

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

In re:

NORTHSHORE MAINLAND SERVICES,
INC., *et al.*

Debtors.¹

Chapter 11

Case No. 15-11402 (KJC)

(Jointly Administered)

Proposed Hearing Date:
August 17, 2015 at 11:00 a.m. (ET)

Proposed Objection Deadline:
August 13, 2015 at 12:00 p.m. (ET)

**APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF NORTHSHORE MAINLAND SERVICES, INC., *ET AL.*, FOR ENTRY
OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF WHITEFORD, TAYLOR & PRESTON LLC AS DELAWARE
COUNSEL *NUNC PRO TUNC* TO JULY 14, 2015**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby files this application (the “Application”) for an order, substantially in the form attached hereto as **Exhibit A**, authorizing the retention and employment of Whiteford, Taylor & Preston LLC² (“WTP”) as its Delaware counsel pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local

¹ The debtors in these chapter 11 cases, along with the last four digits of the lead debtor's federal tax identification number, are as follows: Northshore Mainland Services Inc. (9087); Baha Mar Enterprises Ltd.; Baha Mar Entertainment Ltd.; Baha Mar Land Holdings Ltd.; Baha Mar Leasing Company Ltd.; Baha Mar Ltd.; Baha Mar Operating Company Ltd.; Baha Mar Properties Ltd.; Baha Mar Sales Company Ltd.; Baha Mar Support Services Ltd.; BML Properties Ltd.; BMP Golf Ltd.; BMP Three Ltd.; Cable Beach Resorts Ltd.; and Riviera Golf Ventures Ltd. The address of each of the debtors is 8403 Southpark Circle, Suite 670, Orlando, Florida 32819.

² Whiteford, Taylor & Preston LLC operates as Whiteford Taylor and Preston LLP in jurisdictions outside of Delaware. For the avoidance of any doubt, the Committee seeks to employ both Whiteford, Taylor & Preston LLC and Whiteford Taylor & Preston LLP.

Rules”). In support of this Application, the Committee also files the (i) *Declaration of Christopher M. Samis of Whiteford, Taylor & Preston LLC in Support of Application to Retain and Employ Whiteford, Taylor & Preston LLC as Delaware Counsel to the Official Committee of Unsecured Creditors of Northshore Mainland Services, Inc., Nunc Pro Tunc to July 14, 2015* (the “Samis Declaration”), attached hereto as **Exhibit B**, and (ii) *Declaration of J. Mike Williams, Chairperson of the Committee, in Support of Application to Retain and Employ Whiteford, Taylor & Preston LLC as Delaware Counsel to the Official Committee of Unsecured Creditors of Northshore Mainland Services, Inc., et al., Nunc Pro Tunc to July 14, 2015*, attached hereto as **Exhibit C**.

JURISDICTION AND VENUE

1. Pursuant to 28 U.S.C. §§ 157 and 1334, this Court has jurisdiction to consider and grant the relief requested herein. A proceeding to consider and grant such relief 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. The statutory predicates for the relief sought herein are sections 328(a) and 1103(a) of the Bankruptcy Code. Relief is also proper pursuant to Bankruptcy Rule 2014 and the Local Rules.³

BACKGROUND

2. On June 29, 2015 (the “Petition Date”), each of the Debtors filed a voluntary petition with this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

³ Pursuant to Local Rule 9013-1(f), the Committee hereby confirms its consent to the entry of a final order by this Court in connection with this Application if it is later determined that this Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. On July 14, 2015, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee, consisting of the following seven members: (i) Yates-Osprey, a Joint Venture, (ii) Purchasing Solutions International, Inc., (iii) Schadler Kramer Group, LLC dba SK&G, (iv) Suddath Global Logistics Bahamas, LTD, (v) AECOM Technical Services, Inc., (vi) Terracon Consultants, Inc., and (vii) SBE Hotel Management, LLC.

4. On July 14, 2015, the Committee selected Cooley LLP (“Cooley”) as its proposed lead counsel and WTP as its Delaware counsel.

RELIEF REQUESTED AND REASONS THEREFOR

5. By this Application, pursuant to section 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Committee requests entry of the proposed order attached hereto as **Exhibit A**, approving the employment and retention of WTP, *nunc pro tunc* to July 14, 2015, as its Delaware counsel in connection with these chapter 11 cases. By separate application, the Committee is seeking to employ and retain Cooley as lead counsel to the Committee.

6. Pursuant to section 1103(a) of the Bankruptcy Code, the Committee requests that this Court approve the employment of WTP as its Delaware counsel to primarily provide the following services:

- a. providing legal advice regarding local rules, practices, and procedures and providing substantive and strategic advice on how to accomplish Committee goals, bearing in mind that the Delaware Bankruptcy Court relies on Delaware counsel such as WTP to be involved in all aspects of each bankruptcy proceeding;
- b. drafting, reviewing and commenting on drafts of documents to ensure compliance with local rules, practices, and procedures;⁴
- c. drafting, filing and service of documents as requested by Cooley;

⁴ WTP expects that there may be occasions when it will be asked to take the lead on discrete pleadings or matters. In such instances, WTP and Cooley do not expect to duplicate services.

- d. preparing certificates of no objection, certifications of counsel, and notices of fee applications;
- e. printing of documents and pleadings for hearings, preparing binders of documents and pleadings for hearings;
- f. appearing in Court and at any meetings of creditors on behalf of the Committee in its capacity as Delaware counsel with Cooley;
- g. monitoring the docket for filings and coordinating with Cooley on pending matters that may need responses;
- h. participating in calls with the Committee; and
- i. providing additional administrative support to Cooley, as requested.

7. To the extent that WTP is assigned by the Committee, in consultation with Cooley, to perform new matters as requested by the Committee that may be necessary and proper in these proceedings and that are materially different from the above-described services and the services described in the Application, WTP will file a supplemental declaration in accordance with Bankruptcy Rule 2014, as required by Part F.1.c of the Revised UST Guidelines (as defined herein). Cooley and WTP will coordinate closely to ensure that the legal services provided to the Committee by each firm are not duplicative.

8. The Committee selected WTP as Delaware counsel because of the firm's extensive experience and knowledge in the fields of creditors' rights, business reorganizations, restructurings, and liquidations under chapter 11 of the Bankruptcy Code, its expertise, experience and knowledge in practicing before this Court, its proximity to this Court, and its ability to respond quickly to emergency hearings and other emergency matters. It is the Committee's opinion that these abilities will enable it to execute faithfully its duties under the Bankruptcy Code. Further, the Committee believes that WTP is especially well-suited to serve as Delaware counsel due to its attorneys' experience representing creditors' committees in other

large chapter 11 cases pending in the United States Bankruptcy Court for the District of Delaware, including the Nortel and Radioshack cases.

9. WTP has advised the Committee that it intends to apply to the Court for compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any administrative compensation order entered in these cases. The proposed rates of compensation, subject to final Court approval, are the customary hourly rates in effect when services are performed by the attorneys, legal assistants and staff who provide services to the Committee. These hourly rates are subject to periodic adjustment and the Committee has been advised of that fact.

10. The current hourly rates of the WTP professionals anticipated to be primarily staffed on this matter are set forth in the chart below.

Attorney	Status	Hourly Rate
Christopher M. Samis	Partner	\$515
L. Katherine Good	Counsel	\$490
Kaan Ekiner	Associate	\$345
Christine M. McAllister	Paralegal	\$235

11. Consistent with the firm's policy with respect to its other clients, WTP will charge the Committee for all charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, photocopying, facsimiles, travel, business meals, computerized research, postage, witness fees, and other fees related to trials and hearings. Internal costs or overhead cost and document production services (including regular secretarial and word processing time), will not be charged for separately.

12. In addition, as part of the compensation payable to WTP, the Committee agrees that WTP shall be indemnified and be entitled to payment from the Debtors' estates, subject to

approval by the Court pursuant to sections 330 and 331 of the Bankruptcy Code, for any fees, costs or expenses, arising out of the successful defense of any fee application by WTP in these bankruptcy cases in response to any objection to its fees or expenses in these chapter 11 cases

13. Based upon the Samis Declaration filed contemporaneously herewith, the Committee is satisfied that (i) WTP represents no interest adverse to the Committee, the Debtors, their estates, or any other party in interest in the matters upon which it is to be engaged and that its employment is in the best interest of the estates, (ii) WTP has no connection with any attorney employed in the office of the U.S. Trustee, and (iii) WTP has not been paid any retainer against which to bill fees and expenses. To the best of the Committee's knowledge, WTP has no connection with creditors or any other party in interest except as otherwise noted in the Samis Declaration.

STATEMENT REGARDING U.S. TRUSTEE GUIDELINES

14. WTP 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, Local Rules, and any other applicable procedures and orders of the Court. WTP also intends 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 (the "Revised UST Guidelines"), both in connection with this application and the interim and final fee applications to be filed by WTP in these chapter 11 cases.

15. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: No.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: WTP did not represent the Committee or any Committee member in the 12 months prepetition. WTP may represent in the future certain Committee members and/or their affiliates in their capacities as members of official committees in other chapter 11 cases or individually in matters wholly unrelated to these chapter 11 cases.

Question: Has your client approved your prospective budget and staffing plan, and, if so for what budget period?

Response: No. At the time of the filing of this Application, WTP has not yet submitted a prospective budget and staffing plan to the Committee, but it intends to do so and obtain approval of same in advance of this Application's approval.

16. The Committee requests approval of the employment of WTP *nunc pro tunc* to July 14, 2015. Such relief is warranted by the circumstances presented by these cases. The Committee's selection of WTP on July 14, 2015 necessitated that WTP immediately commence work on time-sensitive matters and promptly devote substantial resources to the Debtors' cases pending submission and approval of this Application.

NOTICE AND NO PRIOR APPLICATION

17. Notice of the instant Application will be provided to the following parties: (i) the U.S. Trustee; (ii) counsel for the Debtors; (iv) counsel for the Debtors' proposed postpetition lender; (v) counsel for The Export-Import Bank of China; (vi) counsel for CCA Bahamas Ltd.; and (vi) all parties filing an entry of appearance and request for notices pursuant to Fed. R. Bankr. P. 2002. The Committee submits that under the circumstances, no other or further notice is necessary.

WHEREFORE, the Committee hereby respectfully requests that it be authorized to retain and employ WTP as its Delaware counsel *nunc pro tunc* to July 14, 2015 and that WTP be paid such compensation as may be allowed by this Court, and for such other further relief as is deemed just and proper.

Dated: July 31, 2015

Respectfully submitted,

The Official Committee of Unsecured Creditors
Of Northshore Mainland Services, Inc., *et al.*

J. Mike Williams
Committee Chairperson

By: /s/ J. Mike Williams