Paul Sala, State Bar #11693
Thomas Allen, State Bar #11160
ALLEN, SALA & BAYNE, PLC
1850 N. Central Ave. Suite 1150
Phoenix, Arizona 85004
Ofc: (602) 256-6000
Fax: (602) 252-4712
Email: psala@asbazlaw.com
tallen@asbazlaw.com

Attorneys for The Official
Joint Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT

DISTRICT OF ARIZONA

In re: DEWEY RANCH HOCKEY, LLC, COYOTES HOLDINGS, LLC, COYOTES HOCKEY, LLC, and ARENA MANAGEMENT GROUP, LLC, Debtors. This filing applies to: ☒ All Debtors.	CHAPTER 11 Case No. 2:09-bk-09488-RTBP (Jointly Administered) **APPLICATION FOR AUTHORITY TO RETAIN BRYAN CAVE, PLC AS SPECIAL COUNSEL FOR THE OFFICIAL JOINT COMMITTEE OF UNSECURED CREDITORS**

The Official Joint Committee of Unsecured Creditors ("Committee"), pursuant to 11 U.S.C. § 327(e) and Rules 2014(a) and 2016(a), Federal Rules of Bankruptcy Procedure, requests that this Court enter an Order authorizing the retention of Bryan Cave LLP ("Bryan Cave") as its special counsel in the above-captioned case. This Application is supported by the *Verified Statement of Edward M. Zachary, Esq. in Support of the Committee's Application for Entry of Order Authorizing the Employment of Bryan Cave, LLP as Special Counsel to The Official Joint Committee of Unsecured Creditors* (the "Verified Statement") filed by the Committee concurrently herewith and all other germane matters of record in the case. In support of this Application, the Committee respectfully represents as follows:

///

///

JURISDICTION

1. This Court has jurisdiction over this case and this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A). Venue is proper in this district pursuant to 28 U.S.C. § 1409(a).

2. The statutory predicates for the relief requested are 11 U.S.C. §§ 105(a) and 327(e), and Rules 2014(a) and 2016(a), Federal Rules of Bankruptcy Procedure.

BACKGROUND

3. On May 5, 2009, ("Petition Date") Dewey Ranch Hockey, LLC, Coyotes Holdings, LLC, Coyotes Hockey, LLC, and Arena Management Group, LLC (collectively, the "Debtors"), filed voluntary petitions in this Court for reorganization relief under Chapter 11 of Title 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"). Debtors continue to operate their businesses and manage their properties as debtor-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

4. On May 19, 2009, the Court approved the Debtors' employment of Bryan Cave as conflicts counsel as of the Petition Date to represent them in certain components of the Chapter 11 cases.

5. On September 23, 2009, this Court entered the *Stipulated Order Regarding Assignment of Debtors' Claims Against Insiders and Affiliates Thereof to the Official Joint Committee of Unsecured Creditors* (the "Stipulated Order Assigning Insider Claims"), a copy of which is attached hereto as **Exhibit "A"**.

LEGAL ARGUMENT

6. By separate Application, the Committee has employed Allen, Sala & Bayne, PLC ("ASB") as their general bankruptcy and restructuring counsel. The Committee expects that ASB will handle substantially all contested matters, adversary proceedings, negotiations, and other aspects of these Chapter 11 cases.

7. The Committee wishes to retain and employ Bryan Cave as its special counsel with respect to the Insider Claims Matters outlined in the Stipulated Order Assigning Insider Claims ("Insider Claims Matters"). Pursuant to this Application, the Committee respectfully

requests that this Court enter an order authorizing the Committee to employ and retain Bryan Cave as its special counsel pursuant to Section 327(e) of the Bankruptcy Code, subject to interim and final approval of Bryan Cave's fees and expenses under Sections 331 and 330 of the Bankruptcy Code, respectively.

8. Bryan Cave is well-suited to represent the Committee in the Insider Claims Matters, as they have the experience and resources to provide the legal services identified above. The Committee will coordinate the involvement of ASB and Bryan Cave to avoid undue expense to the bankruptcy estate. Thus, the Committee believes that the employment of Bryan Cave is in the best interests of the Debtors, their estate, and all creditors.

9. The professional services proposed to be provided by Bryan Cave include, without limitation, the following:

A. Advising and representing the Committee in specified and discrete legal matters, including contested matters and adversary proceedings in which ASB may have a conflict or otherwise is unable to represent the Committee; and

B. Performing such other legal services as may be requested by the Committee, for reasons of efficiency or otherwise.

10. To the best of the Committee's knowledge, information, and belief, Bryan Cave does not have any connection with the Committee, the Debtors, any other parties in interest, or their respective attorneys and accountants, other than as stated in the Verified Statement. As set forth in the Verified Statement, Bryan Cave was previously retained by the Debtors in this case to act as conflict counsel to the Debtors. In that capacity, Bryan Cave conducted certain analysis regarding the potential liability of Jerry Moyes and other insiders. Bryan Cave has not shared its analysis with the Debtor or Mr. Moyes. The Committee asserts that neither Bryan Cave's prior employment as conflict counsel, nor any of the information disclosed in the Verified Statement precludes Bryan Cave from representing the Committee herein.

11. In accordance with Section 327 of the Bankruptcy Code, Bryan Cave does not represent in these cases any other entity which has any adverse interest herein, and Bryan Cave

will not represent any such entity in these Chapter 11 cases during Bryan Cave's employment as special counsel for the Committee, other than as stated in the Verified Statement.

12. Bryan Cave's requested compensation for professional services rendered to the Committee will be based upon the hours actually expended by each assigned professional at each professional's hourly billing rate. Further details regarding professional fees and expenses are set forth in the Verified Statement.

13. In light of this Court's September 30, 2009 ruling, the Committee believes that the Insider Claims Matters must be addressed immediately, and, accordingly, asserts that the employment of Bryan Cave qualifies for immediate relief under Federal Rule of Bankruptcy Procedure 6003.

WHEREFORE, the Committee respectfully requests that the Court enter an Order:

A. Authorizing and approving the employment of Bryan Cave, PLC as special counsel for the Committee; and

B. Granting such other and further relief as the Court deems just and proper under the circumstances of these cases.

RESPECTUFLLY SUBMITTED this 5th day of October, 2009.

THE OFFICIAL JOINT COMMITTEE OF UNSECURED CREDITORS

/s/ R. Taylor Burke, Jr.
R. Taylor Burke, Jr., Chairman

PREPARED AND SUBMITTED BY:

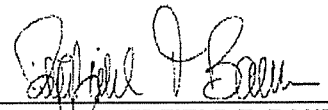
ALLEN, SALA & BAYNE, PLC

/s/ THA #11160
Paul Sala
Thomas H. Allen
1850 N. Central Ave. Suite 1150
Phoenix, Arizona 85004
Attorneys for The Official Joint Committee
Of Unsecured Creditors

Exhibit "A"

SO ORDERED.

Dated: September 23, 2009



REDFIELD T. BAUM, SR
U.S. Bankruptcy Judge

BRYAN CAVE LLP
TWO NORTH CENTRAL AVENUE, SUITE 2200
PHOENIX, ARIZONA 85004-4406
(602) 364-7000

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

In re: DEWEY RANCH HOCKEY, LLC, COYOTES HOLDINGS, LLC, COYOTES HOCKEY, LLC, and ARENA MANAGEMENT GROUP, LLC, Debtors. This Filing Applies to: ■ All Debtors ☐ Specified Debtors	In Proceedings Under Chapter 11 Case No. 2:09-bk-9488-RTB **STIPULATED ORDER REGARDING ASSIGNMENT OF DEBTORS' CLAIMS AGAINST INSIDERS AND AFFILIATES THEREOF TO THE OFFICIAL JOINT COMMITTEE OF UNSECURED CREDITORS**

The terms and provisions of this Stipulated Order have been agreed to, by and through counsel undersigned, by: (i) Dewey Ranch Hockey, LLC ("Dewey Ranch"), Coyotes Holdings, LLC ("Holdings"), Coyotes Hockey, LLC ("Hockey") and Arena Management Group, LLC ("Management") (collectively, "Debtors") and (ii) The Official Joint Committee of Unsecured Creditors ("Committee"). Debtors and the Committee have agreed to the form of this Stipulated Order. The Court, based on the entire record in these bankruptcy cases and good cause appearing therefor, hereby finds as follows:

1. On May 5, 2009 (the "Petition Date"), Debtors each filed a voluntary

petition for relief under Chapter 11 of the Bankruptcy Code. Debtors are authorized to operate their respective businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. This Court has jurisdiction to enter this Stipulated Order pursuant to 28 U.S.C. § 1334. The Motion presents a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of this proceeding is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. Jerry Moyes ("Moyes") has decision-making authority of each of the Debtors.

4. The Debtors, as debtors-in-possession, owe fiduciary duties the creditors of their respective bankruptcy estates and are responsible for maximizing their estates.

5. In order to satisfy their fiduciary duties and avoid any appearance of doubt in respect thereto, the Debtors have agreed to assign all of their right, title and interest in and to any and all claims and causes of action, or potential claims or causes of action, whether known or unknown, contingent or noncontingent, liquidated or unliquidated, of any kind or nature, that the Debtors presently have against Moyes or any of his affiliates[1] ("Insider' Claims"), to the Committee, and hereby authorize the Committee to investigate and prosecute, compromise, litigate and fully resolve, in the Committee's sole discretion, any and all of the Insider Claims, subject to this Court's approval when required.

6. The law firm of Bryan Cave, LLP ("Bryan Cave"), has been retained by the Debtors pursuant to order of the Court to act as conflicts counsel to the Debtors. Bryan

[1] The assignments shall apply to all affiliates of Moyes, including, without limitation, Vickie Moyes, The Jerry and Vickie Moyes Family Trust dated December 11, 1987, Whiteout Way Investments LLC, Swift Transportation Inc. and Swift Air LLC.

BRYAN CAVE LLP
TWO NORTH CENTRAL AVENUE, SUITE 2200
PHOENIX, ARIZONA 85004-4406
(602) 364-7000

Cave has conducted certain analysis regarding the potential liability of Moyes and his affiliates with respect to the Insider Claims. Bryan Cave has not shared its analysis with Moyes.

7. The Debtors have authorized Bryan Cave to disclose to the Committee, as assignee of the Debtors' Claims, the results of Bryan Cave's analysis.

8. The Debtors have further consented that the Committee may, but is not obligated to retain Bryan Cave as special counsel to the Committee to further investigate, prosecute, litigate, negotiate or take such other and further action as the Committee may request in respect of the Insider Claims. The Committee is not obligated to employ Bryan Cave, however, for such purposes.

9. It is in the best interest of Debtors' estates and their creditors that the Insider Claims be assigned, investigated, prosecuted and collected subject to the express terms and provisions of this Stipulated Order. Good cause exists for the entry of this Stipulated Order.

WHEREFORE, IT IS ORDERED AS FOLLOWS:

A. All of Debtors' right, title and interest in and to any and all claims and causes of action, or potential claims or causes of action, whether known or unknown, contingent or noncontingent, liquidated or unliquidated, of any kind or nature, that the Debtors presently have against Moyes or his affiliates are hereby fully and irrevocably assigned to the Committee.

B. Bryan Cave is hereby ordered to disclose to counsel for the Committee the results of Bryan Cave's analysis with respect to the Insider Claims.

BRYAN CAVE LLP
TWO NORTH CENTRAL AVENUE, SUITE 2200
PHOENIX, ARIZONA 85004-4406
(602) 364-7000

C. The Committee may elect to employ Bryan Cave as special counsel to the Committee to investigate, prosecute, litigate, negotiate or take further action in respect of the Insider claims.

DATED, SIGNED AND ORDERED AS SET FORTH ABOVE

AGREED AS TO FORM AND CONTENT BY:

SQUIRE, SANDERS & DEMPSEY, L.L.P.
Attorneys for the Debtors

BRYAN CAVE LLP
Conflicts Counsel for the Debtors

ALLEN, SALA & BAYNE, PLC
Attorneys for the Official Joint Committee
Of Unsecured Creditors

BRYAN CAVE LLP
TWO NORTH CENTRAL AVENUE, SUITE 2200
PHOENIX, ARIZONA 85004-4406
(602) 364-7000