

LARSON & ZIRZOW, LLC
ZACHARIAH LARSON, ESQ.
Nevada Bar No. 7787
E-mail: zlarson@lzlawnv.com
MATTHEW C. ZIRZOW, ESQ.
Nevada Bar No. 7222
E-mail: mzirzow@lzlawnv.com
810 S. Casino Center Blvd. #101
Las Vegas, Nevada 89101
Telephone: (702) 382-1170
Fascimile: (702) 382-1169

Proposed Attorneys for Debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

Case No.: BK-S-15-14956-abl
Chapter 11

MARC JOHN RANDAZZA

Debtor.

Date: October 21, 2015
Time: 1:30 p.m.
Courtroom 1

**APPLICATION TO EMPLOY AND RETAIN LARSON & ZIRZOW, LLC AS
ATTORNEYS FOR THE DEBTOR NUNC PRO TUNC TO THE PETITION DATE**

MARC JOHN RANDAZZA, an individual, as debtor and debtor in possession (the “Debtor”), hereby submits his application (the “Application”) to employ and retain Larson & Zirzow, LLC (“L&Z”) as attorneys for the Debtor *nunc pro tunc* to the petition date. This Application is made and based on the points and authorities herein, the *Declaration of Zachariah Larson* (the “Larson Declaration”) filed in support hereof, the papers and pleadings on file herein, judicial notice of which is respectfully requested, and any argument of counsel made at the time of any hearing on this matter.

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Jurisdiction

1. On August 28, 2015 (the “Petition Date”), the Debtor filed his voluntary petition for relief under Chapter 11, title 11 of the United States Code (the “Bankruptcy Code”), thereby commencing the above-captioned bankruptcy case (the “Chapter 11 Case”). The Debtor is authorized to operate as debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No official committees have been appointed in the Chapter 11 Case.

2. The Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Pursuant to LR 9014.2, the Debtor consents to the entry of final orders and judgments by the bankruptcy judge Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

3. The Debtor seeks court approval pursuant to section 327(a) of the Bankruptcy Code to employ and retain L&Z *nunc pro tunc* to the Petition Date as his attorneys in connection with the commencement and prosecution of his Chapter 11 Case. The Debtor requests that the Court approve the retention and compensation of L&Z as his attorneys to perform the legal services that will be necessary during his Chapter 11 Case in accordance with L&Z’s normal hourly rates in effect when the services are rendered and normal reimbursement policies.

Background

4. Debtor is an individual who works as an Attorney. Additional information regarding the Debtor’s business is contained in the *Declaration of Marc John Randazza in Support of Debtor’s Motion Pursuant to 11 U.S.C. §§ 105(a) and 366 for an Order Determining that Adequate Assurance Has Been Provided to the Utility Companies* [ECF No.].

Retention

5. As of June 11, 2015 and June 17, 2015, L&Z entered into multiple Legal Representation Agreements (the “Representation Agreements”) with Debtor. A true and correct copy of the Representation Agreements are attached to the Larson Declaration as Exhibit 1, 2, & 3 thereto. The Representation Agreements provide L&Z’s current hourly rates and current charges for certain expenses.

6. Initially, L&Z was retained for pre-bankruptcy settlement negotiations and to attend a settlement conference. **See Exhibit 1.** The Debtor paid L&Z a flat fee of \$10,000.00 for this engagement.

Scope of Services

1 a. prepare on behalf of the Debtor, as debtor in possession, all necessary or
2 appropriate motions, applications, answers, orders, reports, and other papers in connection
3 with the administration of the Debtor's estate;

4 b. to take all necessary or appropriate actions in connection with a plan of
5 reorganization and related disclosure statement and all related documents, and such
6 further actions as may be required in connection with the administration of the Debtor's
7 estate;

8 c. take all necessary actions to protect and preserve the estate of the Debtor
9 including the prosecution of actions on the Debtor's behalf, the defense of any actions
10 commenced against the Debtor, the negotiation of disputes in which the Debtor is
11 involved, and the preparation of objections to claims filed against the Debtor's estate; and

12 d. perform all other necessary legal services in connection with the
13 prosecution of the Chapter 11 Case.

14 11. It is necessary for the Debtor to employ attorneys to perform the foregoing
15 professional services. Subject to this Court's approval of the Application, L&Z is willing to
16 serve as the Debtor's general bankruptcy counsel to perform the services described.

17 **Disinterestedness**

18 12. Prior to commencing representation of the Debtor herein prepetition, the Debtor
19 disclosed to L&Z his creditors and any other party in interest, or his respective attorneys and
20 accountants to determine any prior or present representation of any creditors or parties in
21 interest. From such initial review, up to and including the preparation of this Application, L&Z
22 has continued to review the information provided by the Debtor to determine any previous or
23 present representations of creditors or parties in interest. L&Z will conduct an ongoing review of
24 its files to ensure that no disqualifying circumstances arise, and if any new relevant facts or
25 relationships are discovered, L&Z will supplement its disclosure to the Court.

26 13. L&Z is a "disinterested person" pursuant to sections 327(a) and 101(14) of the
27 Bankruptcy Code because it is not a creditor, or insider of the Debtor; L&Z is not and was not
28 within two years before the Petition Date affiliated with the Debtor; and L&Z does not have an

1 interest materially adverse to the interests of the estate or, by reason of any direct or indirect
2 relationship to, connection with, or interest in the Debtor or for any other reason.

3 14. Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the
4 “Bankruptcy Rules”), except for the source of the retainer of fees and costs as described
5 hereinafter, L&Z does not have any connections with the Debtor, his creditors, any other party in
6 interest, his respective attorneys or accountants, the United States Trustee, or any person
7 employed in the Office of the United States Trustee. Further, L&Z’s representation of Debtor
8 will not be adverse to the Debtor’s estate.

9 Compensation

10 15. Prior to the Petition Date, L&Z received a retainer in the total sum of \$94,000.00¹
11 for legal services in connection with his Chapter 11 Case as described in the attached
12 Representation Agreements. Of this sum, L&Z billed and was paid the sum of \$26,908.82 prior
13 to the Petition Date, and L&Z currently holds in trust the remainder sum of \$67,091.18 (the
14 “Remaining Retainer”) a portion of which has been allocated pursuant to the Representation
15 Agreements for potential adversary proceedings.

16 16. As set forth in the Representation Agreements, the compensation of L&Z’s
17 attorneys and paraprofessionals are proposed at varying hourly rates as follows:
18 Paraprofessionals at \$175.00 per hour, and Attorneys at \$450.00 per hour. The foregoing are
19 L&Z’s current customary hourly rates, and L&Z respectfully submits that such rates are
20 reasonable. L&Z will also seek reimbursement of its expenses pursuant to its policies set forth in
21 the Representation Agreements, which generally involve passing through all properly
22 reimbursable expenses to the client.

23 17. The Debtor understands that L&Z hereafter intends to apply to the Court for
24 allowance of compensation and reimbursement of expenses in accordance with the applicable

25
26 ¹ As noted herein, \$10,000.00 of this retainer was a flat fee for settlement negotiations prior to the
27 bankruptcy proceeding. \$24,000.00 of the Remaining Retainer is being held in the L&Z’s trust account
28 for a potential adversary case. Should that adversary proceeding not be filed, the Client agrees and
consents to have the \$24,000.00 applied to fees incurred and approved by the Court in the chapter 11
case.

provisions of the Bankruptcy Code, including but not limited to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules of Bankruptcy Practice for the United States District Court for the District of Nevada, and the Guidelines for Professional Compensation established by the Office of the United States Trustee, and further orders of this Court, for all services performed and expenses incurred after the Petition Date. It is further contemplated that L&Z may seek interim compensation during this case as permitted by section 331 of the Bankruptcy Code and Bankruptcy Rule 2016. L&Z understands that its compensation is subject to prior Court approval.

Conclusion

WHEREFORE, the Debtor respectfully requests entry of an order in substantially the form attached hereto as Exhibit 1, thereby authorizing the employment of L&Z as his bankruptcy counsel to render the legal services described herein, with compensation and reimbursement of expenses to be paid as an administrative expense in such amounts as may be allowed by the Court pursuant to the provisions of sections 330 and 331 of the Bankruptcy Code. The Debtor further requests that such approval be granted *nunc pro tunc* to the Petition Date. The Debtor also request such other and further relief as is just and proper.

DATED: September 22, 2015.

/s/ Marc John Randazza
MARC JOHN RANDAZZA
Debtor and Debtor in Possession

Prepared and Submitted by:
LARSON & ZIRZOW, LLC

By: /s/ Zachariah Larson, Esq.
ZACHARIAH LARSON, ESQ.
Nevada Bar No. 7787
MATTHEW C. ZIRZOW, ESQ.
Nevada Bar No. 7222
810 S. Casino Center Blvd. #101
Las Vegas, Nevada 89101

Proposed Attorneys for Debtor

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EXHIBIT “1”

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MARC JOHN RANDAZZA

Debtor.

Date: October 21, 2015
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**ORDER GRANTING APPLICATION TO EMPLOY AND RETAIN
LARSON & ZIROW, LLC AS ATTORNEYS FOR THE DEBTOR
NUNC PRO TUNC TO THE PETITION DATE**

Upon the *Application to Employ and Retain Larson & Zirzow, LLC as Attorneys for the Debtor Nunc Pro Tunc to the Petition Date* (the "Application") [ECF No.] filed by MARC JOHN RANDAZZA, debtor and debtor in possession (the "Debtor"), by and through his proposed attorneys, the law firm of Larson & Zirzow, LLC (hereafter "L&Z"), and the *Declaration of Zachariah Larson, Esq.* [ECF No.] submitted in support of the Application; notice of the Application having been proper; the Court having reviewed and considered the

Application and all matters submitted therewith; the Application having come on for hearing at the above-stated date and time; the Court having stated its findings of fact and conclusions of law on the record at the hearing, which are incorporated herein by reference pursuant to Rules 7052 and 9014 of the Federal Rules of Bankruptcy Procedure; and good cause appearing;

IT IS HEREBY ORDERED:

1. The Application is approved *nunc pro tunc* to the Petition Date of August 28, 2015;

2. Pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, the Debtor's retention of L&Z as its attorneys in accordance with L&Z's normal hourly rates and disbursement policies as set forth in the Larson Declaration is approved; and

3. L&Z shall apply for compensation and reimbursement in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice for the United States District Court for the District of Nevada, the Guidelines for Professional Compensation established by the Office of the United States Trustee, and such other procedures as may be fixed by order of this Court.

IT IS SO ORDERED.

PREPARED AND SUBMITTED:

LARSON & ZIRZOW, LLC

By: /s/ Zachariah Larson, Esq.
LARSON & ZIRZOW, LLC
ZACHARIAH LARSON, ESQ.
Nevada Bar No. 7787
MATTHEW C. ZIRZOW, ESQ.
Nevada Bar No. 7222
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Attorneys for Debtor

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LR 9021 CERTIFICATION

In accordance with LR 9021, counsel submitting this document certifies that the order accurately reflects the court's ruling and that (check one):

☐ The court has waived the requirement set forth in LR 9021(b)(1).

☒ No party appeared at the hearing or filed an objection to the motion.

☐ I have delivered a copy of this proposed order to all counsel who appeared at the hearing, and each has approved or disapproved the order, or failed to respond, as indicated below:

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☐ I certify that this is a case under Chapter 7 or 13, that I have served a copy of this order with the motion pursuant to LR 9014(g), and that no party has objected to the form or content of the order.

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