UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY (NEWARK)
Caption in compliance with D.N.J. LBR 9004-1(b)

ARENT FOX LLP
Russell P. McRory (*pro hac vice admission pending*)
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Proposed Special Automotive Counsel to the Debtors

In re: **ALTOMARE AUTO GROUP, LLC, d/b/a UNION VOLKSWAGEN,** Debtor.	Chapter 11 Case No.: 16-22376 Honorable John K. Sherwood
In re: **ALTOMARE 22 UNION, LLC,** Debtor.	Case No.: 16-22628 (Jointly Administered)

Recommended Local Form: □ Followed ☒ Modified

CERTIFICATION OF RUSSELL P. McRORY IN SUPPORT OF APPLICATION FOR NUNC PRO TUNC RETENTION OF ARENT FOX LLP AS SPECIAL AUTOMOTIVE COUNSEL TO THE DEBTORS

I, Russell P. McRory, Esq., being of full age, certify as follows:

1. I am seeking authorization for: Arent Fox LLP to be retained as special automotive counsel to the Debtors.

2. My professional credentials include: I am an attorney and am admitted to practice law in the State of New York. I am also admitted *pro hac vice* to practice in the State of New Jersey.

3. I am a member the firm of: Arent Fox LLP ("Arent Fox"), located at 1675 Broadway, New York, NY 10019 with offices in Washington DC; Los Angeles, CA; San Francisco, CA; and St. Louis, MO.

4. The proposed arrangement for compensation, including hourly rates, if applicable, is as follows: Arent Fox has not agreed to share (a) any compensation it may receive with another party or person, other than with the partners and associates of Arent Fox, or (b) any compensation another person or party has received or may receive.

Subject to this Court's approval in accordance with section 330(a) of the Bankruptcy Code, Arent Fox will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates for services of this type and nature and for this type of matter in effect on the date such services are rendered, and for its actual, reasonable, and necessary out-of-pocket disbursements incurred in connection therewith.

The following are Arent Fox's current hourly Rates for work of this nature:

(a)	Partners:	$590-$965
(b)	Of Counsel:	$470-$940
(c)	Associates:	$330-$615
(d)	Paraprofessionals:	$180-$335

The rates set forth above are subject to periodic review and adjustment and are set at a level designed to compensate Arent Fox fairly for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Generally, the rates are subject to an increase at the beginning of each calendar year.

It is Arent Fox's policy to charge its clients in all areas of practice for all other expenses incurred in connection with their clients' cases. The expenses charged to clients include, among other things, conference telephone, telecopier and other charges, mail and express and overnight mail charges, special or hand delivery charges, photocopying charges, travel expenses, expenses for "working meals," computerized research, and transcription costs. Arent Fox will charge the Debtor's estate for these expenses in a manner and at rates consistent with charges made generally to Arent Fox's other clients. Arent Fox believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

Arent Fox intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and applicable procedures and Orders of this Court. Compensation will be payable to Arent Fox in compliance with the above rules and provisions, on an hourly basis, plus reimbursement of actual and necessary costs and expenses incurred by Arent Fox. It may become necessary for Arent Fox to redact privileged portions of invoices submitted to the Court in connection with its seeking allowance of compensation. In such a case, Arent Fox will supply non-redacted copies of the invoices and applications to the Court and the U.S. Trustee.

As of June 26, 2016, Arent Fox was owed the sum of $83,296.44 by the Debtors in connection with legal services rendered pre-petition. As of June 29, 2016, Arent Fox was owed the same sum by the Debtors, $83,296.44, in connection with legal services rendered pre-petition. Since June 26, 2016, Arent Fox performed legal services to the Debtors of $45,383.47 in connection

with the services rendered post-petition and $3,529.47 in connection with the actual and necessary expenses incurred post-petition. Such outstanding fees and expenses owed to Arent Fox are not a bar to Arent Fox's retention as special automotive counsel to represent the Debtors under Section 327(e) of the Bankruptcy Code.

Arent Fox did not receive a retainer with respect to its proposed representation of the Debtors. Arent Fox received payments from the Debtors in the total amount of $56,511.54 during the 90-day period before June 26, 2016. Such sum of $56,511.54 also represents the total amount of payments that Arent Fox received from the Debtors during the 90-day period before June 29, 2016.[1]

5. To the best of my knowledge, after reasonable and diligent investigation, my connection with the debtors, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, is as follows:

☒ None

□ Describe connection: _____

6. To the best of my knowledge, after reasonable and diligent investigation, the connection of my firm, its members, shareholders, partners, associates, officers and/or employees with the debtor(s), creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, is as follows:

☒ Describe connection:

Arent Fox has submitted a list of the creditors and other parties-in-interest in these cases (the "Parties-In-Interest") to its conflict check system. A list of the Parties-in-Interest submitted to the conflict check system is attached hereto as **Exhibit 1**. Arent Fox does not represent, or have any other connection with any of the Parties-in-Interest listed on **Exhibit 1**, except as disclosed in **Exhibit 2** annexed hereto, and as follows: Arent Fox, and, specifically, the undersigned, previously represented Carmine DeMaio ("Mr. DeMaio"), who, along with CTE2 LLC and CTE2 Land LLC (collectively, along with Mr. DeMaio, the "Purchasers"), is acquiring the Union Dealership from the Debtors. The undersigned's prior representation of Mr. DeMaio was in connection with a matter unrelated to the Purchasers' acquisition of the Union Dealership. Both Mr. DeMaio and Debtors have provided letters waiving any conflict related to the undersigned's prior representation of Mr. DeMaio.

In addition, Arent Fox represented Tony Altomare, Altomare Auto Group, LLC and Altomare 22 Union, LLC in a case filed in Union County New Jersey Superior Court in 2016 entitled, *AUA Union I, LLC v. Altomare Auto Group, LLC, Altomare 22 Union, LLC, Antonio Altomare, Fil, Inc., and John Does 1 through 10*, No. UNL-L-0959-16. On August 10, 2016, the parties stipulated to dismiss the action with prejudice, and such stipulation is awaiting entry from the Court.

[1] The Debtors' Schedules indicate that "Ardent Fox" (sp.) received $58,194.00 during the 90 day period before the Petition Date.

Arent Fox appears in cases, proceedings, and transactions involving a substantial number of different attorneys, accountants, financial consultants, and investment bankers, some of whom now, or may in the future, represent creditors or Parties-In-Interest in these cases. The Office of United States Trustee appears in each bankruptcy matter that Arent Fox appears. Aside from this, and unless otherwise disclosed herein, there is no known connection with the Office of United States Trustee or any of its attorneys.

To the extent that the above-described search indicated that Arent Fox has a relationship with any searched entity, **Exhibit 2** contains a list of the Parties-in-Interest or their affiliates that Arent Fox has any connection to, including those it represented, currently represents, or are or were adverse to Arent Fox in matters wholly unrelated to the Debtors and their estates.[2] As disclosed in **Exhibit 2**, Arent Fox and its partners, counsel, and associates have in the past represented, currently represent, and may in the future represent entities that are creditors of the Debtors, or other parties-in-interest in the Debtors' Chapter 11 cases in matters unrelated to these cases. Arent Fox has not, and will not, represent any creditors of the Debtors or other parties-in-interest in connection with the Debtors or these cases, or have any relationship with any such entity which would be adverse to the Debtors or their estates.

7. To the best of my knowledge, my firm, its members, shareholders, partners, associates, officers and/or employees and I (check all that apply):

X do not hold an adverse interest to the estate.

X do not represent an adverse interest to the estate.

X are disinterested under 11 U.S.C. § 101(14).

X do not represent or hold any interest adverse to the debtor or the estate with respect to the matter for which I will be retained under 11 U.S.C. § 327(e).

□ Other. Explain: _____

8. If the professional is an auctioneer,

a. A surety bond in accordance with D.N.J. LBR 2014-1(B)(2) is attached.

□ Yes □ No

b. My qualifications and previous experience as an auctioneer include: N/A.

c. Have you or any member of your firm ever been convicted of any criminal offense, other than motor vehicle violations? □ Yes □ No

[2] The information contained on Exhibit 2 includes Arent Fox's current state of knowledge based on the current information reasonably available regarding relationships with Parties-In-Interest. If additional information is obtained or uncovered regarding any potential relationships with Parties-In-Interest, then further disclosures will be made to the extent necessary.

If yes, explain: _____

9. If the professional is an auctioneer, appraiser or realtor, the location and description of the property is as follows: N/A.

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Date: September 21, 2016

Respectfully submitted,

By: _____

Russell P. McRory (*pro hac vice admission pending*)
ARENT FOX LLP
1675 Broadway
New York, NY 10019

Exhibit 1

Schedule of Searched Parties

Debtors
Altomare Auto Group, LLC dba Union Volkswagen
Altomare 22 Union, LLC
Anthony Altomare (Managing Member and Owner)

Debtors' Professionals
Wasserman, Jurista & Stolz, P.C. (Lead Counsel)
BMC Group, Inc. (Noticing & Balloting Agent)
D.T. Murphy & Company (Automotive Consultants)
Withum Smith & Brown (Accountant)

Creditor Matrix
10 Missions Media
410 Clermont Terrace Company (Union, NJ)
ABC Firelife
AJR International (Glendale Heights, IL)
Alexander Seabra
Alldata (Elk Grove, CA))
American Wear
Andres Branco-Rodriguez
Arnum Wapples
Autobytel (Los Angeles, CA)
Autopart (Boston, MA)
Autopoint (South Jordan, UT)
Autotrader.com
Autozone
Bank of the West
BC Tire (Piscataway, NJ)
Benham's Garage
Bisogno, Loeffler & Zelley, LLC
Brandon Cleaning
Brass Castle Import Salvage
Bronx Glass
Brooke Emery
Buywise Auto Parts
Capital One Auto Finance
Car.com
Carfax
Carsdirect
CDK Global
Celso Castro
Central Collection (Baltimore, MD)
Chip Master
Christopher Oluwaseun Awe

Classic Auto Service (Union, NJ)
Classified Ventures (Chicago, IL)
Cleanedge (Baltimore, MD)
ConnectOne Bank
Costco
Cyberweld (Linden, NJ)
Darren J. Del Sardo, Esq.
Del Sardo & Montanari, LLC
DCH Millburn Audi
Dealer Rater
DMT Automotive (Springfield, NJ)
Douglas Volkswagen
Dunkin Donuts
Ehtisham Sayyed
Every Car Listed
Expert Scratch & Chip Corp.
Factory Motor Parts (Minneapolis, MN)
Federal Fire (Berkeley Heights, NJ)
Fedex
Filterfresh
Flagship Credit Accepable, LLC
Flemington BMW
Flemington Chevrolet
Flemington Chrysler
Flemington Ditschman
Flemington Nissan
Flemington Porsche
Forrest & Blake Marketing
Grazyna Kosieki
Great American Business Products
Greg Killian
Heartland Business Credit
Ideal Image, Inc.
IHeart Radio
Image Systems
IP Networked Services
It's Easy Out of State MV
J. Esposito (Toms River, NJ)
Jasmine Reyes
Brian L. Katz, Esq.
Dansky Katz Ringold York
Jennifer Santos
Jim Moran & Associates (Dallas, TX)
JMK Fiat
John Nix (Piscataway, NJ)
Juaquadah Cox
Karsay Coffee

Keytrak (Houston, TX)
Lash VW (White Plains, NY)
Law Office of John McGovern
Leonardo Tilesio
Lightning Mechanical (Maplewood, NJ)
Linden Volkswagen
LKQ Potomac German Auto
Lorco Petroleum Services
McCoy Motorsports
Metropolitan (Chanhassen, MN)
Michael Power, Esq. (Glen Mills, PA)
Power & Associates PC
Micro Graphic (Saddle Brook, NJ)
Missions Media (Saint Paul, MN)
MMG Collections
Multi Subaru (Union, NJ)
Nadiya Lukyanenko
New England Car Co.
New Millennium 3000 Auto Center (Elizabeth, NJ)
Nextgear Capital
Nick Stroboulis
NJ Car (Trenton, NJ)
Northside Imports (Edison, NJ))
OEC Connection
One Command
Paola Candamil
Patrick Codjoe
Peak Performance (Agoura Hills, CA)
Peotter's Auto Body
Quality Auto Glass
RCC Services, LLC
Redicare (Valley Cottage, NY)
Redline (Haddonfield, NJ)
Republic Services (New Brunswick, NJ)
Reydel Volkswagen
Rhett Omark
Ricoh/Wells Fargo Financial Service
Riverside (Hawthorne, NJ)
S. Brown & Associates, Inc.
Safety-Kleen Corporation
Santander Consumer USA, Inc.
Sarah Brand
Schiller & Pittenger, P.C.
Seat Surgeon
Shred It
Siegel (Breinigsville, PA)
Smart Water

Snap On (Chicago, IL)
Staples Advantage
State of New Jersey Sales & Use Tax
State of New Jersey Division of Taxation
Stephne Abo
Steven Kallert (Union, NJ)
Sunoco
The Mironov Group, LLC
The Warranty Group (Chicago, IL)
Thomas Greco (Nutley, NJ)
Time Fastener CP, Inc.
Tire Management, LLC
Tire Rack Wholesale
Township of Union NJ
Tradepending (Chapel Hill, NC)
Travelers Insurance
True Car (Pasadena, CA)
TSD Rental (North Andover, MA)
Unique Alloy (South Amboy, NJ)
United Radio (East Syracuse, NY)
United Service Workers Union (Briarwood, NY)
US Coffee (Hicksville, NY)
V Auto (Atlanta, GA)
Veldman's Auto Parts, Inc.
Viking Pest Control
WASCO Auto Supply
Wheel Fix It (Freeport, NY)
Wurth USA (Boston, MA)

Litigation
David L Felix
Luis M. Felix
Michelle Lamotta (Little Falls, NJ)
Fil, Inc.
Brad Anderson Gemelli
Carlos Buenano
Park Avenue Union, L.L.C.
Cooper Levenson, P.A. (*Local counsel to VW and VW Credit in NJ State Court Lawsuit*)
Volkswagen Group of America, Inc., d/b/a Volkswagen of America, Inc.
VW Credit, Inc.
Barack Ferrazzano Kirschbaum & Nagelberg LLP (*National counsel to VW and VW Credit in NJ State Court Lawsuit*)
Teschon, Riccobene & Siss, P.A. (*Counsel to Park Ave Union in NJ State Court Lawsuit*)

Judges
Honorable John K. Sherwood (*US Bankruptcy Judge*)
Honorable Mark P. Ciarrocca (*NJ State Court Judge*)

Honorable Thomas J. Walsh (*NJ State Court Judge*)
Honorable Kathryn C. Ferguson, Chief Judge
Honorable Andrew B. Altenburg, Jr.
Honorable Christine M. Gravelle
Honorable Vincent F. Papalia
Honorable Jerrold N. Poslusny, Jr.
Honorable Michael B. Kaplan
Honorable Rosemary Gambardella
Honorable Stacey L. Meisel

US Trustee
Martha Hildebrandt, Assistant U.S. Trustee
Adela Alfaro, Paralegal Specialist
Michael W. Aponte, Paralegal Specialist
Kirsten K. Ardelean, Bankruptcy Analyst
Francyne D. Arendas, Bankruptcy Analyst
Michael Artis, Trial Attorney
Peter J. D'Auria, Trial Attorney
Ivette Gerhard, Secretary (OA)
Rosemarie Giles, Legal Assistant (Bankruptcy/OA)
Tia Green, Legal Assistant (Bankruptcy/OA)
Mitchell B. Hausman, Trial Attorney
Joseph C. Kern, Bankruptcy Analyst
Daniel C. Kropiewnicki, Bankruptcy Analyst
Brenda J. Naughton, Paralegal Specialist
Tina L. Oppelt, Paralegal Specialist
Robert J. Schneider, Jr., Trial Attorney
Jeffrey Sponder, Trial Attorney
Fran B. Steele, Trial Attorney
James Stives, Paralegal Specialist
Benjamin Teich, Trial Attorney
William J. Ziemer, Bankruptcy Analyst

Notice of Appearance
Riker Danzig Scherer Hyland & Perretti LLP (*Attorneys for ConnectOne Bank*)
TIMCO, Inc.
The Law Offices of Bruce E. Baldinger (*Counsel to TIMCO, Inc.*)
Barack Ferrazzano Kirschbaum & Nagelberg LLP (*Attorney for Volkswagen Group of America, Inc., d/b/a Volkswagen of America, Inc.*)
Michael LaMotta
Debra K. LaMotta
Becker LLC (*Counsel to Michael LaMotta, Debra K. LaMotta & Fil, Inc.*)
Saiber LLC (*Attorneys for The Warranty Group*)
Christine R. Etheridge, Bankruptcy Administration (On behalf of *Wells Fargo Vendor Financial Services, LLC fka GE Capital Information Technology Solutions c/o A Ricoh USA Program fka Ikon Financial Services*)
Cooper Levenson, P.A. (*Attorney for Volkswagen Group of America)*

Chiesa Shahinian Giantomasi PC (*Attorney for Bank of the West*)
Politan Law, LLC (*Attorneys for Michele LaMotta*)

Purchasers
Carmine DeMaio
CTE2 LLC
CTE2 Land LLC

EXHIBIT 2[1]

Connection Party	**Arent Fox Relationship**
Altomare Auto Group, LLC d/b/a Union Volkswagen	Current Client
Altomare 22 Union, LLC	Current Client
Anthony Altomare	Current Client
Autopart	Former Adverse Party
Autopoint (South Jordan, UT)	Current & Former Adverse Party; Current & Former Other Interested Party
Autozone	Current & Former Adverse Party; Former Other Interested Party
Barack Ferrazzano Kirschbaum & Nagelberg LLP	Current Client Friendly; Former Adverse Party
Becker LLC	Former Other Interested Party
Benjamin Teich, Trial Attorney Brenda J. Naughton, Paralegal Specialist Daniel C. Kropiewnicki, Bankruptcy Analyst Francyne D. Arendas, Bankruptcy Analyst James Stives, Paralegal Specialist Joseph C. Kern, Bankruptcy Analyst Michael W. Aponte, Paralegal Specialist Rosemarie Giles, Legal Assistant (Bankruptcy/OA) Tia Green, Legal Assistant (Bankruptcy/OA) Tina L. Oppelt, Paralegal Specialist	Current Other Interested Party
BMC Group, Inc.	Current Client; Current Client Friendly; Current Other Interested Party

[1] Party relationships are classified as: (i) Client; (ii) Former Client (no active matters are attributed to the client because all amounts have been billed and the entity or individual is no longer considered a client); (iii) Adverse; (iv) Other Interested Party (a party that is not a Client, a Former Client, Client Friendly or Adverse); (v) Client Friendly (a party who refers a client to Arent Fox; an affiliate of the client; possibly an officer or party who is not adverse to the client; or a party who is generally aligned with the Arent Fox client); (vi) Current Creditor (a party who is involved in another bankruptcy case involving an appearance by Arent Fox); (vii) Consumer Connection (a party with whom Arent Fox attorneys have some *de minimus* or consumer level connection, e.g., phone service, credit card or other personal goods or services); or (viii) Arent Fox Vendor (a party to whom Arent Fox has issued a check, settlement payment, or paid for goods and services in the course of business). Due to the extent and numerosity of (vii) and (viii) no effort has been undertaken to identify all such parties.

Connection Party	**Arent Fox Relationship**
Brian L. Katz, Esq.	Current & Former Adverse Party
Brooke Emery	Former Other Interested Party
Capital One Auto Finance	Current Adverse Party; Current and Former Other Interested Party
Carmine DeMaio	Current Client; Current Client Friendly
Chiesa Shahinian Giantomasi PC	Current Other Interested Party
Costco	Former Client; Former Client Friendly; Current & Former Other Interested Party; Current & Former Adverse Party
David L Felix	Current Client Friendly
Dunkin Donuts	Former Client; Former Client Friendly; Former Adverse Party
Factory Motor Parts	Current Other Interested Party
FedEx Corporation (FedEx)	Current Client; Current & Former Client Friendly; Current & Former Other Interested Party; Former Adverse Party
Filterfresh	Former Adverse Party
Fil, Inc.	Other Interested Party
Flemington BMW	Current Adverse Party
Flemington Nissan	Current Adverse Party
Flemington Porsche	Current Adverse Party
Honorable Michael B. Kaplan	Former Client; Current and Former Client Friendly; Current Adverse Party
Jim Moran & Associates (Dallas, TX)	Current & Former Client Friendly; Current Other Interested Party
Judge Thomas J. Walsh (NJ State Court Judge)	Former Client Friendly; Former Adverse Party
Karsay Coffee	Former Other Interested Party

Connection Party	**Arent Fox Relationship**
Fran B. Steele, Trial Attorney Martha Hildebrandt, Assistant U.S. Trustee Michael Artis, Trial Attorney Mitchell B. Hausman, Trial Attorney Peter J. D'Auria, Trial Attorney	Current & Former Other Interested Party
Park Avenue Union, L.L.C.	Adverse Party; Other Interested Party
Ricoh USA Inc.	Current Other Interested Party
Robert J. Schneider, Jr., Trial Attorney	Former Other Interested Party
Safety-Kleen Corporation	Current & Former Adverse Party; Former Other Interested Party
Santander Consumer USA, Inc.	Current & Former Adverse Party; Current & Former Other Interested Party
Shred It	Current & Former Other Interested Party
Snap On	Former Adverse Party; Former Other Interested Party
Staples Advantage	Former Adverse Party; Current & Former Other Interested Party
State of New Jersey Division of Taxation	Former Adverse Party; Current & Former Other Interested Party
Sunoco	Current & Former Adverse Party; Former Other Interested Party
Timco	Former Client
Travelers Insurance	Current & Former Adverse Party; Former Other Interested Party
United Radio	Former Adverse Party; Former Other Interested Party Bankruptcy
Volkswagen AG	Adverse Party; Other Interested Party
Volkswagen Group of America, Inc., d/b/a Volkswagen of America, Inc.	Adverse Party; Other Interested Party
VW Credit, Inc.	Adverse Party; Other Interested Party

Connection Party	**Arent Fox Relationship**
Wells Fargo Financial Services	Wells Fargo Bank, N.A., Wells Fargo & Company, and LSH Company by and through Wells Fargo Bank, are Current Clients of Arent Fox. The work performed by Arent Fox for Wells Fargo Bank, N.A., Wells Fargo & Company, and LSH Company by and through Wells Fargo Bank is unrelated to the Debtors. Current and Former Client; Current & Former Client Friendly; Current & Former Adverse Party; Current & Former Other Interested Party; Former Co-Party