

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: July 24, 2025 at 4:00 pm (ET)

Hearing Date: July 31, 2025 at 10:00 am (ET)

**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF VWS HOLDCO, INC., *ET AL.* FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF GREENBERG TRAURIG, LLP AS COUNSEL
EFFECTIVE AS OF JUNE 16, 2025**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (collectively, the “Cases”) VWS Holdco, Inc. and its affiliated debtor and debtor in possession (collectively, the “Debtors”), submits this application (the “Application”) for entry of an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware* (the “Local Rules”), authorizing the retention and employment of the law firm Greenberg Traurig, LLP (“Greenberg Traurig”), as counsel to the Committee, effective as of June 16, 2025. The facts and circumstances supporting the Application are as set forth herein, in the Declaration of Dennis A. Meloro (the “Meloro Declaration”), attached hereto as **Exhibit B**, and in the *Statement of Greenberg Traurig, LLP. as Counsel for the Committee Pursuant to 11 U.S.C. § 328, Fed. R. Bankr. P. 2016 and Bankr. D. Del. L.R. 2016-1* (the “Rule 2016 Statement”), attached

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.



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hereto as **Exhibit C**. In further support of this Application, the Committee respectfully represents as follows:

JURISDICTION AND VENUE

1. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409 and, in accordance with Local Rule 9013-1(f), the Committee consents to the entry of a final order by the Court, to the extent it is later determined by the Court, that absent consent of the parties, it cannot enter final orders or judgments consistent with Article III of the United States Constitution. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rules 2014, 2016, and 5002, and Local Rule 2014-1.

BACKGROUND

3. On June 1, 2025 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief in this Court under chapter 11 of the Bankruptcy Code. The Debtors continue in possession of their properties and management of their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested or appointed in these Cases.

4. The Debtors’ Cases are being jointly administered for procedural purposes only, pursuant to an order the Court entered on June 3, 2025 [Docket No. 22].

5. On June 16, 2025, the United States Trustee appointed the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code [Docket No. 79]. On that same day, June 16, 2025, the Committee met, organized and selected Greenberg Traurig as its proposed counsel.

RELIEF REQUESTED

6. By this Application, the Committee respectfully requests that this Court enter an order authorizing the Committee to employ and retain Greenberg Traurig, as its counsel, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, effective as of June 16, 2025, to perform the services described below.

SCOPE OF EMPLOYMENT

7. Greenberg Traurig will be called upon to render the following services for the Committee:

- (a) advise the Committee with respect to its rights, duties, and powers in these Cases;
- (b) assist and advise the Committee in its consultations with the Debtors in connection with the administration of these Cases;
- (c) assist the Committee in its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors, operation of the Debtors' businesses and the desirability of continuing or selling such businesses and/or assets under Bankruptcy Code section 363, the formulation of a chapter 11 plan, and other matters relevant to these Cases;
- (d) assist the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests, including analysis of possible objections to the nature, extent, validity, priority, amount, subordination, or avoidance of claims and/or transfers of property in consideration of such claims;
- (e) advise and represent the Committee in connection with matters generally arising in these Cases, including the obtaining of credit, the sale of assets, and the rejection or assumption of executory contracts and unexpired leases;
- (f) appear before this Court, and any other federal, state, or appellate court;
- (g) prepare, on behalf of the Committee, any pleadings, including without limitation, motions, memoranda, complaints, objections, and responses to any of the foregoing; and
- (h) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules, or other applicable law.

8. Greenberg Traurig will coordinate its services with any other professionals that may

be employed by the Committee, as appropriate, to minimize any possible duplication of work in these Cases.

9. Subject to the Court's approval of this Application, Greenberg Traurig has indicated that it is willing to serve as the Committee's counsel in these Cases and to perform the services described above.

**GREENBERG TRAUIG DOES NOT HOLD
OR REPRESENT ANY ADVERSE INTEREST**

10. As set forth in greater detail in the Meloro Declaration, Greenberg Traurig has completed a conflicts check on those names set forth on Exhibit 1 attached to the Meloro Declaration, provided to the Committee by the Debtors, which names include: (a) the Debtors; (b) the Debtors' Professionals; (c) Directors & Officers; (d) Ownership & Equity Holders; (e) Secured Lender and DIP Lender; (f) Counsel to Secured Lender and DIP Lender; (g) Top 20 Creditors; (h) Bank/Vendor Accounts; (i) Utility Providers; (j) Taxing Authorities; (k) Regulatory Agencies (Including Environmental); (l) Insurance Companies; (m) Major Contract Parties; (n) Litigation Parties; and (o) Bankruptcy Judges and Staff and the Office of the United States Trustee for the District of Delaware (collectively, the "Potentially Interested Parties"). Greenberg Traurig compared the names of the Potentially Interested Parties against a list of Greenberg Traurig's current and former engagements, clients and adverse parties (the "Client Database").

11. This inquiry revealed that Greenberg Traurig currently represents or has represented (i) certain of the Potentially Interested Parties and (ii) certain other parties who may be affiliates of or otherwise related to certain of the Potentially Interested Parties (collectively, the "Matched Entities"). A listing of the Matched Entities (the "Client Match List") is attached to the Meloro Declaration as Exhibit 2. Through the information generated from the above-mentioned computer inquiry, and to the extent necessary, through follow-up inquiries with Greenberg Traurig

attorneys responsible for parties listed on the Client Match List, Greenberg Traurig determined that the representation of those parties concerned matters unrelated to the Debtors or these Cases.

12. To the best of the Committee's knowledge, based upon the Meloro Declaration and except as set forth herein, Greenberg Traurig (a) does not hold or represent any interest adverse to the Debtors or their chapter 11 estates, their creditors, or any other party-in-interest and (b) is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code. Because Greenberg Traurig is a large firm with an international practice, the Committee is aware that Greenberg Traurig may represent, or may have represented, certain creditors of the Debtors' estates or other parties-in-interest in matters unrelated to the Debtors or these Cases, which are disclosed in the Meloro Declaration.

13. Through a firm wide e-mail, Greenberg Traurig also solicited information from its attorneys to determine if any attorneys employed by Greenberg Traurig are related to any United States Bankruptcy Judges for the District of Delaware, including the Honorable J. Kate Stickles, the Bankruptcy Judge presiding over these Cases, the United States Trustee for Region 3, or any person employed in the Office of the United States Trustee for Region 3. Greenberg Traurig further solicited information from its attorneys to determine if any attorneys employed by Greenberg Traurig (i) are investors in any of the Debtors or (ii) were, within two years of the Petition Date, a director, officer, or employee of any of the Debtors. Paragraph 8 of the Meloro Declaration discloses those responses received to date.

14. If any further information in this regard is received, Greenberg Traurig will supplement the Meloro Declaration to the extent necessary.

COMPENSATION

15. Section 328(a) of the Bankruptcy Code authorizes the employment of a professional person on any reasonable terms and conditions of employment, including on an hourly basis. *See* 11 U.S.C. § 328(a). Greenberg Traurig intends to apply for compensation for professional services rendered in connection with these Cases subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules and orders of this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Greenberg Traurig.

16. Greenberg Traurig has advised the Committee that the current hourly rates for professionals of Greenberg Traurig expected to render services on behalf of the Committee are in the following ranges:

Professional	Hourly Rate
Shareholders	\$615 – \$1,890
Of Counsel	\$550 – \$1,865
Associates	\$495 – \$1,000
Paralegals	\$500 – \$655

17. The Committee understands that the hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. The Committee believes that Greenberg Traurig has assembled a highly qualified team of professionals and paraprofessionals to provide services to the Committee during these Cases.

18. Greenberg Traurig has further explained to the Committee that the hourly rates set forth above are (a) set at a level designed to fairly compensate Greenberg Traurig for its work, (b) standard for work of this nature inside or outside bankruptcy and (c) remain subject to periodic, firm-wide adjustments in the ordinary course of Greenberg Traurig's business.

19. It is Greenberg Traurig's policy to charge its clients in all areas of practice for all

other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telecopier, toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, and transcription costs, as well as non-ordinary overhead expenses such as overtime for secretarial personnel and other staff. Greenberg Traurig will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to Greenberg Traurig's clients outside of bankruptcy and the expense guidelines of the Office of the United States Trustee for Region 3. Greenberg Traurig believes that these expenses should be fairly charged to the clients incurring them rather than to increase the hourly rates and spread the expenses among all clients. In addition, Greenberg Traurig intends to seek compensation for all time and expenses associated with its retention in accordance with sections 330 and 331 of the Bankruptcy Code and any orders of this Court, including the preparation of the Application, and related documents, as well as any monthly fee statements or interim or final fee applications.

20. Other than as set forth herein, there is no proposed arrangement to compensate Greenberg Traurig. Greenberg Traurig has not shared, nor agreed to share (a) any compensation it has received or may receive with any other party or person, other than with the shareholders, counsel and associates of Greenberg Traurig, or (b) any compensation another person or party has received or may receive.

**REQUEST FOR APPROVAL OF RETENTION OF
GREENBERG TRAURIG EFFECTIVE AS OF JUNE 16, 2025**

21. The Committee requests that the approval of Greenberg Traurig's retention be approved effective as of June 16, 2025. Due to the size and complexity of these Cases, the significant relief sought by the Debtors during the early stages of these Cases, and the overall

expedited nature of the Cases, there was an immediate need for Greenberg Traurig to perform services for the Committee. The Committee has sought authorization to retain Greenberg Traurig as soon as reasonably practicable. The Committee submits that these circumstances warrant such approval. *See, e.g., F/S Airlease II, Inc. v. Simon*, 844 F.2d 99, 103 (3d Cir. 1988) (“A decision to grant *nunc pro tunc* approval is in the discretion of the bankruptcy court[.]”); *Indian River Homes, Inc. v. Sussex Trust Co.*, 108 B.R. 46, 51 (D. Del. 1989).

NOTICE AND NO PRIOR APPLICATION

22. No prior Application for the relief sought in this Application has been made in this or any other court. Notice of this Application will be provided to: (i) the Office of United States Trustee; (ii) the Debtors; (iii) counsel to the Debtors; (iv) the Secured Lender and DIP Lender; and (v) any party requesting notice pursuant to Bankruptcy Rule 2002 at the time of service. The Committee submits that, given the nature of the relief requested, no further notice is necessary.

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CONCLUSION

WHEREFORE, based upon the foregoing, the Committee respectfully requests that the Court enter an order substantially in the form annexed hereto (a) granting this Application, (b) authorizing the Committee to retain and employ Greenberg Traurig as its counsel in these Cases, effective as of June 16, 2025, and (c) granting such other and further relief as this Court may deem just and equitable.

Dated: July 10, 2025

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF VWS
HOLDCO, INC., *ET AL.***

DocuSigned by:

Donna Ward

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Donna Ward, solely in her capacity as authorized representative for Industrial Power Generating Company, LLC c/o Archaea Energy, Member of the Official Committee of Unsecured Creditors of VWS Holdco Inc., *et al.*, and not in any other capacity

EXHIBIT A

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)

Ref. Docket No. ____

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
GREENBERG TRAURIG, LLP AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS OF VWS HOLDCO INC.,
ET AL. EFFECTIVE AS OF JUNE 16, 2025**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Cases”) of VWS Holdco, Inc., *et al.* (collectively, the “Debtors”) for entry of an Order, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(b), authorizing the retention and employment of Greenberg Traurig, LLP as counsel for the Committee, effective as of June 16, 2025; and upon reviewing and considering the Application, the Meloro Declaration and the Rule 2016 Statement; and it appearing that the Court has jurisdiction over the Application pursuant to 28 U.S.C. § 1334; and this being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and due and adequate notice of the Application having been given; and it appearing that no other or further notice need be given; and this Court having determined that based upon the representations in the Application and the Meloro Declaration, Greenberg Traurig neither holds nor represents any interest adverse to the Debtors’ estates or their creditors, Greenberg Traurig is a disinterested

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 All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

person as that term is defined under section 101(14) of the Bankruptcy Code, and Greenberg Traurig's employment is in the best interests of the Debtors' estates and creditors; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application shall be, and hereby is, GRANTED as set forth herein.
2. The Committee is authorized to retain and employ Greenberg Traurig as counsel, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, effective as of June 16, 2025, to perform the services set forth in the Application.
3. Greenberg Traurig shall be compensated under the fee arrangement set forth in this Application and in accordance with sections 330 and 331 of the Bankruptcy Code, any applicable Bankruptcy Rules, Local Rules and any orders of this Court.
4. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, Greenberg Traurig shall provide ten days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and this Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.
5. Greenberg Traurig shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in the Cases.
6. Greenberg Traurig shall not seek reimbursement of fees or costs arising from the defense of any of Greenberg Traurig's fee applications in the Cases, except as and to the extent otherwise permitted under applicable law and the decisions of this Court.

7. The Committee and Greenberg Traurig are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Bankruptcy Local Rules are satisfied by the contents of the Application.

9. Notwithstanding any Bankruptcy Rule to the contrary, this Order shall be immediately effective and enforceable upon its entry.

10. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

EXHIBIT B

Declaration of Dennis A. Meloro

**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)

**DECLARATION OF DENNIS A. MELORO IN SUPPORT OF THE
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF VWS HOLDCO INC., *ET AL.* FOR ENTRY OF AN ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF GREENBERG TRAURIG, LLP AS COUNSEL
EFFECTIVE AS OF JUNE 16, 2025**

I, Dennis A. Meloro, being duly sworn, depose and say:

1. I am a Shareholder at the law firm of Greenberg Traurig, LLP (“Greenberg Traurig”), which maintains offices throughout the United States, including at 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801. I am a member in good standing of the Bar of the State of Delaware, and I have been admitted to practice in the United States District Court for the District of Delaware and the United States Court of Appeals for the Third Circuit. I submit this declaration (the “Meloro Declaration”) on behalf of Greenberg Traurig in support of the Application² of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases (the “Cases”) of VWS Holdco Inc., *et al.* (the “Debtors”), for entry of an Order, pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules for the

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² Capitalized terms used herein but not otherwise defined shall have those meanings set forth in the Application.

United States Bankruptcy Court for the District of Delaware (the “Local Rules”) authorizing the retention and employment of Greenberg Traurig, as counsel for the Committee, effective as of June 16, 2025. Except as otherwise indicated herein, I have personal knowledge of the matters set forth herein and, if called as a witness, would testify competently thereto.³

QUALIFICATIONS OF GREENBERG TRAUIG, LLP

2. Greenberg Traurig maintains an office for the practice of law in Wilmington, Delaware, where these Cases are pending and has extensive experience appearing before courts in this District. In addition, Greenberg Traurig has substantial experience representing committees in complex chapter 11 cases. Given the nature of these Cases, Greenberg Traurig has the resources and experience necessary to represent the Committee in these Cases.

GREENBERG TRAUIG’S LACK OF ADVERSE INTEREST

3. Except as disclosed herein, to the best of my knowledge and information after due inquiry, Greenberg Traurig has no connection with the Debtors, their creditors, any other party-in-interest herein or their respective attorneys or professionals and does not hold or represent any entity having an adverse interest in connection with these Cases. For so long as Greenberg Traurig represents the Committee, and absent further order of this Court, Greenberg Traurig will not represent any entity other than the Committee in connection with these Cases.

4. As more fully described hereinafter, Greenberg Traurig maintains a computer client database (the “Client Database”) containing the names of Greenberg Traurig’s current and former clients and, where practical, the known affiliates of those clients. Greenberg Traurig maintains and systematically updates its Client Database in the ordinary course of business, and it is the regular practice of Greenberg Traurig to make and maintain these records. The Client Database maintained

³ Certain of the disclosures herein relate to matters within the personal knowledge of other attorneys and staff at Greenberg Traurig and are based on information provided by them.

by Greenberg Traurig is designed to include every matter on which Greenberg Traurig is now or has been engaged, the entity by which Greenberg Traurig is now or has been engaged and, in each instance, the identity of related parties and adverse parties and the attorney at Greenberg Traurig that is knowledgeable about the matter. It is the policy of Greenberg Traurig that no new matter may be accepted or opened without completing and submitting to those charged with maintaining the Client Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, the Client Database is regularly updated for every new matter undertaken by Greenberg Traurig.

5. In connection with preparing this Declaration, I caused to be submitted to, and checked against, that Client Database all those names set forth on **Exhibit 1** attached hereto, provided to the Committee by the Debtors, which names include: (a) the Debtors; (b) the Debtors' Professionals; (c) Directors & Officers; (d) Ownership & Equity Holders; (e) Secured Lender and DIP Lender; (f) Counsel to Secured Lender and DIP Lender; (g) Top 20 Creditors; (h) Bank/Vendor Accounts; (i) Utility Providers; (j) Taxing Authorities; (k) Regulatory Agencies (Including Environmental); (l) Insurance Companies; (m) Major Contract Parties; (n) Litigation Parties; and (o) Bankruptcy Judges and Staff and the Office of the United States Trustee for the District of Delaware (collectively, the "Potentially Interested Parties"). Greenberg Traurig compared the names of the Potentially Interested Parties against a list of Greenberg Traurig's current and former engagements, clients and adverse parties (the "Client Database").

6. This inquiry revealed that Greenberg Traurig currently represents or has represented (i) certain of the Potentially Interested Parties and (ii) certain other parties who may be affiliates of or otherwise related to certain of the Potentially Interested Parties (collectively, the "Matched Entities"). A listing of the Matched Entities (the "Client Match List") is attached hereto

as **Exhibit 2**. Through the information generated from the above-mentioned computer inquiry, and to the extent necessary, through follow-up inquiries with Greenberg Traurig attorneys responsible for parties listed on the Client Match List, Greenberg Traurig determined that the representation of those parties concerned matters unrelated to the Debtors or these Cases.

7. Through a firm wide e-mail, we also solicited information from Greenberg Traurig's attorneys to determine if any attorneys employed by Greenberg Traurig are related to any United States Bankruptcy Judges for the District of Delaware, including the Honorable J. Kate Stickles, the Bankruptcy Judge presiding over these Cases, the United States Trustee for Region 3, or any person employed in the Office of the United States Trustee for Region 3. Greenberg Traurig further solicited information from its attorneys to determine if any attorneys employed by Greenberg Traurig (i) are investors in any of the Debtors or (ii) were, within two years of the Petition Date, a director, officer, or employee of any of the Debtors. I received the following response:

- Danny Duerdoth, an attorney in Greenberg Traurig's Chicago office, was previously employed at the United States Bankruptcy Court for the Northern District of Illinois in Chicago, Illinois at the same time as Rosa Sierra-Fox, trial attorney for the Office of the United States Trustee in these Cases, and Mr. Duerdoth and Ms. Sierra-Fox knew each other as acquaintances.

8. If any further information in this regard is received, Greenberg Traurig will supplement this Declaration as necessary.

9. As expected, with more than 3,000 lawyers internationally, Greenberg Traurig necessarily has connections with certain creditors and other parties-in-interest in these Cases. To the fullest extent possible, those connections as known or discovered to date are disclosed in this Declaration and/or **Exhibit 2** hereto. However, in addition to the connections disclosed herein and in **Exhibit 2**, Greenberg Traurig and certain of its shareholders, counsel and associates may have in the past represented, may currently represent, and likely in the future will represent parties-in-

interest of the Debtors in connection with matters unrelated to the Debtors or these Cases. Moreover, Greenberg Traurig appears in many cases, proceedings, and transactions involving different attorneys, financial consultants and investment bankers, some of which may now or in the future represent the Debtors, the Potentially Interested Parties or other parties-in-interest in these Cases.

10. From time to time, Greenberg Traurig will review its disclosures in these Cases and in the event that additional material connections are discovered, Greenberg Traurig will disclose such information to the Court on notice to parties-in-interest and the United States Trustee.

11. None of Greenberg Traurig's representations of parties-in-interest in these Cases comprises a material component of Greenberg Traurig's practice, nor, except as disclosed herein, does it represent such parties on any issue relating to the Debtors or their estates. As in any complex chapter 11 cases, however, it may become necessary to pursue legal action against certain parties who appear on the Client Match List. The Committee may need to seek to retain conflicts counsel to pursue such matters. Moreover, to the extent necessary and appropriate, Greenberg Traurig will implement an ethical wall, screening attorneys working on any such matters from interacting with attorneys working on this Cases.

12. Based on the foregoing and except as set forth herein, neither I, Greenberg Traurig, nor any shareholder, counsel, or associate thereof, insofar as I have been able to ascertain based on the information currently available to me, represents any interest adverse to the Debtors or their estates. To the best of my knowledge, information and belief, Greenberg Traurig is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that Greenberg Traurig, its shareholders, counsel and associates:

- (a) are not creditors, 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 Debtors'

chapter 11 petitions, a director, officer, or employee of the Debtors; and

- (c) do not have an interest materially adverse to the interest of the estates or 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.

SCOPE OF EMPLOYMENT

13. The Committee anticipates that Greenberg Traurig may render the following services in these Cases:

- (a) advise the Committee with respect to its rights, duties, and powers in these Cases;
- (b) assist and advise the Committee in its consultations with the Debtors in connection with the administration of these Cases;
- (c) assist the Committee in its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors, operation of the Debtors' businesses and the desirability of continuing or selling such businesses and/or assets under Bankruptcy Code section 363, the formulation of a chapter 11 plan, and other matters relevant to these Cases;
- (d) assist the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests, including analysis of possible objections to the nature, extent, validity, priority, amount, subordination, or avoidance of claims and/or transfers of property in consideration of such claims;
- (e) advise and represent the Committee in connection with matters generally arising in these Cases, including the obtaining of credit, the sale of assets, and the rejection or assumption of executory contracts and unexpired leases;
- (f) appear before this Court, and any other federal, state, or appellate court;
- (g) prepare, on behalf of the Committee, any pleadings, including without limitation, motions, memoranda, complaints, objections, and responses to any of the foregoing; and
- (h) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules, or other applicable law.

PROFESSIONAL COMPENSATION

14. Greenberg Traurig intends to apply for compensation for professional services rendered in connection with these Cases subject to the approval of this Court and in compliance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules and orders of

this Court, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Greenberg Traurig.

15. Greenberg Traurig has advised the Committee that the current hourly rates for professionals of Greenberg Traurig expected to render services on behalf of the Committee are in the following ranges:

Professional	Hourly Rate
Shareholders	\$615 – \$1,890
Of Counsel	\$550 – \$1,865
Associates	\$495 – \$1,000
Paralegals	\$500 – \$655

16. The Committee understands that the hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Greenberg Traurig has further explained to the Committee that the hourly rates set forth above are (a) set at a level designed to fairly compensate Greenberg Traurig for its work, (b) standard for work of this nature inside or outside bankruptcy and (c) remain subject to periodic, firm-wide adjustments in the ordinary course of Greenberg Traurig's business.

17. It is Greenberg Traurig's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, and transcription costs, as well as non-ordinary overhead expenses such as overtime for secretarial personnel and other staff. Greenberg Traurig will charge the Debtors' estates for these expenses in a manner and at rates consistent with charges made generally to Greenberg Traurig's clients outside of bankruptcy and the expense billing guidelines of the Office of the United States Trustee for Region 3. Greenberg Traurig

believes that these expenses should be fairly charged to the clients incurring them rather than to increase the hourly rates and spread the expenses among all clients. In addition, Greenberg Traurig intends to seek compensation for all time and expenses associated with its retention in accordance with sections 330 and 331 of the Bankruptcy Code and any orders of this Court, including the preparation of the Application, and related documents, as well as any monthly fee statements or interim or final fee applications.

18. Other than as set forth herein, there is no proposed arrangement to compensate Greenberg Traurig. Greenberg Traurig has not shared, nor agreed to share (a) any compensation it has received or may receive with any other party or person, other than with the shareholders, counsel and associates of Greenberg Traurig, or (b) any compensation another person or party has received or may receive.

**REQUEST FOR APPROVAL OF RETENTION OF
GREENBERG TRAURIG EFFECTIVE AS OF JUNE 16, 2025**

19. For the reasons stated in the Application, Greenberg Traurig has requested, and the Committee has agreed, that Greenberg Traurig's retention be approved effective as of June 16, 2025 in order to allow Greenberg Traurig to be compensated for the work it has performed for the Committee since such date, but prior to the Court's consideration of the Application.

20. By reason of the foregoing, I believe Greenberg Traurig is eligible for employment and retention by the Committee pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code and the applicable Bankruptcy Rules.

21. Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury that the foregoing is true and correct, to the best of my knowledge, information and belief, and after reasonable inquiry.

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Dated: July 10, 2025

/s/ Dennis A. Meloro
Dennis A. Meloro, in his capacity
as a Shareholder of Greenberg Traurig, LLP

EXHIBIT 1

Potentially Interested Parties

Debtors

VWS Holdco, Inc.
Shoosmith Bros., Inc.

Debtors' Professionals

Pashman Stein Walder Hayden, P.C.
Carl Marks Advisory Group LLC
Teneo Capital LLC
Teneo Securities LLC
Troutman Pepper Locke LLP

Directors & Officers

Fred Nichols (Director and President)
Paul L. McGee (Director and Vice President)
Mark Hills (Controller)

Ownership & Equity Holders

Paul L. McGee
Fred Nichols
VWS Acquisitions, LLC
Environmental Services Management of Virginia LLC
ESM Management Group, LLC

Secured Lender and DIP Lender

Volunteer Enterprises, LLC

Counsel to Secured Lender and DIP Lender

Cole Schotz P.C.

Top 20 Creditors

Archaea Energy
Shamrock Environmental
Shoosmith Construction
SCS Engineers
Mr. Bults, Inc.
Troutman Pepper Locke LLP
ONE Environmental Mid Atlantic, LLC
Rain for Rent Virginia
Integrity Environmental
Engineering, Design & Devel
Labella Associates
Bowman
James River Equipment

Chesterfield, Virginia
TRC Companies, Inc.
Ace Hydroseeding, Inc.
Dominion Energy Virginia
Vamac, Inc.
Keiter
Colony Tire Corporation

Bank/Vendor Accounts

Comerica
Morgan Stanley

Utility Providers

Dominion Energy
Chesterfield County Utilities
AT&T Wireless
Vonage Business
Verizon
Comcast

Taxing Authorities

Department of the Treasury Internal Revenue Service
Delaware Department of Revenue
Virginia Department of Revenue

Regulatory Agencies (Including Environmental)

Virginia Department of Environmental Quality

Insurance Companies

James A. Scott & Son Inc, d/b/a Scott Insurance
Crum & Forester Specialty Insurance Company
Aspen Specialty Insurance Company
Amwins Insurance Brokerage
Evergreen National Indemnity Company
Cincinnati Insurance Company
R-T Specialty, LLC
Allied World Surplus Lines Insurance Company
AlleghenyPoint Insurance Company, c/o Encova Mutual Insurance Group, Inc.

Major Contract Parties

Morrow Energy, LLC
Swift Creek Renewables, LLC

Litigation Parties

William Kent Durham
John Douglas Collins, II
Marilyn E. Orcutt as successor in Interest of
Eugene Orcutt
Sam M. Kelly in her capacity as
Independent Executrix of the Estate of
James Fletcher Kelly

**Bankruptcy Judges and Staff and the
Office of the United States Trustee**

Amanda Hrycak
Ashley Chan
Brendan L. Shannon
Cacia Batts
Craig T. Goldblatt
John T. Dorsey
Karen B. Owens
Kate Stickles
Laurie Selber
Mary F. Walrath
Stacey Drechsler
Thomas B. Horan
Una O'Boyle

Andrew R. Vara
Benjamin Hackman
Christine Green
Denis Cooke
Diane Giordano
Dion Wynn
Edith A. Serrano
Elizabeth Thomas
Fang Bu
Hannah M. McCollum
Holly Dice
James R. O'Malley
Jane Leamy
Jonathan Lipshie
Jonathan Nyaku
Joseph Cudia
Joseph McMahon
Juliet Sarkessian
Lauren Attix
Linda Casey
Linda Richenderfer
Michael Panacio
Nyanquoi Jones
Ramona Harris
Richard Schepacarter
Rosa Sierra-Fox
Shakima L. Dortch
Timothy J. Fox, Jr.

EXHIBIT 2**Client Match List**

The following names were compared to Greenberg Traurig's Client Database. As noted below, Greenberg Traurig has represented, in the past, or currently represents certain Potentially Interested Parties, including various entities that may be related to or affiliated with the Potentially Interested Parties, in matters unrelated to the Debtors or these Cases.

All names marked with an asterisk (*) are current clients of Greenberg Traurig who share the same names as individuals on the List of Potentially Interested Parties. Greenberg Traurig has been unable to ascertain whether individual clients with the same names as such individuals on the List of Potentially Interested Parties are in fact the same; however, Greenberg Traurig's representation of each such individual client is not related to the Debtors or these Cases.

Name of Entity Searched¹	Brief Description of Relationship
Allied World Surplus Lines Insurance Co.	Current Client
Amwins Insurance Brokerage	Affiliate of Former Client
Cincinnati Insurance Company	Current Client
Comcast	Current Client
Comerica	Current Client
Morgan Stanley	Current Client
Verizon	Current Client

¹ Greenberg Traurig initially filed a notice of appearance for Archaea Energy ("Archaea"); however, Greenberg Traurig has not opened a matter for Archaea and only represents the Committee in these Chapter 11 Cases.

EXHIBIT C

Rule 2016 Statement

**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)

**STATEMENT OF GREENBERG TRAURIG, LLP. AS COUNSEL FOR
THE COMMITTEE PURSUANT TO 11 U.S.C. § 328, FED. R. BANKR.
P. 2016 AND BANKR. D. DEL. L.R. 2016-1**

Greenberg Traurig, LLP (“Greenberg Traurig”) pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware* (the “Local Rules”), respectfully states as follows:

1. Greenberg Traurig is the proposed counsel to the the Official Committee of Unsecured Creditors (the “Committee”) of VWS Holdco, Inc. and its affiliated debtor (collectively, the “Debtors”).

2. This statement (“Statement”) is made and submitted in connection with the *Application of the Official Committee of Unsecured Creditors of VWS Holdco, Inc., et al. for Entry of an Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Counsel Effective as of June 16, 2025* (the “Application”).²

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 herein but not otherwise defined shall have those meanings set forth in the Application.

3. Greenberg Traurig will be paid for the legal services rendered or to be rendered on behalf of the Committee by Greenberg Traurig attorneys and paralegals, which include those services set forth in the Application. Greenberg Traurig will be reimbursed for its actual and necessary expenses incurred in connection with these Chapter 11 Cases.

4. Greenberg Traurig 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.

5. Greenberg Traurig 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 Greenberg Traurig, or (b) any compensation another person.

[Remainder of page intentionally left blank.]

Dated: July 10, 2025

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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222 Delaware Avenue, Suite 1600
Wilmington, DE 19801
Telephone: (302) 661-7000
Facsimile: (302) 661-7360
Email: Dennis.Meloro@gtlaw.com

-and-

Shari L. Heyen (admitted *pro hac vice*)
Karl D. Burrer (admitted *pro hac vice*)
Emily D. Nasir (admitted *pro hac vice*)
1000 Louisiana Street, Suite 6700
Houston, TX 77002
Telephone: (713) 374-3500
Facsimile: (713) 374-3505
Email: Shari.Heyen@gtlaw.com
BurrerK@gtlaw.com
Emily.Nasir@gtlaw.com

*Proposed Counsel for the Official
Committee of Unsecured Creditors*

**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: July 24, 2025 at 4:00 pm (ET)

Hearing Date: July 31, 2025 at 10:00 am (ET)

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors appointed in the above-captioned cases has filed the *Application of the Official Committee of Unsecured Creditors of VWS Holdco, Inc., et al. for Entry of an Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Counsel Effective as of June 16, 2025* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Application must be in writing, filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon the undersigned proposed counsel and received **ON OR BEFORE JULY 24, 2025, AT 4:00 P.M. (EST)**.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE APPLICATION WILL BE HELD ON JULY 31, 2025, AT 10:00 A.M. (EST) BEFORE THE HONORABLE J. KATE STICKLES, UNITED STATES BANKRUPTCY COURT JUDGE FOR THE DISTRICT

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.

OF DELAWARE, UNITED STATES BANKRUPTCY COURT, 824 NORTH MARKET STREET, 3RD FLOOR, COURTROOM NO. 6, WILMINGTON, DELAWARE 19801.

Dated: July 10, 2025

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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*Proposed Counsel for the Official
Committee of Unsecured Creditors*