

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

In re	:	Chapter 11
	:	
UNITED ROAD TOWING, INC. et al.,	:	Case No. 17-10249 (LSS)
	:	
Debtors.¹	:	Jointly Administered
	:	
	:	Hearing Date: March 6, 2017 at 11:00 a.m. (ET)
	:	Obj. Deadline: February 27, 2017 at 4:00 p.m. (ET)

**DEBTORS’ MOTION FOR AN ORDER ESTABLISHING PROCEDURES
FOR INTERIM COMPENSATION AND REIMBURSEMENT OF
EXPENSES OF PROFESSIONALS**

United Road Towing, Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (each a “Debtor,” and collectively, the “Debtors”), by and through their proposed undersigned counsel, hereby move this Court for entry of an order substantially in the form attached hereto as Exhibit A (the “Proposed Order”) pursuant to sections 105(a) and 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court of the District of Delaware (the “Local Rules”), establishing procedures for the interim compensation and reimbursement of expenses of professionals. In support of this motion (the “Motion”), the Debtors respectfully state as follows:

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: United Road Towing, Inc. (6962); URT Holdings, Inc. (8341); City Towing, Inc. (2118); URS West, Inc. (3518); Bill & Wag’s Towing (3518); Export Enterprises of Massachusetts, Inc. (5689); Pat’s Towing, Inc. (6964); Keystone Towing, Inc. (6356); Ross Baker Towing, Inc. (9742); URT Texas, Inc. (3716); Mart Caudle Corporation (1912); Signature Towing, Inc. (3054); WHW Transport, Inc. (3055); URS Southeast, Inc. (7289); URS Northeast, Inc. (7290); URS Southwest, Inc. (7284); Fast Towing, Inc. (5898); E&R Towing and Garage, Inc. (8500); Sunrise Towing, Inc. (7160); Ken Lehman Enterprises, Inc. (1970); United Road Towing of South Florida, Inc. (9186); Rapid Recovery Incorporated (1659); United Road Towing Services, Inc. (2206); Arri Brothers, Inc. (7962); Rancho Del Oro Companies, Inc. (3924); CSCBD, Inc. (2448); URS Leasing, Inc. (9072); UR VMS LLC (4904); UR Vehicle Management Solutions, Inc. (0402). The Debtors’ mailing address is c/o United Road Towing, Inc., 9550 Bormet Drive., Suite 301, Mokena, Illinois 60448.

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final judgment or order with respect to the Motion if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

2. The statutory predicates for the relief requested herein are sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-2.

BACKGROUND

1. On February 6, 2017 (the "Petition Date"), the Debtors commenced voluntary cases (the "Chapter 11 Cases") under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the "Court"). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases and no committees have been appointed or designated. The Court has entered an order for joint administration of these Chapter 11 Cases. As of the date hereof, no trustee, examiner, or statutory committee has been appointed.

2. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to these Chapter 11 Cases is set forth in the *Declaration of Michael J. Mahar of in Support of Debtors' Chapter 11 Petitions and First Day Pleadings* [Docket No. 2] filed on the Petition Date and incorporated herein by reference.

RETENTION OF PROFESSIONALS

3. The Debtors have filed or will file applications to retain, among others: Winston & Strawn, LLP as general bankruptcy and restructuring counsel; Young Conaway Stargatt & Taylor, LLP as Delaware bankruptcy and conflicts counsel; Getzler Henrich & Associates LLC as financial advisor; SSG Advisors, LLC as investment banker; and Rust Consulting/Omni Bankruptcy as both claims and noticing agent and administrative advisor to the Debtors. The Debtors anticipate that, as these cases progress, they may need to retain other professionals in connection with their chapter 11 efforts. In addition, one or more statutory committees (each a “Committee” and collectively, the “Committees”) may be appointed in these cases. It is anticipated that the Committees will retain counsel, and possibly other professionals, to assist them in fulfilling their obligations in these cases.

RELIEF REQUESTED

4. By this Motion, the Debtors seek entry of an order, substantially in the form of the Proposed Order attached hereto as Exhibit A, authorizing and establishing procedures for the compensation and reimbursement of court-approved professionals (each a “Professional” and collectively, the “Professionals”) on a monthly basis, on terms comparable to the procedures established in other large chapter 11 cases. Such an order will streamline the professional compensation process and enable the Court and all other parties to monitor more effectively the professional fees incurred in these Chapter 11 Cases.

5. Specifically, the Debtors propose that, except as otherwise provided in an order of the Court authorizing the retention of a particular Professional, the Professionals be permitted to seek interim payment of compensation and reimbursement of expenses in accordance with the following procedures (collectively, the “Compensation Procedures”):

- a) No earlier than the 5th day of each month following the month for which compensation is sought, each Professional seeking interim allowance of its fees and expenses may file an application (including the relevant time entry and description and expense detail) with the Court for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month (a “Monthly Fee Application”), and serve such Monthly Fee Application on the following parties: (i) the Debtors, c/o United Road Towing, Inc., 9550 Bormet Drive., Suite 301, Mokena, Illinois 60448 (Attn: Michael J. Mahar); (ii) co-counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: M. Blake Cleary, Esq.), fax: (302) 576-3287, mbcleary@ycst.com, and Winston & Strawn LLP, 35 W. Wacker Drive, Chicago, IL 60601-9703 (Attn: Daniel J. McGuire, Esq. and Grace D’Arcy, Esq.), fax: (312) 558-5700, dmcguire@winston.com and gdarcy@winston.com; (iii) the Office of the United States Trustee, 844 King St., Suite 2207, Wilmington, DE 19801 (Attn: David L. Buchbinder, Esq.), fax: (302) 573-6497, daivd.l.buchbinder@usdoj.gov; (iv) counsel to Wells Fargo Bank, N.A., Riemer & Braunstein LLP, Seven Times Square, Suite 2506, New York, NY 10036 (Attn: Steven Fox, Esq.), fax: (212) 719-0140, sfox@riemerlaw.com; (v) counsel to Medley Capital Corporation, Greenberg Traurig, LLP, 2200 Park Avenue, New York, NY 10166 (Attn: Maria J. DiConza, Esq.), fax: (212)805-9278, diconzam@gtlaw.com; and (vi) counsel to any official committees appointed in the Debtors’ Chapter 11 Cases (each a “Notice Party” and collectively, the “Notice Parties”).
- b) Except as otherwise permitted by separate order of the Court, all Monthly Fee Applications shall comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.
- c) Each Notice Party will have fifteen (15) days after service of a Monthly Fee Application to object thereto (the “Objection Deadline”). If no objections are raised prior to the expiration of the Objection Deadline, the Professional submitting the Monthly Fee Application shall file a certificate of no objection with the Court, after which the Debtors shall be authorized to pay such Professional an amount equal to 80% of the fees and 100% of the expenses requested in its Monthly Fee Application (the “Maximum Interim Payment”). If an objection is properly filed pursuant to subparagraph (e) below, the Debtors shall be authorized to pay the Professional 80% of the fees and 100% of the expenses not subject to an objection (the “Actual Interim Payment”).

- d) Any Professional who fails to file a Monthly Fee Application for a particular month or months may subsequently submit a consolidated Monthly Fee Application for a particular month or months.
- e) The first Monthly Fee Application submitted by each Professional shall cover the period from the Petition Date through and including February 28, 2017.
- f) Each Professional may submit its first Monthly Fee Application on or after March 15, 2017, and such Monthly Fee Application submitted by each Professional shall cover the period from the Petition Date through and including February 28, 2017. Thereafter, the Professionals may file Monthly Fee Applications in the manner described above.
- g) If any Notice Party objects to a Professional's Monthly Fee Application, such Notice Party must, on or before the expiration of the Objection Deadline, file with the Court and serve on such Professional and each other Notice Party a written objection (the "Objection") so as to be received on or before the Objection Deadline. Any such Objection shall identify with specificity the objectionable fees and/or expenses, including the amount of such objected to fees and/or expenses, and the basis for such Objection. Thereafter, the objecting party and the affected Professional may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution within twenty (20) days after service of the Objection, the affected Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Interim Payment and the Actual Interim Payment made to such Professional (the "Incremental Amount"); or (ii) forego payment of the Incremental Amount until the next available hearing date, at which time the Court will consider and rule on the Objection if requested by the parties.
- h) Beginning with the approximate two-month period from the Petition Date and ending on March 31, 2017, and at each three-month period thereafter, each Professional shall file with the Court and serve on the Notice Parties an application (an "Interim Fee Application") for interim allowance of compensation and reimbursement of expenses sought in the Monthly Fee Applications filed during such three-month period (the "Interim Fee Period") pursuant to section 331 of the Bankruptcy Code. The Interim Fee Application must identify the covered Monthly Fee Applications and include any other information requested by the Court or required by the Local Rules. Interim Fee Applications

shall be filed with the Court and served on the Notice Parties within forty-five (45) days after the end of the applicable Interim Fee Period. Each Professional shall file its first Interim Fee Application on or before May 15, 2017, and the first Interim Fee Application shall cover the Interim Fee Period from the Petition Date through and including March 31, 2017.

- i) The Debtors shall request that the Court schedule a hearing on Interim Fee Applications at least once every three (3) months or at such other intervals as the Court deems appropriate. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for a hearing, upon the Professional's filing of a certificate of no objection. Upon allowance of the Court of a Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Professional all fees (including the 20% holdback) and expenses not previously paid.
- j) The pendency of an Objection to payment of compensation or reimbursement of expenses shall not disqualify a Professional from the future payment of compensation or reimbursement of expenses pursuant to the Compensation Procedures.
- k) Neither (i) the payment of or the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses under the Compensation Procedures, nor (ii) the filing of or the failure to file an Objection to any Monthly Fee Application or Interim Fee Application will bind any party in interest or the Court with respect to the allowance of interim or final applications for compensation for services rendered and reimbursement of expenses of Professionals. All fees and expenses paid to Professionals in accordance with the Compensation Procedures are subject to disgorgement until final allowance by the Court.

6. The Debtors also request that each member of a Committee be permitted to submit statements of expenses (excluding the fees and expenses of third-party counsel to individual Committee members) and supporting vouchers to the Committee's counsel, which counsel will collect and submit the Committee members' requests for reimbursement in accordance with the Compensation Procedures. Approval of these Compensation Procedures, however, will not authorize payment of such expenses to the extent such authorization does not

exist under the Bankruptcy Code, the law of this jurisdiction, the Bankruptcy Rules, the Local Rules, or the practices of this Court.

7. In addition, the Debtors further request that the Court limit service of the Monthly Fee Applications, Interim Fee Applications, final fee applications and Hearing Notices (as defined herein) as follows: (i) the Notice Parties shall be entitled to receive the Monthly Fee Applications, Interim Fee Applications, final fee applications, and notices of any hearing thereon (the "Hearing Notices") and (ii) the parties in interest requesting notice pursuant to Bankruptcy Rule 2002 shall be entitled to receive only the Interim Fee Applications, final fee applications, and Hearing Notices. Providing notice of fee applications in this manner will permit the parties most active in these Chapter 11 Cases to monitor the fees and expenses incurred by Professionals and will avoid unnecessary duplication and mailing expenses.

BASIS FOR RELIEF REQUESTED

8. Section 331 of the Bankruptcy Code provides, in relevant part, as follows:

A trustee, an examiner, a debtor's attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

11 U.S.C. § 331. Absent an order of this Court, section 331 limits Professionals rendering services in these Chapter 11 Cases to payment of fees and expenses only three times per year.

9. Congress' intent in enacting section 331 is expressed unequivocally in the House and Senate Reports accompanying enactment of the Bankruptcy Code:

The court may permit more frequent applications if the circumstances warrant, such as in very large cases where the legal work is extensive and merits more frequent payments. The court is

authorized to allow and order disbursement to the applicant of compensation and reimbursement that is otherwise allowable under section 330.

H.R. Rep. No. 595, 95th Cong. 1st Sess. 330 (1977); S. Rep. No. 989, 95th Cong., 2d Sess. 41-42 (1978).

10. Section 105(a) of the Bankruptcy Code provides, in pertinent part, that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). As set forth below, courts have regularly entered orders, in accordance with section 105(a) of the Bankruptcy Code, establishing procedures providing for the interim compensation and expense reimbursement of professionals on a monthly basis. Factors generally considered by the courts in determining whether such relief is warranted include “the size of [the] reorganization cases, the complexity of the issues involved, and the time required on the part of the attorneys for the debtors-in-providing services necessary to achieve a successful reorganization of the debtors.” *In re Int’l Horizons, Inc.*, 10 B.R. 895, 897-98 (Bankr. N.D. Ga. 1981). In considering these factors, courts have determined that interim compensation procedures are appropriate to avoid having the professionals fund the debtor’s reorganization proceedings. *See id.* at 897.

11. The Debtors submit that the Compensation Procedures are appropriate and consistent with interim compensation procedures established in other large chapter 11 cases in this District. *See, e.g., In re Swift Energy Co.*, Case No. 15-12670 (MFW) (Bankr. D. Del. Feb. 1, 2016); *In re Delivery Agent, Inc.*, Case No. 16-12051 (LSS) (Bankr. D. Del. Oct. 11, 2016); *In re Fuhu, Inc.*, Case No. 15-12465 (CSS) (Bankr. D. Del. Feb. 23, 2016); *In re Golden Cnty. Foods, Inc.*, Case No. 15-11062 (KG) (Bankr. D. Del. June 18, 2015).

12. The Debtors further submit that the efficient administration of these Chapter 11 Cases will be significantly aided by implementing the Compensation Procedures.

Accordingly, the Debtors submit that the relief requested herein is in the best interests of the Debtors, their estates and creditors, and therefore should be granted.

NOTICE

13. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the District of Delaware; (b) the creditors holding the 30 largest unsecured claims against the Debtors' estates (on a consolidated basis); (c) counsel to Wells Fargo Bank, N.A. and Medley Capital Corporation; and (d) those parties who have formally filed requests for notice in these chapter 11 cases pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

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WHEREFORE, the Debtors respectfully request that this Court enter an order, substantially in the form of the Proposed Order attached hereto as Exhibit A, granting the requested relief and such other and further relief as it deems just and proper.

Dated: February 13, 2017
Wilmington, Delaware

YOUNG CONAWAY STARGATT
& TAYLOR, LLP

/s/ M. Blake Cleary
M. Blake Cleary (No. 3614)
Ryan M. Bartley (No. 4985)
Andrew L. Magaziner (No. 5426)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

-and-

WINSTON & STRAWN LLP

Daniel J. McGuire
(admitted *pro hac vice*)
Grace D. D'Arcy
(admitted *pro hac vice*)
35 West Wacker Drive
Chicago, Illinois 60601
Telephone: (312) 558-5600
Facsimile: (312) 558-5700

Carrie V. Hardman
(admitted *pro hac vice*)
200 Park Avenue
New York, NY 10166
Telephone: (212) 294-6700
Facsimile: (212) 294-4700

*Proposed Counsel for Debtors and
Debtors in Possession*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re	: Chapter 11
	:
	: Case No. 17-10249 (LSS)
UNITED ROAD TOWING, INC. et al.,	:
	: Jointly Administered
	:
Debtors.¹	: Hearing Date: March 6, 2017 at 11:00 a.m. (ET)
	: Obj. Deadline: February 27, 2017 at 4:00 p.m. (ET)

**NOTICE OF DEBTORS’ MOTION FOR AN ORDER ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF PROFESSIONALS**

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (II) COUNSEL TO WELLS FARGO BANK, N.A. AND MEDLEY CAPITAL CORPORATION; (III) THE DEBTORS’ THIRTY (30) LARGEST UNSECURED CREDITORS ON A CONSOLIDATED BASIS; AND (IV) ALL PARTIES WHO HAVE FILED A NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS PURSUANT TO BANKRUPTCY RULE 2002

PLEASE TAKE NOTICE that United Road Towing, Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), have filed the attached *Debtors’ Motion for an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that any objections or responses to the relief requested in the Motion must be filed on or before **February 27, 2017, at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801. At the same time, copies of any responses or objections to the Motion must be served upon the proposed undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: United Road Towing, Inc. (6962); URT Holdings, Inc. (8341); City Towing, Inc. (2118); URS West, Inc. (3518); Bill & Wag’s Towing (3518); Export Enterprises of Massachusetts, Inc. (5689); Pat’s Towing, Inc. (6964); Keystone Towing, Inc. (6356); Ross Baker Towing, Inc. (9742); URT Texas, Inc. (3716); Mart Caudle Corporation (1912); Signature Towing, Inc. (3054); WHW Transport, Inc. (3055); URS Southeast, Inc. (7289); URS Northeast, Inc. (7290); URS Southwest, Inc. (7284); Fast Towing, Inc. (5898); E&R Towing and Garage, Inc. (8500); Sunrise Towing, Inc. (7160); Ken Lehman Enterprises, Inc. (1970); United Road Towing of South Florida, Inc. (9186); Rapid Recovery Incorporated (1659); United Road Towing Services, Inc. (2206); Arri Brothers, Inc. (7962); Rancho Del Oro Companies, Inc. (3924); CSCBD, Inc. (2448); URS Leasing, Inc. (9072); UR VMS LLC (4904); UR Vehicle Management Solutions, Inc. (0402). The Debtors’ mailing address is c/o United Road Towing, Inc., 9550 Bormet Drive., Suite 301, Mokena, Illinois 60448.

PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE MOTION WILL BE HELD ON MARCH 6, 2017 AT 11:00 A.M. (ET) BEFORE THE HONORABLE LAURIE SELBER SILVERSTEIN IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6TH FLOOR, COURTROOM 2, WILMINGTON, DELAWARE 19801.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED THEREIN WITHOUT FURTHER NOTICE OR A HEARING.

Dated: February 13, 2017
Wilmington, Delaware

YOUNG CONAWAY STARGATT
& TAYLOR, LLP

/s/ M. Blake Cleary

M. Blake Cleary (No. 3614)
Ryan M. Bartley (No. 4985)
Andrew L. Magaziner (No. 5426)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

-and-

WINSTON & STRAWN LLP
Daniel J. McGuire
Grace D. D'Arcy
35 West Wacker Drive
Chicago, Illinois 60601
Telephone: (312) 558-5600
Facsimile: (312) 558-5700

Carrie V. Hardman
200 Park Avenue
New York, NY 10166
Telephone: (212) 294-6700
Facsimile: (212) 294-4700

*Proposed Counsel for Debtors and
Debtors in Possession*

EXHIBIT A

Proposed Order

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

In re	:	Chapter 11
	:	
UNITED ROAD TOWING, INC. et al.,	:	Case No. 17-10249 (LSS)
	:	
Debtors.¹	:	Jointly Administered
	:	
	:	Docket Ref. No. _____

**ORDER AUTHORIZING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the Motion² of United Road Towing, Inc. and its affiliated debtors and debtors in possession in the above-captioned cases (each a “Debtor,” and collectively, the “Debtors”) requesting entry of an order (the “Order”), pursuant to sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-2, establishing procedures for the interim compensation and reimbursement of expenses of professionals; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012; and it appearing that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that

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² All capitalized terms used and not defined herein shall have the meanings ascribed to them in the Motion.

this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that notice of the Motion has been given as set forth in the Motion and that such notice is adequate and no other or further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, their creditors and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED that:

1. The Motion is GRANTED, as set forth herein.
2. Except as otherwise provided in an order of the Court authorizing the retention of a particular professional, the professionals specifically retained pursuant to an order of the Court in these cases (each a "Professional" and collectively, the "Professionals") may seek interim payment of compensation and reimbursement of expenses in accordance with the following procedures (collectively, the "Compensation Procedures"):

- a) No earlier than the 5th day of each month following the month for which compensation is sought, each Professional seeking interim allowance of its fees and expenses may file an application (including the relevant time entry and description and expense detail) with the Court for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month (a "Monthly Fee Application"), and serve such Monthly Fee Application on the following parties: (i) the Debtors, c/o United Road Towing, Inc., 9550 Bormet Drive., Suite 301, Mokena, Illinois 60448 (Attn: Michael J. Mahar); (ii) co-counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: M. Blake Cleary, Esq.), fax: (302) 576-3287, mbcleary@ycst.com, and Winston & Strawn LLP, 35 W. Wacker Drive, Chicago, IL 60601-9703 (Attn: Daniel J. McGuire, Esq. and Grace D'Arcy, Esq.), fax: (312) 558-5700,

dmcguire@winston.com and gdarcy@winston.com; (iii) the Office of the United States Trustee, 844 King St., Suite 2207, Wilmington, DE 19801 (Attn: David L. Buchbinder, Esq.), fax: (302) 573-6497, daivd.l.buchbinder@usdoj.gov; (iv) counsel to Wells Fargo Bank, N.A., Riemer & Braunstein LLP, Seven Times Square, Suite 2506, New York, NY 10036 (Attn: Steven Fox, Esq.), fax: (212) 719-0140, sfox@riemerlaw.com; (v) counsel to Medley Capital Corporation, Greenberg Traurig, LLP, 2200 Park Avenue, New York, NY 10166 (Attn: Maria J. DiConza, Esq.), fax: (212)805-9278, diconzam@gtlaw.com; and (vi) counsel to any official committees appointed in the Debtors' Chapter 11 Cases (each a "Notice Party" and collectively, the "Notice Parties").

- b) Any Professional who fails to file a Monthly Fee Application for a particular month or months may subsequently submit a consolidated Monthly Fee Application for a particular month or months.
- c) Except as otherwise permitted by separate order of the Court, all Monthly Fee Applications shall comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.
- d) Each Notice Party will have fifteen (15) days after service of a Monthly Fee Application to object thereto (the "Objection Deadline"). If no objections are raised prior to the expiration of the Objection Deadline, the Professional submitting the Monthly Fee Application shall file a certificate of no objection with the Court, after which the Debtors shall be authorized to pay such Professional an amount equal to 80% of the fees and 100% of the expenses requested in its Monthly Fee Application (the "Maximum Interim Payment"). If an objection is properly filed pursuant to subparagraph (e) below, the Debtors shall be authorized to pay the Professional 80% of the fees and 100% of the expenses not subject to an objection (the "Actual Interim Payment").
- e) The first Monthly Fee Application submitted by each Professional shall cover the period from the Petition Date through and including February 28, 2017.
- f) Each Professional may submit its first Monthly Fee Application on or after March 15, 2017, and such Monthly Fee Application submitted by each Professional shall cover the period from the Petition Date through and including February 28, 2017. Thereafter, the Professionals may file Monthly Fee Applications in the manner described above.

- g) If any Notice Party objects to a Professional's Monthly Fee Application, such Notice Party must, on or before the expiration of the Objection Deadline, file with the Court and serve on such Professional and each other Notice Party a written objection (the "Objection") so as to be received on or before the Objection Deadline. Any such Objection shall identify with specificity the objectionable fees and/or expenses, including the amount of such objected to fees and/or expenses, and the basis for such Objection. Thereafter, the objecting party and the affected Professional may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution within twenty (20) days after service of the Objection, the affected Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Interim Payment and the Actual Interim Payment made to such Professional (the "Incremental Amount"); or (ii) forego payment of the Incremental Amount until the next available hearing date, at which time the Court will consider and rule on the Objection if requested by the parties.
- h) Beginning with the approximate two-month period from the Petition Date and ending on March 31, 2017, and at each three-month period thereafter, each Professional shall file with the Court and serve on the Notice Parties an application (an "Interim Fee Application") for interim allowance of compensation and reimbursement of expenses sought in the Monthly Fee Applications filed during such three-month period (the "Interim Fee Period") pursuant to section 331 of the Bankruptcy Code. The Interim Fee Application must identify the covered Monthly Fee Applications and include any other information requested by the Court or required by the Local Rules. Interim Fee Applications shall be filed with the Court and served on the Notice Parties within forty-five (45) days after the end of the applicable Interim Fee Period. Each Professional shall file its first Interim Fee Application on or before May 15, 2017, and the first Interim Fee Application shall cover the Interim Fee Period from the Petition Date through and including March 31, 2017.
- i) The Debtors shall request that the Court schedule a hearing on Interim Fee Applications at least once every three (3) months or at such other intervals as the Court deems appropriate. The Court, in its discretion, may approve an uncontested Interim Fee Application Request without the need for a hearing, upon the Professional's filing of a certificate of no objection. Upon allowance of the Court of a Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Professional all fees (including the 20% holdback) and expenses not previously paid.

- j) The pendency of an Objection to payment of compensation or reimbursement of expenses shall not disqualify a Professional from the future payment of compensation or reimbursement of expenses pursuant to the Compensation Procedures.
- k) Neither (i) the payment of or the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses under the Compensation Procedures, nor (ii) the filing of or the failure to file an Objection to any Monthly Fee Application or Interim Fee Application will bind any party in interest or the Court with respect to the allowance of interim or final applications for compensation for services rendered and reimbursement of expenses of Professionals. All fees and expenses paid to Professionals in accordance with the Compensation Procedures are subject to disgorgement until final allowance by the Court.

3. In each Interim Fee Application and final fee application, all attorneys who have been or are hereafter retained pursuant to section 327 or 1103 of the Bankruptcy Code (i) shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court, and (ii) intend to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *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*.

4. Service of the Monthly Fee Applications, Interim Fee Applications, final fee applications and Hearing Notices (as defined herein) as follows: (i) the Notice Parties shall be entitled to receive the Monthly Fee Applications, Interim Fee Applications, final fee applications, and notices of any hearing thereon (the "Hearing Notices") and (ii) the parties in interest requesting notice pursuant to Bankruptcy Rule 2002 shall be entitled to receive only the Interim Fee Applications, final fee applications, and Hearing Notices.

5. The Debtors shall include all payments made to professionals in their monthly operating reports, detailed so as to state the amount paid to each professional.

6. Each member of any official committee appointed in these cases is permitted to submit statements of expenses (excluding the fees and expenses of third-party counsel to individual committee members) and supporting vouchers to the committee's counsel, which counsel shall collect and submit the committee members' requests for reimbursement in accordance with the Compensation Procedures; provided that approval of the Compensation Procedures does not authorize payment of such expenses to the extent that such authorization does not exist under the Bankruptcy Code, the law of this jurisdiction, the Bankruptcy Rules, the Local Rules, or the practices of this Court.

7. All time periods referenced in this Order shall be calculated in accordance with Rule 9006(a) of the Bankruptcy Rules.

8. The terms and conditions of this Order shall be immediately enforceable and effective upon its entry.

9. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

10. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

Dated: _____, 2017
Wilmington, Delaware

LAURIE SELBER SILVERSTEIN
UNITED STATES BANKRUPTCY JUDGE