

1 Alisa C. Lacey (#010571)
2 **STINSON MORRISON HECKER LLP**
3 1850 N. Central Avenue, Suite 2100
4 Phoenix, Arizona 85004-4584
5 Tel: (602) 279-1600
6 Fax: (602) 240-6925
7 alacey@stinson.com

8 Attorneys for Debtor and Debtor-in-Possession

9 **IN THE UNITED STATES BANKRUPTCY COURT**
10 **FOR THE DISTRICT OF ARIZONA**

11 In re
12 OMEGA DEFENSE SYSTEMS, INC.,
13 Debtor.

14 Chapter 11

15 Case No. 2:08-bk-13372-CGC

16 **APPLICATION FOR SUBSTITUTION AND**
17 **EMPLOYMENT OF COUNSEL FOR**
18 **DEBTOR AND DEBTOR-IN-POSSESSION**

19 **Hearing Date:**

20 **Hearing Time:**

21 **Location:**

22 **Courtroom #601**
23 **230 N First Ave**
24 **Phoenix AZ 85003**

25 Omega Defense Systems, Inc., (“Omega” or “Debtor”), Debtor and Debtor-in-Possession,
26 hereby requests entry of an Order, pursuant to 11 U.S.C. §§ 327(a) and 503 and Fed. R. Bankr. P.
27 2014, substituting SMH in the place of Carmichael & Powell, P.C. and approving the employment of
28 Stinson Morrison Hecker LLP (“SMH”) as counsel for Debtor and Debtor-in-Possession. Omega
represents as follows:

1. Omega wishes to employ SMH and its attorneys duly admitted to practice in this Court.
Omega believes such counsel to be experienced in the matters of this character and well qualified to
represent Omega.

2. Omega has spoken with Mr. Powell of Carmichael & Powell, P.C. and indicated its
intention to employ SMH. Mr. Powell expressed no objection.

3. To the best of Omega’s knowledge, such attorneys have no connection with the creditors, or
any other party in interest, or any of their respective attorneys, or any person employed in the office of

1 the United States Trustee, and represents no interest adverse to Omega or its bankruptcy estate, except
2 as may be set forth in a Verified Statement Pursuant to Fed. R. Bankr. P. 2014 on file with the Court.

3 4. The terms of employment for SMH agreed to by Omega, subject to Court approval, are that
4 certain attorneys and paralegals within the firm will undertake the representation at their regular hourly
5 rates for attorneys ranging from \$190.00 to \$650.00 and for paralegals and other legal assistants from
6 \$95 to \$225. The attorneys will make periodic application for interim compensation, and if, at the
7 completion of the case the results merit it, such attorneys may make application to the Court for
8 allowance of a premium.

9 5. In return for the above-disclosed compensation arrangements, SMH will provide legal
10 services, including:

- 11 a. Analysis of Omega's financial situations, and rendering advice to Omega
12 in determining course of action necessary to reorganize effectively;
- 13 b. Preparation of and filing of any petitions, statements of financial affairs,
14 schedules of assets and liabilities and plan of reorganization which may be required;
- 15 c. Representation of Omega at any additional meetings of creditors as well
16 as the confirmation hearing, and any adjourned hearings thereof;
- 17 d. Representation of Omega in any and all adversary and/or contested
18 matters and other Court proceedings;
- 19 e. Negotiations with Omega's creditors and other parties in interest,
- 20 f. Assistance to Omega in complying with guidelines of United States
21 Trustee, including the timely filing of interim financial reports and post-confirmation
22 reports, and
- 23 g. Such other representation as seems appropriate and necessary for the
24 benefit of Omega and the bankruptcy estate.

25 WHEREFORE, Omega respectfully request that Stinson Morrison Hecker LLP be substituted
26 in the place of Carmichael & Powell, P.C. as counsel for Omega, and that Omega is authorized to
27 employ Stinson Morrison Hecker LLP to serve as bankruptcy counsel to the Debtor and
28

1 Debtor-in-Possession, on the terms stated in the Application, in the above-captioned Chapter 11
2 cases, effective April 1, 2009.

3 RESPECTFULLY SUBMITTED this 2nd day of April 2009.

4 **STINSON MORRISON HECKER LLP**

6 By: /s/ Alisa C. Lacey (#010571)

7 Alisa C. Lacey
8 1850 N. Central Avenue, Suite 2100
9 Phoenix, Arizona 85004-4584
10 Attorneys for Debtor

11 COPY of the foregoing sent this 2nd day of
12 April 2009, to:

13 Donald W. Powell, Esq.
14 CARMICHAEL & POWELL, P.C.
15 7301 N 16th St #103
16 Phoenix AZ 85020
17 d.powell@cplawfirm.com
18 Former counsel for Debtors

19 Jonathan E. Hess, Esq.
20 Richard J. Cuellar, Esq.
21 OFFICE OF THE U.S. TRUSTEE
22 230 N First Ave #204
23 Phoenix AZ 85003-1706
24 jon.e.hess@usdoj.gov
25 ric.j.cuellar@usdoj.gov

26 Jordan A. Kroop, Esq.
27 SQUIRE SANDERS & DEMPSEY LLP
28 40 N Central Ave #2700
Phoenix AZ 85004-4498
jkroop@ssd.com
Attorneys for the Committee

Larry O. Folks, Esq.
FOLKS & O'CONNOR PLLC
1850 N Central Ave #1150
Phoenix AZ 85004
folks@folksconnor.com
Attorneys for Comerica Bank

Wade M. Burgeson, Esq.
ENGELMAN BERGER PC
3636 N Central Ave #700
Phoenix AZ 85012
wmb@engelmanberger.com
Attorneys for Fermion Communications LLC

Risa L. Wolf-Smith, Esq.
HOLLAND & HART LLP
555 17th St #3200
Denver CO 80202
rwolf@hollandhart.com
Attorneys for Vertical Information LLC

25 /s/ Rebecca J. McGee