

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

APPLICATION FOR EX PARTE ORDER
AUTHORIZING EMPLOYMENT OF
FINANCIAL ADVISOR FOR THE
OFFICIAL UNSECURED CREDITORS'
COMMITTEE

I. INTRODUCTION

The Official Unsecured Creditors' Committee (the "Committee") applies for approval of the employment of Lorraine Barrick, CPA and Lorraine | Barrick | LLC ("Barrick") as financial advisor for the Committee in the above-captioned case. The Committee bases this application on 11 U.S.C. § 1103(a), Federal Rule of Bankruptcy Procedure 2014, LBR 2014-1, and the subjoined declaration of Lorraine Barrick. Pursuant to LBR 2014-1(b), the Office of the U.S. Trustee has advised Committee counsel that it has no objection to the ex parte submission of this Application.

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 application
4 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.

6 B. Procedural Background

7 On April 1, 2016 (the “Petition Date”), the Debtor commenced its case by filing a
8 voluntary chapter 11 petition. On April 11, 2016, the Court appointed Mark Calvert as Chapter
9 11 Trustee (the “Trustee”). The Committee was appointed on April 15, 2016.

10 C. Necessity for Committee's Employment of a Financial Advisor

11 This Chapter 11 case is large and complex, with more than 3,000 creditors holding claims
12 in excess of \$55 million. The Committee requires the assistance of an experienced financial
13 advisor to:

- 14
- 15 • Analyze the Trustee’s financial reports and evaluate any operating projections
presented by the Trustee in support of a plan of reorganization;
 - 16 • Provide such other review and analysis of estate business operations, financial
17 matters, and strategies for reorganization, as the Committee may request.

18 D. Barrick’s Qualifications; Reasons for Committee’s Selection of Barrick

19 Barrick has more than 30 years’ experience in accounting and finance and has appeared
20 and provided testimony in numerous courts of the United States. Attached as Exhibit A is a true
21 copy of Barrick’s CV, describing her experience and qualifications in detail. The Committee
22 selected Barrick as its financial advisor for this case because of Barrick’s general and financial
23 qualifications.

1 E. Professional Services to be Rendered

2 The Committee wishes to engage Barrick as its financial advisor in this case, effective as
3 of February 10, 2017, when Barrick was formally selected by the Committee for this
4 engagement.

5 F. Barrick's Compensation

6 Barrick has no special arrangement for compensation and expects the estate to
7 compensate her. Barrick's current hourly rate is \$350.00, and her rates may change from time to
8 time.

9 G. Barrick's Connections to this Case

10 Barrick is not a creditor in this case. Barrick has reviewed the master mailing list
11 maintained by the Court and, to the best of Barrick's knowledge based on the foregoing review,
12 and to the best of the Committee's knowledge, does not represent any other entity having an
13 adverse interest in connection with this case or have any connection with the Debtor, the Trustee,
14 the Committee, creditors, any other party in interest, their respective attorneys and accountants,
15 the United States trustee, or any person employed in the Office of the U.S. Trustee. With respect
16 to parties who have appeared or who are parties in interest to this case, and for purposes of full
17 disclosure, Barrick has advised the Committee of the following incidental connections:

18 1. Barrick does work as an independent financial expert for the EEOC.

19 2. Barrick's family cell plan is with AT&T, and I am also appointed to act as a financial
20 expert witness in a matter in which AT&T is opposed to my clients.

21 3. Barrick has previously worked as an expert witness for the law firm Vandenberg
22 Johnson & Gandera.

23 4. Barrick has previously worked as an expert witness for the law firm William Kastner
24 & Gibbs.

25 5. Barrick has worked as an expert witness for and against the law firm Lasher
26 Holzapfel.

1 Barrick has not represented, does not represent, and will not represent any client other than the
2 Committee with respect to the Debtor's case.

3 H. Effective Date of Employment

4 In early February 2017, the Committee contacted Barrick about her potential employment
5 as financial advisor for the Committee. On February 10, 2017, the Committee advised Barrick
6 that the Committee had selected her to be its financial advisor. The Committee also notified its
7 counsel Miller Nash Graham & Dunn LLP ("MNGD") that Barrick had accepted the engagement
8 and instructed MNGD to prepare the necessary application to employ Barrick. MNGD
9 immediately began assembling the information necessary to prepare this application. MNGD
10 prepared and tendered this application to the U.S. Trustee on February 15, 2017. The Court
11 should approve the application retroactive to date the Committee made its selection, February 10,
12 2017.

13 I. Contact Information

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

15 Lorraine Barrick
16 Lorraine | Barrick | LLC
17 1144 Federal Avenue East
18 Seattle, Washington 98102
19 Telephone: (206) 860-9672
20 Fax: (206) 568-7376
21 E-mail: info@lorrainebarrick.com

22 J. U.S. Trustee Review

23 In accordance with LBR 2014-1(b), the Office of the U.S. Trustee has either endorsed
24 this application in writing or advised MNGD that it has no objection to the proposed
25 employment of Barrick, or at least seven days have passed since the application was served upon
26 and received by the Office of the U.S. Trustee and no objection has been made.

1 III. DISCUSSION

2 A. 11 U.S.C. § 1103(a)

3 A Committee may, with the court's approval, employ professionals that do not hold or
4 represent an interest adverse to the estate to represent or assist the Committee in carrying out the
5 Committee's duties and responsibilities. 11 U.S.C. § 1103(a), (b). Barrick is not a creditor of the
6 Debtor, does not hold or represent any interest adverse to the estate, and is a person eligible for
7 employment by the Committee.

8 B. Rule 2014(a)

9 A court may approve employment of a professional for the Creditors' Committee on
10 application of the Committee. The application must state the specific facts showing the necessity
11 for the employment, the name of the person to be employed, the reasons for the selection, the
12 professional services to be rendered, any proposed arrangement for compensation, and, to the
13 best of the applicant's knowledge, all of the person's connections with the debtor, creditors, any
14 other party in interest, their respective attorneys and accountants, the United States trustee, or
15 any person employed in the office of the United States trustee. The application must be
16 accompanied by a verified statement of the person to be employed, setting forth the person's
17 connections with the debtor, creditors, any other party in interest, their respective attorneys and
18 accountants, the United States trustee, or any person employed in the office of the United States
19 trustee. Fed. R. Bankr. P. 2014(a).

20 This Application states the specific facts showing the necessity for the Committee's
21 employment of Barrick in part II.C above; the reasons for the selection in part II.D above; the
22 professional services to be rendered in part II.E above; the proposed compensation arrangement
23 in part II.F above; and Barrick's connections to this case in part II.G above. The subjoined
24 declaration under penalty of perjury by Lorraine Barrick constitutes the verification of her
25 connections disclosure required by Rule 2014(a).

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IV. CONCLUSION

The Court should approve the Committee's employment of Barrick on the terms set forth above in the bankruptcy case of the Debtor, effective nunc pro tunc to February 10, 2017.

DATED this 23rd day of February, 2017.

MILLER NASH GRAHAM & DUNN LLP

/s/ Mark D. Northrup
Mark D. Northrup
WSB No. 16947

Attorneys for the
Official Unsecured Creditors' Committee

EXHIBIT A

Lorraine Barrick CPA/ABV/CFF, CFE, ASA**Background**

Lorraine Barrick has more than 30 years' experience in accounting and finance. Her focus is financial analysis in dispute settings and business and intangible asset valuation for tax and litigation matters. Lorraine has extensive experience in both domestic and international disputes.

Lorraine worked for 15 years at Arthur Andersen. While there, she worked on the audits of public and private companies, and then in economic and financial consulting, including litigation consulting and business valuation. She served as Partner in Charge of Business Valuation and Litigation Consulting for Andersen's Hong Kong office and as a partner in Andersen's Seattle Economic and Financial Consulting Practice.

Lorraine's work experience includes:

- asset tracing and complex transaction mapping
- business and intangible asset valuation
- cost auditing
- calculation of lost earnings
- determination of lost profits, business interruption claims and other economic damages
- financial modeling and forecasting
- financial fraud investigation: fraudulent accounting and embezzlement
- process mapping and financial controls review
- quantitative and economic analysis

Lorraine's work has been used in:

- antitrust
- bankruptcy matters
- breach of contract claims
- breach of fiduciary duty claims and trust accounting matters
- business interruption claims
- class action claims and class settlement administration
- construction claims
- employment litigation
- employee and other financial fraud investigations
- environmental claims
- family business/inheritance and estate tax matters
- insurance matters
- intellectual property disputes
- liquidity analysis
- marital dissolution
- post-acquisition disputes
- purchase price allocation
- regulatory hearings
- securities litigation

- shareholder disputes
- wrongful death and personal injury

Lorraine has experience working in civil and criminal litigation, arbitration, mediation and regulatory settings. She works on behalf of public and private companies and individuals as well as regulatory authorities such as the Federal Bureau of Investigation, and the Securities and Futures Commission, Commercial Crime Bureau, and Department of Justice in Hong Kong. She has offered expert testimony in a variety of settings.

Lorraine has worked with clients in many industries, including the airline industry, banking, investment and finance, broadcasting, construction, engineering, forest products, hospitality, infrastructure, manufacturing, professional services, real estate, retail, telecommunications and technology, utilities, and wholesaling and distribution.

Accreditations

- Certified Public Accountant (*State of Washington*)
- Accredited Business Valuer (*American Institute of Certified Public Accountants*)
- Certified in Financial Forensics (*American Institute of Certified Public Accountants*)
- Certified Fraud Examiner (*Association of Certified Fraud Examiners*)
- Accredited Senior Appraiser (*Business Valuation/American Society of Appraisers*)

Professional Affiliations

- American Institute of Certified Public Accountants
- Washington Society of Certified Public Accountants
- Certified Fraud Examiner's Association
- National Association of Forensic Economists
- American Society of Appraisers

Past Offices

- Chairman of the Business Valuation/Litigation Services Committee of the Washington Society of Accountants
- Treasurer, Seattle Chapter of the American Society of Appraisers

Education

Bachelor of Science degree with distinction in accounting, with minor in computer science, Colorado State University

Year	Case Name	Description	Case #
1999	Ng Hing Kee	Expert report and testimony in the High Court of Hong Kong	Hong Kong Case
1999	Medcam, Inc. v. Microvision Inc.	Deposition in King County Superior Court	
2000	Pretzinger v. Martin	Deposition and testimony in King County Superior Court	
2003	In re Air Crash Disaster Near Palembang, Indonesia On December 19, 1997	Deposition in U.S. District Court Western District of Washington	MDL Docket No. 1276
2006	Optimer International v. Bellevue LLC	Testimony at arbitration hearing	Private Arbitration
2006	Taggart v. Moulin	Deposition in Superior Court of the State of Washington	
2006	Capital Ventures International v. Network Commerce, Inc. et al	Deposition in U.S. District Court Western District of Washington	No. C02-682L
2006	In Re Optimer International, Inc.	Testimony in U.S. Bankruptcy Court for the Western District of Washington at Seattle	06-10414 KAO
2007	Colachis, et al. v. Griswold, et al.	Deposition and testimony, American Arbitration Association	72 180 Y 00142 06 BEAH
2007	In Re King County Police Officers' Guild (Robert Dorman)	Testimony at arbitration hearing	75 390 00440 06 LYMC
2007	Oxtim et a. v. Pugmire & Pugmire, Inc.	Deposition in Superior Court of the State of Washington	06-2-16402-4 SEA
2008	In Re Anthony P. Aversano, Jr.	Testimony in U.S. Bankruptcy Court for the Western District of Washington at Seattle	07-11028 TTG
2008	Alliance Packaging v. Smurfit Stone, et al	Deposition in U.S. District Court Western District of Washington	CV007-112TSZ
2008	Estate of Choi v. Annie Wright School	Deposition in Superior Court of the State of Washington Pierce County	07-2-12617-7
2009	Babich & Muggoch v. Farmers Insurance Exchange, et al.	Deposition in Superior Court of the State of Washington King County	06-2-16860-7SEA
2009	In re the Marriage of Glassey	Testimony at trial in the Superior Court of the State of Washington, County of King	08-3-03944-1 SEA
2009	Estate of Choi v. Annie Wright School	Testimony at trial in the Superior Court for the State of Washington, Pierce County	07-2-12617-7
2009	WK Enterprises Inc.	Deposition and Testimony at Trial in District Court, Montezuma County, Colorado	2008CV130

Year	Case Name	Description	Case #
2010	Gee West Seattle, LLC v. Huling Buick, Inc., Huling Bros. Chrysler Jeep, Inc., Huling Bros. Chevrolet, Inc., Huling Brothers Properties, LLC, Steven Dale Huling and Tom D. Huling III	Deposition and Arbitration Testimony in the Superior Court of the State of Washington In and For the County of King	07-2-32166-7 SEA
2010	SC-Integrity, Inc. v Eppley	Deposition Testimony in the Superior Court of the State of Washington In and For the County of King	08-2-42411-1 SEA
2010	Trinity Glass International, Inc., and Right Concept, Inc. v. LG Chem, Ltd. And LG Chem America, Inc.	Deposition Testimony for the U.S. District Court Western District of Washington at Tacoma	3:09-CV-05018-RJB
2010	Straitshot RC, LLC., v. Telekenex, Inc. et al	Deposition Testimony for the U.S. District Court Western District of Washington at Seattle	C10-268 TSZ
2010	Oldcastle Precast, Inc. v. Granite Precasting & Concrete, Inc.	Deposition Testimony for the U.S. District Court Western District of Washington at Seattle	C10-322 MJP
2011	Michael P. Heutmaker v. International Gold Resources, et al.	Testimony in King County Superior Court	09-2-18844-1 SEA
2011	PacTool International v. Kett Tool Company et al.	Deposition Testimony for the United States District Court Western District of Washington at Tacoma	3:06-cv-05367-BHS
2012	Leon G. Toney, et al v. State of Washington, Department of Corrections, et al.	Deposition Testimony in Superior Court of the State of Washington in and for Pierce County	No. 10-22-05353-6
2012	Darlene Graden v. Farmers Insurance Exchange et al.	Deposition and Trial Testimony in the Superior Court of the State of Washington in and for the County of King	No. 11-2-04661-1 KNT
2012	Straitshot RC, LLC., v. Telekenex, Inc. et al.	Deposition Testimony for the U.S. District Court Western District of Washington at Seattle	C10-268 TSZ
2012	Virginia Burdette et al. v. Steadfast Commons II, LLC et al.	Deposition Testimony for the U.S. District Court Western District of Washington at Seattle	11-00980 RSM
2012	Estate of Virgil Victor Becker , Jr., by its Personal Representative, Jennifer L. White v. Avco Corporation et al.	Deposition Testimony in the Superior Court of the State of Washington In and For the County of King	10-2-26593-7 SEA
2012	OMH, Inc., and Min Hwan Oh v. Soo Jin Jung, MI Suk Han, SJJ Corporation, and SJJ Corporation II	Testimony in the Superior Court of the State of Washington In and For the County of King	11-2-08601-1
2012	ChemPoint.com Inc., et al. v. Xenon Arc, Inc., et al.	Deposition Testimony for the U.S. District Court Western District of Washington at Seattle	11-cv-01680-JCC
2012	Campos Columbia Trails, LLC, et al. v. 1031 Xpress, Inc., et al.	Deposition Testimony Superior Court of the State of Washington In and for the County of King	11-2-15561-7SEA

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2013	Estate of Virgil Victor Becker, Jr., by its Personal Representative, Jennifer L. White v. Avco Corporation et al.	Trial Testimony in the Superior Court of the State of Washington In and For the County of King	10-2-26593-7 SEA
2013	Julie Eastman v. Puget Sound Builders NW et al.	Trial Testimony in the Superior Court of the State of Washington Pierce County	No. 09-2-14951-3
2013	Coleman Cable, Inc., v. TDE, Inc.	Deposition Testimony for the U.S. District Court Western District of Washington	No. 2:12-cv-01243
2013	Torres Mazatlan Remainder, LLC, VallartaTorre Remainder LLC, and VTS Program Remainder LLC, v. Diamond Resorts Corporation	Deposition testimony for the United States District Court Western District of Washington at Seattle	No. 2:12-cv-00870
2013	Nikolay Belikov; Techno-TM Zao, v. Maryann Huhs and Roy E. Huhs, Jr.; R-Amtech International Inc, et al.	Deposition Testimony for the Superior Court of the State of Washington In and for the County of King	No. 12-2-23972-0 SEA
2014	Foster Parents Association of Washington State, Plaintiff v. Kevin Quigley, Secretary of the Washington State Department of Social and Health Services; Jennifer Strus, Assistant Secretary of the Washington State Department of Social and Health Services, Children's Administration; Defendants.	Deposition Testimony for the United States District Court Western District of Washington at Tacoma	No. 3:11-cv-05051-BHS
2014	Howard Oppenheimer et al. v. Carl Bianco et al/Matthew Goldenberg et al. v. Parkedge Corporation	Deposition Testimony in the Superior Court of the State of Washington In and For the County of King	No. 12-2-38782-6 SEA
2014	Nikolay Belikov; Techno-TM Zao, v. Maryann Huhs and Roy E. Huhs, Jr.; R-Amtech International Inc, et al.	Trial Testimony for the Superior Court of the State of Washington In and for the County of King	No. 12-2-23972-0 SEA
2014	Daniel M. Mullenix and Cindy C. Mullenix; and D&C Enterprises, Inc., f/k/a Inland Meats, Inc., v. Sysco Spokane Inc.	Deposition in United States District Court Eastern District of Washington	No. CV-13-305-LRS
2014	Walter L. Davis vs. Edward R. Monday, and Black Ink Transportation, LLC	Testimony at Arbitration	No. 13-2-08449-0 KNT

Year	Case Name	Description	Case #
2014	Perini Building Company, Inc. v. MGM Mirage Design Group, CityCenter Land, LLC, CityCenter Harmon Hotel Holdings, LLC, CityCenter Vdara Development, LLC, The Crystals at CityCenter, LLC, CityCenter Veer Towers, Development, LLC, Aria Resort & Casino Holdings, LLC, CityCenter Boutique Hotel Holdings, LLC, CityCenter Boutique Residential Development, LLC, Albert Faccinto and Kathleen Faccinto, as Trustees of The Faccinto Jr. Family Trust; Jason B. Matecki, Rocal Mo, Inc., Scott E Kluth, Inland Empire MO, Inc., Easter Plains Holdings, LLC, Tan Nguyen, Elizabeth Dang, McKellar Real Estate Investments, LTD, Larry and Kathryn Keele Living Trust; Doest 1 through 1,000; LOE Lenders 1 through 100.	Deposition Testimony in the Eighth Judicial District Court of the State of Nevada In and For the County of Clark	No. A-10-612676-B
2014	Rolfe Godfrey and Kirstine Godfrey v. Ste. Michelle Wine Estates Ltd. and Saint-Gobain Containers, Inc.	Trial Testimony in the Superior Court of the State of Washington for Pierce County	No.: 12-2-12968-7
2014	Lacey Marketplace Associates II, LLC v. United Farmers of Alberta Cooperative, Limited, et al./Burlington Retail, LLC v. United Farmers of Alberta Cooperative, Limited, et al.	Deposition Testimony in United States District Cour Western District of Washington at Seattle	No. 2:3-cv-00383-JLR
2014	Kimberley Jordinson v. Karen Cameron and Kevin Cameron	Deposition Testimony in the Superior Court of the State of Washington In and For the County of King	No.: 14-2-02231-0 SEA
2015	Lacey Marketplace Associates II, LLC v. United Farmers of Alberta Cooperative, Limited, et al./Burlington Retail, LLC v. United Farmers of Alberta Cooperative, Limited, et al.	Deposition Testimony in United States District Cour Western District of Washington at Seattle	No. 2:3-cv-00383-JLR
2015	OptiStor Technologies, Inc. v. Nutanix, Inc. and Cary Morimoto	Deposition Testimony in King County Superior Court	No. 13-2-35339-3 SEA
2015	In re the Marriage of Kara Hobbs, Petitioner, and Forrest Hobbs, Respondent	Trial Testimony in the Superior Court of Washington, County of King	No. 14-3-00985-6 SEA
2015	In Re Gross Family Trust	Deposition Testimony in the Superior Court of the State of Washington In and For the County of King	No. 14-4-01540-0 SEA
2015	Somerset Communications Group, LLC, v. Wall to Wall Advertising, Inc. et al.	Deposition Testimony in the United States District Court for the Western District of Washington	No. 2:13 cv 02084 JCC
2015	CMS Investment Holdings, LLC v. Jennifer Wilson-Harvey, et al.	Trial Testimony in the Denver District Court, City and County of Denver, State of Colorado	No. 2014CV31093

Year	Case Name	Description	Case #
2015	King and Mockovak Eye Center, Inc., P.S. and Clearly Lasik, Inc. v. Michael Mockovak, M.D. and related counter and cross claims	Deposition and Trial Testimony in the Superior Court of the State of Washington In and For the County of King	No. 09-2-42328-8
2015	Prima Technology, Inc. v. Alux, Inc. et al.	Trial Testimony in Superior Court, Snohomish County	No. 10-2-02998-1
2015	Fidelitad, Inc., v. Insitu, Inc.	Deposition Testimony in the United States District Court for the Eastern District of Washington	No. 2:13-cv-03128-TOR
2016	Frith Maier v. Sesame Communications, Inc.	Deposition Testimony in the Superior Court of Washington, County of King	No. 14-2-33851-1-SEA
2016	Stehen Mark Seavecki v. Sujata Rao	Trial Testimony in Superior Court of Washington, County of King	No. 14-3-05421-5-SEA
2016	Steven K. Erickson v. Diep Gregg	Trial Testimony in Superior Court of Washington, County of Snohomish	No. 14-3-02000-9
2016	Dawn M. Derby vs. Allergan, USA, Inc.	Arbitration Testimony, Boise Idaho	HTEH No. 81700-0046
2016	Richards v. Thermal Hydra Plastics, LLC, et al.	Deposition Testimony in the Superior Court of the State of Washington In and For the County of King	No. 15-2-14245-3 SEA
2016	Lucas Price v. Daniel Price	Deposition and Trial Testimony in the Superior Court of the State of Washington in and for the County of King	No. 15-2-10178-1
2016	Intersections Inc. v. Costco Wholesale Corporation	Deposition Testimony for Arbitration-- International Institute for Conflict Prevention & Resolution	