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**PROPOSED COUNSEL FOR
DEBTOR AND DEBTOR-IN-POSSESSION**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re:	§	Chapter 11
	§	
VISION2SYSTEMS LLC,	§	Case No. 25-40583-mxm11
	§	
Debtor.	§	

**APPLICATION TO EMPLOY SPENCER FANE LLP
AS COUNSEL FOR THE DEBTOR**

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT THE ELDON B. MAHON U.S. COURTHOUSE, 501 W. 10TH ST., RM. 147, FORT WORTH, TX 76102-3643 BEFORE CLOSE OF BUSINESS ON MARCH 13, 2025, WHICH IS AT LEAST 21 DAYS FROM THE DATE OF SERVICE HEREOF.

ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR THE MOVING PARTY PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS FILED A HEARING MAY BE HELD WITH NOTICE ONLY TO THE OBJECTING PARTY.

IF NO HEARING ON SUCH NOTICE OR MOTION IS TIMELY REQUESTED, THE RELIEF REQUESTED SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT OR THE NOTICED ACTION MAY BE TAKEN.

Vision2Systems LLC (“**Debtor**”), debtor and debtor-in-possession in the above-captioned bankruptcy case, hereby files this *Application to Employ Spencer Fane LLP as Counsel for the Debtor* (the “**Application**”) under sections 327, 328, 330, and 1107 of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure. In support, the Debtor shows as follows:

I. Jurisdiction and Venue

1. This Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334(b). This is a core proceeding under 28 U.S.C. § 157. This Application is proper in this district under 28 U.S.C. §§ 1408 and 1409.

2. The statutory basis for the relief requested is sections 327 and 1107 of the Bankruptcy Code.

II. Background

3. On February 19, 2025 (the “**Petition Date**”), the Debtor filed a voluntary petition for bankruptcy under chapter 11 of the Bankruptcy Code initiating the bankruptcy case (the “**Chapter 11 Case**”). The Debtor is a debtor-in-possession in accordance with sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner, or official committee of unsecured creditors has been appointed in either case.

4. Additional information regarding the Debtor and its Chapter 11 filing, including the Debtor’s business operation, capital structure, financial condition, and the reasons for and objective of this chapter 11 case, is set forth in the Declaration of Paul Baldwin in Support of the Debtor’s Chapter 11 Petition and Requests for First Day Relief (the “**Baldwin Declaration**”) [Docket No. 5]

5. The Debtor retained Spencer Fane LLP (“**Spencer Fane**”) on or around January 16, 2025, and remitted a retainer on January 21, 2025 in the amount of \$150,000.00. Spencer Fane

rendered pre-petition legal services to the Debtor for which it was compensated by the Debtor pre-petition, in the ordinary course of business. These services were rendered in connection with various matters involving pre-bankruptcy planning, litigation and negotiation, bankruptcy law and procedures, and the preparation for the filing of this case. Prior to filing this bankruptcy case, Spencer Fane drew down \$47,660.50 for work performed pre-petition, leaving a retainer balance of \$102,339.50.

6. The Debtor consents to ongoing representation by Spencer Fane in the above-captioned case.

7. This application is made within 30 days of the commencement of this case, in accordance with L.B.R. 2014-1(b)(1).

III. Relief Requested

8. In connection with the performance of its duties and obligations as debtor-in-possession, the Debtor wishes to employ Spencer Fane, a limited liability partnership organized for the purposes of practicing law, with offices at 5700 Granite Parkway, Suite 650, Plano, TX 75024, telephone number (972) 324-0300, and facsimile number (972) 324-0301, to serve as its lead bankruptcy counsel in the Chapter 11 Case.

9. The Debtor selected Spencer Fane because its attorneys are experienced in bankruptcy matters of this nature, are well qualified to represent the Debtor, and are familiar with the facts of this case. Spencer Fane has agreed, subject to the Court's approval, to represent the Debtor in this case.

10. If approved by the Court, Spencer Fane will advise and represent the Debtor with regard to continuing Spencer Fane's representation of the Debtor in the Chapter 11 Case.

11. Spencer Fane has informed the Debtor that it will not represent any person in connection with any matter adverse to the Debtor or its estate. Should Spencer Fane discover during the pendency of this Chapter 11 Case that it represents any additional entities or persons that are affiliates of any party in interest in this Chapter 11 Case, it will promptly and fully disclose to the Court the nature of its representation and relationship.

12. Spencer Fane, its partners and associates, and attorneys who are of counsel to Spencer Fane may have in the past represented, may currently represent, and may in the future represent entities that may assert claims against the Debtor in matters that are totally unrelated to the bankruptcy. Spencer Fane, which employs more than 600 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations, some of which are, or may consider themselves to be, creditors, equity security holders, or parties in interest with respect to the bankruptcy case or otherwise have interest in this matter. Spencer Fane does not, and will not, represent any of the creditors, or any of their respective affiliates or subsidiaries, in matters related to the bankruptcy case. Likewise, to the extent action needs to be taken against various vendors or creditors, Spencer Fane will not be able to represent the Debtor with respect to such vendors or creditors if it would otherwise be prohibited under applicable rules of professional responsibility.

13. Based on an investigation of Spencer Fane's client lists as of the date of filing this Application, Spencer Fane has informed the Debtor that, except as is fully set forth in this Application and/or the Declaration of Jason P. Kathman attached as **Exhibit A**, it has no known connections with the Debtor, its creditors, or other parties in interest in this Chapter 11 Case, and does not hold or represent any other known or reasonably ascertainable interest adverse to the Debtor's estate with respect to the matters upon which it is to be engaged. The Declaration of Jason

P. Kathman also sets forth facts concerning Spencer Fane's relationship with the Debtor, its affiliates, creditors, or parties-in-interest in accordance with Bankruptcy Rule 2014.

14. Spencer Fane will charge for time at its normal billing rates for attorneys and legal assistants and will request reimbursement for its out-of-pocket expenses. All fees and expenses will be subject to Bankruptcy Court approval.

IV. Matters Relevant to the Retention of Spencer Fane

15. Spencer Fane has attempted to determine its past and present connections with the Debtor, its creditors, partners, any parties-in-interest appearing in this case, its attorneys, accountants, the United States Trustee, or any person employed in the Office of the United States Trustee. As explained above, based upon that investigation and to the best of Spencer Fane's present knowledge, Spencer Fane does not have any connections to the Debtor, the Debtor's creditors, any other party-in-interest, its attorneys and accountants, the United States Trustee, or any employee of the Office of the United States Trustee. In the event Spencer Fane becomes aware of any additional connections, it will supplement the disclosure at the earliest opportunity.

V. Notice

16. Notice of this Application and the relief requested has been provided to the Office of the United States Trustee, the Debtor's 20 largest unsecured creditors, and all parties filing notices of appearance in this bankruptcy case. No official creditors committee has been formed in this case. Accordingly, the Debtor believes that such notice of this Application is sufficient.

VI. Conclusion

17. At the request of the Debtor, Spencer Fane has agreed to render services to or on behalf of the Debtor as of the Petition Date. Accordingly, the Debtor requests this Court enter an order approving the employment of Spencer Fane as counsel for the Debtor as of Petition Date.

WHEREFORE, the Debtors respectfully request this Court enter an Order approving the Debtor's employment of Spencer Fane as its counsel as of the Petition Date, on the terms set forth herein, and for such other and further relief, legal or equitable, special or general, to which the Debtor may be entitled.

Dated: February 20, 2025.

Respectfully submitted,

/s/ Megan F. Clontz

Jason P. Kathman

State Bar No. 24070036

Megan F. Clontz

State Bar No. 24069703

SPENCER FANE LLP

5700 Granite Parkway, Suite 650

Plano, TX 75024

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Email: mclontz@spencerfane.com

**PROPOSED COUNSEL FOR DEBTOR
AND DEBTOR-IN-POSSESSION**

CERTIFICATE OF SERVICE

I, the undersigned, hereby certify that, on or before February 20, 2025, caused to be served via the Court's electronic transmission facilities upon all parties accepting such service and upon all parties listed in the attached Master Service List.

/s/ Megan F. Clontz

Megan F. Clontz

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re: VISION2SYSTEMS LLC, Debtor.	§ § § § §	Chapter 11 Case No. 25-40583-mxm11
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**DECLARATION OF JASON P. KATHMAN IN SUPPORT OF APPLICATION TO
EMPLOY SPENCER FANE LLP AS COUNSEL FOR THE DEBTOR**

I, Jason P. Kathman, state under penalty of perjury:

1. I am over the age of 18 years, and I am competent to testify to the matter set forth herein.

2. I am an attorney duly admitted to practice before the courts of the State of Texas and the United States District Court for the Southern District of Texas, as well as the Northern, Eastern, and Western Districts of Texas. I make this Declaration in support of the Application and for the purpose of fulfilling the disclosure requirements of 11 U.S.C. § 329(a) and Federal Rule of Bankruptcy Procedure 2014(a).

3. I am a partner with the law firm of Spencer Fane L.L.P. (“**Spencer Fane**” or the “**Firm**”), which the Debtor seeks to employ as lead bankruptcy counsel and Debtor’s current counsel of record. Spencer Fane, a limited liability partnership organized for the purposes of practicing law, has an office at 5700 Granite Parkway, Suite 650, Plano, TX 75024, telephone number (972) 324-0300, and facsimile number (972) 324-0301.

4. Neither I, Spencer Fane, nor any partner, counsel to, or associate of the Firm represents any entity other than the Debtor in connection with this chapter 11 case. In addition, except as set forth in this declaration, to the best of my knowledge, after due inquiry, neither I,

Spencer Fane, nor a partner of, counsel to, or associate of the Firm represents any party in interest in this chapter 11 case in matters related to this chapter 11 case.

Spencer Fane Disclosure Procedures

5. Spencer Fane, its partners and associates, and attorneys who are of counsel to Spencer Fane may have in the past represented, may currently represent, and may in the future represent entities that may assert claims against the Debtor in matters that are unrelated to the bankruptcy. Spencer Fane, which employs more than 600 attorneys, has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations, some of which are, or may consider themselves to be, creditors, equity security holders, or parties in interest with respect to the bankruptcy case or otherwise have interest in this matter. Spencer Fane does not, and will not, represent any of the creditors, or any of their respective affiliates or subsidiaries, in matters related to the bankruptcy case. Likewise, to the extent action needs to be taken against various vendors or creditors, Spencer Fane will not be able to represent the Debtor with respect to such vendors or creditors if it would otherwise be prohibited under applicable rules of professional responsibility.

6. Spencer Fane has attempted to determine its past and present connections with the Debtor, its creditors, partners, any parties-in-interest appearing in this case, its attorneys, accountants, the United States Trustee, or any person employed in the Office of the United States Trustee. Spencer Fane maintains a master client and conflicts clearance database (the “**Conflicts Database**”), which includes the name of all current and former clients, the names of parties who are or were related or adverse to such current or former clients and the name of the Spencer Fane personnel who are or were responsible for current or former matters of such clients. Spencer Fane’s policy is that no new matter may be accepted or opened within the firm without completing and

submitting to those charged with maintaining the conflict clearance system the information necessary to check each such matter for conflicts, including the identity of the prospective client, the name of the matter, adverse parties, and, in some cases, parties related to the client or to an adverse party. Accordingly, the database is updated for every new matter undertaken by Spencer Fane. The accuracy of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a new matter.

7. Spencer Fane compared the names of the Debtor, creditors on the Debtor's creditor matrix, and other potential parties in interest, to client matters in the Client Database. Any matches to names in the Conflicts Database generated by the comparison were compiled together with then names of the Spencer Fane personnel responsible for the identified client matters (the "**Client Match List**").

8. Using the information in the Conflicts Database concerning the Client Match List and making and general and, if applicable, specific inquiries of Spencer Fane personnel, Spencer Fane verified that it does not represent and has not represented any entity on the Client Match List in connection with this chapter 11 case.

**Spencer Fane's Connections with Parties in Interest in
Matters Unrelated to This Chapter 11 Case**

9. I reviewed the connection between Spencer Fane and the clients on the Client Match List, and the connections between those entities and the Debtor. After such review, either I, or an attorney working under my supervision, determined, in each case, that Spencer Fane does not hold or represent an interest that is adverse to the Debtor's estate and that Spencer Fane is a "disinterested person" as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

10. An entity is described as “Current Client” if Spencer Fane has any open matters for such entity or a known affiliate of such entity and attorney time charges have been recorded on any such matters within the past two years. An entity is described as a “Former Client” if Spencer Fane represented such entity or a known affiliate of such entity within the past two years based on recorded attorney time charges on a matter, but all matters for such entity or any known affiliate of such entity have been formally closed.

11. Except as otherwise provided in this declaration, to the best of my present knowledge, Spencer Fane does not have any connections to the Debtor, the Debtor’s creditors, any other party-in-interest, its attorneys and accountants, the United States Trustee, or any employee of the Office of the United States Trustee. In the event Spencer Fane becomes aware of any additional connections, it will supplement the disclosure at the earliest opportunity.

Spencer Fane is Disinterested

12. Based on the foregoing, insofar as I have been able to ascertain after diligent inquiry, I believe Spencer Fane does not hold or represent an interest adverse to the Debtor’s estate in the matters upon which Spencer Fane is to be employed, and that Spencer Fane is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code.

Spencer Fane’s Retainer, Rates, and Billing Practices

13. Spencer Fane was retained by the Debtors on or around January 16, 2025, and received a retainer in the amount of \$150,000.00 from the Debtor on January 21, 2025. Spencer Fane rendered pre-petition legal services to the Debtor for which it was compensated by the Debtor pre-petition, in the ordinary course of business. These services were rendered in connection with various matters involving pre-bankruptcy planning, litigation and negotiation, bankruptcy law and

procedures, and the preparation for the filing of this case. Prior to filing this bankruptcy case, Spencer Fane drew down \$47,660.50 for work performed pre-petition, leaving a retainer balance of \$102,339.50.

14. My current hourly rate is \$725.00, Megan Clontz's current hourly rate is \$580.00, and Alex Anderson's current hourly rate is \$425.00. Spencer Fane's 2025 standard hourly fees for matters of this nature range from \$400.00 to \$1,650.00 for partners, \$295.00 to \$1,010.00 for of counsel, \$290.00 to \$675.00 for associates, and \$140.00 to \$450.00 per hour for legal assistants and paralegals. Spencer Fane's rates are adjusted from time to time to reflect changes in seniority, inflation, and other factors. Such adjustments usually occur at the beginning of the calendar year, and our hourly rates for this engagement will be adjusted accordingly and will be disclosed to the Court.

15. Spencer Fane has not shared or agreed to share with any other person, the compensation paid or to be paid by the Debtor in connection with this Chapter 11 Case, other than normal compensation arrangements among the member and employees of Spencer Fane. Any compensation paid to any other law firms engaged by the Debtor will be the subject of separate engagement agreements, which fees and payments will be the subject of separate applications in accordance with section 330 of the Bankruptcy Code.

16. Spencer Fane is qualified to represent the Debtor as counsel and is willing to accept employment on the basis set forth in the Application.

17. Spencer Fane has informed the Debtor that it will not represent any person in connection with any matter adverse to the Debtor or its estate. Should Spencer Fane discover during the pendency of this Chapter 11 Case that it represents any additional entities or persons

that are affiliates of any party in interest in this Chapter 11 Case, it will promptly and fully disclose to the Court the nature of its representation and relationship.

18. In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on: February 20, 2025

/s/ Jason P. Kathman

Jason P. Kathman

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION**

In re: VISION2SYSTEMS LLC, Debtor.	§ § § § §	Chapter 11 Case No. 25-40583-mxm11
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**ORDER APPROVING APPLICATION TO EMPLOY
SPENCER FANE LLP AS COUNSEL FOR THE DEBTOR**

CAME ON FOR CONSIDERATION the *Application to Employ Spencer Fane LLP as Counsel for the Debtor* filed by Vision2Systems LLC (the “**Debtor**”) on January 20, 2025, seeking approval of the Court to allow Spencer Fane LLP (the “**Firm**”) to serve as counsel for the Debtor as of January 19, 2025, and as more particularly set forth in the Application and Declaration on file in this matter.

The Application has been properly served as required by Fed. R. Bankr. P. 2014 and L.B.R. 2014-1. Upon review of the Application, it appears to the Court that the proposed professionals and the Firm are “disinterested” as the term is defined in 11 U.S.C. § 101(14), and that the proposed professionals and the Firm represent or hold no interest adverse to the estate. Accordingly,

IT IS THEREFORE ORDERED that the Application is **GRANTED**, and that the employment of Spencer Fane LLP as primary bankruptcy counsel for the Debtor in the above-referenced case is hereby **APPROVED** as of January 19, 2025, with such compensation as may be awarded by the Court upon proper application submitted pursuant to Fed. R. Bankr. P. 2016(a) and L.B.R. 2016-1.

END OF ORDER

Submitted by:

Jason P. Kathman
State Bar No. 24070036
Megan F. Clontz
State Bar No. 24069703
SPENCER FANE LLP
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**PROPOSED COUNSEL FOR DEBTOR
AND DEBTOR-IN-POSSESSION**

Debtor:

Vision2Systems LLC
603 Munger Avenue, Suite 375
Dallas, TX 75202

U.S. Small Business Administration
10737 Gateway West, #300
El Paso, TX 79935
Served via mail and email at
Dawn.theiss@usdoj.gov

Proposed Debtor's Counsel:

Jason P. Kathman
Megan F. Clontz
Alex S. Anderson
Spencer Fane LLP
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Plano, TX 75024
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Fax : (972) 324-0301
Email: jkathman@spencerfane.com
Email: mclontz@spencerfane.com
Email: alanderson@spencerfane.com

Twenty Largest Unsecured Creditors:

Campus Church
1525 Indian Trail Lilburn Road
Norcross, GA 30093-2614
Served via mail and email at
hello@campuschurch.org

Central Christian Church
1001 New Beginnings Drive
Henderson, NV 89011-1606
Served via mail and email at
info@centralchurch.online

Governmental Agencies:

Internal Revenue Service
Centralized Insolvency Operation
P.O. Box 7346
Philadelphia, PA 19101-7346
Served via mail

Office of the United States Trustee
Earle Cabell Federal Building
1100 Commerce Street, Room 976
Dallas, TX 75242
Served via mail and ECF at
ustpreion06.da.ecf@usdoj.gov

Christ Presbyterian Church
6901 Normandale Road
Edina, MN 55435
Served via mail and email at
email@cpcedina.org

Christ's Church of Oronogo
22145 Kafir Road
Oronogo, MO 64855
Served via mail and email at
info@cco.church.com

Secured Creditors:

CGC Royalty Investments IV, LP
297 Kingsbury Grade, Suite 228
Lake Tahoe, NV 89449-4470
Served via mail and via email at
rdahlson@jw.com

Christian Fellowship Church
4100 Millersburg Road
Evansville, IN 47725
Served via mail and email at
contact@onlinecfc.com

Church of God Ministries
2902 Enterprise Drive
Anderson, IN 46013
Served via mail and email at
webmanager@chog.org

Concord Church
6808 Pastor Bailey Drive
Dallas, TX 75237
Served via mail and email at
info@concorddallas.org

Crosspoint Pearland
1134 Old Alvin Road
Pearland, TX 77581
Served via mail and email at
info@crosspointchurch.tv

First Baptist Church of Madison
2100 Main Street
Madison, MS 39110
Served via mail and email at
fbc_info@fbcmadison.org

GPIWE Limited Partners, LP
Attn: Director of Leasing
5601 Granite Parkway, Suite 1200
Plano, TX 75024
Served via mail, email and facsimile at
bholman@graniteprop.com
Fax: (972) 731-2360

Grace Chapel
3279 Southall Road
Franklin, TN 37064-6240
Served via mail and email at
hello@southall.church

Johnson Ferry Baptist Church
955 Johnson Ferry Road
Marietta, GA 30068
Served via mail and email at
info@jfbcc.org

Maranatha Chapel
10752 Coastwood Road
San Diego, CA 92127-2400
Served via mail and email at
office@maranathachapel.org

Mercy Culture
1701 Oakhurst Scenic Drive
Fort Worth, TX 76111
Served via mail and email at
info@mercyculture.com

Mitchell Road Presbyterian Church
207 Mitchell Road
Greenville, SC 29615
Served via mail and email at
info@mitchellroad.org

Mobberly Baptist Church
625 East Loop 281
Longview, TX 75605
Served via mail and email at
info@mobberly.org

NorthRidge Church
49555 N. Territorial Road
Plymouth, MI 48170-8200
Served via mail and email at
mynrcsupport@northridgechurch.com

One Church Home
P.O. Box 717
Fairview, TN 37062
Served via mail and email at
hello@onechurchhome.com

Saddleback Valley Community Church
1 Saddleback Parkway
Lake Forest, CA 92630-8700
Served via mail and email at
info@saddleback.com

The Crossing Church
10130 Tuscany Ridge
Tampa, FL 33619
Served via mail and email at
info@crossingonline.com
DOCID: DOCPROPERTY
DOCXDOCID DMS=IManage
Format=<<LIB>> <<NUM>>.<<VER>>