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UNITED STATES BANKRUPTCY COURT

FOR THE SOUTHERN DISTRICT OF CALIFORNIA

In re: CASHCALL, INC., Debtor.	Case No. 26-03102-JBM11 Chapter 11 **SUPPLEMENTAL BRIEF IN SUPPORT OF APPLICATION TO EMPLOY MANATT, PHELPS & PHILLIPS, LLP AS COUNSEL TO THE DEBTOR** Date: November 4, 2026 Time: 10:00 A.M. Courtroom: 118 Dept: 2 Judge: Hon. J. Barrett Marum

I. INTRODUCTION

CashCall, Inc. (the "Debtor") submits this supplemental brief in support of its Application for Entry of an Order (I) Authorizing and Approving the Appointment of Manatt, Phelps & Phillips, LLP as Counsel to the Debtor; and (II) Granting Related Relief (the "Application") (Dkt. No. 42) pursuant to the Court's Orders, dated September 18, 2026 and October 2, 2026, directing the parties to submit supplemental briefing regarding conflicts counsel (Dkts. No. 152 and 189). The Court should grant the Application because Manatt, Phelps & Phillips, LLP ("Manatt") is disinterested and not adverse to the

Estate. Furthermore, the retention of conflicts counsel to address any matters adverse to Manatt's former client is proper and cures the conflict.

Professionals retained by the debtor's estate must satisfy two requirements: (1) they must be disinterested and (2) they must not have interests adverse to the estate. 11 U.S.C. § 327(a). Because Manatt no longer represents John Paul Reddam (or any related entities) and the Debtor has engaged conflicts counsel, Manatt satisfies both requirements. Manatt is no longer engaged in concurrent representation of Mr. Reddam and the Debtor, and, as a further precautionary step, the Debtor has retained special conflicts counsel responsible for all matters adverse to Mr. Reddam. These steps demonstrate both Manatt's disinterestedness and lack of adversity to the Debtor.

California's Rules of Professional Conduct similarly permit the Debtor's retention of Manatt as counsel. Since Manatt withdrew from its representation of Mr. Reddam pre-petition, it is not concurrently adverse to Mr. Reddam and the Debtor. When evaluating successive representations for conflicts of interest, bankruptcy courts in California look to California's Rules of Professional Conduct to determine whether counsel's representation of a current client is "materially adverse" to the representation of a former client.

California employs the "substantial relationship" test to determine adversity, which asks whether the attorney had a direct professional relationship with the former client in which the attorney provided legal advice and services on a legal issue that is closely related to the legal issue in the present representation. Manatt's prior representation of Mr. Reddam in a state court fraudulent conveyance action does not have a "substantial relationship" to the Debtor. Because Allen Matkins will represent the Debtor in connection with the Fraudulent Transfer Action against Mr. Reddam, Manatt's representation of the Debtor has no relationship to the issues on which Manatt previously represented Mr. Reddam. Instead, Manatt's representation of the Debtor will involve general bankruptcy advice, representation of the Debtor in the main bankruptcy case, the filing of and responding to motions in the main bankruptcy case, liquidating the Debtor's assets, and formulating a plan of reorganization. None of these tasks involve legal issues related to the state court fraudulent transfer action.

The retention of special counsel is also expressly permitted under both Section 327(a) and Section 327(e). Like Manatt, Allen Matkins Leck Gamble Mallory & Natsis LLP ("Allen Matkins"), as

proposed special conflicts counsel, is disinterested and not adverse to the Estate. Since Allen Matkins is responsible for litigating causes of action against the Debtor's insiders, it also is not performing a role "central" to the bankruptcy case or serving as general bankruptcy counsel. Instead, Manatt remains the Debtor's general bankruptcy counsel, and otherwise progressing the Chapter 11 Case. Therefore, the retention of both Manatt and Allen Matkins is proper under Section 327(a) and Section 327(e).

II. BACKGROUND

Manatt filed its Application on August 4, 2026. Through the Application, the Debtor sought approval for Manatt to represent it in the above-captioned Chapter 11 case and provide legal services to the Debtor, including but not limited to: advising the Debtor in connection with its rights, powers, and duties as debtor-in-possession; negotiating and preparing all necessary agreements, motions, and other documents in connection with debtor-in-possession financing and use of cash collateral; attending meetings and negotiating with representatives of creditors and other parties-in-interest; taking necessary action to protect and preserve the Debtor's estate, including prosecuting actions on behalf of the Debtor, defending any action commenced against the Debtor, and representing the Debtor's interests in negotiations concerning litigation in which the Debtor is involved, including but not limited to objections to claims filed against the estate; preparing all necessary motions, applications, answers, orders, reports, and papers in support of positions taken by the Debtor and necessary to the administration of the estate; negotiating and preparing a plan of reorganization and all related documents; advising the Debtor in connection with any sale of assets and/or plan of reorganization; advising the Debtor on the engagement of professionals necessary to fulfilling their responsibilities and financial requirements and other documents required under the Bankruptcy Code; appearing before this Court and any appellate courts in connection with this Chapter 11 Case; and performing other necessary legal services and providing all other necessary legal advice to the Debtor in connection with this Chapter 11 Case. (Application ¶ 13.)

On August 19, 2026, the U.S. Trustee for the Southern District of California (the "UST") filed an objection to the Application (the "Objection") (Dkt. No. 65). The UST objected partly based upon Manatt's prior representation of the Debtor's former principal, John Paul Reddam, in a class action suit brought against Mr. Reddam and the Debtor. (Objection p. 5.) The UST also asserted that Manatt failed

to fully disclose conflicts and disputed the terms of Manatt's engagement agreement. Manatt filed a Reply to the UST on August 25, 2026 (the "Reply") (Dkt. No. 94). In the Reply, Manatt also provided additional disclosures in a supplemental declaration. (Reply pp. 2-3, 7.)

On September 16, 2026, Allen Matkins filed an application for employment under Bankruptcy Code section 327(a) (the "AM Application"), accompanied by the Declaration of Edward G. Fates ("Fates Decl."). Through the AM Application, Allen Matkins seeks retention to perform the following services: analyzing potential avoidance claims against John Paul Reddam, the Debtor's former principal, and entities affiliated with or related to him; developing avoidance claims and related causes of action against John Paul Reddam and entities affiliated with or related to him; prosecuting avoidance claims and related causes of action against John Paul Reddam and entities affiliated with or related to him; appearing before this Court and any appellate courts in connection with the foregoing matters; and performing other necessary legal services and providing all other necessary legal advice to the Debtor in connection with the foregoing matters. (AM Application ¶ 13.)

On September 17, 2026, the Court held a hearing on the Application (the "Hearing") (Dkt. No. 149). At the Hearing, Manatt discussed that the Debtor retained Allen Matkins as conflicts counsel to pursue the Debtor's potential causes of action against Mr. Reddam and Reddam related entities regarding pre-petition transactions with the Debtor. The UST indicated that the retention of special counsel did not satisfy their concerns over disinterestedness. The Court directed supplemental briefing to address whether Debtor's retention of conflicts counsel resolves potential successive client conflict issues. (Dkt. No. 152.)

On September 22, 2026, Mr. Reddam's new attorney filed a substitution of attorney and notice thereof (Dkt. No. 161) for Mr. Reddam in the Fraudulent Transfer Action, documenting the withdrawal of Manatt.

III. ARGUMENT

A. Section 327 and California Law Permit Manatt's Retention.

Under Section 327(a), the Estate may not retain a professional that both "(1) holds or represents an 'interest adverse to the estate'" and (2) is not "disinterested." *In re Kobra Props.*, 406 B.R. 396, 402–03 (Bankr. E.D. Cal. 2009). The purpose of the requirements under Section 327(a) is to ensure that

estate professionals provide "undivided loyalty and provide untainted advice and assistance in furtherance of their fiduciary responsibilities." *In re Tevis*, 347 B.R. 679, 687–88 (B.A.P. 9th Cir. 2006) (internal citations omitted). Bankruptcy courts have defined "adverse interest" as "(1) to possess or assert any economic interest that would tend to lessen the value of the bankrupt estate or that would create either an actual or potential dispute in which the estate is a rival claimant; or (2) to possess a predisposition under circumstances that render such a bias against the estate." *Id.* Serving as an attorney for an entity holding and adverse interest constitutes representing an adverse interest. *Id.* "A disinterested professional is one that can make unbiased decisions, free from personal interest, in any matter pertaining to the debtor's estate." *In re CIC Inv. Corp.*, 192 B.R. 549, 553-54 (B.A.P. 9th Cir. 1996) (quoting *In re Dynamark, Ltd.*, 137 B.R. 380, 381 (Bankr. S.D. Cal. 1991)). Although the two prongs are treated as distinct, the Bankruptcy Code's definition of "disinterested person" as "a person that . . . does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders" necessarily results in overlap in the analysis of each prong. 11 U.S.C. § 101(14); *In re Tevis*, 347 B.R. at 688.

Courts in the Ninth Circuit look to state law to determine whether an attorney represents an interest "materially adverse" to the Estate. *In re Tevis*, 347 B.R. at 688. Rule 1.9 of the California Rules of Professional Conduct states, "A lawyer who has formerly represented a client in a matter shall not thereafter represent another person in the same or a substantially related matter in which that person's interests are materially adverse to the interests of the former client unless the former client gives informed written consent." To determine whether a successive conflict exists, California courts examine whether a "substantial relationship" exists between the subjects of the prior and the current representations. *City and Cnty. of S.F. v. Cobra Sols., Inc.*, 135 P.3d 20, 25 (Cal. 2006). "To determine whether there is a substantial relationship between successive representations, a court must first determine whether the attorney had a direct professional relationship with the former client in which the attorney personally provided legal advice and services on a legal issue that is closely related to the legal issue in the present representation." *Id.*

No "substantial relationship" exists between the matters on which Manatt represented Mr. Reddam and now represents the Debtor. While Manatt had a direct professional relationship with Mr.

Reddam and other related entities, it did not "provide[] legal advice and services on a legal issue that is closely related to the legal issue in the present representation." Manatt previously represented Mr. Reddam in the Fraudulent Transfer Action, but has since withdrawn from this representation. (Carroll Decl.) Manatt, as the Debtor's proposed counsel, will be responsible for overall administration of the bankruptcy case, including general bankruptcy advice, representation of the Debtor in this Court, preparing, negotiation on behalf of the Debtor, liquidation and distribution of assets, disclosure of documents, and payment of professionals. (Application ¶ 13.) These issues are not "closely related" to the prior representation of Mr. Reddam in the Fraudulent Transfer Action. Furthermore, the proposed retention of special conflicts counsel to prosecute causes of action for preferences and fraudulent transfers against Mr. Reddam and affiliated entities will ensure that Manatt's work for the Debtor is not "closely related" to the subject matter of the state court lawsuit. (Carroll Decl.) For the same reasons, Manatt is also "disinterested" and can make unbiased decisions for the benefit of the Debtor's Estate. *In re CIC Inv. Corp.*, 192 B.R. 549, 553-54.

In *In re Kobra Props.*, the court approved a firm's application for employment by the trustee despite having previously been employed by the unsecured creditors' committee. 406 B.R. 396, 402–03. In *In re Sidco*, the court found no conflict of interest where debtor-in-possession's proposed counsel previously represented an estate creditor that waived the conflict. *In re Sidco, Inc.*, 173 B.R. 194, 197 (E.D. Cal. 1994). *Tevis* does not hold otherwise, as the party seeking disqualification was the former client, and, therefore, the former client did not provide consent to the successive representation. *In re Tevis*, 347 B.R. 689 n.9. Here, Manatt has withdrawn from or concluded its representation of Mr. Reddam and all related persons and entities. (Carroll Decl.)

B. The Use of Conflicts Counsel Cures Manatt's Conflict

Since Mr. Reddam is a former Manatt client and the debtor is a proposed current client, this case concerns conflicts of interest regarding successive clients rather than concurrent clients. The difference is material. "Only the concurrent representation of conflicting interests disqualifies an attorney from representing a debtor-in-possession." *In re Dynamark, Ltd.*, 137 B.R. at 381. Bankruptcy courts in California apply California state ethics laws. Unlike a concurrent conflict, which is concerned with loyalty, the court's primary concern regarding successive conflicts is protecting the former client's

confidentiality. *Lennar Mare Island, LLC v. Steadfast Ins. Co.*, 105 F.Supp.3d 1100, 1108-09 (E.D. Cal. 2015). California state courts recognize that concurrent representation requires stricter scrutiny than successive representation: concurrent representation of conflicting parties "carries with it a strong presumption of disqualification," while courts apply a more lenient "substantive relationship" test to successive conflicts. *Id.*, *accord Trone v. Smith*, 621 F.2d 994, 998 (9th Cir. 1980) ("The relevant test for disqualification is whether the former representation is 'substantially related' to the current representation.").

The UST's arguments at the Hearing improperly applied the stricter test reserved for concurrent representation and appear to be based on loyalty rather than confidentiality. The UST asserted that "[Manatt] is trying to distance itself from its longtime client of Mr. Reddam" and "there are multiple transactions that need to be reviewed, and there are just too many that involve Mr. Reddam at the head." (Hearing Tr. 20: 7-8.) The reality, however, is that the only transaction that needs to be reviewed is the claim asserted in the Fraudulent Transfer Action. But even if there are other claims, they are limited potential litigation claims that are often handled by special counsel.

The UST relied on *In re Project Orange Assocs. LLC* and *WM Distribution Inc.* for the proposition that an incurable conflict exists where the conflict relates to issues so central that they cannot be resolved simply by hiring conflicts counsel. (*Id.* at 20: 4-6.) Both these cases, however, are inapposite, as they concerned the concurrent representation of adverse interests rather than successive representation. In *Project Orange*, DLA Piper sought to represent a debtor in negotiations with GE, the debtor's most important creditor, while at the same time representing GE in unrelated matters. *In re Project Orange Assocs. LLC*, 431 B.R. 363, 368-69 (Bankr. S.D.N.Y. 2010). In *WM Distribution*, a law firm sought to simultaneously represent related entities where one entity was a significant creditor of another. *In re WM Distrib. Inc.*, 571 B.R. 866, 873 (Bankr. D.N.M. 2017). Concurrent adversity runs afoul of Section 327(a), which prohibits the representation of adverse interests and renders the conflict uncurable. None of these cases hold that successive client conflicts cannot be cured with conflicts counsel. Of the cases that the UST cites, only *In re Tevis*, where pro se debtors sought to disqualify trustee's counsel with whom they previously consulted, applied the "substantial relationship" test. But in *Tevis* Trustee's counsel insisted no conflict existed and did not retain conflicts counsel. The Ninth

Circuit Bankruptcy Appellate Panel held that trustee's counsel had not satisfied their burden of demonstrating that no substantial relationship existed.

In re Kobra Props., a decision by the U.S. Bankruptcy Court for the Eastern District of California, is directly on point. In that case, counsel for the committee of unsecured creditors withdrew its representation of the committee and subsequently sought to represent the trustee of the debtor's estate. *In re Kobra Props.*, 406 B.R. at 400. The U.S. Trustee objected to the representation on the basis that counsel's prior representation of the committee was a materially adverse interest "based on either an appearance of impropriety or a potential conflict of interest." *Id.* The court rejected the U.S. Trustee's objection. Identifying the conflict as successive rather than concurrent, the court held that the trustee's counsel could employ conflicts counsel in any action the trustee brought against the committee or its members. *Id.* at 406.

The court in *In re Guy Apple Masonry Contractor, Inc.* also found the use of special counsel appropriate to resolve conflicts. 45 B.R. 160, 167 (Bankr. D. Ariz. 1984). In *Guy Apple*, a law firm represented two related debtor entities that held inter-company claims against each other. *Id.* at 164-65. The court approved the appointment of conflicted counsel. The court based its decision, in part, on its "flexibility in tailoring the necessary relief to correct the situation" and "the ability to cure present conflicts by the appointment of special counsel." *Id.* at 167. Courts in other circuits have similarly endorsed the use of conflicts counsel to resolve conflicts of interest in bankruptcy cases. *See In re Gilbertson's Rests. LLC*, 2004 WL 1724878, at *3 (Bankr. N.D. Iowa May 3, 2004) ("If a potential conflict develops into an actual conflict, methods other than disqualification are available to manage the problem, including the appointment of special counsel"); *In re Rockaway Bedding, Inc.*, 2007 WL 1461319, at *2 (Bankr. D.N.J. May 14, 2002) (debtor's counsel, who represented debtor's largest creditor in an unrelated matter, agreed to retain separate conflicts counsel to assert any claim of fraud, misrepresentation or dishonest conduct against the creditor); *In re Caldor, Inc. NY*, 193 B.R. 165, 177 (Bankr. S.D.N.Y. 1996) (conflicts resulting from concurrent representation of multiple creditor's committees could be resolved through retention of conflicts counsel).

C. Debtor's Proposed Retention of Allen Matkins Is Permitted under Section 327(a).

Conflicts counsel are retained and approved by the Court pursuant to Section 327 and Bankruptcy Rule 2014, like other Estate professionals. By its terms, Section 327(a) does not foreclose the Debtor from hiring multiple firms as counsel. 11 U.S.C. § 327(a); *In re Sonya D. Int'l, Inc.*, 484 B.R. 773, 779-81 (Bankr. C.D. Cal. 2012) (approving retention of special litigation counsel pursuant to Section 327(a)). Instead, the proposed professional must demonstrate the two prongs outlined above, *supra* Section III.A. Rule 2014 of Federal Rules of Bankruptcy Procedure also requires the proposed counsel to "state specific facts showing . . . the need for the employment." The AM Application provides sufficient facts to satisfy both Section 327(a) and Bankruptcy Rule 2014. (AM Application ¶¶ 12-13, 21) (Allen Matkins is disinterested and does not represent an adverse interest, and Allen Matkins' litigation services are necessary to the Debtor).

The matters for which the Debtor proposes employing Allen Matkins are not "central" to the bankruptcy case. In the context of retaining "professional persons" under Section 327(a), the U.S. District Court for the Northern District of California found tasks such as "assisting in the negotiation of the debtor's plan, assisting in the adjustment of the debtor/creditor relationship, disposing of the assets of the estate and acquiring assets on behalf of the estate" to constitute a "central role" in the administration of the debtor's estate. *In re That's Ent. Mktg. Grp., Inc.*, 168 B.R. 226, 230 (N.D. Cal. 1994). In its role as the Debtor's general bankruptcy counsel, Manatt will continue to conduct these "central" issues. (Application ¶ 13.) The Debtor proposes retaining Allen Matkins for the sole, limited purpose of investigating and prosecuting the Estate's causes of action against Mr. Reddam and his affiliate entities. (AM Application ¶ 12.) Allen Matkins' role in the main bankruptcy case will remain limited to this litigation role, which is often performed by non-general bankruptcy counsel. (*Id.*); *In re Sonya D. Int'l, Inc.*, 484 B.R. at 779-81 (approving estate's retention of additional counsel to pursue disputed assets in litigation). The counsel handling the litigation aspects of a bankruptcy are not considered "general bankruptcy counsel." *In re Sonya D. Int'l, Inc.*, 484 B.R. at 779-80.

D. Section 327(e) Provides Alternative Authority to Retain Allen Matkins.

Should the Court find retention of Allen Matkins inappropriate under Section 327(a), retention under Section 327(e) constitutes an alternative source of relief. 11 U.S.C. § 327(e). Section 327(e) permits the Estate to employ special counsel where: "(1) employment is for a specified special purpose, (2) it is in the best interest of the estate and (3) counsel does not hold any interest that is adverse to the debtor with respect to the matter in which counsel is to be employed." *In re Goldstein*, 383 B.R. 496, 501 (Bankr. C.D. Cal. 2007). The retention of Allen Matkins satisfies these three elements. *First*, the Debtor seeks to retain Allen Matkins for the "specified special purpose" of prosecuting avoidance actions against "J. Paul Reddam and entities affiliated with or related to him." (Fates Decl. ¶ 4.) *Second*, the retention of Allen Matkins is in the best interests of the estate because it will provide for the efficient prosecution of avoidance actions against Mr. Reddam and affiliated entities while permitting the Debtor to retain counsel of its choice and limiting disruptions to the bankruptcy case. (*Id.* at 8-13); *see In re Fondiller*, 15 B.R. 890, 892 (B.A.P. 9th Cir. 1981) (special counsel retention approved to investigate fraudulent conveyances). *Third*, Allen Matkins does not hold any interest adverse to the Debtor with respect to the avoidance actions against Mr. Reddam and his affiliated entities. (*Id.* ¶¶ 14-17.)

The Court's Order Directing Supplemental Briefing (Dkt. No. 152), which asks Manatt to "focus its brief on the use of conflicts counsel when the matter in which conflicts counsel will handle the representation is potentially central to the Debtor's chapter 11 case or its reorganization/restructuring efforts overall," particularly implicates the first factor of this analysis. To satisfy this element, the special counsel must be employed for "a specified special purpose, other than to represent the trustee in conducting the case." 11 U.S.C. § 327(e). Courts have found "conducting the estate" to include "assist[ing] generally in the administration of the estate," formulating a chapter 11 plan, and liquidation of the debtor's assets. *In re Running Horse, L.L.C.*, 371 B.R. 446, 452-53 (Bankr. E.D. Cal. 2007). The Debtor's financial advisor has described the potential assets available for liquidation in the concurrently filed Declaration of Peter Hurwitz.

The matters which Manatt will handle as general counsel include the marketing, sale and liquidation of these assets, reviewing claims and filing any necessary objections, negotiations to resolve

other disputed matters, including a dispute with the Debtor's former Texas landlord, working with accountants to prepare tax returns, review of avoidance actions against non-insiders, preparation of a plan and disclosure statement and negotiations with creditors regarding the terms and acceptance or rejection of the plan. In addition, the work handled by Manatt includes the preparation of the schedules and statement of financial affairs, preparing for the Section 341 meeting, preparing the monthly operating reports, retention of the CRO and financial advisors, rejection of a lease.

On the other hand, the matters which Allen Matkins will handle are limited and discrete. Thus, handling these specified litigation matters do not constitute "conducting the case." *See Honarkar v. GSM Wireless, Inc.*, 2008 WL 4330261, at *8-*9 (C.D. Cal. Sept. 22, 2008); *In re Goldstein*, 383 B.R. at 501-02. Specifically, the Ninth Circuit B.A.P. has found the "investigation into allegedly concealed assets and fraudulent conveyances" on behalf of the trustee to be for "specific and limited purposes" under Section 327(e). *See In re Fondiller*, 15 B.R. at 892.

Here, the Debtor seeks employment of Allen Matkins for the specific purpose of pursuing the Estate's avoidance causes of action against Mr. Reddam and affiliated entities. (Fates Decl. ¶ 4.) Retaining Allen Matkins for the purpose of resolving conflicts issues and pursuing potentially valuable litigation claims is precisely the type of special counsel retention that Section 327(e) authorizes. Prosecuting these avoidance actions is a discrete litigation purpose rather than general assistance with formulating a plan, administering the estate, and liquidating assets, which will be handled by Manatt. (AM Application ¶¶ 12-13.) While the Fraudulent Transfer Action may comprise a substantial source of recovery for the Debtor, handling it does not constitute "conducting the case." Instead, "conducting the case" refers to progressing the main bankruptcy case, including formulating a plan, soliciting votes, and assisting the management of the Estate. *See In re Running Horse, L.L.C.*, 371 B.R. 446, 452-53; *see also In re Mohiuddin*, 627 B.R. 875, 881 (Bankr. S.D. Tex. 2021) (retention order authorized special counsel to litigate and resolve trustee's avoidance and turnover claims against the debtor and other related entities).

Similarly, the Fraudulent Transfer Action is only one item that will be handled by conflicts counsel. On the other hand, there are numerous other matters that Manatt will handle as general counsel. Therefore, Allen Matkins will not be conducting the case and can be retained pursuant to

Section 327(e).

E. No Order is Necessary to Effectuate the Withdrawal of Manatt as Counsel in the Fraudulent Transfer Action.

The signing and filing of the substitution of attorney is the only action needed to effectuate the withdrawal of Manatt as counsel to Mr. Reddam in the Fraudulent Transfer Action. Section 284 California Code of Civil Procedure provides that an attorney may be changed "at any time ... [u]pon the consent of both client and attorney, filed with the clerk." As evidenced by Dkt. No. 161, Manatt, Marshack Hays Wood LLP and Mr. Reddam confirmed their consent in a writing, which was filed with the clerk of the Orange County Superior Court.

Section 284 also permits withdrawal upon entry of a court order, but no order is required if consent is granted. Rather, obtaining a court order is a separate and distinct mechanism to seek withdrawal. Once consent is filed, no further action is required. *Hock v. Superior Ct*., 221 Cal. App. 3d 670, 673, 270 Cal. Rptr. 579, 581 (Cal. Ct. App. 1990).

IV. CONCLUSION

For the reasons set forth above, the Court should approve the Application.

Respectfully submitted,

Dated: October 7, 2026

MANATT, PHELPS & PHILLIPS, LLP

By: */s/ Schuyler Carroll*
Schuyler Carroll

Proposed Attorneys for Debtor and Debtor-in-Possession