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Proposed Counsel for RaPower-3, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF UTAH, CENTRAL DIVISION**

In re RAPOWER-3, LLC , Debtor.	Bankruptcy Case No. 18-24865 (Chapter 11) Judge Kevin R. Anderson
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**DECLARATION OF DAVID LETA IN SUPPORT OF APPLICATION OF
RAPOWER-3, LLC FOR ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF SNELL & WILMER L.L.P. AS GENERAL BANKRUPTCY COUNSEL
FOR DEBTOR**

COMES NOW David Leta and states as follows:

1. I am counsel with the law firm of Snell & Wilmer ("Snell & Wilmer"), which maintains offices in Salt Lake City, Utah.
2. Snell & Wilmer, its partners, associates, and paraprofessionals, are experienced in matters of bankruptcy, insolvency, corporate reorganization and debtor/creditor law, and in the representation of debtors, creditors, creditors' committees and trustees in cases under the Bankruptcy Code and are well qualified to provide legal representation in the above-captioned case.

3. On June 29, 2018, (the “Petition Date”), RaPower-3, LLC (“Debtor”) filed its voluntary petition for relief under Chapter 11, Title 11, of the United States Code.

4. This Declaration is submitted in support of the *Application of RaPower-3, LLC for Order Authorizing the Employment and Retention of Snell & Wilmer L.L.P. as Counsel for Debtor* (the “Application”) filed concurrently herewith.

5. Subject to approval by the Court, and in accordance with Sections 330 and 331 of the Bankruptcy Code, compensation to Snell & Wilmer shall be based on its standard hourly rates for professional services and reimbursement of those costs and other expenses for which the firm typically seeks reimbursement, including, among other things, telephone and telecopier toll charges, express mail and mass mail postage charges, special or hand-delivery charges, photocopying charges, scanning charges, travel expenses, expenses for computerized research, transcription costs, as well as non-ordinary overhead expenses.

6. Snell & Wilmer will charge the Debtor for these expenses in a manner and at rates consistent with charges made generally to the firm’s other clients and as is customary for law firms providing similar services in the market.

7. The attorneys that may be designated to represent the Debtor and their applicable hourly rates include:

- (a) David E. Leta \$590.00 per hour
- (b) Jeffrey D. Tuttle \$345.00 per hour

These hourly rates are subject to periodic adjustment to reflect economic and other conditions, as well as counsel’s experience and expertise in this area of law. In addition to those identified above, other attorneys and paralegals employed by Snell & Wilmer may from time to time serve the Debtor in connection with the matters herein described. Snell & Wilmer will make periodic applications for interim compensation, and upon the completion of the case, application for final

compensation. In this case, Snell & Wilmer has agreed to not make any adjustment in the above stated hourly rates after the Petition Date until January 1, 2019.

8. No agreement exists between Snell & Wilmer or any other person for the sharing of compensation to be received by Snell & Wilmer in connection with services rendered in this case.

9. On June 29, 2018, Snell & Wilmer received a retainer payment from Debtor, in the amount of \$100,000.00 for services rendered and to be rendered for the benefit of the Debtor in connection with this case and preparations related to the filing of this case.

10. Additionally, Snell & Wilmer used \$1,717.00 of the retainer for the payment of the Debtor's Chapter 11 filing fee. Snell & Wilmer also applied funds from the retainer for pre-petition legal services provided to the Debtor through June 28, 2018 in the amount of \$2,898.00. Thus, total fees and costs paid from the retainer totaled \$4,615.00. Snell & Wilmer continues to hold the balance of the retainer, in the amount of \$95,385.00 in its client trust account and will apply the funds to fees and expenses approved by this Court upon approval of appropriate interim and final fee applications. Snell & Wilmer also has rendered services to the Debtor from June 29, 2018 in connection with, and related to, its case, and these services will be included in Snell & Wilmer's first interim fee application.

11. To determine whether Snell & Wilmer has any connections with the Debtor, United States Trustee, or any creditors, I reviewed Snell & Wilmer's records and assembled other pertinent information, including a search using Snell & Wilmer's computerized conflict check system. In particular, I directed that a search of the Debtor, the United States Trustee's Office, and all creditors listed by the Debtor, be conducted. Based on these search results, Snell & Wilmer does not have any prior or current relationship with any of the creditors or parties-in-interest known to Snell & Wilmer at this time.

12. Based on the review already conducted and the information available so far, Snell & Wilmer does not and has not represented any client in connection with any transaction or litigation against the Debtor, its creditors, or any parties-in-interest.

13. Additionally, in the ordinary course of its business, Snell & Wilmer appears in numerous cases, proceedings and transactions that involve many different types of professionals, such as attorneys, accountants and financial experts, who may represent claimants and parties-in-interest in the Debtor's case. Snell & Wilmer has in the past, may currently, and will likely in the future be working with or against other professionals involved in this bankruptcy case in matters unrelated to the Debtor's bankruptcy case.

14. Based on our current knowledge of the professionals involved, and to the best of my knowledge, none of these relationships create interests materially adverse to the Debtor in matters upon which Snell & Wilmer is to be employed, and none are in connection with this bankruptcy case.

15. Snell & Wilmer discloses the following relationship: Timothy J. Kuhn, an attorney at Snell & Wilmer, is the son of Peter J. Kuhn, an attorney in the office of the United States Trustee. Timothy Kuhn will have no involvement in Snell & Wilmer's representation of Debtor.

16. Given that Debtor has yet to complete its Schedules and Statement of Financial Affairs, Snell & Wilmer has not been able to finalize its review to determine if it represented past, or continues to represent certain creditors of Debtor. However, based on the review already conducted and the information available so far, Snell & Wilmer does not and has not represented any client in connection with any transaction of litigation against Debtor, its creditors, or any party-in-interest.

17. As required under § 327(a) and as described herein, to the best of my knowledge, information, and belief pursuant to the information available, I believe that (i) Snell & Wilmer

does not hold or represent an interest adverse to the Debtor, its creditors or parties in interest in this case; and (ii) it is otherwise disinterested as that term is defined in 11 U.S.C. § 101(14). Therefore, I believe that Snell & Wilmer's retention by the Debtor under 11 U.S.C. § 327 is proper and appropriate.

18. I will supplement and amend this Declaration should I discover any representations or connections that require disclosure in this case.

19. I am not aware at this time of all the other attorneys and professionals who may be employed in this case. I will supplement this Declaration with any connections to such professionals in conjunction with its supplementation if any such contacts are discovered.

Pursuant to 28 U.S.C. § 1746, I declare, under penalty of perjury, that the foregoing is true and correct.

DATED: July 13, 2018.

SNELL & WILMER L.L.P.

/s/ David E. Leta

David E. Leta

Jeff D. Tuttle

Proposed Counsel for RaPower-3, LLC

CERTIFICATE OF SERVICE – BY NOTICE OF ELECTRONIC FILING (CM/ECF)

I hereby certify that on the 13th day of July 2018, I electronically filed the foregoing document with the United States Bankruptcy Court for the District of Utah by using the Court's CM/ECF system. I further certify that the parties of record in this case, as identified below, are listed as registered CM/ECF users and will be served through the CM/ECF system:

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/s/ *Joyce Kyle*