

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:	Chapter 11
Benitago Inc., <i>et al.</i> , ¹	Case No. 23-11394 (SHL)
Debtors.	(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
PROVINCE, LLC AS FINANCIAL ADVISOR FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS EFFECTIVE SEPTEMBER 21, 2023**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases for entry of an order authorizing the Committee to employ and retain Province, LLC (“Province”) as its financial advisor effective September 21, 2023, the date the Committee determined to employ Province as financial advisor in these cases, pursuant to sections 327(a) and 1103(a) of title 11 of the United States Code, Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, and the Local Bankruptcy Rules for the Southern District of New York; and upon the Declaration of Sanjuro Kietlinski of Province, LLC (the “Kietlinski Declaration”) attached to the Application as **Exhibit B**; and the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States Code to consider the Application and the relief requested therein; and venue being proper

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Benitago, Inc. (4084); Acrux LLC (9391); Aludra Limited (4147); Algedi LLC (3835); Biham LLC (4095); Canopus LLC (8124); Denebola LLC (5430); Errai LLC (7652); Felis LLC (4176); Ginan LLC (2439); Hamal LLC (1775); Izar LLC (6010); Jabbah LLC (0658); Kamuy LLC (8461); Lich LLC (2892); Maasym LLC (9332); Nusakan LLC (1861); Okab LLC (6499); Phact LLC (3663); Chechia LLC (N/A); Dalim LLC (4741); Segin LLC (8849); Taiyi LLC (N/A); Veritate LLC (6416); Wazn LLC (7193); Yildun LLC (3017); Bharani LLC (1732); Alhena LLC (7613); and Revati LLC (0170). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 1 Liberty Street, Ste. 320, New York, New York 10006.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Application.

in this Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court being satisfied that notice of this Application and the opportunity for a hearing on this Application were appropriate under the particular circumstances and no further or other notice need be given; and the Court being satisfied, based on the representations made in the Application and the Kietlinski Declaration, that Province does not represent or hold any interest adverse to the Debtors or their estates as to the matters upon which Province has been and is to be employed, and that Province is a “disinterested person” as such term is defined in section 101(14) of the Bankruptcy Code, and, as required under sections 327(a) and 1103(a) of the Bankruptcy Code, neither holds nor represents an interest that is adverse in connection with these cases; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and the Court having determined that the relief sought in the Application is in the best interests of the Committee, the Debtors, their creditors, and all parties in interest; and this Court having determined that the legal and factual bases set forth in the Application and in the Kim Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED to the extent set forth herein.
2. The Committee is authorized to employ and to retain Province, LLC as its financial advisor, effective September 21, 2023, in accordance with the terms and conditions set forth in the Application.
3. Province is authorized to provide services to the Committee, including the following:
 - a. becoming familiar with and analyzing the Debtors’ cash collateral budget, assets and liabilities, and overall financial condition;

- b. reviewing financial and operational information furnished by the Debtors to the Committee;
- c. monitoring the going concern sale processes, interfacing with the Debtors' professionals, and advising the Committee regarding the processes;
- d. analyzing the Debtors' proposed business plan and developing alternative scenarios, if necessary;
- e. assessing the Debtors' various pleadings and proposed treatment of unsecured creditor claims therefrom;
- f. preparing, or reviewing as applicable, avoidance action and claim analyses;
- g. assisting the Committee in reviewing the Debtors' financial reports, including, but not limited to, SOFAs, Schedules, cash budgets, and Monthly Operating Reports;
- h. advising the Committee on the current state of these chapter 11 cases;
- i. advising the Committee in negotiations with the Debtors and third parties as necessary;
- j. if necessary, participating as a witness in hearings before the bankruptcy court with respect to matters upon which Province has provided advice; and
- k. other activities as are approved by the Committee, the Committee's counsel, and as agreed to by Province.

4. Province shall be compensated in accordance with the Application, and will file interim and final fee applications for allowance of its compensation and expenses, and shall be subject to sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, the Local Rules, the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 101], and any further order of the Court.

5. This Order shall be immediately effective and enforceable upon its entry, and the Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

6. To the extent the Application or the Kietlinski Declaration is inconsistent with this Order, the terms of this Order shall govern.

7. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application, Province shall provide ten (10) days' notice of any such increases to the Debtors and the United States Trustee, and shall file such notice with the Court. The U.S. Trustee and all

parties-in-interest retain all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

8. If new or previously undiscovered relevant connections or facts are discovered, Province shall file supplemental disclosures, as required under Bankruptcy Rule 2014.

9. Notice of the Application as provided therein shall be deemed to be good and sufficient notice of such Application, and the requirements of the Local Bankruptcy Rules are satisfied by the contents of the Application.

10. This Court shall retain jurisdiction with respect to all matters arising from or relating to the interpretation or implementation of this Order.

Dated: November 22, 2023
White Plains, New York

/s/ Sean H. Lane
THE HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE