

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

**Caption in Compliance with D.N.J. LBR 9004-1(b)**

**DUANE MORRIS LLP**

Morris S. Bauer, Esq. (NJ Bar No. 039711990)  
200 Campus Drive, Suite 300  
Florham Park, New Jersey 07932-1007  
Telephone: (973) 424-2037  
Facsimile: (973) 556-1380  
E-mail: [MSBauer@duanemorris.com](mailto:MSBauer@duanemorris.com)

*Proposed Counsel to the Special Committee of  
Independent Directors*

In Re:

CCA Construction, Inc.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 24-22548

Judge: Hon. Christine M. Gravelle

**APPLICATION FOR RETENTION OF PROFESSIONAL EFFECTIVE APRIL 9, 2025**

1. The applicant is the special committee of independent directors (the “Special Committee”) to the above referenced debtor and debtor-in-possession (the “Debtor”) through its sole disinterested independent director M. Elizabeth Abrams (check all that apply):

☐ Trustee: ☐ Chap. 7 ☒ Chap. 11 ☐ Chap. 13.

☐ Debtor: ☐ Chap. 11 (Subchapter V) ☐ Chap. 13

☐ Official Committee of \_\_\_\_\_

2. The applicant seeks to retain the following professional: Duane Morris LLP (“DM”) to serve as (check all that apply):

☐ Attorney for: ☐ Trustee ☐ Debtor

<sup>1</sup> The last four digits of CCA’s federal tax identification number are 4862. CCA’s service address for the purpose of this chapter 11 case is 445 South Street, Suite 310, Morristown, NJ 07960.



☐ Official Committee of \_\_\_\_\_

☐ Accountant for: ☐ Trustee ☐ Debtor-in-Possession

☐ Official Committee of \_\_\_\_\_

☐ Other Professional:

☐ Realtor ☐ Appraiser ☐ Special Counsel

☐ Auctioneer ☒ Other (specify): Attorney for the Special Committee.

3. The employment of the professional is necessary because the Special Committee requires the retention of counsel to render independent legal services on behalf of, and at the sole direction of, the Special Committee. On November 2, 2024, the Special Committee was formed, and Ms. Abrams was selected as the sole member of the Special Committee. On such date, the Debtor's sole stockholder delegated to the Special Committee the exclusive power to, among other things, review and evaluate the terms and conditions and determine the advisability of potential restructuring alternatives. The Special Committee also has the authority to retain legal advisors in connection with the execution of the Special Committee's powers and take any action as the Special Committee may deem to be necessary or appropriate.

4. By this application, the Special Committee seeks to retain DM as its counsel with respect to all matters for which the Special Committee has been delegated authority, including with respect to the Special Committee's investigation of potential claims or causes of action of the Debtor, if any, against third parties and related matters in the Chapter 11 Case as the representation proceeds (the "Matter"), at the direction of and with the approval of the Special Committee.

5. The professional has been selected because: The Special Committee has selected DM for the reason that certain of its members have considerable experience and knowledge in the representation of debtors-in-possession, secured creditors, landlords, unsecured creditors, creditor

committees, trustee, boards, equity committees and in the field of bankruptcy generally, and in other areas of law. Duane Morris is well qualified to represent the Special Committee in this case and in particular with respect to the Matter.

6. The professional services to be rendered by the professional are as follows: Representation of the Special Committee with respect to all matters for which the Special Committee has been delegated authority, including with respect to the Special Committee's investigation of potential claims or causes of action of the Debtor, if any, against third parties and related matters in the Chapter 11 Case as the representation proceeds, at the direction of and with the approval of the Special Committee, including, but not limited to, all necessary court appearances, research, preparation and drafting of pleadings and other legal documents, hearing preparation and related work, negotiations and advise as such may arise.

7. The proposed arrangement for compensation is as follows: Subject to Bankruptcy Court approval, DM will be compensated at its regular hourly rates. The hourly rates of the personnel who may be asked to assist with this Matter range from \$900 to \$1,500 per hour for partners' time, from \$465 to \$750 an hour for associates' time and from \$300 to \$500 per hour for paralegals' time. Morris S. Bauer's hourly rate for this Matter will be \$1,010. The rates are subject to change on an annual basis.

8. To the best of the applicant's knowledge, the professional's connection with the Debtor, 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:

Mr. Bauer has advised me of his response to such similar question in his certification submitted simultaneously herewith, whereby he advised of his review of a list of persons provided by Debtor's counsel to him and further disclosed whether any such persons on the list are clients of his firm as well as such clients not representing more than 1% of DM's annual revenues for each of the last two years.

9. To the best of the applicant's knowledge, the professional (check all that apply):

- ☒ does not hold an adverse interest to the estate.
- ☒ does not represent an adverse interest to the estate.
- ☒ is a disinterested person under 11 U.S.C. § 101(14).
- ☒ does not represent or hold any interest adverse to the debtor or the estate with respect to the matter for which the professional will be retained under 11 U.S.C. § 327(e)
- ☐ Other; explain:

10. The applicant respectfully requests authorization to employ the professional to render services in accordance with this application, with compensation to be paid as an administrative expense in such amounts as the Court may determine and allow.

11. Finally, I would request that the approval date be as of April 9, 2025, the date in which Mr. Bauer advised me that his conflicts check was complete and that he may proceed with the representation. Further, on this date, Mr. Bauer informed me that he would proceed with coordinating with Debtor's counsel the preparation of his retention pleadings and commencement of the representation. The United States Court of Appeals for the Third Circuit has identified "time pressure to begin service" and absence of prejudice as factors favoring *nunc pro tunc* retention. See *In re Arkansas*, 798 F.2d 645, 650 (3d Cir. 1986). The Special Committee's immediate need for the retention of counsel is the result of the investigation that has already commenced and the need for

applicant's counsel to commence services. The applicant submits that a short period between the initial outreach to DM and the filing of this application (approximately 8 days) was necessitated by the need to carefully conduct conflicts checks and prepare this application and related documentation. Once it was determined that the applicant would retain DM, the firm moved quickly to conduct its conflicts analysis and seek approval of its retention. The applicant believes that no party-in-interest will be prejudiced by the granting of the retention and employment effective as of April 9, 2025 because DM has was requested to commence services at that time. Accordingly, the Debtor requests that this Court authorize the retention and employment of DM effective as of April 9, 2025.

The applicant respectfully requests authorization to employ the professional to render services in accordance with this application, with compensation to be paid as an administrative expense in such amounts as the Court may determine and allow.

Date: April 17, 2025

By: \_\_\_\_\_



Name: M. Elizabeth Abrams

Title: Sole member of the Special  
Committee of Independent Directors of the  
board of CCA Construction, Inc.

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b>	
<b>Caption in Compliance with D.N.J. LBR 9004-1(b)</b>	
<b>DUANE MORRIS LLP</b> Morris S. Bauer, Esq. (NJ Bar No. 039711990) 200 Campus Drive, Suite 300 Florham Park, New Jersey 07932-1007 Telephone: (973) 424-2037 Facsimile: (973) 556-1380 E-mail: <a href="mailto:MSBauer@duanemorris.com">MSBauer@duanemorris.com</a>  <i>Proposed Counsel to the Special Committee of Independent Directors</i>	
In Re:	Chapter 11
CCA Construction, Inc.,	Case No. 24-22548
Debtor. <sup>1</sup>	Judge: Hon. Christine M. Gravelle

**CERTIFICATION OF PROFESSIONAL IN SUPPORT OF  
APPLICATION FOR RETENTION OF PROFESSIONAL EFFECTIVE APRIL 9, 2025**

I, Morris S. Bauer, being of full age, certify as follows:

1. Duane Morris LLP (“DM”) is seeking authorization to be retained as counsel to the special committee of independent directors (the “Special Committee”) to the above referenced debtor and debtor-in-possession (the “Debtor”) through its sole disinterested director M. Elizabeth Abrams.

2. DM’s professional credentials include: I have been engaged in the practice of bankruptcy law and related fields for more than thirty (30) years. Our Business Reorganization practice group has attorneys located all over the country with experience ranging from one (1) year to over thirty-five (35) years.

---

<sup>1</sup> The last four digits of CCA’s federal tax identification number are 4862. CCA’s service address for the purpose of this chapter 11 case is 445 South Street, Suite 310, Morristown, NJ 07960.

3. I am a partner with the firm of Duane Morris LLP, 200 Campus Drive, Suite 300 Florham Park, New Jersey 07932-1007.

4. The proposed fee arrangement for compensation, including hourly rates, if applicable, is as follows: Subject to Bankruptcy Court approval, DM will be compensated at its regular hourly rates. The hourly rates of the personnel who may be asked to assist with this matter range from \$900 to \$1,500 per hour for partners' time, from \$465 to \$750 an hour for associates' time and from \$300 to \$500 per hour for paralegals' time. My hourly rate for this matter will be \$1,010. I will be the attorney primarily responsible for the handling of this matter. The rates are subject to change on an annual basis.

5. To the best of my knowledge, after reasonable and diligent investigation, my connection 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:

☒ 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, offices 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:

☐ None

☒ Describe connection: For purposes of complete disclosure, based on the lists provided by the Debtor to DM to date, DM has run all parties-in-interest that may have any

connection to DM, including (i) the Debtor and non-Debtor affiliates (a) current and recent former directors and officers, (b) insurers, (c) surety bond providers, (d) counterparties to contracts and leases, (e) landlords, management companies and recent former landlords, (f) litigation parties, (g) professionals, (h) creditors' professionals, (i) banks, (j) taxing authorities and government agencies, (k) vendors, and (l) persons with the Office of the United States Trustee, the Court, etc. Based on these extensive efforts at identifying potential relationships, DM has advised that it represents or has represented in matters unrelated to the Debtor the following or affiliates of the following, each whom are referenced on the list provided by the Debtor to DM:

- Aramark
- B. Riley Securities
- Fidelity Investment
- First-Citizens Bank & Trust
- GM Financial
- Stericycle
- Verizon

DM has further been advised that it represents or has represented in matters unrelated to the Debtor the following or affiliates of the following, each of whom are referenced as insurers of the Debtor:

- AIG
- Berkley Assurance Company
- Chubb
- SOMPO

DM will retain conflicts counsel to the extent any adversity arises in the instant proceeding in connection with such insurers.

Finally, none of the above representations represent more than 1% of DM's total firm revenues for at least the past two years.



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

☒ do not hold an adverse interest to the estate.

☒ do not represent an adverse interest to the estate.

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

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

☐ Other; explain:

I certify under penalty of perjury that the above information is true.

Date: April 17, 2025

/s/ Morris S. Bauer

Signature of Professional

Morris S. Bauer

Name of Professional

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY**

**Caption in Compliance with D.N.J. LBR 9004-1(b)**

**DUANE MORRIS LLP**

Morris S. Bauer, Esq. (NJ Bar No. 039711990)  
200 Campus Drive, Suite 300  
Florham Park, New Jersey 07932-1007  
Telephone: (973) 424-2037  
Facsimile: (973) 556-1380  
E-mail: [MSBauer@duanemorris.com](mailto:MSBauer@duanemorris.com)

*Proposed Counsel to the Special Committee of  
Independent Directors*

In Re:

CCA Construction, Inc.,

Debtor.<sup>1</sup>

Chapter 11

Case No. 24-22548

Judge: Hon. Christine M. Gravelle

**ORDER AUTHORIZING RETENTION OF DUANE MORRIS LLP AS ATTORNEYS  
FOR THE SPECIAL COMMITTEE OF INDEPENDENT DIRECTORS  
EFFECTIVE APRIL 9, 2025**

The relief set forth on the following page, numbered two (2), is hereby **ORDERED**.

---

<sup>1</sup> The last four digits of CCA's federal tax identification number are 4862. CCA's service address for the purpose of this chapter 11 case is 445 South Street, Suite 310, Morristown, NJ 07960.

(Page 2)

Debtor: CCA Construction, Inc.

Case No. 24-22548 (CMG)

Caption of Order: Order Authorizing Retention of Duane Morris LLP as Attorneys for the Special  
Committee of Independent Directors Effective April 9, 2025

---

Upon the applicant's request for authorization to retain Duane Morris LLP as attorneys for the committee of independent directors of the board of CCA Construction, Inc. (the "Debtor"), it is hereby ORDERED:

1. The applicant is authorized to retain the above party in the professional capacity noted.

The professional's address is: Duane Morris LLP  
200 Campus Drive, Suite 300  
Florham Park, NJ 07932-1007  
Attn: Morris S. Bauer

2. Compensation will be paid by the Debtor in such amounts as may be allowed by the Court on proper application(s).
3. The effective date of retention is the April 9, 2025.