

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
FORT LAUDERDALE DIVISION
www.flsb.uscourts.gov

In re:

COMPREHENSIVE CLINICAL
DEVELOPMENT, INC.

CASE NO.: 13-17273-JKO

COMPREHENSIVE CLINICAL
DEVELOPMENT, NW, INC.

CASE NO.: 13-17282-JKO

Debtors

Chapter 11 (Jointly administered under
Case No. 13-17273-JKO)

**DEBTORS' APPLICATION FOR EMPLOYMENT
AND RETENTION OF TODD D. JOHNSTON
AND THE FIRM OF DRINKER BIDDLE AND REATH, LLP
AS SPECIAL CLINICAL RESEARCH ORGANIZATION TRANSACTIONAL
COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO APRIL 23, 2013**

(EXPEDITED HEARING REQUESTED ON MAY 9, 2013 AT 9:30 A.M.)

Basis for Expedited Relief

The Court has set several hearings in this matter for May 9, 2013. In an effort to expeditiously prepare for upcoming negotiations, the Debtors respectfully request that this Application for Special Counsel also be set for that date. Further, the Debtors also respectfully request that the Court waive the provisions of Local Rule 9075-1(B), which require an affirmative statement that the Debtors made a *bona fide* effort to resolve the issues raised in this Motion, as the relief requested herein is urgent in nature and does not lend itself to advance resolution.

COMPREHENSIVE CLINICAL DEVELOPMENT, INC. and COMPREHENSIVE CLINICAL DEVELOPMENT, NW, INC. (collectively, the "Debtors"), by and through undersigned counsel, respectfully file this application to move this Court for the entry of an order authorizing the employment and retention of Todd D. Johnston and the firm Drinker Biddle and Reath, LLP (collectively "Drinker Biddle" or "Special Counsel") to assist the Debtors as special counsel to provide clinical research organization transactional services to the Debtors in these consolidated cases *nunc pro tunc* to April 23, 2013, (the "Application") pursuant to Sections 327

and 328(a) of Title 11 of the United States Code, 11 U.S.C. § 101, *et seq.* (as amended, the “Bankruptcy Code”), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of Florida (the “Local Rules”). In support of this Application, Drinker Biddle submits the affidavit of Todd D. Johnston demonstrating that proposed Special Counsel is disinterested as required by 11 U.S.C. § 327(a) and a verified statement as required under FRBP 2014 (the “Affidavit”) attached hereto as **Exhibit “A”**, and the Debtors respectfully state as follows:

I. JURISDICTION

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157(b) and 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
2. This is a core proceeding as defined in 28 U.S.C. § 157(b).
3. The statutory predicates in support of the relief requested herein are Section 327 of the Bankruptcy Code, Rules 2104(a), 2016, and 6003 of the Bankruptcy Rules and Local Rules 2014-1 and 2016-1.

II. BACKGROUND

4. On March 29, 2013, the Debtors commenced their respective bankruptcy proceedings by filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.
5. On April 8, 2013 the Court entered the *Order Granting Debtors’ Motion for Joint Administration* [ECF# 50], jointly administering the Debtors’ cases under the lead case, *In re: Comprehensive Clinical Development, Inc.*, Case No.: 13-17273-JKO.
6. The Debtors are operating their businesses and managing their affairs as debtors-in-possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, has been appointed in these cases.

7. On April 15, 2013, the Office of the United States Trustee (the “UST”) filed its *Appointment and Notice of Appointment of Joint Committee of Creditors Holding Unsecured Claims* [ECF# 69].

8. For a more thorough account of the Debtors’ organizational background, business operations, and the events precipitating these Chapter 11 filings, the Debtors respectfully refer the Court to the *Declaration of Mr. James D. Utterback in Support of Debtors’ Early Day Pleadings* [ECF# 9].

9. The § 341 Meeting of Creditors is scheduled to be held on Wednesday, May 1, 2013 at 10:00 a.m. [ECF #51].

III. RELIEF REQUESTED

A. Services to be Provided by Drinker Biddle to the Debtors.

10. Drinker Biddle has a focus in the area of health law, life sciences and the mergers and acquisitions of the same. Specifically, Drinker Biddle has played important roles in the sale and/or merger of other similar clinical research organizations. The Debtors seek authorization to employ Drinker Biddle to assist the Debtors and their CRO by providing restructuring and transactional services. A more detailed explanation of the services to be rendered is set forth below.

11. Drinker Biddle will also provide the following services, including but not limited to:

- a. Drafting and negotiation of an asset purchase agreement specific to the Debtors’ specialized industry; and
- b. providing potential transactional and transition counsel; (the “Services”).

12. The Debtors believe that Drinker Biddle is qualified to undertake the Services detailed herein. As evidence thereof, Drinker Biddle's firm overview and Mr. Johnston's resume is attached hereto as **Exhibit "B"** and incorporated herein by reference.

B. Terms of Retention

13. The terms of Drinker Biddle's proposed compensation for the services of Mr. Johnston and for providing additional staff thereunder at the following hourly rates:

Todd D. Johnston, Partner	:	\$535.00
James McMeen, Associate	:	\$325.00
Tina Hartley, Associate	:	\$325.00
Sheila Kaupas, Paralegal	:	\$210.00

14. Drinker Biddle agrees to be compensated in accordance with 11 U.S.C. § 330 at the ordinary and usual hourly billing rates set forth above of its members who will perform the services in this matter only after filing the appropriate application for compensation with the Court.

15. The Debtors believe it is in the best interest of the estate to employ and retain Drinker Biddle to provide the Services. The Debtors believe the Services Drinker Biddle will provide will not duplicate the services of any other professionals who may be retained in these Chapter 11 cases. The Debtors anticipate that Drinker Biddle will perform unique functions.

16. To the Debtors' best knowledge, information and belief, other than disclosed in the Affidavit, which is incorporated herein by reference, Drinker Biddle does not hold or represent any interest adverse to the estate with respect to the matters on which Drinker Biddle is to be employed and the Debtors believe that the employment of this Special Counsel would be in the best interest of the estate.

17. Except as otherwise provided herein, Drinker Biddle intends to apply to the Court for interim and final payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules. Other than as set forth herein, there is no proposed arrangement to compensate Drinker Biddle. Drinker Biddle has not shared, nor agreed to share any compensation it has received or may receive with any other party or person, other than with the principals, managing directors, associates, and members of Drinker Biddle, or to share in or receive any compensation or fee with or from any other person in connection with these Chapter 11 cases.

D. Basis for Relief

18. Section 327(a) of the Bankruptcy Code provides that a debtor, subject to court approval:

may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor's] duties under this title.

11 U.S.C. § 327(a).

19. Section 328(a) provides that employment of a professional person under § 327(a) of the Bankruptcy Code:

may be on any reasonable terms and conditions of employment, including on a retainer, on an hourly basis ...

11 U.S.C. § 328(a) (emphasis added).

20. The Debtors believe that the expertise of Drinker Biddle's principals and other professional staff as well as their knowledge, skills, and capabilities in industry-specific matters support the necessity of its engagement.

21. The Debtors respectfully request that the proposed employment be approved *nunc pro tunc* to April 23, 2013 to allow Drinker Biddle to seek compensation for services rendered on their behalf as of April 23, 2013 and periods thereafter.

WHEREFORE, the Debtors respectfully request that the Court enter an Order substantially in the form of the proposed order annexed hereto as **Exhibit "C"** (i) granting this Application, (ii) authorizing the Debtors' retention and employment of Drinker Biddle in accordance with the terms detailed herein *nunc pro tunc* to April 23, 2013, and (iii) providing any further relief as the Court deems just and proper.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was served by transmission of Notices of Electronic Filing generated by CM/ECF to those parties registered to receive electronic notices of filing in this case, and via U.S. Mail upon all parties on the attached Master Service List on Tuesday, May 07, 2013.

Dated: May 7, 2013

I HEREBY CERTIFY that I am admitted to the Bar of the United States District Court for the Southern District of Florida and I am in compliance with the additional qualifications to practice in this Court set forth in Local Rule 2090-1(A).

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By: 

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SOUTHERN DISTRICT OF FLORIDA
FORT LAUDERDALE DIVISION
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In re:

COMPREHENSIVE CLINICAL DEVELOPMENT,
INC.,

Case No.: 13-17273-JKO

COMPREHENSIVE CLINICAL DEVELOPMENT
NW, INC.,

Case No.: 13-17282-JKO

Chapter 11

(Jointly Administered

Under Case No.: 13-17273-JKO)

Debtors. _____ /

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g. The United States and its agencies

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Centralized Insolvency Operations
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i. Examiner or Trustee (and their attorneys)
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Laboratory Corporation of America
PO Box 12140
Burlington, NC 27216

Liberty Property Limited Partnership
PO Box 828438
Philadelphia, PA 19182
E: pzirkle@libertyproperty.com
(Via Email)

Logos Technologies, Inc.
91 Peterborough Road
London England, UK SW6 3BU UK
T. 440.443.0082 Ext. 143
F. 440.442.3482
E: angela.king@logotechnologies.com
(Via Email) – Committee Member

Orlando Clinical Research Center
5055 S. Orange Ave.
Orlando, FL 32809
E: tvoss@ocrc.net
(Via Email)

Pharma Vigilant, Inc.
69 Milk Street Ste 308
Westborough, MA 01581
E: jdesanti@pharmavigilant.com
(Via Email)

R & N Car Service
179-36 Hillside Avenue
Jamaica, NY 11432
E: everywherecars@aol.com
(Via Email)

Sunbeam Properties, Inc.
1401 79th Street Causeway
Miami Beach, FL 33141
F. 305.795.2647
(Via Fax or U.S. Mail)

Vince & Associates Clinical Research
10103 Metcalk Ave.
Overland Park, KS 66212

2. CCD NW Unsecured Creditors

Charles River Laboratory
Matthew Daniel, Esq.
Deputy General Counsel
E. matthew.daniel@crl.com
PO Box 84332
Seattle, WA 98124
(Via Email)

Dombroski Catering
Margaret Dombrowski
3544 S Wilkeson St
Tacoma, WA 98418
T. 253.906.0507
E. margaret@dcater.com
(Via Email) – Committee Member

Independent Investigational Review Board
4445 Lake Forest D Suite 300
Cincinnati, OH 45242
E. rgrissinger@sairb.com
(Via Email)

INTEG Review
Rick Clemens, VP Business Development
3001 S. Lamar Blvd Ste# 210
Austin, TX 78704
E. tmeyer@integreview.com
(Via Email) – Committee Member

KCAS, LLC
12400 Shawnee Mission Pkwy
Shawnee, KS 66216
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(Via Email)

KIRO-TV, Inc.
Cox Communication
P.O. Box 749892
Los Angeles, CA 90074-9892
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Laboratories Northwest

Mailstop 315-L4-LAB
PO Box 5299
Tacoma, WA 98415
E: Shante.taylor@multicare.com
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Maxim Staffing Solutions

12558 Collections Center Drive
Chicago, IL 60693

McKesson Medical Surgical

PO Box 933027
Atlanta, GA 31193
E: carrie.lloyd@mckesson.com
(Via Email)

Mortara Instruments, Inc.

Brian Brenegan, COO
7865 North 86th Street
Milwaukee, WI 53224
T. 414.362.7664 F. 414.354.4760
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(Via Email) – Committee Member

Northwest Medical Specialties, PLLC

Attn Research Dept 1624 South I St. Ste 305
Tacoma, WA 98405

Pacific Avenue Pro Plaza, LLC

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Gig Harbor, WA 98335
E: alerum@therushcompanies.com
mparisio@harlowefalk.com
(Via Email)

Pacific Office Automation

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Philadelphia PA 19101-1602

Pierce County Budget & Finance

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Tacoma, WA 98411

Puget Sound Blood Center

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E: joycef@psbc.org
(Via Email)

Ronnie Y. Asahara

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Univ. Place, WA 98466
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(Via Email) – Committee Member

Universal Hospital Services, Inc.

SDS 12-0940 PO Box 86
Minneapolis, MN 55486
E: zewolf-lee@uhs.com
(Via Email)

VWR International

PO Box 640169
Pittsburgh, PA 15264
E: na_3p_payables@vwr.com
(Via Email)

White Cardiopulmonary, Inc.

PO Box 546
Arroyo Grande, CA 93421-0546
E: robin@whitecardiopulmonary.com
(Via Email)

World Courier, Inc.

950 Pacific Avenue Suite 310
Tacoma, WA 98402
E: dkramer@worldcourier.com
jkollman@worldcourier.com
rkelly@worldcourier.com
(Via Email)

Exhibit “A” Affidavit

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
FORT LAUDERDALE DIVISION
www.flsb.uscourts.gov**

In re:

COMPREHENSIVE CLINICAL
DEVELOPMENT, INC.,

CASE NO.: 13-17273-JKO

COMPREHENSIVE CLINICAL
DEVELOPMENT NW, INC.,

CASE NO.: 13-17282-JKO

Debtors. /

Chapter 11 (Jointly administered under
Case No. 13-17273-JKO)

**AFFIDAVIT OF TODD D. JOHNSTON IN SUPPORT OF
THE DEBTORS’ APPLICATION FOR
EMPLOYMENT AND RETENTION OF
TODD D. JOHNSTON AND THE FIRM OF
DRINKER BIDDLE AND REATH, LLP AS SPECIAL
CLINICAL RESEARCH ORGANIZATION TRANSACTIONAL
COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO APRIL 23, 2013**

STATE OF NEW JERSEY)
) SS:
COUNTY OF MIDDLESEX)

BEFORE ME, the undersigned authority, personally appeared **TODD D. JOHNSTON**,
in Mercer County, New Jersey, who after being duly sworn, deposes and says as follows:

1. I am a partner of Drinker Biddle,¹ which maintains offices at 105 College Road
East, Princeton, New Jersey 08540.

¹ Any and all capitalized terms not expressly defined herein shall bear the meaning ascribed to them in the Application.

2. This Affidavit is prepared in support of the Application to assist the Debtors to provide the Services to the Debtors in these consolidated cases *nunc pro tunc* to April 23, 2013. Except as otherwise noted, I have personal knowledge of the matters set forth herein.

3. Unless otherwise stated, this declaration is based upon my personal knowledge.

4. Neither the firm nor I represents any interest adverse to the Debtors² or the estate, and thus we are “disinterested persons” as required by 11 U.S.C. § 327(a).

5. Neither I nor our firm has or will represent any other entity in connection with this case, except as described further below:

a. None.

6. Based on the foregoing disclosures, the Debtors believe that Special Counsel is still a “disinterested person” as that term is defined in 11 U.S.C. § 101(14) and as required by § 327(a). However, in an abundance of caution, Special Counsel brings this matter to the attention of the Court and creditors. Accordingly, the Debtors seek authorization to employ Todd D. Johnston and the firm Drinker Biddle and Reath, LLP as special counsel to the Debtors and CRO.

7. In preparing this declaration, I reviewed the Master Service List, as established by the *Order Granting Debtors’ Motion to Approve Form and Manner of Limited Notice and Establishing Master Service List* [ECF# 35] and the list of shareholders of the Debtors as detailed on the *Schedules and Statements of Financial Affairs* [ECF# 101]. Attached is a list of the shareholders and twenty largest creditors for whom Drinker Biddle currently serves or has served as counsel.

² All capitalized terms not expressly defined herein shall bear the meaning ascribed to them in the Application.

the services in this matter only after filing the appropriate application for compensation with the Court. Drinker Biddle's proposed compensation for the services of Mr. Johnston and for providing additional staff thereunder at the following hourly rates:

Todd D. Johnston, Partner	:	\$535.00
James McMeen, Associate	:	\$325.00
Tina Hartley, Associate	:	\$325.00
Sheila Kaupas, Paralegal	:	\$210.00

10. There is no agreement of any nature, other than the partnership agreement of our firm, as to the sharing of any compensation to be paid to the firm. Further, neither I nor the firm has received any promise of compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code.

11. This concludes my Declaration.

FURTHER AFFIANT SAYETH NAUGHT.


TODD D. JOHNSTON, Esq.

SWORN TO AND SUBSCRIBED before me this 3rd day of May 2013.


NOTARY PUBLIC, STATE OF NEW JERSEY
MIDDLESEX COUNTY

NOTARY PUBLIC, STATE OF NEW JERSEY

Print Name: _____

Commission No. _____

My Commission Expires: _____

BARBARA G. SALLES
A NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MAY 5, 2015
ID #2251073

List of Shareholders who are or were clients of Drinker Biddle:

- Equinox Capital SBIC, LP (client is Equinox Capital, Inc.)
- Clifford Goldman
- Martin Katz (client is Martin L. Katz)

List of twenty largest creditors who are or were clients of Drinker Biddle:

- DCX, Inc.
- American Express
- Bank of America
- CIGNA
- GE Capital
- Iron Mountain
- Logos Technologies, Inc.

Exhibit “B”

Drinker Biddle



Todd D. Johnston

Partner

Princeton

105 College Road East
P.O. Box 627
Princeton, NJ 08542-0627
(609) 716-6674 *phone*
(609) 799-7000 *fax*
Todd.Johnston@dbr.com

Todd D. Johnston is a partner in the firm's Corporate & Securities and Health Care Practice Groups, and resides in the Princeton, New Jersey office. Previously, he was a partner at Dechert LLP, in Princeton.

Todd focuses his practice on business, transactional and financing matters for health care and life science clients including clinical research organizations, hospitals, retirement communities, nursing homes, senior housing and assisted living facilities, physician practices, diagnostic laboratories and a trade association of long term care providers, as well as underwriters, lenders and letter of credit providers. He serves as the New Jersey representative on the National Legal Committee of LeadingAge.

Early in his career, Todd served as a judicial clerk to the Hon. George H. Barlow, United States District Judge for New Jersey.

Todd received his bachelor's degree from Brown University. He earned his J.D. from Boston University School of Law and a LL.M. in Taxation from Temple University School of Law.

Practices

Corporate

Industries

Health Care
Life Sciences
Financing
Long-Term Care

Twitter

@Drinker_Health

Bar Admissions

New Jersey

Education

Temple University Beasley School of Law,
LL.M., in Taxation 1979

Boston University School of Law,
J.D. 1971

Brown University,
B.A. 1968

Exhibit "C" Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
FORT LAUDERDALE DIVISION
www.flsb.uscourts.gov**

In re:

COMPREHENSIVE CLINICAL
DEVELOPMENT, INC.,

CASE NO.: 13-17273-JKO

COMPREHENSIVE CLINICAL
DEVELOPMENT NW, INC.,

CASE NO.: 13-17282-JKO

Debtors. _____ /

Chapter 11 (Jointly administered under
Case No. 13-17273-JKO)

**ORDER APPROVING DEBTORS' APPLICATION FOR
EMPLOYMENT AND RETENTION OF TODD D. JOHNSTON
AND THE FIRM OF DRINKER BIDDLE AND REATH, LLP AS
SPECIAL CLINICAL RESEARCH ORGANIZATION TRANSACTIONAL
COUNSEL TO THE DEBTORS NUNC PRO TUNC TO APRIL 23, 2013**

THIS MATTER came before on _____, 2013 at ____:____ a.m. / p.m.

(the "**Hearing**") upon the *Debtors' Application for Employment and Retention of Todd D. Johnston and the firm of Drinker Biddle and Reath, LLP as Special Clinical Research Organization Transactional Counsel to the Debtors Nunc Pro Tunc to April 23, 2013*

(the "**Application**") [ECF #__] and the Affidavit of Todd D. Johnston attached to the Application as **Exhibit "A."** The Application requests entry of an order approving the Debtors employment of Todd D. Johnston, Esquire and the firm of Drinker Biddle³ to represent the Debtors and the CRO to provide restructuring and transactional services as detailed in the Application in these consolidated Chapter 11 cases. The Court has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334(b). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A). The relief requested in the Application is in the best interests of the Debtors, their estates and creditors. Drinker Biddle (i) holds no interest adverse to the Debtors or to their estates with respect to the matters upon which Drinker Biddle is to be engaged; and (ii) Drinker Biddle's employment is necessary and would be in the best interest of the Debtors, their respective bankruptcy estates, and all parties-in-interest. Upon the record herein, and after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein. Accordingly, it is

ORDERED and **ADJUDGED** as follows:

1. The Application is **GRANTED**.
2. The employment by the Debtors of Todd D. Johnston, Esquire and the firm of Drinker Biddle as special counsel is **APPROVED**, pursuant to 11 U.S. C § 327(e), *nunc pro tunc* to April 23, 2013.
3. The Debtors are authorized to employ and retain Todd D. Johnston, Esquire and the firm of Drinker Biddle as special counsel for the Debtors to provide the Services as detailed in the Application, upon the terms set forth in the Application and with compensation to be paid

³ Any and all capitalized terms not expressly defined herein shall bear the meaning ascribed to them in the Application.

in such amounts as may be allowed by the Court upon proper application or applications therefore.

4. Drinker Biddle shall apply for compensation and reimbursement of costs, pursuant to 11 U.S.C. §§ 330 and 331, at its ordinary rates, as they may be adjusted from time to time, for services rendered and costs incurred on behalf of the Debtors.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

#

SUBMITTED BY:

JACQUELINE CALDERIN, ESQ.
jc@ecclegal.com
Ehrenstein Charbonneau Calderin
501 Brickell Key Drive, Suite 300
Miami, Florida 33131

Copy furnished to:
Jacqueline Calderin, Esq.

(Attorney Calderin is directed to serve a conformed copy of this Order upon all interested parties, and to file a Certificate of Service with the Court).