

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

<hr/>		X
In re	:	
	:	
	:	Chapter 11
HOSPITAL FOR SPECIAL SURGERY, LLC	:	
<i>Db</i> a ONECORE HEALTH,	:	
	:	Case No. 24-12862-JDL
	:	
Debtor.	:	
<hr/>		X

**DEBTOR'S MOTION FOR ENTRY OF AN ORDER IMPLEMENTING
CERTAIN PROCEDURES TO RETAIN, COMPENSATE AND
REIMBURSE PROFESSIONALS UTILIZED IN THE
ORDINARY COURSE OF BUSINESS WITH BRIEF IN SUPPORT,
AND NOTICE OF HEARING AND NOTICE OF OPPORTUNITY FOR HEARING**

NOTICE OF OPPORTUNITY FOR HEARING

Your rights may be affected. You should read this Document carefully and consult your attorney about your rights and the effect of this Document. If you do not want the Court to grant the motion, or you wish to have your views considered, you must file a written response to the motion with the Clerk of the United States Bankruptcy Court for the Western District of Oklahoma, 215 Dean A. McGee Avenue, Oklahoma City, OK 73102 no later than 21 days from the date of filing of the motion. You should also serve a file-stamped copy of the response to the undersigned [and others who are required to be served] and file a certificate or affidavit of service with the Court.

[Note – this is a flat twenty-one (21) days regardless of the manner of service.]

**NOTICE OF HEARING
(TO BE HELD IF A RESPONSE IS FILED)**

Notice is hereby given that if a response to the Motion for Entry of an Order Implementing Certain Procedures to Retain, Compensate and Reimburse Professionals Utilized in the Ordinary Course of Business is filed, the hearing on the matter will be held on March 31, 2025, at 10:00 a.m. in the Second floor courtroom of the United States Bankruptcy Court for the Western District of Oklahoma, 215 Dean A. McGee Avenue,



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Oklahoma City, OK 73102. If no response is timely filed and the court grants the requested relief prior to the above-referenced hearing date, the hearing will be stricken from the docket of the Court.

Hospital for Special Surgery, LLC *dba* OneCore Health (“OneCore” or “Debtor”) hereby submits this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as Exhibit 1 (the “Proposed Order”), pursuant to sections 105(a), 327, 328, and 330 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) and rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing Debtor to retain and compensate certain professionals utilized in the ordinary course of Debtor’s businesses, *nunc pro tunc* to the Petition Date (as defined below). In support of this Motion, the Debtor respectfully states as follows:

BRIEF IN SUPPORT

Background

1. OneCore is a duly licensed hospital that has been specializing in orthopedic and specialty surgeries in the community of central Oklahoma for more than a decade. In late 2021, OneCore completed the construction of its present leased facility in northeast Oklahoma City and has been operating at such location since January 2022.

2. OneCore has focused on a culture of excellence in the delivery of surgical and other health care services such as radiology and orthopedic care with the goal of being one of the top performing surgical hospitals in Oklahoma. In the past four (4) years, OneCore has received many accolades for its excellence and patient care, including the following:

- Healthgrades: Knee Replacement 5-star recipient, 2023 and 2024;
- Healthgrades: Spinal Fusion Surgery 5-star recipient 2021 – 2024;
- Healthgrades: Outstanding Patient Experience 2024; and

- Press Ganey: Guardian of Excellence Award for Outstanding Patient Experience.¹

3. On October 7, 2024, OneCore filed its *Voluntary Petition* [Dkt. No. 1].

4. Debtor continues to operate its business and manage its properties as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No committee has been appointed pursuant to section 1102 of the Bankruptcy Code.

5. Additional factual background relating to the Debtor's business and the commencement of this Chapter 11 Case is set forth in detail in the First Day Declaration of Carrie McEntire (the "McEntire First Day Declaration").

Facts Specific to the Relief Requested

6. Debtor employs various persons to provide professional services in connection with ongoing business operations (each, an ordinary course professional or "OCP" and collectively, the "OCPs"). The OCPs assist in the performance of Debtor's responsibilities and include, without limitation, attorneys and accountants. A list of the Debtor's current OCPs is attached hereto as Exhibit 2.²

7. Debtor submits that the continued employment and compensation of the OCPs is in the best interests of its estate, creditors and other parties-in-interest. Although Debtor anticipates that the OCPs will wish to continue to provide services to Debtor during this Chapter 11 Case, many would not be in a position to do so if Debtor cannot pay them on a regular basis.

¹ The Press Ganey Guardian of Excellence Award® honors organizations that perform in the top 5% of healthcare providers and health plans for patient experience, employee engagement, physician experience, clinical quality performance or consumer experience in one year. Only 501 hospitals and health systems achieved this recognition out of over 10,000.

² Debtor continues to review the list of OCPs and, to the extent there are any changes, will supplement such list with separate filings on the Court's docket.

Without the background knowledge, expertise and familiarity that the OCPs have regarding Debtor and its operations, Debtor undoubtedly would incur additional and unnecessary expenses to educate and retain replacement professionals. Accordingly, Debtor's estate and its creditors are best served by avoiding any disruption in the professional services that are required for the day-to-day operations of Debtor's business. Moreover, in light of the number of OCPs and the costs associated with the preparation of retention applications for professionals who will receive relatively modest fees, Debtor submits that it would be impractical, inefficient and extremely costly for Debtor and its legal advisors to prepare and submit individual applications and proposed retention orders for each OCP.

8. Although some of the OCPs may hold limited unsecured claims against Debtor in connection with services rendered to Debtor prepetition, Debtor does not believe that any of the OCPs have an interest materially adverse to Debtor, its creditors or other parties in interest.

Proposed OCP Procedures

9. Specifically, Debtor requests that the Court approve the following procedures (the "OCP Procedures") for retaining and compensating OCPs.³

- (a) Within 30 days following the latter of (i) entry of the Proposed Order or (ii) the commencement of services for Debtor, each OCP shall provide Debtor's attorneys with a declaration of disinterestedness (each, a "Declaration of Disinterestedness") substantially in the form attached hereto as Exhibit 3.
- (b) Each OCP shall file a copy of the OCP's Declaration of Disinterestedness with the Court and serve, or cause to be served, a copy on the following parties (collectively, the "Notice Parties"): (i) the Office of the United States Trustee for the Western District of Oklahoma (the "U.S. Trustee") and (ii) BOKF, N.A.

³ For the avoidance of doubt, except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by Debtor pursuant to separate orders of the Court.

- (c) The Notice Parties and other parties in interest shall have 15 days after the filing of a Declaration of Disinterestedness to object to the retention of the OCP (the “Objection Deadline”). Any objecting party shall file its objection with the Court and serve it upon the Notice Parties, Debtor’s attorneys and the relevant OCP on or before the Objection Deadline. If an objection cannot be resolved within 10 days after the Objection Deadline, then the retention of the OCP that is the subject of the objection shall be scheduled for hearing by Debtor. Debtor shall not be authorized to retain and pay such OCP until all outstanding objections have been withdrawn, resolved or overruled by order of the Court.
 - (d) If no objection is received from any of the Notice Parties prior to the expiration of the Objection Deadline with respect to an OCP, Debtor shall be authorized to retain and pay that OCP in accordance with the OCP Procedures effective as of the Petition Date or the date on which the OCP commenced services, without further order from this Court.
 - (e) Debtor is authorized, without formal applications being filed with the Court, to retain and compensate an OCP 100% of such OCP’s postpetition fees and disbursements after such OCP has filed with the Court and properly served on the Notice Parties a (i) Declaration of Disinterestedness for which the Objection Deadline lapses and no objections are pending and (ii) submits to Debtor an appropriate invoice setting forth in reasonable detail the nature of the services rendered or to be rendered after the Petition Date.
 - (f) Debtor reserves the right to retain additional OCPs from time to time during this Chapter 11 Case by (i) including such OCPs on an amended version of Exhibit 2 attached to the Motion that is filed with the Court and served on the Notice Parties and (ii) having such OCPs comply with the OCP Procedures.
10. Debtor reserves the right, upon notice and a hearing, to seek modification of the monthly compensation limits described above.

Jurisdiction

11. The Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and rule 81.4(a) of the Local Civil Rules of the United States District Court for the Western District of Oklahoma. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue for purposes of considering this Motion is proper in the Court pursuant to 28 U.S.C. §§

1408 and 1409. The statutory predicates for the relief requested herein are sections 105, 327, 328, and 330 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016.

Relief Requested

12. By this Motion, Debtor seeks entry of the Proposed Order authorizing, but not directing, Debtor, in its sole discretion, to continue to retain and compensate the OCPs on a postpetition basis in accordance with the OCP Procedures, without the need for each OCP to file formal applications for retention and compensation.

Basis for Relief

13. Section 327(a) of the Bankruptcy Code provides:

Except as otherwise provided in this section, the trustee, with the court's approval, may employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the trustee in carrying out the trustee's duties under this title. 11 U.S.C. § 327(a).

14. Section 327(e) of the Bankruptcy Code provides that “with the court's approval” a debtor may employ:

for a specified special purpose, other than to represent the trustee in conducting the case, an attorney that has represented the debtor, if in the best interest of the estate, and if such attorney does not represent or hold any interest adverse to the debtor to the estate with respect to the matter on which such attorney is to be employed. *Id.* § 327(e).

15. In determining whether an entity is a “professional” within the meaning of section 327 of the Bankruptcy Code and, therefore, must be retained by express approval of the court, courts generally consider whether such entity is involved in the actual reorganization effort, rather than a debtor's ongoing business operations. *See, e.g., Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.)*, 60 B.R. 612, 619 (Bankr. S.D.N.Y. 1986) (“[T]he phrase ‘professional persons,’ as used in § 327(a), is a term of art reserved for those

persons who play an intimate role in the reorganization of a debtor's estate.”). In making this determination, courts often consider the following factors in determining whether an entity is a “professional” within the meaning of section 327(a) of the Bankruptcy Code:

- a. whether the entity controls, manages, administers, invests, purchases or sells assets that are significant to the debtor's reorganization;
- b. whether the entity is involved in negotiating the terms of a plan of reorganization;
- c. whether the entity is directly related to the type of work carried out by the debtor or to the routine maintenance of the debtor's business operations;
- d. whether the entity is given discretion or autonomy to exercise his or her own professional judgment in some part of the administration of the debtor's estate;
- e. the extent of the entity's involvement in the administration of the debtor's estate; and
- f. whether the entity's services involve some degree of special knowledge or skill, such that it can be considered a “professional” within the ordinary meaning of the term.

See, e.g., In re First Merchs. Acceptance Corp., 1997 WL 873551, at *3 (D. Del. Dec. 15, 1997) (listing factors); *In re Sieling Assocs. Ltd. P'ship*, 128 B.R. 721, 723 (Bankr. E.D. Va. 1991) (authorizing the debtor to retain an environmental consultant in the ordinary course of business); *In re Riker Indus., Inc.*, 122 B.R. 964, 973 (Bankr. N.D. Ohio 1990) (not requiring approval under section 327 of the Bankruptcy Code of the fees of a management and consulting firm that performed only “routine administrative functions” and whose “services were not central to [the] bankruptcy case”); *In re Fretheim*, 102 B.R. 298, 299 (Bankr. D. Conn. 1989) (only those professionals involved in the actual reorganization effort, rather than debtors' ongoing business, require approval under section 327 of the Bankruptcy Code).

16. The foregoing factors must be considered as a whole when determining if an entity is a “professional” within the meaning of section 327(a) of the Bankruptcy Code. None of the factors alone is dispositive. Considering all of the factors, Debtor does not believe that the OCPs are “professionals” requiring full retention under section 327 of the Bankruptcy Code. The OCPs will not be involved in the administration of this Chapter 11 Case. Instead, the OCPs will provide services in connection with Debtor’s ongoing business operations, which services are ordinarily provided by non-bankruptcy professionals. Nevertheless, to provide clarity and an opportunity for oversight, Debtor seeks the relief requested herein to establish clear mechanisms for the retention and payment of the OCPs and thereby avoid any subsequent controversy with respect thereto.

17. In light of the number of OCPs and the costs associated with the preparation of retention applications for professionals who will receive relatively modest fees, Debtor submits that it would be impractical, inefficient and costly for Debtor and its legal advisors to prepare and submit individual applications and proposed retention orders for each OCP. Therefore, Debtor submits it is in the best interest of all creditors and parties-in-interest to avoid any disruption in the professional services that are required for the day-to-day operations of Debtor’s businesses by retaining and compensating the OCPs in accordance with the OCP Procedures.

Reservation of Rights

18. Nothing contained herein is intended or should be construed as an admission as to the validity of any claim against Debtor, a waiver of Debtor’s rights to dispute any claim, or an approval or assumption of any agreement, contract or lease under section 365 of the Bankruptcy Code. Debtor expressly reserves its rights to contest any claims related to the payment of utilities. Likewise, if the Court grants the relief sought herein, any payment made pursuant to

the Court's order is not intended and should not be construed as an admission as to the validity of any claim or waiver of Debtor's rights to dispute such claim subsequently.

Notice

19. No creditors' committee, trustee, or examiner has been appointed in this Chapter 11 Case. Notice of this Motion has been provided to the Distribution Service List and any other party that has requested notice pursuant to Bankruptcy Rule 2002. Debtor submits that, in light of the nature of the relief requested, no other or further notice need be provided.

Conclusion

WHEREFORE, for the reasons set forth herein, Debtor respectfully requests that the Court (a) enter the Proposed Order and (b) grant such other and further relief as is just and proper.

Dated: February 6, 2025
Oklahoma City, Oklahoma

Respectfully submitted,

ONECORE

/s/ Craig M. Regens

William H. Hoch, OBA #15788

Craig M. Regens, OBA #22894

Mark A. Craige, OBA #1992

Kaleigh Ewing, OBA #35598

-Of the Firm-

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Counsel to Debtor

EXHIBIT 1

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

	X	
In re	:	
	:	Chapter 11
HOSPITAL FOR SPECIAL SURGERY, LLC	:	
<i>Db</i> a ONECORE HEALTH,	:	Case No. 24-12862-JDL
	:	
Debtor.	:	
	:	
	X	

**ORDER IMPLEMENTING PROCEDURES TO RETAIN,
COMPENSATE AND REIMBURSE PROFESSIONALS UTILIZED
IN THE ORDINARY COURSE OF BUSINESS**

Upon the Motion (the “Motion”)¹ of Hospital for Special Surgery, LLC *dba* OneCore Health (“OneCore” or the “Debtor”), as debtor-in-possession in the above-referenced chapter 11 case, for entry of an order (this “Order”), under sections 105, 327, 328 and 330 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016, authorizing the Debtor’s retention and compensation

¹ All defined terms shall have the meaning ascribed to them in the Motion unless otherwise defined herein.

of certain professionals utilized in the ordinary course of business; and this Court having jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and rule 81.4(a) of the Local Civil Rules of the United States District Court for the Western District of Oklahoma; and venue of this Chapter 11 Case and the Motion in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that the Motion was filed on February 6, 2025, and served on or before February 6, 2025 and that the response deadline to the Motion expired on February 27, 2025; and objections (if any) to the Motion having been withdrawn, resolved or overruled on the merits; and this Court finding that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Bankruptcy Rules of the United States Bankruptcy Court for the Western District of Oklahoma, and that, except as otherwise ordered herein, no other or further notice is necessary; and a hearing, if requested, having been held to consider the relief requested in the Motion and upon the record of any such hearing and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of Debtor, its estate, its creditors and all other parties-in-interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Debtor is authorized, but not directed, to retain and pay reasonable fees and expenses for the services of various professionals listed on Exhibit 2 attached to the Motion in the ordinary course of its business (each, an ordinary course professional or “OCP” and, collectively,

the “OCPs”),² effective as of the Petition Date, subject to compliance with the OCP Procedures (as defined below).

3. The following procedures (the “OCP Procedures”) for the retention of OCPs are hereby approved:

- (a) Within 30 days following the latter of (i) entry of the Proposed Order or (ii) the commencement of services for the Debtor, each OCP shall provide Debtor’s attorneys with a declaration of disinterestedness (each, a “Declaration of Disinterestedness”) substantially in the form attached to the Motion as Exhibit 3.
- (b) Each OCP shall file a copy of the OCP’s Declaration of Disinterestedness with the Court and serve, or cause to be served, a copy on the following parties (collectively, the “Notice Parties”): (i) the Office of the United States Trustee for the Western District of Oklahoma (the “U.S. Trustee”) and (ii) BOKF, N.A.³
- (c) The Notice Parties shall have 15 days after the filing of a Declaration of Disinterestedness to object to the retention of the OCP (the “Objection Deadline”). Any objecting party shall file its objection with the Court and serve it upon the Notice Parties, Debtor’s attorneys and the relevant OCP on or before the Objection Deadline. If an objection cannot be resolved within 10 days after the Objection Deadline, then the retention of the OCP that is the subject of the objection shall be scheduled for hearing by Debtor. Debtor shall not be authorized to retain and pay such OCP until all outstanding objections have been withdrawn, resolved or overruled by order of the Court.
- (d) If no objection is received from any of the Notice Parties prior to the expiration of the Objection Deadline with respect to an OCP, Debtor shall be authorized to retain and pay that OCP in accordance with the OCP Procedures *nunc pro tunc* to the Petition Date or the date on which the OCP commenced services, without further order from this Court.
- (e) Debtor is authorized, without formal applications being filed with the Court, to retain and compensate an OCP 100% of such OCP’s postpetition fees and disbursements after such OCP has filed with the Court and properly served on the Notice Parties a (i) Declaration of Disinterestedness for which the Objection Deadline lapses and no objections are pending and (ii) submits to

² Except as authorized by the Court, the OCP Procedures shall not apply to professionals retained by Debtor pursuant to separate orders of the Court.

³ In order to ensure electronic filing is made, the Debtor is authorized to file Declarations of Disinterestedness on behalf of OCPs and to serve such Declarations upon the Notice Parties.

Debtor an appropriate invoice setting forth in reasonable detail the nature of the services rendered or to be rendered after the Petition Date.

- (f) Debtor reserves the right to retain additional OCPs from time to time during this Chapter 11 Case by (i) including such OCPs on an amended version of Exhibit 2 attached to the Motion that is filed with the Court and served on the Notice Parties and (ii) having such OCPs comply with the OCP Procedures.

4. Debtor may amend the compensation limitations set forth in this order upon filing a revised list with the Court and upon the Notice Parties. If no objections are filed to any such revised list within 10 days after filing and service thereof, such list shall be deemed approved without the need for a hearing or entry of a further order by the Court.

5. The Declaration of Disinterestedness is approved.

6. This Order shall not apply to any professional retained by the Debtor pursuant to a separate order of the Court.

7. Debtor is authorized and empowered to execute and deliver such documents, and to take and perform all actions necessary to implement and effectuate the relief granted in this Order.

8. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation of this Order.

9. Debtor shall effectuate service of this Order on the Distribution Service List.

10. Findings of fact are based upon representations of counsel. Local Rule 9013-1.L.1.

IT IS SO ORDERED.

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Approved for Entry:

ONECORE

/s/ Craig M. Regens

William H. Hoch, OBA #15788

Craig M. Regens, OBA #22894

Mark A. Craige, OBA #1992

Kaleigh Ewing, OBA #35598

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Counsel to Debtor

EXHIBIT 2

Ordinary Course Professionals List

Ordinary Course Professionals List

Name	Professional Services	Work Description
Forvis Mazars	Medicare Cost Report	Regulatory compliance and reporting.
Hall, Render, Killian, Heath & Lyman, P.C.	Legal support	Various operational decisions requiring legal opinion / review (contracts, compliance, etc.)
Kim Denson, R.N.	R.N. Case Management	Case Management Program Oversight
Olson Neaves & Company, P.C.	Tax Accounting	CPA for tax reporting, K1 prep etc.
Property Valuation Services	Property tax reporting	Compliance and audit support

EXHIBIT 3

Declaration of Disinterestedness

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

	X	
In re	:	
	:	Chapter 11
HOSPITAL FOR SPECIAL SURGERY, LLC	:	
<i>Db</i> a ONECORE HEALTH,	:	Case No. 24-12862-JDL
	:	
Debtor.	:	
	:	
	X	

DECLARATION OF DISINTERESTEDNESS

I, _____, declare under penalty of perjury:

1. I am a [position] of [Firm], located at [Street, City, State, Zip Code] (the “Firm”).
2. Hospital for Special Surgery, LLC *dba* OneCore Health (“OneCore” or “Debtor”), as debtor-in-possession in the above-referenced chapter 11 case, has requested that the Firm provide [specific description] services to Debtor, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to this Chapter 11 Case, for persons that are parties-in-interest in this Chapter 11 Case. The Firm does not perform services for any such person in connection with this Chapter 11 Case, or have any relationship with any such person, their attorneys or accountants that would be adverse to Debtor or its estate.
4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants against or employees of Debtor, or other parties-in-interest in this Chapter 11 Case.

5. Neither I, nor any principal, partner, director, officer of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from Debtor with any other person other than the principals and regular employees of the Firm.
6. Neither I, nor any principal, partner, director, officer of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to Debtor or its estate with respect to the matter(s) upon which this Firm is to be employed.
7. Debtor owes the Firm \$[_____] for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*
8. As of the Petition Date, the Firm [was/was not] party to an agreement for indemnification with certain of Debtor. A copy of such agreement is attached as Exhibit 1 to this Declaration.
9. [The Firm is conducting further inquiries regarding its retention by any creditors of Debtor, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.]¹

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: [____], 2025

¹ If necessary.