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Honorable Christopher M. Alston  
Chapter 11  
Hearing Date: June 17, 2016  
Hearing Time: 9:30 a.m.  
Hearing Location: 700 Stewart St, 7th Floor  
Seattle, WA  
Response Date: June 10, 2016

UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WASHINGTON AT SEATTLE

In re  
NORTHWEST TERRITORIAL  
MINT, LLC,  
EIN: 30-0143641  
  
Debtor.

Case No. 16-11767-CMA  
  
MOTION FOR FINAL ORDER  
AUTHORIZING EMPLOYMENT OF  
COUNSEL FOR OFFICIAL UNSECURED  
CREDITORS' COMMITTEE

I. INTRODUCTION

On April 28, 2016, the Court entered its Ex Parte Order Authorizing Interim Employment of Miller Nash Graham & Dunn LLP as Counsel for the Official Unsecured Creditors Committee, effective as of April 22, 2016 [Dkt. # 151] (the "Interim Order"). David L. James and William L. Hanson, as co-chairs of the Official Unsecured Creditors' Committee (the "Committee") for Northwest Territorial Mint, LLC (the "Debtor"), hereby apply for final approval of the employment of Miller Nash Graham & Dunn LLP ("MNGD") as counsel for the Committee in the above-captioned case. The Committee bases this application on 11 U.S.C. § 327, Federal Rule of Bankruptcy Procedure 2014, LBR 2014-1(a), and the subjoined Declaration of Mark D. Northrup.

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1 II. FACTS

2 A. Venue; core status

3 Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This  
4 application is a core proceeding under 28 U.S.C. § 157(b)(2). The court has jurisdiction over this  
5 application under 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to  
6 28 U.S.C. §§ 1408 and 1409. This motion is a core proceeding under 28 U.S.C. § 157(b)(2).

7 B. Procedural background

8 On April 1, 2016 (the "Petition Date"), Northwest Territorial Mint, LLC, debtor  
9 herein, commenced its case by filing a voluntary chapter 11 petition as a debtor-in-possession.  
10 On April 7, 2016, the Debtor and the Office of the U.S. Trustee stipulated to the entry of an order  
11 appointing a chapter 11 trustee [Dkt. # 45]. On April 11, 2016, the Court entered its Ex Parte  
12 Order Approving Appointment of Chapter 11 Trustee [Dkt. # 51], and appointed Mark Thomas  
13 Calvert as the chapter 11 trustee for the Debtor's estate. On April 15, 2016, the Office of the  
14 U.S. Trustee filed its Appointment of Unsecured Creditors' Committee [Dkt. # 73].

15 C. Necessity for Committee's employment of attorneys

16 In this chapter 11 case, the Committee requires the assistance of experienced  
17 bankruptcy attorneys to:

- 18 • Generally provide legal services as needed, including representation as to  
19 recovery and/or liquidation of the Debtor's assets;
- 20 • Represent the Committee in mediation and otherwise with respect to the  
21 Debtor's prepetition actions; and
- 22 • Otherwise provide services as may be required to best protect the interests of  
23 unsecured creditors in the case, including without limitation to carry out the  
24 rights and powers specified in Section 1103(c) of the Bankruptcy Code.

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1 D. MNGD's qualifications; reasons for Committee's selection of MNGD

2 Several MNGD attorneys focus their practices primarily or exclusively on  
3 insolvency cases and have extensive experience in chapter 11 and other bankruptcy cases in this  
4 court. The Committee selected MNGD as its bankruptcy counsel and general counsel for this  
5 case because of MNGD's general and bankruptcy qualifications.

6 E. Professional services to be rendered

7 The Committee wishes to engage MNGD as its general counsel in this case.

8 F. Miller Nash's compensation

9 MNGD has no special arrangement for compensation and expects the estate to  
10 compensate the firm. Mark D. Northrup's current hourly rate is \$475, Geoffrey Groshong's  
11 current hourly rate is \$500, and John R. Knapp, Jr.'s current hourly rate is \$440. The rates of  
12 other MNGD attorneys range from \$240 to \$695 and those of non-attorney paralegals range from  
13 \$115 to \$275. The firm's rates change from time to time.

14 G. Miller Nash's connections to this case

15 Miller Nash is not a creditor in this case. There are approximately 3,400  
16 identified creditors in this case. As set forth in the Committee's application for the Interim  
17 Order, no known conflicts of interest exist between MNGD and its current clients and any other  
18 party in interest to the estate. Should a conflict emerge or be discovered in the future, unless the  
19 current client and the Committee agree in writing, and the Court approves such consent,  
20 MNGD's representation of the Committee will expressly not include actions directly adverse to  
21 the current client. In the event of direct adversity, the Committee will employ special conflicts  
22 counsel.

23 Accordingly, to the best of MNGD's knowledge based on the foregoing search  
24 and comparison, and to the best of the Committee's knowledge, MNGD does not represent any  
25 other entity having an adverse interest in connection with this case or have any connection with  
26 the Debtor, the Committee members, creditors, any other party in interest, their respective

1 attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S.  
2 Trustee. MNGD has not represented, does not represent, and will not represent any client other  
3 than the Committee with respect to this case.

4 H. Effective date of employment

5 On or about April 22, 2016, the co-chair for the Committee contacted Mark D.  
6 Northrup at MNGD about its potential employment as counsel for the Committee. Later on the  
7 same day, the Committee confirmed that it had selected MNGD to act as its counsel, subject to  
8 Court approval. MNGD immediately began assembling the information necessary to prepare its  
9 application for interim employment, which was approved by the Court on April 28, 2016  
10 [Dkt. # 151]. The court should approve the Committee's motion for final authority to employ  
11 Miller Nash Graham & Dunn LLP as counsel for the Committee retroactive to the date the  
12 Committee made its selection, April 22, 2016.

13 I. Contact information

14 Miller Nash's contact information for this case is as follows:

15 Mark D. Northrup  
16 WSB No. 16947  
17 Miller Nash Graham & Dunn LLP  
18 2801 Alaskan Way, Suite 300  
19 Seattle, Washington 98121  
20 Telephone: (206) 624-8300  
21 Fax: (206) 340-9599  
22 E-mail: mark.northrup@millernash.com

23 Geoffrey Groshong  
24 WSB No. 6124  
25 Miller Nash Graham & Dunn LLP  
26 2801 Alaskan Way, Suite 300  
Seattle, Washington 98121  
Telephone: (206) 624-8300  
Fax: (206) 340-9599  
E-mail: geoff.groshong@millernash.com

1 John R. Knapp, Jr.  
2 WSB No. 29343  
3 Miller Nash Graham & Dunn LLP  
4 2801 Alaskan Way, Suite 300  
5 Seattle, Washington 98121  
6 Telephone: (206) 624-8300  
7 Fax: (206) 340-9599  
8 E-mail: john.knapp@millernash.com

9 III. DISCUSSION

10 A. 11 U.S.C. § 1103(a)

11 A committee may, with the court's approval, employ attorneys that do not hold or  
12 represent an interest adverse to the estate and that are disinterested persons to represent or assist  
13 the committee in carrying out the committee's duties and responsibilities. 11 U.S.C. § 1103(a).  
14 Among other things, to be disinterested an attorney must not be a creditor of the debtor or have  
15 an interest materially adverse to the interest of the estate or of any class of creditors or equity  
16 security holders by reason of any direct or indirect relationship to, connection with, or interest in  
17 the debtor or for any other reason. 11 U.S.C. § 101(14)(A), (C).

18 As set forth above, MNGD is not a creditor of the Debtor, does not hold or  
19 represent any interest adverse to the estate and is a "disinterested person" eligible for  
20 employment by the Committee.

21 B. Rule 2014(a)

22 A court may approve employment of an attorney for the Creditors' Committee on  
23 application of the Committee. The application must state the specific facts showing the necessity  
24 for the employment, the name of the person to be employed, the reasons for the selection, the  
25 professional services to be rendered, any proposed arrangement for compensation, and, to the  
26 best of the applicant's knowledge, all of the person's connections with the debtor, creditors, any  
other party in interest, their respective attorneys and accountants, the U.S. Trustee, or any person  
employed in the office of the U.S. Trustee. The application must be accompanied by a verified  
statement of the person to be employed, setting forth the person's connections with the debtor,

1 creditors, any other party in interest, their respective attorneys and accountants, the U.S. Trustee,  
2 or any person employed in the office of the U.S. Trustee. Fed. R. Bankr. P. 2014(a).

3 This Motion states the specific facts showing the necessity for the Committee's  
4 employment of MNGD in part II.C above, the reasons for the selection in part II.D above, the  
5 professional services to be rendered in part II.E above, the proposed compensation arrangement  
6 in part II.F above, and Miller Nash's connections to this case in part II.G above. The attached  
7 Declaration under penalty of perjury by Mark D. Northrup constitutes the verification of  
8 MNGD's connections disclosure required by Rule 2014(a).

9 IV. CONCLUSION

10 The court should approve the final employment of Miller Nash Graham & Dunn  
11 LLP as counsel for the Committee on the terms set forth above in the bankruptcy case of  
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1 Northwest Territorial Mint, LLC, case number 16-11767-CMA, with compensation and  
2 reimbursement of expenses subject to court approval on notice to creditors and a hearing..

3 DATED this 24th day of May, 2016.

4 OFFICIAL UNSECURED CREDITORS'  
5 COMMITTEE

6 

7 William L. Hanson  
8 Co-Chair of the Creditors' Committee

9 OFFICIAL UNSECURED CREDITORS'  
10 COMMITTEE

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12 \_\_\_\_\_  
13 David L. James  
14 Co-Chair of the Creditors' Committee

15 MILLER NASH GRAHAM & DUNN LLP

16  
17 /s/ Mark D. Northrup  
18 Mark D. Northrup, WSB No. 16947  
19 Geoffrey Groshong, WSB No. 6124  
20 John R. Knapp, Jr., P.C., WSB No. 29343

21 Attorneys for Official Unsecured  
22 Creditors' Committee

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14 Co-Chair of the Creditors' Committee 5-24-16

15 MILLER NASH GRAHAM & DUNN LLP

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17 /s/ Mark D. Northrup

18 Mark D. Northrup, WSB No. 16947  
19 Geoffrey Groshong, WSB No. 6124  
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MOTION FOR FINAL ORDER AUTHORIZING EMPLOYMENT OF  
COUNSEL FOR ... COMMITTEE - 7

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2801 ALASKAN WAY, SUITE 300  
SEATTLE, WASHINGTON 98121



1 Northwest Territorial Mint, LLC, case number 16-11767-CMA, with compensation and  
2 reimbursement of expenses subject to court approval on notice to creditors and a hearing..

3 DATED this 27th day of May, 2016.

4 OFFICIAL UNSECURED CREDITORS'  
5 COMMITTEE

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7 \_\_\_\_\_  
8 William L. Hanson  
9 Co-Chair of the Creditors' Committee

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21 Attorneys for Official Unsecured  
22 Creditors' Committee

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