

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

In re:  GULF COAST HEALTH CARE, LLC, <i>et al.</i> , <sup>1</sup>  <div style="text-align: right;">Debtors.</div>	) ) ) ) ) ) ) ) )	Chapter 11  Case No. 21-11336 (KBO)  (Jointly Administered)  <b>Obj Deadline: 11/29/21 at 4:00 p.m. (ET)</b> <b>Hearing Date: 12/2/21 at 10:00 a.m. (ET)</b>
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**APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
OF GULF COAST HEALTH CARE, LLC, ET AL. FOR ENTRY OF AN ORDER  
AUTHORIZING THE EMPLOYMENT AND RETENTION OF GREENBERG  
TRAURIG, LLP AS COUNSEL NUNC PRO TUNC TO OCTOBER 27, 2021**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned chapter 11 cases (together, the “Cases”) of Gulf Coast Health Care, LLC and its affiliated debtors and debtors-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 for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing the retention and employment of the law firm of Greenberg Traurig, LLP (“Greenberg Traurig”), as counsel to the Committee, *nunc pro tunc* to October 27, 2021. The facts and circumstances supporting the Application are as set forth herein, in the Declaration of Nancy A. Peterman (the “Peterman Declaration”), attached hereto as **Exhibit B**, and in the Declaration of Karen Dailey (the “Dailey Declaration”), attached hereto as

<sup>1</sup> There are 62 Debtors in these chapter 11 cases. A complete list of the Debtors and the last four digits of their federal tax identification numbers can be found on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/GulfCoastHealthCare>. The Debtors’ corporate headquarters and service address is 9511 Holsberry Lane, Suite B11, Pensacola, FL 32534

**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 October 14, 2021 (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 October 15, 2021 [Docket No. 43].

5. On October 25, 2021, the United States Trustee appointed the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code [Docket No. 111]. On October 27, 2021, 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, *nunc pro tunc* to October 27, 2021, 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 has coordinated and shall continue to 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 Peterman Declaration, Greenberg Traurig has completed a conflicts check on those names set forth on Exhibit 1 attached to the Peterman Declaration, provided to the Committee by the Debtors, which names include: (a) the Debtors and the Debtors' affiliates; (b) current officers, directors and senior management of the Debtors; (c) the Debtors' professionals and other known professionals in these Cases; (d) the Debtors' lenders and banking institutions, as well as lien parties and administrative agents; (e) the Office of the United States Trustee for the District of Delaware; (f) the Debtors' insurance providers; (g) the Debtors' landlords; (h) the Bankruptcy Judges and District Court Judges in the District of Delaware; (i) the Debtors' utility providers; (j) the Debtors' suppliers, creditors and other vendors; (k) parties with whom the Debtors are engaged in current litigation; (l) the Patient Care Ombudsman Daniel T. McMurray; (m) the Debtors' employee benefit providers; (n) the Debtors' employment agencies; (o) the unions associated with the Debtors; and (p) taxing authorities (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 Peterman 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. In addition, in Paragraph 8 of the Peterman Declaration, Greenberg Traurig discloses certain discrete, historical representations of the Debtors and certain affiliates, all which matters are closed.

12. To the best of the Committee’s knowledge, based upon the Peterman 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 Peterman 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 Karen B. Owens, 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 9 of the Peterman Declaration discloses those responses received to date.

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

### COMPENSATION<sup>2</sup>

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. A statement pursuant to Rule 2016 of the Bankruptcy Rules is incorporated herein by reference.

16. The current hourly rates applicable to the principal attorneys and paralegals proposed to represent the Committee are:

<b>Professional</b>	<b>Hourly Rate</b>
David B. Kurzweil	\$1,425
Nancy A. Peterman	\$1,300
Dennis Meloro	\$1,195

<sup>2</sup> Further information regarding Greenberg Traurig's compliance with *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines") is set forth in the Peterman Declaration.

<b>Professional</b>	<b>Hourly Rate</b>
Eric J. Howe	\$980
Danny Duerdoth	\$600
Sandy Bratton (senior paralegal)	\$395
Carla Greenberg (paralegal)	\$150
Michelle Thompson (paralegal)	\$150

17. As an accommodation to the Committee, however, Greenberg Traurig, has agreed to a blended hourly rate of \$750 for work performed by Greenberg Traurig on these Cases, which may be increased upon Committee approval and further order of this Court. Other attorneys and paralegals will render services to the Committee as needed. Generally, Greenberg Traurig’s hourly rates are in the following ranges:

<b>Professional</b>	<b>Hourly Rate</b>
Shareholders	\$650 – \$1,700
Of Counsel	\$420 – \$1,605
Associates	\$225 – \$965
Legal Assistants/Paralegals	\$150 – \$495

18. 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.

19. 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.

20. 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.

21. 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 NUNC PRO TUNC TO OCTOBER 27, 2021**

22. The Committee requests that the approval of Greenberg Traurig's retention be approved *nunc pro tunc* to October 27, 2021. 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 (In re F/S Airlease II, Inc.)*, 844 F.2d 99, 103 (3d Cir. 1988); *In re Ark. Co.*, 789 F.2d 645, 650 (3d Cir. 1986); *Indian River Homes, Inc. v. Sussex Trust Co. (In re Indian River Homes, Inc.)*, 108 B.R. 46, 51 (D. Del. 1989).

**NOTICE AND NO PRIOR APPLICATION**

23. No prior Application for the relief sought in this Application has been made in this or any other court. Notice of this Application was provided to: (a) the Office of United States Trustee; (b) the Debtors; (c) counsel to the Debtors; (d) counsel for Omega Healthcare Investors, Inc.; (e) counsel for New Ark Capital, LLC; (f) counsel for Barrow Street Capital LLC and its affiliates; (g) counsel for Eagle Arc Partners LLC (f/k/a BM Eagle Holdings); and (h) 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.

**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, *nunc pro tunc* to October 27, 2021, and (c) granting such other and further relief as this Court may deem just and equitable.

Dated: November 11, 2021

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF GULF COAST  
HEALTH CARE, LLC, *ET AL.***

*/s/ Karen Dailey*

Karen Dailey, solely in her capacity as Chair of the Official Committee of Unsecured Creditors of Gulf Coast Health Care, LLC, *et al.*, and not in any other capacity.