

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

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

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**MOTION OF THE DEBTORS FOR AUTHORITY TO EMPLOY  
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

United Road Towing, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), by and through their proposed undersigned counsel, file this motion (this “Motion”) pursuant to sections 105, 327, 328, and 330 of chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), for entry of an order (the “Proposed Order”), substantially in the form attached hereto as Exhibit A, (i) authorizing the establishment of procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (each, an “Ordinary Course Professional” and, collectively, the “Ordinary

<sup>1</sup> 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, Inc. (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 & 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.

Course Professionals”), effective as of the Petition Date (as herein defined), without the submission of separate retention applications and the issuance of separate retention orders for each individual Ordinary Course Professional, (ii) authorizing the Debtors to compensate and reimburse such professionals without individual fee applications, and (iii) granting related relief. In support of this Motion, the Debtors rely on the *Declaration of Michael J. Mahar in Support of Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”),<sup>2</sup> which was filed with the Court concurrently herewith, and respectfully represent as follows:

### **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), 327, 328 and 330 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1.

### **BACKGROUND**

3. 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

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<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the First Day Declaration.

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.

4. 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] (the “First Day Declaration”) filed on the Petition Date and incorporated herein by reference.

**RELIEF REQUESTED**

5. By this Motion, pursuant to sections 105, 327, 328, and 330 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, the Debtors request (i) authority to establish certain procedures to retain and compensate their Ordinary Course Professionals, effective as of the Petition Date, without the submission of separate retention applications and the issuance of separate retention orders for each individual Ordinary Course Professional and (ii) authority to compensate and reimburse such professionals without individual fee applications.

6. The Proposed Order granting the relief requested in this Motion is attached hereto as **Exhibit A**. An initial list of the Debtors’ Ordinary Course Professionals (the “OCP List”) is annexed as **Exhibit 1** to the Proposed Order.

**Debtors' Proposed Procedures for Employment of Ordinary Course Professionals**

7. The Debtors seek authority to continue the employment of Ordinary Course Professionals that provide a variety of professional services in the same manner and for the same purposes as such professionals were retained prior to the Petition Date. In the past, these professionals have provided accounting services, lease administration services, and legal services relating to general corporate counseling, litigation, real estate, employment, immigration, and intellectual property, as well as other related services that have had a direct and significant impact on the Debtors' day-to-day operations. It is essential to continue the employment of these Ordinary Course Professionals, many of whom are already familiar with the Debtors' businesses and affairs, to avoid disruption of the Debtors' normal business operations and the cost, expense, and delay of securing replacement professionals.

8. The proposed employment of the Ordinary Course Professionals and the payment of monthly compensation on the terms set forth herein are in the best interests of the Debtors, their respective estates, and all parties in interest. The relief requested will save the Debtors' estates the expenses associated with preparing and filing a separate retention application for each Ordinary Course Professional. Further, the relief requested will avoid the incurrance of additional fees relating to the preparation and prosecution of separate retention and fee applications for each Ordinary Course Professional.

9. Accordingly, the Debtors request that the Court dispense with the requirement of filing individual retention and fee applications for the Ordinary Course Professionals and implement the following procedures (the "Procedures"):

- a) At least fourteen (14) days prior to submitting an invoice to the Debtors, Ordinary Course Professional that is an attorney shall file and serve a declaration of disinterestedness substantially in the form annexed hereto as Exhibit 2-a (the "Attorney OCP Declaration") and each Ordinary Course Professional that is a non-attorney shall file and serve a declaration of

disinterestedness substantially in the form annexed hereto as Exhibit 2-b (the “Professional OCP Declaration” together with the Attorney Declaration, an “OCP Disinterestedness”), certifying that the Ordinary Course Professional does not represent or hold any interest adverse to the Debtors or their estates with respect to the matter(s) on which such professional is to be employed.

- b) Upon receipt of the OCP Declaration, the Debtors will file the same with the Court with a copy served on: (i) the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”), 844 King St., Suite 2207, Wilmington, DE 19801 (Attn: David L. Buchbinder, Esq.), fax: (302) 573-6497, daivd.l.buchbinder@usdoj.gov; (ii) 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; (iii) 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 (iv) attorneys for any official committees appointed in these chapter 11 cases, including the Creditors’ Committee (collectively, the “Reviewing Parties”).
- c) If no objections are filed and properly served within fourteen (14) days following the date of service of the OCP Declaration (the “Objection Deadline”), the Debtors shall be authorized to retain such Ordinary Course Professional as of the Petition Date (or such later date such Ordinary Course Professional commenced providing services to the Debtors after the Petition Date) and pay such Ordinary Course Professional as set forth below.
- d) If an objection is filed and such objection cannot be resolved within twenty-one (21) days after the Objection Deadline, the matter will be scheduled for adjudication by the Court at the next available hearing. The Debtors shall not be authorized to retain and pay such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.
- e) No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until such Ordinary Course Professional has been retained in accordance with these Procedures.
- f) Once the Debtors retain an Ordinary Course Professional in accordance with these Procedures, the Debtors may pay such Ordinary Course Professional 100% of the fees and 100% of the disbursements incurred, upon the submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to the Debtors’ right to dispute any such invoices); provided, however, that the Ordinary

Course Professional's total compensation and reimbursement will not exceed \$25,000 per month on average over any three-month period on a rolling basis (the "Monthly Fee Limit").

- g) If an Ordinary Course Professional's fees and expenses exceed the Monthly Fee Limit, such Ordinary Course Professional will file a monthly fee application (a "Monthly Fee Application") on account of the excess amount over the applicable limit and apply for compensation and reimbursement of such amount in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other procedures and orders of the Court. Such Ordinary Course Professional will 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* (the "U.S. Trustee Guidelines") in connection with such Monthly Fee Application.
- h) If the Debtors seek to retain an Ordinary Course Professional not already listed on **Exhibit 1** of the Proposed Order, the Debtors will file with the Court and serve upon the Reviewing Parties a notice listing those Ordinary Course Professionals to be added to the OCP List (the "OCP List Supplement"), along with the OCP Declaration for any professional so added to the OCP List.
- i) If no objection to the OCP List Supplement is filed with the Court and served upon the Debtors' counsel, as set forth above, so as to be actually received within fourteen (14) days after the service thereof, the list and the retention of the Ordinary Course Professionals listed therein shall be deemed approved by the Court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the OCP List Supplement will be paid in accordance with the terms and conditions set forth in the paragraphs above.
- j) For each calendar quarter during the pendency of these chapter 11 cases (each, a "Quarter"), beginning with the Quarter ending March 31, 2017, the Debtors will file with the Court and serve on the Reviewing Parties, no later than thirty (30) days after such Quarter, a statement that will include the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported Quarter and aggregate amounts paid since the Petition Date; and (iii) a general description of the services rendered by that Ordinary Course Professional.

10. The Debtors reserve their rights to (i) dispute any invoice submitted by any Ordinary Course Professional and (ii) retain any additional Ordinary Course Professionals from time to time as the need arises provided that any further retention is made in accordance with the foregoing Procedures.

**Employment of Ordinary Course Professionals Should Be Authorized**

11. A debtor is required to obtain bankruptcy court approval before it is permitted to hire certain professionals and compensate them with funds from property of the estate. As explained below, however, the Bankruptcy Code allows a debtor to retain professionals in the ordinary course of business when they are not representing or assisting the debtor in carrying out its duties under the Bankruptcy Code. *See* 11 U.S.C. § 327(e). Most, if not all, of the Ordinary Course Professionals subject to this Motion may be retained and paid by the Debtors in the ordinary course of business, without Court approval. However, to provide the Court and parties in interest an opportunity to object, and to provide assurance to the Ordinary Course Professionals of the Debtors' authority to compensate them for postpetition work, the Debtors have proposed the Procedures set forth herein.

12. Section 327(a) of the Bankruptcy Code provides as follows:

Except as otherwise provided in this section, the trustee, with the court's 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 trustee in carrying out the trustee's duties under this title.

Section 327(e) of the Bankruptcy Code further provides that "with the court's approval" a debtor may employ:

for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate,

and if such attorney does not represent or hold any interest adverse to the debtor or to the estate with respect to the matter on which such attorney is to be employed.

13. Section 328(a) of the Bankruptcy Code provides, in pertinent part, that the debtor, “with the court’s approval, may employ or authorize the employment of a professional person under section 327 . . . on any reasonable terms and conditions of employment . . . .” Section 330 of the Bankruptcy Code authorizes the Court to award a professional person employed under section 327 compensation for actual and necessary services rendered and reimbursement for actual and necessary expenses incurred. Further, under section 105(a) of the Bankruptcy Code, the Court has broad discretion to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].”

14. Although certain of the Ordinary Course Professionals may hold unsecured claims against the Debtors for prepetition services rendered to the Debtors, the Debtors do not believe that any of the Ordinary Course Professionals have an interest that is materially adverse to any Debtor, its creditors, or other parties in interest with respect to the matter(s) for which such Ordinary Course Professional is to be employed that would preclude such professional from continuing to represent the Debtors. Further, section 328(c) of the Bankruptcy Code excludes attorneys retained pursuant to section 327(e) from the requirement that such professional be a “disinterested” person. *See* 11 U.S.C. § 328(c). Accordingly, pursuant to the foregoing provisions of the Bankruptcy Code, the Court may authorize the retention of Ordinary Course Professionals.

15. In light of the additional costs associated with preparing retention applications and fee applications for professionals that will receive relatively small fees, it is impractical and inefficient for the Debtors to submit individual retention applications and proposed retention orders for each Ordinary Course Professional. Accordingly, the Debtors

request that this Court dispense with the requirement of individual retention and fee applications and orders for each Ordinary Course Professional. The requested relief is necessary and appropriate, is in the best interest of the Debtors and their respective estates and creditors, and should be granted in all respects.

**NOTICE**

16. Notice of this Motion has been provided 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; (iv) each Ordinary Course Professional; and (v) 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.

*[Remainder of page intentionally left blank]*

WHEREFORE the Debtors respectfully request entry of the Proposed Order granting the relief requested herein and such other and further relief as the Court may deem 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

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<b>In re</b>	: Chapter 11
	:
	: Case No. 17-10249 (LSS)
<b>UNITED ROAD TOWING, INC. et al.,</b>	:
	: Jointly Administered
<b>Debtors.<sup>1</sup></b>	:
	: <b>Hearing Date: March 6, 2017 at 11:00 am (ET)</b>
	: <b>Obj. Deadline: February 27, 2017 at 4:00 pm (ET)</b>

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**NOTICE OF MOTION OF DEBTORS FOR AUTHORITY TO EMPLOY  
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

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 *Motion of the Debtors for Authority to Employ Professionals Utilized in the Ordinary Course of Business* (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, 3<sup>rd</sup> 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.

**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**

<sup>1</sup> 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, Inc. (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 & 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.

HONORABLE LAURIE SELBER SILVERSTEIN IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 N. MARKET STREET, 6<sup>TH</sup> 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*

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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**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

-----

<b>In re</b>	:	Chapter 11
	:	
	:	Case No. 17-10249 (LSS)
<b>UNITED ROAD TOWING, INC. <i>et al.</i>,</b>	:	
	:	Jointly Administered
<b>Debtors.<sup>1</sup></b>	:	
	:	Docket Ref. No. ____

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**ORDER AUTHORIZING DEBTORS TO EMPLOY  
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

Upon the motion, dated February 13, 2017 (the “Motion”),<sup>2</sup> of United Road Towing, Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), for (i) authority to establish certain procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (each, an “Ordinary Course Professional” and, collectively, the “Ordinary Course Professionals”), effective as of the Petition Date, without the submission of separate retention applications and issuance of separate retention orders for each individual Ordinary Course Professional and (ii) authority to compensate and reimburse such professionals without individual fee applications, pursuant to sections 105, 327, 328, and 330 of the Bankruptcy Code, as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and

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<sup>1</sup> 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, Inc. (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 & 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.

<sup>2</sup> All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion; and the Court having found and determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their respective estates and creditors; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted.
2. The Debtors are authorized pursuant to sections 105, 327, 328, and 330 of the Bankruptcy Code, to retain, compensate, and reimburse Ordinary Course Professionals, including, without limitation, those professionals listed on the OCP List annexed hereto as **Exhibit 1**, effective as of the Petition Date in accordance with the following approved procedures (the "Procedures"):

- a) At least fourteen (14) days prior to submitting an invoice to the Debtors, Ordinary Course Professional that is an attorney shall file and serve a declaration of disinterestedness substantially in the form annexed hereto as **Exhibit 2-a** (the "Attorney OCP Declaration") and each Ordinary Course Professional that is a non-attorney shall file and serve a declaration of disinterestedness substantially in the form annexed hereto as **Exhibit 2-b** (the "Professional OCP Declaration" together with the Attorney Declaration, an "OCP Disinterestedness"), certifying that the Ordinary Course Professional does not represent or hold any interest adverse to the

Debtors or their estates with respect to the matter(s) on which such professional is to be employed.

- b) Upon receipt of the OCP Declaration, the Debtors will file the same with the Court with a copy served on: (i) Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”), 844 King St., Suite 2207, Wilmington, DE 19801 (Attn: David L. Buchbinder, Esq.), fax: (302) 573-6497, daivd.l.buchbinder@usdoj.gov; (ii) 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; (iii) 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 (iv) attorneys for any official committees appointed in these chapter 11 cases, including the Creditors’ Committee (collectively, the “Reviewing Parties”).
- c) If no objections are filed and properly served within fourteen (14) days following the date of service of the OCP Declaration (the “Objection Deadline”), the Debtors shall be authorized to retain such Ordinary Course Professional as of the Petition Date (or such later date such Ordinary Course Professional commenced providing services to the Debtors after the Petition Date) and pay such Ordinary Course Professional as set forth below.
- d) If an objection is filed and such objection cannot be resolved within twenty-one (21) days after the Objection Deadline, the matter will be scheduled for adjudication by the Court at the next available hearing. The Debtors shall not be authorized to retain and pay such Ordinary Course Professional until all outstanding objections have been withdrawn, resolved, or overruled by order of the Court.
- e) No Ordinary Course Professional may be paid any amount for invoiced fees and expenses until such Ordinary Course Professional has been retained in accordance with these Procedures.
- f) Once the Debtors retain an Ordinary Course Professional in accordance with these Procedures, the Debtors may pay such Ordinary Course Professional 100% of the fees and 100% of the disbursements incurred, upon the submission to, and approval by, the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses actually incurred (without prejudice to the Debtors’ right to dispute any such invoices); provided, however, that the Ordinary Course Professional’s total compensation and reimbursement will not exceed \$25,000 per month on average over any three-month period on a rolling basis (the “Monthly Fee Limit”).

- g) If an Ordinary Course Professional's fees and expenses exceed the Monthly Fee Limit, such Ordinary Course Professional will file a monthly fee application (a "Monthly Fee Application") on account of the excess amount over the applicable limit and apply for compensation and reimbursement of such amount in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other procedures and orders of the Court. Such Ordinary Course Professional will 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* (the "U.S. Trustee Guidelines") in connection with such Monthly Fee Application.
  - h) If the Debtors seek to retain an Ordinary Course Professional not already listed on **Exhibit 1** hereto, the Debtors will file with the Court and serve upon the Reviewing Parties a notice listing those Ordinary Course Professionals to be added to the OCP List (the "OCP List Supplement"), along with the OCP Declaration for any professional so added to the OCP List.
  - i) If no objection to the OCP List Supplement is filed with the Court and served upon the Debtors' counsel, as set forth above, so as to be actually received within fourteen (14) days after the service thereof, the list and the retention of the Ordinary Course Professionals listed therein shall be deemed approved by the Court in accordance with the provisions of this Motion and without the need for a hearing or further Court order. Any Ordinary Course Professionals retained pursuant to the OCP List Supplement will be paid in accordance with the terms and conditions set forth in the paragraphs above.
  - j) For each calendar quarter during the pendency of these chapter 11 cases (each, a "Quarter"), beginning with the Quarter ending March 31, 2017, the Debtors will file with the Court and serve on the Reviewing Parties, no later than thirty (30) days after such Quarter, a statement that will include the following information for each Ordinary Course Professional: (i) the name of the Ordinary Course Professional; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that Ordinary Course Professional during the reported Quarter and aggregate amounts paid since the Petition Date; and (iii) a general description of the services rendered by that Ordinary Course Professional.
3. The OCP Declarations, substantially in the forms annexed hereto as

**Exhibits 2-a and 2-b**, are approved.

4. All Ordinary Course Professionals, with the exception of legal counsel, seeking to be retained pursuant to this Order, must waive any prepetition claims against the Debtors' estates.

5. This Order shall not apply to any professional retained by the Debtors pursuant to a separate order of the Court.

6. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

7. The entry of this Order and approval of the Procedures does not affect the Debtors' ability to (i) dispute any invoice submitted by an Ordinary Course Professional and (ii) retain additional Ordinary Course Professionals from time to time as the need arises, and the Debtors reserve all of their rights with respect thereto.

8. Nothing in the Motion or this Order, or the Debtors' payment of any claims pursuant to this Order, shall be deemed or construed as: (a) an admission as to the validity of any claim or Lien against the Debtors or their estates; (b) a waiver of the Debtors' right to dispute any claim or Lien; (c) an approval or assumption of any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (d) an admission of the priority status of any claim, whether under section 503(b)(9) of the Bankruptcy Code or otherwise; or (e) a modification of the Debtors' rights to seek relief under any section of the Bankruptcy Code on account of any amounts owed or paid.

9. The Debtors are authorized to take all steps necessary or appropriate to carry out this Order.

[continued on the next page]

10. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: \_\_\_\_\_, 2017  
Wilmington, Delaware

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LAURIE SELBER SILVERSTEIN  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 1**

**OCP List**

**List of Ordinary Course Professionals**

<i>Professional</i>	<i>Address</i>	<i>Nature of Services Performed by Professional</i>
AMT Auction Marketing LLC	9418 Almarion Way San Antonio, TX 78250	Auctioneer
Law Office of Bernard F. Crotty, P.C.	9550 Bormet Drive, Suite 302 Mokena, IL 60448	Legal – Defense of damage claims, real estate (leases), general corporate issues
Rene Bates Auctioneers	460 County Line Road 1006 McKinney, TX 75070-5070	Auctioneer
Jackson Lewis, P.C.	400 Capitol Mall, Suite 1600 Sacramento, CA 95814 Attn: Nathan W. Austin Phone: (916) 341-0404 Fax: (916) 341-0141 E-mail: AustinN@jacksonlewis.com	Legal – Employment law and guidance
Toschi, Sidran, Collins & Doyle	7251 West Lake Mead Boulevard, Suite 300 Las Vegas, Nevada 89128 Attn: David R. Sidran, Hayden S. Alfano Phone: (702) 256-5589 Fax: (702)240-4826	Legal – defense, including class action and insurance claims.
BKD LLP	1901 S. Meyers Road, Suite 500 OakBrook Terrace, IL 60181	Auditors and Certified Public Accountants
Sulloway & Hollis P.L.L.C.	40 Westminster Street, Suite 201 Providence, RI 02903	Legal – general liability
Chadwick & Stone, LLP	111 Founders Plaza Suite 1702 East Hartford, CT 06108	Legal – landlord/tenant litigation in CT
DK Law Group, LLP	3155 Old Conejo Road Thousand Oaks, CA 91320	Legal – landlord/tenant litigation in CA

**EXHIBIT 2-a**

**Attorney OCP Declaration**

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

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<b>In re</b>	:	Chapter 11
	:	
<b>UNITED ROAD TOWING, INC. et al.,</b>	:	Case No. 17-10249 (LSS)
	:	
<b>Debtors.<sup>1</sup></b>	:	Jointly Administered
	:	
	:	Docket Ref. No. ____

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**DECLARATION OF DISINTERESTEDNESS BY ATTORNEY USED IN THE  
ORDINARY COURSE OF BUSINESS**

I, \_\_\_\_\_, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a \_\_\_\_\_ of \_\_\_\_\_, located at \_\_\_\_\_ (the “Professional”).

2. United Road Towing, Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), have requested that the Professional provide legal services to the Debtors, and the Professional has consented to provide such services (the “Services”).

3. The Services include, without limitation, the following:

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<sup>1</sup> 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, Inc. (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 & 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.

4. The Professional may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Professional is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in these chapter 11 cases. The Professional does not perform services for any such person in connection with these chapter 11 cases. In addition, the Professional does not have any relationship with any such person, their attorneys, or their accountants that would be adverse to the Debtors or their estates.

5. Neither I nor any principal of or professional employed by the Professional has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Professional.

6. Neither I nor any principal of or professional employed by the Professional, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Professional is to be employed.

7. The Professional [has/has not] provided services to the Debtors prior to the commencement of these chapter 11 cases.

8. The Debtors owe the Professional \$[\_\_\_\_\_] for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code.

9. As of February 6, 2017 (the "Petition Date"), the Professional [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as Exhibit A to this declaration.]

10. The Professional is conducting further inquiries regarding its retention by any creditors of the Debtors, and, upon conclusion of that inquiry, or at any time during the period of its employment, if the Professional should discover any facts bearing on the matters described herein, the Professional will supplement the information contained in this declaration.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.

Dated: \_\_\_\_\_, 2017

\_\_\_\_\_  
Name:  
Title:  
Professional:  
Address:  
Telephone:

**EXHIBIT 2-b**

**Non-Attorney OCP Declaration**

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

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<b>In re</b>	:	Chapter 11
	:	
<b>UNITED ROAD TOWING, INC. et al.,</b>	:	Case No. 17-10249 (LSS)
	:	
<b>Debtors.<sup>1</sup></b>	:	Jointly Administered
	:	
	:	Docket Ref. No. ____

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**DECLARATION OF DISINTERESTEDNESS BY  
PROFESSIONAL USED IN THE ORDINARY COURSE OF BUSINESS**

I, \_\_\_\_\_, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief:

11. I am a \_\_\_\_\_ of \_\_\_\_\_, located at \_\_\_\_\_ (the “Professional”).

12. United Road Towing, Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), have requested that the Professional provide \_\_\_\_\_ services to the Debtors, and the Professional has consented to provide such services (the “Services”).

13. The Services include, without limitation, the following:

\_\_\_\_\_

<sup>1</sup> 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, Inc. (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 & 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.

14. The Professional may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Professional is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in these chapter 11 cases. The Professional does not perform services for any such person in connection with these chapter 11 cases. In addition, the Professional does not have any relationship with any such person, their attorneys, or their accountants that would be adverse to the Debtors or their estates.

15. Neither I nor any principal of or professional employed by the Professional has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Professional.

16. Neither I nor any principal of or professional employed by the Professional, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

17. The Professional [has/has not] provided services to the Debtors prior to the commencement of these chapter 11 cases.

18. The Professional is either not owed any amounts for prepetition services or the Professional has agreed to waive any amounts owed on account of services rendered and expenses incurred prior to the commencement of the chapter 11 cases in connection with the Professional's employment by the Debtors.

19. As of February 6, 2017 (the "Petition Date"), the Professional [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of such agreement is attached as Exhibit A to this declaration.]

20. The Professional is conducting further inquiries regarding its retention by any creditors of the Debtors, and, upon conclusion of that inquiry, or at any time during the period of its employment, if the Professional should discover any facts bearing on the matters described herein, the Professional will supplement the information contained in this declaration.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.

Dated: \_\_\_\_\_, 2017

\_\_\_\_\_  
Name:  
Title:  
Professional:  
Address:  
Telephone: