

EXHIBIT 1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA
_____ DIVISION**

IN RE:)
)
XXXXX XXXX XXXXXXXX,) CASE NO. XX-XXXXX
)
Debtor.)
)

APPLICATION TO EMPLOY BANKRUPTCY COUNSEL

The above captioned debtor (“Debtor”) submits this application (“Application”) and requests an order pursuant to 11 U.S.C. § 327 and Federal Rule of Bankruptcy Procedure 2014 authorizing Debtor to employ the law firm of _____ (“Proposed Bankruptcy Counsel”) to advise and represent Debtor effective as of the filing date of this Application. In support of this Application, Debtor refers to and relies upon the Affidavit of _____(name of attorney)_____ (“Affidavit”), attached hereto as **Exhibit A**, and respectfully represents as follows:

1. An order for relief under chapter 11 of 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”) was entered on _____. Debtor continues in possession of its assets as a debtor-in-possession.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and has statutory and constitutional authority to hear and determine and to issue final rulings in this constitutionally core proceeding under 28 U.S.C. § 157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. Debtor seeks approval of the Court for the employment of Proposed Bankruptcy Counsel to provide the following professional services to Debtor:

(List all services to be provided by Proposed Bankruptcy Counsel.)

4. Debtor has selected Proposed Bankruptcy Counsel because_____(describe qualifications and experience of Proposed Bankruptcy Counsel)_____. Debtor believes that Proposed Bankruptcy Counsel possesses the requisite expertise to serve as bankruptcy counsel for Debtor.
5. As set forth in the attached Affidavit, Proposed Bankruptcy Counsel represents no other entity in connection with this case, represents and holds no interest adverse to the interests of the bankruptcy estate, and is disinterested as that term is defined in § 101(14) of the Bankruptcy Code as modified by § 1107(b) of the Bankruptcy Code.

6. Proposed Bankruptcy Counsel has agreed to represent Debtor for compensation based upon the customary hourly rates charged by Proposed Bankruptcy Counsel at the time such services are rendered, plus reimbursement of actual and necessary expenses and other charges Proposed Bankruptcy Counsel incurs, in such amounts as may be subsequently allowed and approved by the Court in accordance with the Chapter 11 Fee Application Guidelines for the Middle District of North Carolina.
7. Proposed Bankruptcy Counsel has received no compensation from Debtor or anyone else on account of Debtor, except as follows:

(Describe all compensation received by Proposed Bankruptcy Counsel from, or on account of, Debtor, including, but not limited to, any retainer provided to Proposed Bankruptcy Counsel. A copy of any employment agreement must be attached.)

8. Debtor believes that the services to be provided by Proposed Bankruptcy Counsel will enhance the administration of the bankruptcy estate and that Proposed Bankruptcy Counsel can manage and apportion the legal services required so as to minimize any duplication or unnecessary expenses.

WHEREFORE, Debtor respectfully requests that the Court enter an order authorizing Debtor to employ and retain Proposed Bankruptcy Counsel to advise and represent Debtor effective as of the filing date of this Application.

This ___ day of _____, _____.

Debtor

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA
_____ DIVISION**

IN RE: _____)
)
XXXXXX XXXX XXXXXXXX,) CASE NO. XX-XXXXX
)
Debtor.)
)
)

**AFFIDAVIT OF _____ IN SUPPORT OF APPLICATION TO EMPLOY
BANKRUPTCY COUNSEL FOR DEBTOR**

I, _____, do solemnly depose and declare as follows:

1. I am an attorney duly admitted to practice in _____ (*list state(s) admitted to practice*), and I am admitted to practice before the Court.
2. I am a/the _____ (*title within law firm, e.g. partner, member etc.*) of _____ (“Proposed Bankruptcy Counsel” or the “Firm”), a law firm that maintains an office at _____.
3. I will assume primary responsibility within the Firm for its engagement in the above referenced chapter 11 Case, if the Firm is approved as bankruptcy counsel for _____ (“Debtor”).
4. I am fully familiar with the facts stated herein and submit this affidavit (the “Affidavit”) in support of Debtor’s Application to Employ Bankruptcy Counsel (the “Application”).
5. I, along with the Firm, have been retained to serve as bankruptcy counsel for Debtor as set forth in the engagement letter attached hereto as **Exhibit A-1**.
6. To the best of my knowledge, neither I nor any member of the Firm: (i) is a creditor, equity security holder, or insider of Debtor, (ii) is or was, within the preceding two years, a director, officer, or employee of Debtor, or (iii) has an interest materially adverse to the interests of Debtor’s bankruptcy estate or of any class of creditors or

equity security holders by reason of any direct or indirect relationship to, connection with, or interest in Debtor, or for any other reason. Based upon the foregoing, to the best of my knowledge, the Firm and I are “disinterested persons” as that term is defined in § 101(14) of the Bankruptcy Code as modified by § 1107(b) of the Bankruptcy Code.

7. If approved as bankruptcy counsel for Debtor, the Firm intends to apply for compensation for professional services rendered in connection with the above-captioned chapter 11 case and any related adversary proceeding on an hourly basis, plus reimbursement of actual and necessary expenses and other charges the Firm incurs, subject to the approval of the Court and in compliance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Local Rules of the Court, and the Chapter 11 Fee Application Guidelines for the Middle District of North Carolina.

8. The primary attorneys and paralegals expected to provide services to Debtor and their respective hourly rates are as follows:

(List names of attorneys and paralegals along with their hourly rates)

The hourly rates set forth above are subject to periodic adjustment to reflect economic and other conditions. Other attorneys and paralegals within the Firm may render services to Debtor as needed.

9. The Firm has received no compensation from Debtor or anyone else on account of Debtor, except as follows:

(Describe all compensation received by the Firm from, or on account of, Debtor, including, but not limited to any retainer provided to the Firm.)

10. No understanding or agreement exists for a division of fees or compensation with any other person or entity outside of the Firm for services to be rendered to Debtor in connection with this case.

11. I will promptly file a supplemental affidavit pursuant to Federal Rule of Bankruptcy Procedure 2014(a) if any additional, material, relevant facts or relationships are discovered or arise after execution of this affidavit.

This ____ day of _____, _____.

(Name of Affiant)

STATE OF NORTH CAROLINA §

COUNTY OF _____ §

I, _____, a Notary Public of the County and State stated above, certify that _____, personally known to me, appeared before me this day and acknowledged that he (she) voluntarily signed the foregoing document for the purpose stated therein.

WITNESS my hand and Notarial Seal or Stamp, this ____ day of _____, 20 ____.

Notary Public
My commission expires: _____

NOTARIAL SEAL/STAMP:

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA
_____ DIVISION**

IN RE:)
)
XXXXX XXXX XXXXXXXX,) CASE NO. XX-XXXXX
)
Debtor.)
)

**ORDER GRANTING APPLICATION
TO EMPLOY BANKRUPTCY COUNSEL**

This matter came before the Court for consideration of the Application to Employ Bankruptcy Counsel (“Application”) filed by _____ (“Debtor”) pursuant to 11 U.S.C. § 327, and for good and sufficient reasons appearing, it is hereby

ORDERED that Debtor is authorized to employ _____ (“Bankruptcy Counsel”) as bankruptcy counsel for Debtor effective as of the filing date of the Application.

IT IS FURTHER ORDERED that all compensation of Bankruptcy Counsel is subject to the approval of the Court, and no fees for services provided to Debtor shall be paid to Bankruptcy Counsel, from a retainer or otherwise, without prior application and approval of the Court.

END OF DOCUMENT