

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
VICTORIA DIVISION**

<b>In re:</b>	<b>§</b>	<b>Chapter 11</b>
	<b>§</b>	
<b>HII TECHNOLOGIES, INC., <i>et al.</i><sup>1</sup></b>	<b>§</b>	<b>15-60070 (DRJ)</b>
<b>Debtors</b>	<b>§</b>	<b>(Jointly Administered)</b>

**DEBTORS' APPLICATION PURSUANT TO 11 U.S.C. §§ 327(a), 328(a) AND 1107 TO  
RETAIN WELLS & CUELLAR, P.C. AS SPECIAL COLLECTION COUNSEL**

**THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.**

**REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.**

HII Technologies, Inc. ("HII") and its subsidiaries, as debtors and debtors-in-possession in these chapter 11 cases (collectively, the "Debtors") file this application (the "Application") pursuant to Sections 327(a), 328(a) and 1107 of title 11 of the United States Code, 11 U.S.C. § 101 - 1532 (as amended, the "Bankruptcy Code") and Rules 2014, 2016 and 6003 of the Federal

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: (i) Apache Energy Services, LLC (4404); (ii) Aqua Handling of Texas, LLC (4480); (iii) HII Technologies, Inc. (3686); (iv) Sage Power Solutions, Inc. fka KMHVC, Inc. (1210); and (v) Hamilton Investment Group, Inc. (0150).

Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for authorization to retain Wells & Cuellar, P.C. (“Wells & Cuellar”), as Special Collections Counsel. In support of the Application, the Debtors rely upon the Declaration of D. Brent Wells, attached as **Exhibit A** (the “Wells Declaration”), and respectfully state as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of the Debtors’ chapter 11 cases (the “Chapter 11 Cases”) in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. The statutory predicates for the relief sought hereby are Sections 327(a), 328(a) and 1107 of the Bankruptcy Code and Rules 2014, 2016, and 6003 of the Bankruptcy Rules.

### **BACKGROUND**

3. On September 18, 2015 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, with the United States Bankruptcy Court for the Southern District of Texas, Victoria Division (the “Bankruptcy Court”).

4. This court approved the Debtors’ motion requesting joint administration of these chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) on September 21, 2015 [Dkt. No. 18].

5. On September 29, 2015, the United States Trustee for the Southern District of Texas filed Notice of the Appointment of Committee of Unsecured Creditors (the “Committee”), in these bankruptcy cases [Dkt. No. 69].

6. The Debtors continue to administer their assets as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

7. The Debtors' Schedules list over \$4.1 million in accounts receivable. Since the Petition Date, the Debtors and their professionals have diligently worked to collect these receivables, with some success. However, the Debtors have determined that it would be in the best interests of their estates to engage the services of experienced debt collections attorneys to pursue certain receivables.

**WELLS & CUELLAR'S QUALIFICATIONS AND TERMS OF ENGAGEMENT**

8. Wells & Cuellar is a well-known debt collection and creditor's rights firm with extensive experience preserving creditor's rights and pursuing collections in bankruptcy matters. The attorneys with Wells & Cuellar have been retained numerous times in bankruptcy matters in the Southern District of Texas. The Debtors has selected Wells & Cuellar because of its experience and reputation, and because of the favorable fee arrangement agreed to by the parties.

9. The terms of the Wells & Cuellar's retention are:

- a. The Debtors will provide Wells & Cuellar a retainer in the amount of \$10,000. Wells & Cuellar will deposit this retainer in its Trust Account to be applied to reimburse Wells & Cuellar for costs and expenses incurred by the firm in pursuing this matter;
- b. The Debtors may identify to Wells & Cuellar certain delinquent accounts receivable for collection;
- c. Wells & Cuellar will pursue all lawful and reasonable means to explore collection and recovery of the delinquent accounts receivable identified by the Debtors;
- d. Wells & Cuellar will charge an hourly rate of \$160.00 for its services;
- e. Attached as Exhibit 1 is a list of Problem AR. In addition to its hourly rate, Wells & Cuellar will be entitled to a contingency fee of 10% of any gross amounts collected on receivables currently listed, or listed in the future, on the Problem AR list;

- f. Currently, the Debtors have listed 17 accounts on the Problem AR list. By mutual agreement, the Debtors and Wells & Cuellar may, as necessary, add additional accounts to the Problem AR list;
- g. Wells & Cuellar may, if necessary, retain out-of-state co-counsel to assist with collection efforts. Such counsel's fees will be subject to Bankruptcy Court approval; however, should the hourly rates of such out-of-state counsel be equal to or less than \$160.00 per hour, in that event, such counsel's fees would then be deemed appropriate and acceptable without further approval;.
- h. Wells & Cuellar will remit to the Debtors all amounts collected from the Debtors' receivables, within five (5) business days after receipt of same;
- i. Wells & Cuellar will apply to the Bankruptcy Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, including but not limited to sections 328(a), 330, and 331, the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of Texas, the guidelines established by the United States Trustee for the Southern District of Texas, the Order Granting Interim Procedures for Compensation and Reimbursement of Expenses for Chapter 11 Professionals [Dkt No. 147], and any other orders of this Court in these cases.

#### **BASIS FOR RELIEF**

10. The bases for the relief requested are sections 327(a) and 328(a) of the Bankruptcy Code, and Rules 2014, 2016 and 6003 of the Bankruptcy Rules, and Bankruptcy Local Rule 2014-1.

11. Section 327(a) of the Bankruptcy Code authorizes a trustee to employ professionals that do not hold or represent an interest adverse to its estate and that are disinterested persons to assist the debtor-in-possession with its duties under the Bankruptcy Code. Section 328(a) authorizes professionals' employment on reasonable terms and conditions, including on a retainer, hourly basis, on a fixed or percentage fee basis, or on a contingent fee basis. Section 1107(a) essentially provides that a debtor-in-possession has the rights of a trustee to employ professionals under sections 327 and 328.

12. The Debtors' retention of Wells & Cuellar is necessary to enable the Debtors to efficiently preserve and pursue the collection of delinquent accounts receivable and is in the best interest of the estates and their creditors.

**WELLS & CUELLAR'S DISINTERESTEDNESS**

13. To the best of the Debtors' knowledge, the attorneys and professionals at Wells & Cuellar do not have any interest adverse to the Debtors or any connections with the Debtors, their creditors, directors or officers, or other significant parties in interest, or their respective attorneys and accountants, except as set forth in the Wells Declaration.

14. Based upon the Wells Declaration, the Debtors submit that Wells & Cuellar is a "disinterested person" as that term is defined in sections 101(14) and 1107(b) of the Bankruptcy Code. The Debtors have been informed that Wells & Cuellar will conduct an ongoing review of its files to ensure that no disqualifying circumstances arise, and if any new relevant facts or relationships are discovered, Wells & Cuellar will, if need be, supplement its disclosure to the Court. Based on the Wells Declaration, the Debtors believe that Wells & Cuellar is in compliance with the requirements of section 327(a), 328(a) and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016.

**NOTICE**

15. The Debtors will provide notice of this Motion to all parties on the Debtors' Master Service List. The Debtors submit that no further notice of this Motion is required.

WHEREFORE, the Debtors respectfully request that the Court enter an order, (i) authorizing the Debtors to retain Wells & Cuellar, P.C. as Debtors' Special Collections Counsel, and (b) granting such further relief as may be just and necessary under the circumstances.

Respectfully submitted this 23rd day of November 2015.

**McKool Smith, P.C.**

By: /s/ Christopher D. Johnson

Hugh M. Ray, III  
State Bar No. 24004246  
Christopher D. Johnson  
State Bar No. 24012913  
Benjamin W. Hugon  
State Bar No. 24078702  
600 Travis, Suite 7000  
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Tel: 713-485-7300  
Fax: 713-485-7344

*Counsel for the Debtors-in-Possession*

**CERTIFICATE OF SERVICE**

The undersigned certifies that on November 23, 2015, a true and correct copy of this document was served via the ECF system to the parties on the ECF service list, including the United States Trustee, and the pleading is being delivered to the Noticing Agent for service upon the parties on the Master Service List.

/s/ Christopher D. Johnson

Christopher D. Johnson

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
VICTORIA DIVISION

IN RE:	§	Chapter 11
	§	
HII TECHNOLOGIES, INC., et al. <sup>1</sup>	§	15-60070 (DRJ)
	§	
Debtors.	§	Jointly Administered

**STATEMENT AND DECLARATION OF D. BRENT WELLS IN SUPPORT  
OF THE DEBTORS' APPLICATION FOR AUTHORITY TO EMPLOY  
WELLS & CUELLAR, P.C., AS SPECIAL COLLECTIONS COUNSEL AND  
TO ADVANCE FUNDS TO COVER ANTICIPATED COLLECTION COSTS**

D. Brent Wells, Sole Shareholder of Wells & Cuellar, P.C., the proposed special collections counsel for the Debtors, declares, under penalty of perjury pursuant to 28 U.S.C. § 1746, and pursuant to Fed. R. Bankr. P. 2014, as follows:

1. I am the Sole Shareholder of Wells & Cuellar, P.C. (the "Firm"), proposed special collections counsel for the Debtors in the above-captioned bankruptcy case. I am submitting this declaration in support of the Debtors' Application for Authority to Employ Wells & Cuellar, P.C., as Special Collections Counsel and to Advance Funds to Cover Anticipated Collection Costs ("Application") in the above-captioned bankruptcy case. My true and correct personal experience resume is attached hereto as Exhibit "1," and is incorporated herein by this reference.

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<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: (i) Apache Energy Services, LLC (4404); (ii) Aqua Handling of Texas, LLC (4480); (iii) HII Technologies, Inc. (3686); (iv) Sage Power Solutions, Inc. fka KMHVC, Inc. (1210); and (v) Hamilton Investment Group, Inc. (0150).

2. My office address and other contact information is:

D. Brent Wells  
Wells & Cuellar, P.C.  
440 Louisiana, Suite 718  
Houston, Texas 77002  
(713) 222-1281 Telephone  
(713) 237-0570 Fax  
[bwells@wellscuellar.com](mailto:bwells@wellscuellar.com)

3. The Firm, proposed special collections counsel for the Debtors, presents this Statement and Declaration to respectfully represent to the best of its knowledge that this Firm represents no interest adverse to the Debtors or their estates in the matter upon which the Firm may be engaged by the Debtors, and that the employment of the Firm would be in the best interests of the Debtors and the bankruptcy estates.

4. The Firm has reviewed the Debtors' list of unsecured creditors. In addition, a search has been made of the Firm's computer records concerning substantially all of the Firm's currently known contacts with the following: (1) the Debtors, (2) their known insiders, (3) their known secured creditors, (4) the known unsecured creditors of the Debtors, (5) any other known party in interest, (6) the United States trustee, or any person employed in the office of the United States trustee. The following listed connections, each of which is explained below, represents our best effort to identify all such connections:

Jackson Walker - This law firm is apparently a creditor of the Debtors. It has also been both co-counsel and opposing counsel to the Firm in various historical litigation matters.

Strasburger & Price - This law firm is apparently a creditor of the Debtors. It has also been both co-counsel and opposing counsel to the Firm in various historical litigation matters.



Paychex - This payroll service firm is apparently a vendor and creditor of Debtors.

It also provides payroll services to the Firm.

5. This Firm holds or represents no interest adverse to the Debtors or the estate. If during the representation of the Debtors a conflict does arise, the law firm will immediately disclose such conflict to the Debtors and the Court, and take all necessary steps to have non-conflicted counsel represent the Debtors on such matters.

6. After exercising due diligence, as far as the Firm has been able to ascertain, neither the Firm, nor any associate thereof (i) holds or represents any interest adverse to the Debtors or fails to be a disinterested person so as to render the firm ineligible to serve as special collections counsel for the Debtors under sections 1103 or 327(e) of the Bankruptcy Code, nor (ii) presently has any connections with the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee (to the extent known) (collectively, the "Parties-in-Interest"), except to the extent itemized in numbered paragraph 4 above.

7. Pursuant to Rule 2014 of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules"), the Firm will provide the Court with any supplemental information regarding the Firm's connections with the Parties-in-Interest in the case, as that information becomes available.

8. The Firm and the Debtors have negotiated a hybrid fee arrangement having both hourly and contingent fee components.

9. The hourly fee component would be \$160 per hour for any of Firm's attorneys, plus reimbursement of advanced costs and expenses. The Firm normally charges its clients between \$130 and \$250 per hour (and in the marketplace, higher rates, such as \$180 to \$295 per hour, are often charged by competing firms of similar experience).

10. The additional contingency component would be 10% of any recovery actually collected for the Debtors in connection with their outstanding accounts receivable. Although the Firm rarely undertakes any purely contingent fee arrangements, when it has done so, a fee based upon one-third of the recovery has been the experience (in the marketplace, percentages of 30% and more are often charged by competing firms of similar experience).

11. The Firm has offered the Debtors the hybrid approach in which it has agreed to discount both its hourly rate and its contingent fee components as indicated above.

12. In the course of its representation of clients, the Firm has dealt with professionals who may represent parties-in-interest in this case in wholly unrelated matters (see *e.g.* numbered paragraph 4 above).

13. The Firm has no agreement with any entity to share with such entity any compensation received by the Firm in this engagement, except to the extent such compensation may be shared among members of the Firm.

14. Neither the Firm, nor any shareholder or associate thereof, insofar as I have been able to ascertain, represents any interest materially adverse to the Debtors, or their estates on the matters upon which the Firm is to be employed. The Firm believes that it is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code. To the best of the Firm’s knowledge, it has no prior connections with any Parties-in-Interest, except as set forth herein (see numbered paragraph 4 above).

15. No promises have been received by the Firm or by its members or associates as to compensation in connection with this case, other than in accordance with the provisions of the Bankruptcy Code. To the extent this circumstance may change, supplemental disclosure will be filed.

16. The Firm has requested an advance trust account deposit in the amount of \$10,000.00 (the "Advance") to be deposited in trust and used by the Firm to pay certain out-of-pocket expenses that will be incurred in the account collection process.

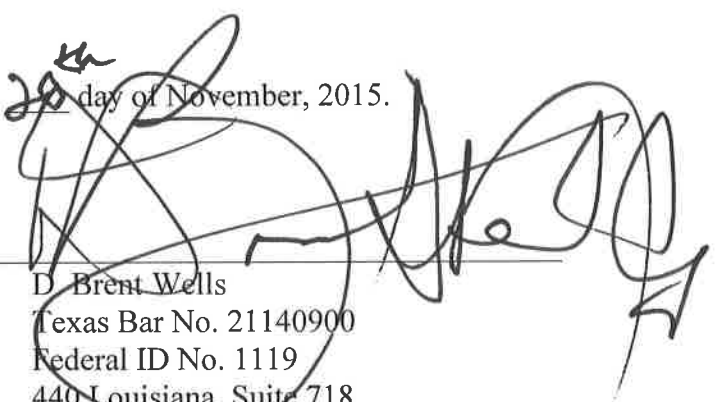
17. The Firm understands that even if the Advance is permitted, so that expenses incurred can be immediately paid therefrom, the expenses will be subject to Bankruptcy Court approval following such incurrence and that the fee applications must detail these expenses. These expenses will be reflected on fee applications to be submitted by the Firm, and the Advance will not be used for payment of professional fees of the Firm.

18. The Debtors have requested that the Firm's employment be made effective as of December 1, 2015.

19. The Firm respectfully requests that an order be entered authorizing the Debtors' retention of Wells & Cuellar, P.C., effective December 1, 2015, for the services to be performed and described in the Application.

Respectfully submitted this <sup>th</sup> 20 day of November, 2015.

By:

  
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**D BRENT WELLS**  
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- Education:** -University of Houston Law School, J.D., *summa cum laude*, 1980.  
 -University of Dallas, Constantin College of Liberal Arts, B.A. (Mathematics), *summa cum laude*, 1976.
- Law Practice:** -President, Wells & Cuellar, P.C., 1987-present.  
 -Board Certified Consumer and Commercial Law Specialist, Texas Board of Legal Specialization, 1994-present.  
 -Certified Creditors' Rights Specialist, American Board of Certification, 1993-present.  
 -Litigation Attorney, Kirklin, Boudreaux & Joseph, Associate 1982-1984, Shareholder 1985-1987.  
 -Litigation Associate, Childs, Fortenbach, Beck & Guyton, 1980-1982.  
 -Member, Texas State Bar, American Bar Association, Houston Bar Association, College of the State Bar.
- Litigation Experience:** **Commercial Litigation:** breach of contract, breach of warranty, Uniform Commercial Code, business organizations and affiliations, partnership disputes, commercial collections, commercial bank loan litigation and workouts, lease financing and recovery, oil and gas, energy credit, lender liability, landlord/tenant, product liability, insurance defense and subrogation, personal injury, and business torts.
- Creditors' Rights:** collections, foreclosures, pre-judgment and post-judgment extraordinary remedies, receiverships, lien priorities, judgment enforcement, and creditors' rights in bankruptcy including collateral recovery, claim litigation, non-dischargeability, plan negotiations, preference defense, and involuntary filings.
- Consumer Claims:** Deceptive Trade Practices - Consumer Protection Act, Finance Code, usury, Truth-In-Lending, consumer collections, insurance, manufactured housing industry issues, discriminatory zoning, *ad valorem* taxation, and deed restrictions.
- Appeals:** Texas state and federal civil appeals in the above subject areas.
- Alternative Dispute Resolution:** -Approved ADR Provider, United States District Court, S.D.Tx.  
 -Arbitration Panelist, American Arbitration Association.  
 -Arbitration Panelist, National Arbitration Forum.  
 -Arbitration Panelist, American Moving & Storage Association Household Goods Dispute Settlement Program.  
 -Med/Arb Neutral, Policyholder Remediation Plan, *In Re Prudential Insurance Sales Practices Litigation*.  
 -Mediation Certification (Section 154.052, Texas ADR Act), University of Houston, 1993.
- Speeches/Papers:** -National Association of Credit Management (over 40 CEU-approved presentations since 1988).  
 -International Energy Credit Association (8 annual conference break-out sessions since 1996).  
 -National Petroleum Energy Credit Association (25 annual conference keynote or break-out sessions since 1995).  
 -Texas Society of CPAs (over 66 CPE and CLE-approved seminar presentations since 1990).  
 -Harris County Constables: Precinct 5 (3 training programs since 1997).  
 -Equiva Services (Shell Oil Company) In-House Credit Seminars - 4 segments, 14 presentations (2002).  
 -Texas State Bar - Collections & Creditors' Rights: *Post-Judgment Receiverships & Turnovers* (2004).  
 -University of Houston - *Collecting Debts and Judgments*, Course Director (2008), Course Sponsor (2009).  
 -Texas State Bar - Collections & Creditors' Rights: *Overview of the Collections Process* (2010).  
 -Texas State Bar - Collections & Creditors' Rights: *Mediation and Settlement Strategies for Collection Lawyers* (2012).
- Organizations/Activities:** -Past President, University of Dallas National Alumni Board.  
 -Past Chairman of the Board, Leadership Houston.  
 -Chairman of the Board of Trustees, Leadership Houston Endowment.  
 -Advisory Director, Alley Theatre.  
 -Past Chairman of the Board, Galleria Chamber of Commerce.  
 -Leadership Houston, Class XIII Graduate (1995).  
 -Leadership 20/20, Class IV Graduate (1996).  
 -Recipient, Galleria Chamber of Commerce James E. Crowther Volunteer Excellence Award (2001).  
 -Recipient, Leadership Houston/Community Leadership Association Distinguished Leadership Award (2002).  
 -Recipient, Leadership Houston's 25th Anniversary Top 25 Distinguished Alumni Award (2006).  
 -Texas Monthly Magazine "Super Lawyer" - Business Litigation (2008, 2009, 2010, 2011, 2012, 2013, 2014).  
 -National Arbitration Forum - Award for Excellence in ADR (2009).

**EXHIBIT "1"**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
VICTORIA DIVISION**

<b>In re:</b>	§	<b>Chapter 11</b>
	§	
<b>HII TECHNOLOGIES, INC., <i>et al.</i><sup>1</sup></b>	§	<b>15-60070 (DRJ)</b>
<b>Debtors</b>	§	<b>(Jointly Administered)</b>

**ORDER PURSUANT TO 11 U.S.C. §§ 327, 328 AND 1107(b) OF THE  
BANKRUPTCY CODE AUTHORIZING DEBTORS TO RETAIN  
WELLS & CUELLAR, P.C. AS SPECIAL COLLECTIONS COUNSEL**

Upon consideration of the Application of the Debtors for entry of an order pursuant to 11 U.S.C. §§ 327, 328 and 1107(b) and Rules 2014, 2106, and 6003 of the Federal Rules of Bankruptcy Procedure authorizing the retention of Wells & Cuellar, P.C. ("Wells & Cuellar") as special collections counsel to the Debtors, all as more fully set forth in the Application<sup>2</sup>, and all exhibits and attachments to the Application; and upon consideration of and all proceedings before the Court related to the Application including the Court finding that: (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (iii) venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) the Application and the Wells Declaration are in full compliance with all applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules of the Southern District of Texas, and orders and procedures of this Court; (v) Wells & Cuellar does not represent an interest adverse to the Debtors' estates; (vi) Wells & Cuellar is qualified to represent the Debtors' estates under section 327 of the Bankruptcy Code; (vii) the terms of Wells

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's tax identification number, are: (i) Apache Energy Services, LLC (4404); (ii) Aqua Handling of Texas, LLC (4480); (iii) HII Technologies, Inc. (3686); (iv) Sage Power Solutions, Inc. fka KMHVC, Inc. (1210); and (v) Hamilton Investment Group, Inc. (0150).

<sup>2</sup> All capitalized terms used but otherwise not defined herein shall have the same meaning assigned to them in the Application.

& Cuellar's employment have been disclosed and are reasonable under the circumstances; (viii) proper and adequate notice of the Application, the deadline to file any objections to the Application and the hearing thereon was given, and no other or further notice is necessary; (ix) the legal and factual bases set forth in the Application establish just cause for the relief granted herein; (x) the relief sought in the Application is in the best interest of the Debtors and their estates; (xi) any timely objection to the Application having been withdrawn or overruled for the reasons stated on the record at the hearing; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. In accordance with sections 327(a), 328(a) and 1107(b) of the Bankruptcy Code, the Debtors are authorized to employ and retain Wells & Cuellar as its Special Collections Counsel under the terms and conditions set forth in the Application.

2. Wells & Cuellar is authorized to perform any and all legal services for the Debtors that are necessary or appropriate in connection with these chapter 11 cases.

3. Wells & Cuellar shall be compensated for its services and reimbursed for related expenses as set forth in the Application and the procedures provided in sections 330 and 331 of the Bankruptcy Code, and in accordance with applicable Federal Rules of Bankruptcy Procedure, Bankruptcy Local Rules of the Southern District of Texas, and any other applicable orders of this Court.

4. All compensation for services rendered and reimbursement for expenses incurred during these chapter 11 cases shall be paid after further application to and order of this Court, in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Guidelines, the Order Granting Interim Procedures for Compensation and

Reimbursement of Expenses for Chapter 11 Professionals [Dkt No. 147], and any other orders of this Court in these cases.

5. This order, and all acts taken in furtherance or reliance thereon, shall be effective notwithstanding any objection until further order of this Court.

6. The Debtor and Wells & Cuellar are authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Application.

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this order.

SIGNED \_\_\_\_\_, 2015.

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DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE