

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

<p>In re</p> <p>ABC Dentistry, P.A., et al.¹</p> <p style="text-align: center;">Debtors.</p>	§ § § § § § § § § §	<p>Chapter 11</p> <p>Case No. 16-34221</p> <p>Jointly Administered</p>
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**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF
BAKER BOTTS L.L.P. AS COUNSEL FOR THE DEBTORS AND DEBTORS
IN POSSESSION EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Baker Botts L.L.P. (“Baker Botts”) as their counsel effective *nunc pro tunc* to the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), after reviewing the Application and the Declaration of Omar J. Alaniz, a partner at Baker Botts (the “Alaniz Declaration”), the Court hereby finds:

- A. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334;
- B. The Application is a core proceeding pursuant to 28 U.S.C. § 157(b);
- C. Venue of this proceeding and the Application in this district is proper pursuant to

28 U.S.C. §§ 1408 and 1409;

¹ The Debtors in these chapter 11 cases are: ABC Dentistry, P.A.; ABC Dentistry West Orem, P.L.L.C.; and ABC Dentistry Old Spanish Trail, P.L.L.C.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

D. Based on the representations made in the Application and in the Alaniz Declaration, (a) Baker Botts does not hold or represent an interest adverse to the Debtors' estates and (b) Baker Botts is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code;

E. The relief requested in the Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest;

F. The Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required;

G. The Court reviewed the Application and heard statements in support of the Application at a hearing held before the Court (the "Hearing");

H. The legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and

I. Any objections to the relief requested herein have been withdrawn or overruled on the merits.

Therefore, after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Debtors are authorized to retain and employ Baker Botts as their counsel *nunc pro tunc* to the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as Exhibit 1.

2. Baker Botts is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Baker Botts will render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court, any appellate courts, or other courts such as state courts, to represent the interests of the Debtors' estates, including any representation related to Adversary Proceeding No. 16-03193;
- i. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- j. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

3. Baker Botts 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.

4. Notwithstanding anything in the Engagement Letter to the contrary, Baker Botts may, but is not required to, apply any remaining amounts of its prepetition retainers as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Baker Botts.

5. Baker Botts shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Baker Botts to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

6. Baker Botts may charge the Debtors' estate at the preferred rates as described in the Alaniz Declaration, including any yearly increases to Baker Botts' preferred rates. All parties, including the U.S. Trustee retain all rights to object to any fees that Baker Botts seeks based on the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any of Baker Botts' fee applications under the reasonableness standard under section 330 of the Bankruptcy Code.

7. The Debtors and Baker Botts are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

8. To the extent the Application, the Alaniz Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry to avoid immediate and irreparable harm as that phrase is used in Rule 6003. The enforceability of this Order shall not be limited notwithstanding the possible applicability of Bankruptcy Rule 6004, 7062, or 9014.

10. This Order, and all acts taken in furtherance or reliance thereon, shall be effective notwithstanding any objection until further order of this Court.

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

Dated:

The Honorable Marvin Isgur
United States Bankruptcy Judge