Court for the District of Delaware*, dated February 29, 2012; and the Court having authority to hear the matters raised in the Motion pursuant to 28 U.S.C. § 157; and venue of the Chapter 11 Cases being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Motion and the requested relief being a core proceeding that the Court can determine pursuant to 28 U.S.C. § 157(b)(2); and due and proper notice of the Motion and opportunity for a hearing on the Motion having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

considered the Motion; and the Court having had the opportunity to hold a hearing on the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having found that the relief requested in the Motion is in the best interests of the Debtors, their creditors, their estates and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is hereby **GRANTED** as set forth herein.
2. To the extent deemed necessary or appropriate by the Debtors, the Debtors are authorized, but not directed, to employ, in their sole discretion, the Ordinary Course Professionals *nunc pro tunc* to the Petition Date, and to compensate such Ordinary Course Professionals pursuant to the following procedures:

- a. Within fifteen (15) days of the later of (a) the entry of an order granting the relief requested by this Motion or (b) the date on which the retained Ordinary Course Professional commences services for the Debtors, each Ordinary Course Professional shall provide the Debtors' attorney with a declaration (the "Ordinary Course Professional Declaration"), substantially in the form attached as Exhibit B to the Motion, certifying that the Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter on which the Ordinary Course Professional is to be employed. In addition, each Ordinary Course Professional shall periodically update its Ordinary Course Professional Declaration to the extent necessary to reflect new facts or circumstances relevant to their retention.
- b. The Debtors' attorneys shall promptly file each Ordinary Course Professional Declaration with the Court and serve such documents on the following parties (collectively, the "Reviewing Parties"):
 - i. the U.S. Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Jane M. Leamy (jane.m.leafy@usdoj.gov);

- ii. VWS Holdco, Inc., P.O. 2770, Chesterfield, VA 23832, Attn: Steven Agran (sagran@carlmarks.com);
 - iii. 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), Richard W. Riley (rriley@pashmanstein.com), Leah M. Eisenberg (leisenberg@pashmanstein.com), and David E. Sklar (dsklar@pashmanstein.com); and
 - iv. 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);
 - v. Counsel to any statutory committee appointed in these Chapter 11 Cases (a “Committee”).
- c. The Reviewing Parties shall then have fourteen (14) days following such service (the “Objection Deadline”) to notify the Debtors, the other Reviewing Parties, and the applicable Ordinary Course Professional in writing of any objection to the proposed retention stemming from the contents of the Ordinary Course Professional Declaration (an “Objection”). The Debtors may extend the Objection Deadline as to any Reviewing Party without further order of the Court.
- d. If no objections are received by the Debtors by the Objection Deadline in accordance with paragraph (c) above, retention of the Ordinary Course Professional shall be deemed approved and effective as of the later of the Petition Date or the date the Ordinary Course Professional commenced work (the “Retention Date”).
- e. If an objection is asserted by a Reviewing Party in accordance with subparagraph (c) above and such objection is not resolved within ten (10) days of the Objection Deadline (the “Resolution Deadline”), the Debtors shall schedule the matter for a hearing before the Court to be held on the next regularly-scheduled hearing date that is at least fourteen (14) days after the Resolution Deadline (unless otherwise agreed to by the Debtors and the objecting Reviewing Party). No Ordinary Course Professional shall be paid any amounts for invoiced fees or expense reimbursement until the Ordinary Course Professional Declaration has been filed with the Court and (i) the Objection Deadline has passed with no objection asserted in accordance with subparagraph (c) above, or (ii) if an

Objection is asserted in accordance with subparagraph (c) above, until such Objection is resolved or upon order of the Court.

- f. Provided that the Ordinary Course Professional's retention has been approved in accordance with the above procedures, the Debtors are authorized, but not directed to pay each such Ordinary Course Professional, without further application to the Court and upon the submission to, and approval by, the Debtors of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements incurred, 100% of the post-petition fees and disbursements incurred, up to the amount per month set forth for each professional as set forth in Exhibit A to the Motion, per month, on average, over a rolling three-month period per Ordinary Course Professional (the "Monthly Cap").
- g. If an Ordinary Course Professional seeks payment of an amount that is more than the Monthly Cap in a single month, such professional will be required to serve on the Reviewing Parties a monthly statement in compliance with sections 330 and 331 of the Bankruptcy Code and any applicable provisions of the Bankruptcy Rules, the Local Rules, and any other procedures and orders of the Court ("Monthly Statement") for the full amount of fees and disbursements sought in such month, on or after the 20th day of the month following the month for which the additional fees and disbursements are being sought; *provided, however*, that if an Ordinary Course Professional does not in the ordinary course of business maintain time records in tenth-of-an-hour increments, and indicates that to be the case in its Ordinary Course Professional Declaration, the requirements of Local Rule 2016-2 shall be waived to permit said Ordinary Course Professional to submit time records in whatever time increments such professional ordinarily maintains their time, and setting forth a description of the services rendered and the professionals rendering such services on behalf of the Debtor.
 - i. If any Reviewing Party has an objection to the compensation or reimbursement sought in a particular Monthly Statement, such party shall, within fourteen (14) calendar days following the service of the relevant Monthly Statement (the "Monthly Statement Objection Deadline"), serve upon the Debtors, the Ordinary Course Professional whose Monthly Statement is objected to, and the other Reviewing Parties, a written "Notice of Objection to Fee Statement" setting forth the nature of the Objection and the amount of fees or expenses at issue. The Debtors may

extend the Monthly Statement Objection Deadline as to any Reviewing Party without further order of the Court.

- ii. If the Debtors do not receive an Objection to a particular Monthly Statement on or prior to the Monthly Statement Objection Deadline, the Debtors shall promptly thereafter pay all fees and expenses identified in such Monthly Statement to which no objection has been served in accordance with paragraph (g)(i) above.
- iii. If the Debtors receive an Objection to a particular Monthly Statement served in accordance with paragraph (g)(i) above on or prior to the Monthly Statement Objection Deadline, they shall withhold payment of that portion of the Monthly Statement to which the Objection is directed and promptly thereafter pay the remainder of the fees and disbursements unless the Court, upon notice and a hearing, directs payment to be made.
- iv. If the parties to an Objection are able to resolve their dispute, and if the Ordinary Course Professional whose Monthly Statement was objected to serves upon the Reviewing Parties a statement indicating that the Objection is withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly thereafter pay that portion of the Monthly Statement no longer subject to an Objection.
- v. All Objections served in accordance with these procedures and not resolved by the relevant parties shall be preserved and presented to the Court on notice.
- h. At three-month intervals during the pendency of these Chapter 11 Cases (each, a “Quarter”), but beginning with the time interval which commences on the Petition Date and ends September 30, 2025, the Debtors shall file with the Court and serve on the Reviewing Parties, no later than thirty (30) days after the end of such Quarter, a statement that shall include the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported Quarter; and (iii) all post-petition payments made to that Ordinary Course Professional through the reported Quarter.

- i. The Debtors reserve the right to retain additional Ordinary Course Professionals from time to time during these Chapter 11 Cases, *provided* that the Debtors and such Ordinary Course Professionals comply with these procedures.
- j. If the Debtors seek to retain an Ordinary Course Professional not already listed on the Ordinary Course Professional List during these Chapter 11 Cases, the Debtors shall file with the Court and serve upon the Reviewing Parties a notice listing those Ordinary Course Professionals to be added to the list of Ordinary Course Professionals (the “Supplemental Notice of Ordinary Course Professionals”), along with the attendant Ordinary Course Professional Declarations.
- k. If no objection to the Supplemental Notice of Ordinary Course Professionals is filed with the Court and served upon the Debtors’ counsel as set forth above, so as to be actually received within fourteen (14) days after the service thereof, the list set forth in the Supplemental Notice of Ordinary Course Professionals will be deemed approved by the Court and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the Supplemental Notice of Ordinary Course Professionals will be paid in accordance with the terms and conditions set forth in the paragraphs above.

3. The Debtors’ right to dispute any invoices shall not be affected or prejudiced in any manner by the relief granted in this Order.

4. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court.

5. This Order is without prejudice to the Debtors’ right to request modification of the Monthly Fee Cap.

6. All applicable banks and other financial institutions are hereby authorized to receive, process, honor, and pay any and all checks, drafts, wires, check transfer requests, or automated clearing house transfers evidencing amounts paid by the Debtors under this Order whether presented prior to, on, or after the Petition Date. Such banks and financial institutions are authorized to rely on the representations of the Debtors as to which checks are issued or authorized

to be paid pursuant to this Order without any duty of further inquiry and without liability for following the Debtors' instructions.

7. Nothing in this Order or any action taken by the Debtors in furtherance of the implementation hereof shall be deemed to constitute an assumption or rejection of any executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code, and all of the Debtors' rights with respect to such matters are expressly reserved.

8. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall (a) create, nor is it intended to create, any rights in favor of, or enhance the status of any claim held by, any person or entity, or (b) be deemed to convert the priority of any claim from a prepetition claim into an administrative expense claim.

9. Nothing in this Order nor the Debtors' payment of claims pursuant to this Order shall be construed as or deemed to constitute (a) an agreement or admission by the Debtors as to the validity of any claim against the Debtors on any ground, (b) a grant of third party beneficiary status or bestowal of any additional rights on any third party, (c) a waiver or impairment of any rights, claims or defenses of the Debtors' rights to dispute any claim on any grounds, (d) a promise by the Debtors to pay any claim, or (e) an implication or admission by the Debtors that such claim is payable pursuant to this Order.

10. Any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Rule that might otherwise delay the effectiveness of this Order is hereby waived, and the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

11. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

12. Proper, timely, adequate and sufficient notice of the Motion has been provided in

accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules, and no other or further notice of the Motion or the entry of this Order shall be required.

13. The Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order.