

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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In re : **Chapter 11**

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NEIMAN MARCUS GROUP LTD LLC, et al., : **Case No. 20-32519 (DRJ)**

:

: **Jointly Administered**

:

Debtors. :

:

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APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS PURSUANT TO SECTIONS 327, 330, AND 1103 OF THE BANKRUPTCY CODE, FEDERAL RULES OF BANKRUPTCY PROCEDURE 2014(a) AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 FOR AUTHORIZATION TO RETAIN AND EMPLOY PACHULSKI STANG ZIEHL & JONES LLP AS LEAD COUNSEL EFFECTIVE AS OF MAY 22, 2020

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN TWENTY-ONE DAYS FROM THE DATE YOU WERE SERVED WITH THIS PLEADING. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED. REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

The Official Committee of Unsecured Creditors (the “Committee”) of Neiman Marcus Group LTD LLC and its affiliated debtors (collectively, the “Debtors”) hereby submits its application (the “Application”) for the entry of an order, pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), authorizing and approving the employment of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”) as

lead counsel to the Committee in connection with the Debtors' jointly-administered chapter 11 cases, effective as of May 22, 2020. In support of the Application, the Committee submits the declaration of Richard M. Pachulski (the "Pachulski Declaration"), a partner of the Firm, attached hereto as Exhibit A and incorporated herein by reference and the declaration of the Committee Chair attached hereto as Exhibit B and incorporated herein by reference. In further support of the Application, the Committee respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue of this proceeding and this Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief requested herein are sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rules 2014-1 and 2016-1.

BACKGROUND

4. On May 7, 2020 (the "Petition Date"), each of the Debtors filed a voluntary petition with the United States bankruptcy Court for the Southern District of Texas (the "Court") under chapter 11 of the Bankruptcy Code. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.
5. On May 19, 2020, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following nine (9) members: (i) Wilmington Trust, National Association; (ii) Pension Benefit Guaranty Corporation; (iii) UMB Bank, N.A.; (iv) Marble Ridge Capital LP, on behalf of Marble

Ridge Master Fund LP; (v) Simon Property Group, Inc.; (vi) Chanel, Inc.; (vii) Kering Americas, Inc.; (viii) Estee Lauder Companies; and (ix) Ebates Performance Marketing, Inc.

6. On May 22, 2020, the Committee held a meeting and, among other things, voted to retain the Firm as its lead counsel, subject to Court approval.

7. The Firm's retention is requested as of May 22, 2020 insofar as that is the date the Committee first requested PSZJ to render legal services on behalf of the Committee, and the Firm has been actively advising the Committee since that date.

8. The Firm has approximately 65 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation, and commercial matters. The Firm's attorneys have comprehensive experience representing creditors' committees, debtors, creditors, trustees, and others in a wide variety of bankruptcy cases. Attorneys of the Firm have extensive experience representing creditors' committees in complex chapter 11 cases in Texas and throughout the country, including in *Whiting Petroleum*, *Cobalt Energy*, *Erin Energy*, *Ignite Restaurants*, *Rita Restaurants*, *Reddy Ice*, *Ditech*, *Hollander*, *Barneys*, *BCBG Max Azria*, *Aéropostale*, *The Great Atlantic & Pacific Tea Company, Inc.*, *Payless ShoeSource*, *ShopKo*, *The Sports Authority, Inc.*, *Circuit City Stores, Inc.*, *The Wet Seal*, *Ashley Stewart*, *Neff Corp*, *Salander O'Reilly Galleries*, *AMF Bowling Worldwide*, *Fresh & Easy Neighborhood Market, Inc.*, and *Fairway Group Holdings Corp*. Based on these facts, the Committee believes that the Firm is well-qualified to render the services described below.

RELIEF REQUESTED

9. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit C, pursuant to sections 328(a) and

1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Committee to employ and retain the Firm as its bankruptcy counsel in these chapter 11 cases.

10. The Committee has selected PSZJ as its counsel in furtherance of the efficient administration of the estates on behalf of the Committee. The Committee seeks to retain the Firm effective as of May 22, 2020 because the Firm began providing services to the Committee as of such date. The Committee believes that such retention is appropriate in these chapter 11 cases because the Committee required effective representation prior to such time as a retention application could be submitted to the Court due to the exigencies of these chapter 11 cases, and the Firm has been providing services to the Committee since May 22, 2020.

SERVICES TO BE RENDERED

11. Subject to further order of this Court, the Firm is expected to render, among other services, the following services to the Committee:

- a. Assisting, advising, and representing the Committee in its consultations with the Debtors regarding the administration of these cases;
- b. Assisting, advising, and representing the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales, any asset dispositions, financing arrangements and cash collateral stipulations or proceedings;
- c. Assisting, advising, and representing the Committee in any manner relevant to reviewing and determining the Debtors' rights and obligations under leases and other executory contracts;
- d. Assisting, advising, and representing the Committee in investigating the acts, conduct, assets, liabilities, and financial condition of the Debtors, the Debtors' operations and the desirability of the continuance of any portion of those operations, and any other matters relevant to these cases or to the formulation of a plan;
- e. Assisting, advising, and representing the Committee in its participation in the negotiation, formulation, and drafting of a plan of liquidation or reorganization;

- f. Advising the Committee on the issues concerning the appointment of a trustee or examiner under section 1104 of the Bankruptcy Code;
- g. Assisting, advising, and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing other services as are in the interests of those represented by the Committee;
- h. Assisting, advising, and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions and claims against directors and officers and any other party; and
- i. Providing such other services to the Committee as may be necessary or appropriate in these cases.

NO ADVERSE INTEREST OF PROFESSIONALS

12. To the best of the Committee's knowledge, and based upon the Pachulski Declaration attached hereto, neither the Firm nor any of its attorneys have any connection with any party in interest, their attorneys or accountants, other than as set forth in the Pachulski Declaration.

13. To the best of the Committee's knowledge, except as provided in the Pachulski Declaration, neither the Firm, nor any of its attorneys represent any interest adverse to that of the Committee in the matters on which they are to be retained.

14. While the Firm has undertaken, and continues to undertake, efforts to identify connections with the Debtors and other parties in interest, it is possible that connections with some parties in interest have not yet been identified. Should the Firm, through its continuing efforts or as these cases progress, learn of any new connections of the nature described above, the Firm will promptly file supplemental declarations, as required by Bankruptcy Rule 2014(a).

15. The Firm represents many debtors and committees in other bankruptcy cases, and those debtors, the members of those committees, or those estates may be creditors of the Debtors.

However, the Firm will not represent any those debtors, committees, or their members with respect to any claims that they may have collectively or individually against the Debtors.

PROFESSIONAL COMPENSATION

16. Subject to Court approval and in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to PSZJ on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZJ. The Firm's current standard hourly rates are:

Partners	\$750.00 - \$1,495.00 per hour
Of Counsel	\$675.00 - \$1,125.00 per hour
Associates	\$625.00 - \$725.00 per hour
Paraprofessionals	\$395.00 - \$425.00 per hour

17. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions.

18. The hourly rates set forth above are PSZJ's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZJ for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients and within the guidelines set forth in Local Rule 2014-1 and

2016-1, and all amendments and supplemental standing orders of the Court. PSZJ believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

NOTICE

19. Notice of this Application has been provided to all parties listed on the Debtors' Master Service List. The Committee submits that such notice is sufficient and that no other or further notice be provided.

NO PRIOR REQUEST

20. No previous request for the relief sought herein has been made to this or any other Court.

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WHEREFORE, the Committee respectfully requests the entry of an order, substantially in the form attached hereto as Exhibit C, authorizing the Committee to employ and retain PSZJ as counsel effective as of May 22, 2020, and granting such other and further relief as is just and proper.

Date: June 22, 2020

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF NEIMAN
MARCUS GROUP LTD LLC, *et al.***

/s/ Daniel Rosenberg

Chanel, Inc.

By: Daniel Rosenberg

Solely in its capacity as Co-Chair of the Official Committee of Unsecured Creditors of Neiman Marcus Group LTD LLC, *et al.*, and not in any other capacity

EXHIBIT A

Declaration of Richard M. Pachulski

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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:

In re : **Chapter 11**

:

NEIMAN MARCUS GROUP LTD LLC, et al., : **Case No. 20-32519 (DRJ)**

:

: **Jointly Administered**

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Debtors. :

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DECLARATION OF RICHARD M. PACHULSKI IN SUPPORT OF THE APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS PURSUANT TO SECTIONS 327, 330, AND 1103 OF THE BANKRUPTCY CODE, FEDERAL RULES OF BANKRUPTCY PROCEDURE 2014(a) AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 FOR AUTHORIZATION TO RETAIN AND EMPLOY PACHULSKI STANG ZIEHL & JONES LLP AS LEAD COUNSEL EFFECTIVE AS OF MAY 22, 2020

I, Richard M. Pachulski, declare under penalty of perjury pursuant to 28 U.S.C. § 1746, and pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2014-1 of the Local Rules of the United States Bankruptcy Court for the Southern District of Texas, that the following is true and correct:

1. I am a partner with the law firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), with offices located at 10100 Santa Monica Blvd., 13th Floor, Los Angeles, CA 90067. I am duly admitted to practice law in the State of California and various federal courts including the Southern and Central Districts of California.

2. I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors Pursuant to Sections 327, 330, and 1103 of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 For Authorization to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Lead Counsel Effective as of May 22, 2020* (the “Application”).

3. The Firm has approximately 65 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation, and commercial matters. The Firm's attorneys have comprehensive experience representing creditors' committees, debtors, creditors, trustees, and others in a wide variety of bankruptcy cases. Attorneys of the Firm have extensive experience representing creditors' committees in complex chapter 11 cases in Texas and throughout the country, including in *Whiting Petroleum*, *Cobalt Energy*, *Erin Energy*, *Ignite Restaurants*, *Rita Restaurants*, *Reddy Ice*, *Ditech*, *Hollander*, *Barneys*, *BCBG Max Azria*, *Aéropostale*, *The Great Atlantic & Pacific Tea Company, Inc.*, *Payless ShoeSource*, *ShopKo*, *The Sports Authority, Inc.*, *Circuit City Stores, Inc.*, *The Wet Seal*, *Ashley Stewart*, *Neff Corp*, *Salander O'Reilly Galleries*, *AMF Bowling Worldwide*, *Fresh & Easy Neighborhood Market, Inc.*, and *Fairway Group Holdings Corp*. Accordingly, the Firm is well-qualified to render the services described below.

4. Neither I, the Firm, nor any partner, of counsel or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors, or any other parties in interest herein, or their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Office of the United States Trustee (the "U.S. Trustee") or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as set forth herein.

5. The Debtors have retained various professionals, including Kirkland & Ellis LLP, Jackson Walker LLP, and Berkeley Research Group. The Firm has previously worked with and will continue to work with these referenced professionals on various representations, at times representing the same parties and at other times representing parties with similar interests or parties with adverse interests.

6. Section 1103(b) of the Bankruptcy Code does not impose the general “disinterestedness” standard of section 327(a) on proposed counsel to an official committee of unsecured creditors. However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtors, their estates, professionals, and the U.S. Trustee.

7. The Firm has made the following investigation of its connections prior to submitting this Declaration. The Firm has undertaken a full and thorough review of its computer database, which contains the names of clients and other parties in interest in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm’s database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, entered the names of parties provided by the Debtors through the Firm’s database. The parties entered in the Firm’s database with respect to the Firm’s conflicts check in these cases are set forth on Schedule 1 annexed hereto.

8. Based on the Firm’s conflict check within its database, the Firm has not encountered any creditors of the Debtors in which an actual conflict exists between the Firm and such creditors.

- a. More than a year ago, two members of the Firm provided advice to a potential investor in debt of the Debtors. That engagement concluded, and the investor has agreed that the Firm may represent the Committee. The Firm has established an ethical wall and information barrier insulating the two members of the Firm involved in the prior engagement and their files.
- b. The Firm previously represented the Pension Benefits Guaranty Corporation (the “PBGC”) in another matter wholly unrelated to the Debtors or these cases, as further described below. The Firm does not

currently represent PBGC in any other matters other than as described below and has not, will not, and does not, represent the PBGC in these cases:

The Firm serves as counsel to the Official Committee of Unsecured Creditors (the “Freedom Committee”) in the matter of Freedom Communications, Inc. et al, Case No.: 8:15-bk-15311-MW (collectively, “Freedom”). The PBGC sits on the Freedom Committee as its chair. The Freedom Committee, on behalf of the Freedom Estates, along with the PBGC, brought suit against certain officers and third party professionals relating to the handling of the Freedom pension plan. In connection with the Bankruptcy Court-approved settlement of the principal claims in this action, certain claims against one remaining defendant were preserved to be pursued solely for the benefit of the PBGC. The PBGC retained the Firm to advise it in connection with those claims. Very shortly thereafter, that remaining defendant initiated a chapter 7 proceeding and the Firm’s representation of the PBGC effectively ended and is now closed. The Firm received no payment from the PBGC in connection with the Freedom matter.

- c. The Firm has represented Sixth Street Partners (f/k/a TPG Sixth Street Partners) in a matter wholly unrelated to these cases and can be adverse to it in these cases.

If, at any time during the course of this proceeding, the Firm learns of any representation which may give rise to a conflict, the Firm will promptly file with the Court an amended declaration identifying and specifying such involvement.

9. PSZJ and certain of its attorneys have represented and in the future will likely represent creditors of the Debtors in connection with matters unrelated to the Debtors and these cases.

10. PSZJ represented, represents, and in the future will likely represent committees in matters unrelated to the Debtors and these cases, whose members may be creditors and/or committee members in these cases. For the avoidance of doubt, the Firm has not represented any members of the Committee in the twelve (12) months preceding the Petition Date.

11. The Firm has not received any retainer or payment from the Debtors or the Committee. Nor has the Firm received any promise of payment in connection with these cases

during the one-year period prior to the filing of the Debtors' petitions. No compensation has been paid or promised to be paid from a source other than the Debtors' estates in these cases. No promises have been received by the Firm nor by any attorneys thereof as to compensation in connection with these chapter 11 cases, other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these cases, except among the partners, of counsel, and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

12. The Firm intends to apply for compensation for professional services rendered in connection with these cases subject to approval of this Court as stated in the Application, and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by the Firm. No compensation will be paid to the Firm except upon compliance with the Bankruptcy Code, Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of this Court. The Firm's current standard hourly rates are:

Partners	\$750.00 - \$1,495.00 per hour
Of Counsel	\$675.00 - \$1,125.00 per hour
Associates	\$625.00 - \$725.00 per hour
Paraprofessionals	\$395.00 - \$425.00 per hour

13. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions.

14. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail

charges, special or hand delivery charges, document retrieval, photocopying charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, expenses for “working meals,” computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm’s other clients. The Firm believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

15. Subject to Court approval, the Committee may seek to retain various professionals during the pendency of these cases, including Cole Schotz P.C. (“CS”) as co-counsel and M-III Advisory Partners L.P. (“M-III”) as financial advisor. PSZJ intends to work closely with any such professionals retained by the Committee, including CS and M-III, to ensure that there is no unnecessary duplication of services performed on behalf of the Committee or charged to the Debtors’ estates.

16. The Firm provides the following responses to the questions set forth in Part D of the Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases (the “Revised UST Guidelines”):

Questions Required by Part D1 of Revised UST Guidelines:	Answer:	Further explanation:
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No.	N/A
Do any of the professionals included in this engagement	No.	N/A

Questions Required by Part D1 of Revised UST Guidelines:	Answer:	Further explanation:
vary their rate based on the geographic location of the bankruptcy case?		
If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and reasons for the difference.	N/A	N/A
Has your client approved your respective budget and staffing plan, and, if so, for what budget period?	N/A	As Committee counsel, PSZJ anticipates that the budget for Committee professionals will be governed by the <i>Debtors' Emergency Motion for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Adequate Protection to Prepetition Secured Parties, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief</i> [ECF No. 104], subject to any rights that the Committee may have to object if an agreement cannot be reached between the Debtors and the Committee. The Committee and its professionals reserve all rights to seek approval of Committee professional fees.

17. PSZJ intends to make a reasonable effort to comply with the UST's requests for information and additional disclosures as set forth in the Revised UST Guidelines, both in connection with the Application and the interim and final fee applications to be filed by PSZJ in these chapter 11 cases.

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

Dated: June 22, 2020

/s/ Richard M. Pachulski

Richard M. Pachulski

SCHEDULE 1
List of Schedules

<u>Schedule</u>	<u>Category</u>
1(a)	Debtors
1(b)	Non-Debtor Affiliates
1(c)	Directors & Officers
1(d)	Equity Holders
1(e)	Administrative Agents
1(f)	Bankruptcy Judges
1(g)	Bankruptcy Professionals
1(h)	Banks
1(i)	Debtholders
1(j)	Insurers
1(k)	Landlords
1(l)	Litigation
1(m)	Ordinary Course Professionals
1(n)	Top Creditors
1(o)	Unions
1(p)	Unsecured Creditors Committee Parties
1(q)	US Trustees
1(r)	Utilities
1(s)	Vendors & Contract Counterparties

SCHEDULE 1(a)

Debtors

Bergdorf Goodman Inc.
Bergdorf Graphics Inc.
BG Productions Inc.
Mariposa Borrower Inc.
Mariposa Intermediate Holdings LLC
Neiman Marcus Group LLC, The
Neiman Marcus Group Ltd. LLC
Nema Beverage Corp.
Nema Beverage Holding Corp.
Nema Beverage Parent Corp.
NM Bermuda LLC
NM Financial Services Inc.
NM Nevada Trust
NMG California Salon LLC
NMG Florida Salon LLC
NMG Global Mobility Inc.
NMG Notes Propco LLC
NMG Salon Holdings LLC
NMG Salons LLC
NMG Subsidiary LLC
NMG Subsidiary LLC, The
NMG Term Loan Propco LLC
NMG Texas Salon LLC
NMGP LLC
Worth Avenue Leasing Co.

SCHEDULE 1(b)

Non-Debtor Affiliates

Aufreiter, Nora
Axelrod, Norman H.
Bourguignon, Philippe E.
Eadie, Graeme M.
Esmonde, Eugene
Gies, Dennis T.
Hall-Kimm, Lori
Herrick, Alan J.
Kaplan, David B.
Katz, Karen W.
Lee, Rachel
Ma, Cecilia
Myt Holding Co.
Myt Intermediate Holding Co.
Myt Netherlands Parent BV
Myt Parent Co.
Mytheresa Business Information Consulting (Shanghi) Co. Ltd.
Mytheresa SE
Mytheresa.Com GmbH
Mytheresa.Com Service GmbH
Neiman Marcus Bermuda LP
Neiman Marcus Group Inc.
NMG Asia Holdings Ltd.
NMG Asia Ltd.
NMG Germany GmbH
Paik, Andrew
Reijnders, Myrna Maria
Rhodes, Matthew
Ruggiero, Cesare J.
Theresa Warenvertrieb GmbH
Wood, Brad
Yang, Steve

SCHEDULE 1(c)

Directors & Officers

Artho, Eric
Barnes, Gerald A.
Beer, Martin
Beilinson, Marc
Dietzmann, Sebastian
Donner, Sebastiaan
Gold, James
Hall, Neva
Hernandez, Leigh Ann
Horton, Anthony
Kliger, Michael
Nichols, Nancy
Penick, Darcy
Preston, Tracy M.
Richardson, Brandy
Severson, Eric
Sullivan, Michael
Van Raemdonck, Geoffroy
Vogel, Scott
Weber, Joseph N.
Yee, Kim

SCHEDULE 1(d)

Equity Holders

ACOF Mariposa Holdings LLC
Alison K Axelrod 2012 Family Trust
Andrews, Mallory
Ares Corporate Opportunities Fund III LP
Ares Corporate Opportunities Fund IV LP
Aufreiter, Nora
Axelrod, Norman
Barnes, Gerald A.
Bourguignon, Philippe E.
CPP Investment Board (USRE) Inc.
Gierhart, Wanda
Hall, Neva L.
Herrick, Alan J.
Joselove, Jonathan
Korea Investment Corp.
Lind, Thomas J.
Orvos, Adam
Pantheon Global Co-Investment Opportunities Fund II LP
Penick, Darcy
Procific
Regents of the University of California, The
Stordahl, Ann
Van Raemdonck, Geoffroy

SCHEDULE 1(e)

Administrative Agents

Ankura Trust Co. LLC
Bank of America NA
Credit Suisse AG Cayman Islands Branch
Deutsche Bank AG New York Branch
UMB Bank NA
Wilmington Savings Fund Society FSB
Wilmington Trust NA

SCHEDULE 1(f)

Bankruptcy Judges

Alonzo, Albert
Attaway, Evangeline C.
Bradley, David J.
Castro, Ana
Castro, Ruben
Chavez, Jeannie
Conrad, Tracey
Do, Linhthu
Isgur, Marvin
Jones, David R.
Lopez, Chris
Lopez, Christopher M.
Norman, Jeffrey P.
Portillo, Vriana
Rios, Mario
Rodriguez, Eduardo V.

SCHEDULE 1(g)

Bankruptcy Professionals

Berkeley Research Group LLC
Brown Rudnick LLP
Debevoise & Plimpton LLP
Ducera Partners LLC
Ernst & Young LLP
Finestone & Hayes LLP
FTI Consulting Inc.
Houlihan Lokey Inc.
Katten Muchin Rosenman LP
Kramer Levin Naftalis & Frankel LLP
Latham & Watkins LLP
Lazard Freres & Co.
McDermott Will & Emery LLP
Milbank LLP
Paul Weiss Rifkind Wharton & Garrison LLP
Perella Weinberg Partners LP
Porter Hedges LLP
Pryor Cashman LLP
Quinn Emanuel Urquhart & Sullivan LLP
Reed Smith LLP
Selendy & Gay PLLC
Sheppard Mullin Richter & Hampton LLP
Wachtell Lipton Rosen & Katz LLP
White & Case LLP
Willkie Farr & Gallagher LLP

SCHEDULE 1(h)

Banks

Amegy Bank
First Hawaiian Bank
Regions Financial Corp.
U.S. Bank NA

SCHEDULE 1(i)

Debtholders

AlbaCore Partners I ICAV	Torchmark Corp.
Anchorage Capital Group LLC	TPG Capital LP
Apollo Global Management Inc.	Vanguard Group Inc., The
Ares Management Corp.	Voya Financial Inc.
Bank of America Corp.	Wells Fargo & Co.
Barclays plc	
Benefit Street Partners LLC	
BlackRock Inc.	
BlueMountain Capital Management LLC	
BMO Harris Bank NA	
Capital International Inc.	
Capital Research & Management Co.	
CapRe	
Citizens Bank NA	
CPP Investment Board Private Holdings Inc.	
Credit Suisse AG	
CVC Capital Partners Ltd.	
Davidson Kempner Capital Management LP	
Deutsche Bank AG	
Goldman Sachs & Co. LLC	
Guggenheim Partners LLC	
H2 Capital Partners	
HSBC Bank plc	
JPMorgan Chase & Co.	
LMR Master Fund Ltd.	
Marathon Asset Management LP	
MJX Asset Management LLC	
P. Schoenfeld Asset Management LP	
PIMCO Investments LLC	
Power Corp. of Canada	
Prudential Financial Inc.	
Putnam Investments Inc.	
Quaker Funds Inc.	
Redwood Capital Management LLC	
Regions Bank	
Royal Bank of Canada	
Sixth Street Partners LLC	
Southeastern Asset Management Inc.	
SunTrust Banks Inc.	
Susquehanna Advisors Group, Inc.	
TD Bank NA	
Third Point Loan LLC	

Error! Unknown document property name.

SCHEDULE 1(j)

Insurers

Ace American Insurance Co.	US Specialty Insurance Co.
ACE Property & Casualty Insurance Co.	WR Berkley Corp.
Affiliated FM Insurance Co.	XL Insurance America Inc.
Allianz Global Risks US Insurance Co. Corp.	Zurich
Allianz SE	Zurich American Insurance Co.
American International Group Inc.	
Aon Risk Services Southwest Inc.	
Aspen	
Aspen American Insurance Co.	
Axis Insurance Co.	
Beazley Insurance Co. Inc.	
Beazley Syndicates AFB	
Berkley Insurance Co.	
Berkley Professional Liability LLC	
Can International Co. Ltd.	
Chubb Ltd.	
CNA Paramount	
Continental Casualty Co.	
Continental Insurance Co., The	
Factory Mutual Insurance Co.	
FM Global	
Great American E&S Insurance Co.	
Great American Insurance Co. Inc.	
Ironshore Specialty Insurance Co.	
Liberty Insurance Corp.	
Liberty Mutual	
Liberty Mutual Fire Insurance Co. Inc.	
Liberty Mutual Holding Co. Inc.	
Liberty Mutual Insurance Co.	
Lloyd's Underwriter Syndicate	
Lloyd's of London	
Lm Insurance Corp.	
National Union Fire Insurance Co.	
National Union Fire Insurance Co. of Pittsburgh, PA	
R-T Specialty LLC	
Safety Specialty Insurance Co.	
Selective Insurance Co. of America	
Starr Indemnity & Liability Co. Inc.	
Travelers Casualty & Surety Co. of America	
Underwriters at Lloyd's	

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SCHEDULE 1(k)

Landlords

1125 Globe Avenue LLC	Larson, Larry
125 Worth Partners LLC	Las Colinas Association
210 Muni LLC	Las Vegas North Premium Outlets
4676 Westchester Mall LLC	LCFRE Austin Brodie Oaks LLC
4692 SPG Center LLC	Macerich HHF Broadway Plaza LLC
737 North Michigan Avenue Investors LLC	Macerich Partnership LP, The
754 Fifth Avenue Associates LP	Mall at Katy Mills LP
Ala Moana Center Association	Mericle 325
Archer, Susan	Milpitas Mills LP
Bal Harbour Shops LLC	Miromar Outlet West LLC
Bauer, Richard S.	Northbrook Enterprises Corp.
Broad Frontenac Associates	Northpark Merchant Association Inc.
Broad Richmond Properties Corp.	Northpark Partners LP
Clearfork Retail Venture LLC	NPO 1495 LP
Congressional Plaza Associates LLC	Oakbrook Shopping Center LLC
Copley Place Associates	O'Keefe Group Inc., The
Coral Commercial Center	Olymbec USA LLC
Cullum, Thomas	O'Neil, Nancy M.
Dallas Foundation, The	Outlets at Orange, The
Dolphin Mall Associates LLC	Pacific Place Site LLC
Duke Realty Corp.	Pinnacle Park
Elm Development Co.	Plaza Frontenac Acquisition LLC
Ery Retail Podium LLC	Premium Outlet Partners LP
Fashion Show NM Acquisition LLC	Preston Shepard Retail LP
Fashion Valley NM Building LLC	Prime Chevy Chase Asset I LLC
Fashion Valley Venture	Prologis Inc.
Forbes Taubman Orlando LLC	Retail Property Trust, The
GGP Ala Moana LLC - Ala Moana Center	Riverwalk Marketplace (New Orleans) LLC
GGP Natick West LLC	Rogers, William Slaughter
Grapevine Mills Mall Ltd.	Rouse FS LLC
Grey, James	RR&C Development Co.
HG Galleria LLC	Sawgrass Mills Phase II LP
Inwood Trade Center LLC	Scottsdale Fashion Square Partnership
JGK Industries LLC	Selznick, Barbara Smalley
JM-BMM LLC	Selznick, Joan Keller
Keating Properties LLC	Shops at the Bravern LLC, The
Keter Environmental Services Inc.	Short Hills Associates
Keystone-Florida Property Holding	Simon Management Associates II LLC
King of Prussia Associates	SLG 625 Lessee LLC
L&B Depp Inwood Village LP	Solow Building Co. III LLC
La Cantera Retail LP	Somerset Collection LP
Larson Family Trust	Somerset Merchants Association

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Southpark Mall LP
SPGIL Domain LP
Sugarloaf Mills LP
Sunbeam Development Corp.
Tampa Westshore Associates LP
Tanger Deer Park Llc
Taubman-Cherry Creek LP
Three Galleria Office Buildings LLC
TIC Retail Properties-Fashion Island
TM Willow Bend Shops LP
Topanga LP
Tysons Galleria LLC
Tysons II Property Owners Association Inc.
UWS Post Oak LLC
Village of Merrick Park LLC
VNO Bergen Mall Owner LLC
Wells Fargo Bank NA
West Coast Estates
Westfield Garden State LLC
Wilson 151 Worth LLC
WTC-Trade Mart 2015 LP
WVF-Paramount 745 Property LP

SCHEDULE 1(I)

Litigation

Amirtalesh, Shahnaz
Argun, Mehtap
Bayer, Taylor
Beale, Rosa
Cohan, Howard
CXT Systems Inc.
Fuller, Bruce
Ghodooshim & Son Inc.
Gianfranco Ferre SPA
Iandola, Teresa
Khalili, Parisa
Kish, Denise
Kuzminer, Anna
Lammey, Dwain
Marble Ridge Capital LP
Marble Ridge Master Fund LP
Mesher, Lieselotte
Morene, Rosina Welsh
Nirvana Inc.
Olthuis, Jodi
Otworth, Kateryna
Pabon, Loida
Priast, Felipe
Raphael Temple of Beauty
Remijas, Hilary
Shields, Brooke
Solow Building Co. LLC
Tianhai Lace USA Inc.
Tolbert, David
Tran, Tiffany L.
UMB Bank NA
United States, Government of the, National Labor Relations Board
Villasis, Diana
Willis, Shayla

SCHEDULE 1(m)

Ordinary Course Professionals

Accenture LLP
Adair Morris & Osborn PC
ADP Inc.
AIMatters Inc.
Alight Solutions LLC
Almendarez, Jorge A.
Angeion Group
Aspen Licensing International Inc.
Bain Mazza & Debski LLP
Ballyhoo Blue Workshop LLC
Barnes & Thornburg LLP
Berkeley Research Group LLC
Bryan Cave LLP
Business Wire Inc.
Chavez, Tamar
Cleary Gottlieb Steen & Hamilton LLP
Conchie Associates LLC
Covington & Burling LLP
Cozen O'Connor PC
Daniel J. Edelman Inc.
Dawson Tilm & Gole
Deloitte Transactions & Business Analytics
LLP
Douglas Meyer Architect
Duff & Phelps LLC
Ernst & Young LLP
ESRP Advisory Dallas LLC
Farella, Marisa
Fenster, Roberta
Fidelity Investments
Fish & Richardson PC
FTI Consulting Inc.
Great American Group LLC
Guirguis, Sanaa
Gutierrez, Antonio
Halsband Law Offices
Hinman & Carmichael LLP
Hogan Lovells US LLP
Houlihan Lokey Capital Inc.
Hunton & Williams LLP
Infor (US) Inc.
International Scholarship & Tuition Services
Inc.
Intrado Enterprise Collaboration Inc.
Intralinks Inc.
Jackson Lewis PC
Jones Day
K&L Gates LLP
Kenny Geoscience
Kidder Mathews of California Inc.
Kilpatrick Townsend & Stockton LLP
Kleiman Consulting
Korn Ferry Leadership Consulting Corp.
Kuzminer, Anna
Law Office of Lantis G. Roberts PLLC, The
Law Offices of Philip P. Deluca
Law Offices of Sanford Jossen
Law Offices of Wyatt & Associates PLLC
Lawyers for Workplace Fairness
Light Law Group APC
Littler Mendelson PC
Lividini & Co. LLC
LRN Corp.
Lynn Pinker Cox & Hurst LLP
Marketsphere Consulting LLC
Matrix Absence Management Inc.
Mayer Brown LLP
McDermott Will & Emery LLP
McWilliams Governmental Affairs
Consultants
Mercer Human Resources Consulting
Merrill Communications LLC
MHN Services
Moody's Investors Service Inc.
Morales, Aldo Luis
NASDAQ OMX Corporate Solutions LLC
NGS Global Americas LLC
Paul Weiss Rifkind Wharton & Garrison
LLP
PCA Partners LLC
Proskauer Rose LLP
Rencon Advisors LLC
RFID Sherpas LLC

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Riveron Consulting LP
Rosenberg & Estis PC
Rutledge Ecenia PA
Ryan Inc.
Ryan Tax Compliance Services LLC
Sard & Leff LLC
Sidley Austin LLP
Simpson Thacher & Bartlett LLP
Standard & Poor's Financial Services LLC
Stinson Leonard Street LLP
Strategic Resource Group Inc.
Stylesage Inc.
Talx Corp.
Towers Watson Delaware Inc.
Wachtell Lipton Rosen & Katz LLP
Wageworks Inc.
West Corp. LLC
Willis Towers Watson plc
Young, Andrew W.

SCHEDULE 1(n)

Top Creditors

Akris Pret-A-Porter AG	Tom Ford Beauty
Alexander McQueen Trading Ltd.	Tom Ford International LLC
Alice & Olivia LLC	Tory Burch - Tory by TRB
Balenciaga America Inc.	UMB Bank NA
Balmain USA LLC	Veronica Beard
Bottega Veneta SRL	Versace USA Inc.
Brioni Roman Style USA Corp.	Vince Holding Corp.
Burberry USA	Yves Saint Laurent SAS
Carven Lux Perfumes	
Chanel Inc.	
Chloe Inc.	
Christian Louboutin SA	
Criteo Corp.	
David Yurman Enterprises LLC	
Dolce & Gabbana USA Inc.	
Eileen Fisher Inc.	
Elicit LLC	
Ermenegildo Zegna Holditalia SpA	
Facebook Inc.	
Ferragamo USA Inc.	
Frame Denim	
Giorgio Armani SpA	
Givenchy Corp.	
Gucci America Inc.	
Jimmy Choo Group Ltd.	
Johnny Was LLC	
La Mer Inc.	
La Prairie Inc.	
Lafayette 148 Inc.	
Manolo Blahnik Americas LLC	
Monument Consulting	
Northpark Partners LP	
Prada USA Corp.	
Rag & Bone Industries LLC	
Rakuten Marketing LLC	
Ralph Lauren Corp.	
Row, The	
RTB House Inc.	
Sisley Cosmetics USA Inc.	
Stuart Weitzman Inc.	
TATA Consultancy Services Ltd.	
Theory LLC	

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SCHEDULE 1(o)

Unions

New York New Jersey Regional Joint Board, The
Service, Production, Merchandising, Wholesale, Distribution, Clerical & Health Related Services
Union, Local 210

SCHEDULE 1(p)

Unsecured Creditors Committee Parties

Chanel Inc.
Estee Lauder Cos., The
Kering Americas, Inc.
Marble Ridge Capital LP
Pension Benefit Guaranty Corp.
Rakuten Rewards
Simon Property Group Inc.
UMB Bank NA
Wilmington Trust NA

SCHEDULE 1(q)

US Trustees

Boykin, Jacqueline
Duran, Hector
Griffin, Barbara
Hobbs, Henry G., Jr.
Johnson-Davis, Luci
Livingstone, Diane
March, Christine
Motton, Linda
Otto, Glenn
Schmidt, Patricia
Simmons, Christy
Smith, Gwen
Statham, Stephen
Waxton, Clarissa

SCHEDULE 1(r)

Utilities

1-800-Got-Junk	Consumers Energy Co.
737 North Michigan Avenue Investors LLC	Continental Wireless Inc.
Action Carting Environmental Services Inc.	Copley Place Associates LLC
Advanced Network Services LLC	Cox Communications LLC
Advantix	CPS Energy
Allstar Petroleum Inc.	Crown Castle Fiber LLC
Ameren Missouri	CSC Optimum Holdings LLC
American Water	Curvature Inc.
Apple Inc.	Dallas, City of (TX)
Arizona, State of, Salt River Project	Denver, City of (CO), Department of Water
Agricultural Improvement & Power	Direct Energy Business
District	DIRECTV Services
AT&T Inc.	DISH Network Corp.
Atlanta, City of (GA), Department of	DTE Energy Co.
Watershed Management	Duke Energy Corp.
Atmos Energy	Elizabethtown Gas Co.
Aurus Inc.	ENGIE SA
Austin, City of (TX)	Ery Retail Podium LLC
Bal Harbour, Village of (FL)	Eskridge LLC
BellSouth LLC	Eversource Energy
Beverly Hills, City of (CA)	Exelon Corp.
Bluebonnet Electric Cooperative	Fairfax, County of (VA), Water Authority
Boca Raton, City of (FL)	Flagg Creek Water Reclamation District
California, State of, East Bay Municipal	(IL)
Utility District	Florida Power & Light Co.
Calpine Corp.	Florida Public Utilities Co. Inc.
Carousel Industries	Fort Lauderdale, City of (FL)
CenterPoint Energy Inc.	Fort Worth, City of (TX), Water Department
Century Waste Services LLC	FR Wireless LLC
CenturyLink Inc.	Frontier Communications Corp.
Champion Energy Services LLC	Fuze Inc.
Charlotte, City of (NC)	Gas Co. LLC, The
Charter Communications Inc.	Gatt Communications Inc.
Clark, County of (NV), Water Reclamation	Gogo Inc.
District	Granite Telecommunications LLC
Cloudburst Technologies LLC	Grapevine, City of (TX)
Cogent Communications	Grey Forest Utilities Inc.
Com-Bell Systems Inc.	Hanson's Water Treatment Inc.
Comcast Corp.	Hawaiian Electric Co. Inc.
Congressional Plaza Associates LLC	Hawaiian Telcom Inc.
Consolidated Communications	Hempstead, Town of (NY), Department of
Consolidated Edison Inc.	Water

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Honolulu, City of (HI), Board of Water Supply
Houston, City of (TX)
Illume Electric Inc.
Infinite Energy Inc.
Intrado Enterprise Collaboration Inc.
Irving, City of (TX)
Jersey Central Power & Light Co.
JM-BMM LLC
Just Energy Solutions Inc.
Keter Environmental Services Inc.
Keystone-Florida Property Holding Corp.
King of Prussia Mall Inc.
KRK Technologies Inc.
Kudelski Security Inc.
La Cantera Retail LP
Lakeshore Recycling Systems LLC
Level 3 Communications LLC
Longview, City of (TX)
Los Angeles, City of (CA), Department of Water and Power
Macerich Co., The
Macerich HHF Broadway Plaza LLC
Mall at Katy Mills LP
Manhattan Telecommunications Corp.
MegaPath Corp.
Metropolitan St. Louis Sewer District
Miami-Dade, County of (FL), Water and Sewer Department
Milpitas Mills LP
MoreDirect Inc.
Natick, Town of (MA)
National Grid plc
New Orleans Riverwalk Marketplace LLC
New York, City of (NY), Water Board
Newport Beach, City of (CA)
Northbrook, Village of (IL)
NSTAR LLC
NTT Communications Corp.
NV Energy Inc.
Oak Brook, Village of (IL)
One Ring Networks Inc.
Orange, City of (CA)
Orlando, City of (FL), Utilities Commission
Pacific Gas & Electric Co.
Palo Alto, City of (CA)

Palo Alto, City of (CA), Utility Department
Peoples Gas Light & Coke Co., The
Plano, City of (TX)
Potomac Mills Operating Company LLC
PPL Electric Utilities Corp.
Premium Outlet Partners LP
Public Service Co. of Colorado Inc.
Public Service Electric & Gas Co.
Puget Sound Energy Inc.
Recology Inc.
Retail Property Trust, The
Rouse FS LLC
Salt River Valley Water Users' Association
San Francisco, City & County of (CA), Public Utilities Commission
San Gabriel Valley Water Co.
Sanatoga Water Conditioning Inc.
Sawgrass Mills Phase II LP
Scottsdale Fashion Square LLC
Set Solutions Inc.
Shops at the Bravern LLC, The
Simon Chelsea Las Vegas Development LLC
Simon Management Associates II LLC
Sirius Computer Solutions Inc.
Sirius XM Holdings Inc.
SLG 625 Lessee LLC
Solow Building Co. LLC
Southern California Edison Co.
Southern California Gas Co.
Southern Co., The
Southpark Mall LP
Southwest Gas Corp.
Southwestern Bell Telephone Co. Inc.
Southwestern Electric Power Co.
Spectrum Management Holding Co. LLC
Spire Missouri Inc.
Sprint Corp.
Sugarloaf Mills LP
Summer Energy LLC
Sunrise, City of (FL), Utilities Department
Tampa Electric Co.
Tampa Westshore Associates LP
Tanger Deer Park LLC
TDX Tech Cos. LLC
TECO Energy Inc.

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Tele-Communication Inc.
Texas Gas Service Co. Inc.
Three Galleria Office Buildings LLC
T-Mobile US Inc.
TriEagle Energy LP
Troy, City of (MI)
Trumpia Inc.
UGI Corp.
Verizon Communications Inc.
viiz Communications Inc.
Virginia Electric & Power Co.
VNO Bergen Mall Owner LLC
Washington Gas Light Co.
Washington, D.C., Water & Sewer
Authority
Water Tower LLC
Watson Electrical Contractors Inc.
WCCB-TV Inc.
West Palm Beach, City of (FL), Department
of Public Utilities
Westfield Garden State LLC
White Plains, City of (NY)
Windstream Corp.
WVF-Paramount 745 Property LP
Zayo Group LLC

SCHEDULE 1(s)

Vendors & Contract Counterparties

19RM Ltd.	Applause App Quality Inc.
210 Muni LLC	Apttus Corp.
41St Parameter Inc., The	Aquazzura Italia SRL
4692 SPG Center LLC	Aramark Refreshment Services LLC
49 Winters Trading Ltd.	Arandell Corp.
737 North Michigan Avenue Investors LLC	Archer, Susan
754 Fifth Avenue Associates LP	Arise Virtual Solutions Inc.
8008558 Canada Inc.	Artwell Holdings Ltd.
Acme Motor Freight Services Inc.	AS Logistics Inc.
ActionIQ Inc.	ASC Regenity Ltd.
Adobe Systems Inc.	ASG Technologies Group Inc.
Advantage Consulting Group Inc.	Asian Handicrafts Private Ltd.
Advantix Solutions Group Inc.	AT&T Corp.
AFB Consulting	Attico SRL, The
Agilence Inc.	Audio Fidelity Communications Corp.
AgilOne Inc.	Auremma Consulting Group Inc.
Agordat SRLS	Ava Consulting Group Inc.
AKF Consulting LLC	Avaya Inc.
Akqa Inc.	Avila IT Services
Alanui SRL	Azzedine Alaia SAS
Alation Inc.	Babel Consulting SAS
Ale-Joy Calo Inc.	BackOffice Associates LLC
Alert Tech Systems Inc.	Bal Harbour Shops LLC
Alex Perry Party Ltd.	Bardot Party Ltd.
AlixPartners LLC	Base22 Technology Group LLC
Alonpi Cashmere	BCD Travel USA LLC
Alorica Customer Care Inc.	BECDG BVBA
Alorica Inc.	Bella Freud
AlSCO Inc.	Berkeley Research Group LLC
Amazon.com Inc.	Berluti
Ambrosi Napoli SRL	Beyond Evil PC
American Airlines Group Inc.	Binary Tree Inc.
American Eagle Lines	Birger Christensen A/S
American Express	BIZZdesign United States Inc.
American Freightways Inc.	Blackhawk Engagement Solutions
American West Worldwide Express Inc.	Blankenship Change Consulting LLC
Ana Segui de Eguillor	Bloomreach Inc.
Ancient Greek Sandals	BlueConic Inc.
Andrew GN	BlueVenn US Inc.
Annabella Pellicceria	Blujay Solutions Inc.
Antonio Marras SRL	BMC Software Inc.
Antuit Holdings Pte. Ltd.	Bontoni SRL

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Boon the Shop
Borgo de Nor Ltd.
Boss Group, The
Boston Consulting Group Inc., The
Bottom Line Concepts LLC
Bounce Exchange Inc.
BrainStorm Inc.
Bricz LLC
Brierley & Partners Inc.
BrightEdge Technologies Inc.
Callisonrkl Inc.
Callstack Ltd.
Canidium LLC
Canon Inc.
Canteen Vending Services Inc.
Capital One NA
Cargo Transporters Inc.
Carlo Moretti Venezia SRL
Carousel Industries of North America Inc.
Cartesian Datasciences LLC
Catalyst Online LLC
Catchpoint Systems Inc.
Catherine Osti
Cavisson Systems Inc.
CCFG Cleaners LLC
Cecilie Bahnsen
Celadon Trucking Services Inc.
Celect Inc.
Celestine Lingerie
Centrify Corp.
Centurylink Communications LLC
Chantal Romano
Charabia Paris
ChargeItSpot LLC
Charltons Law
Charvet
Cheetah Digital Inc.
Chesapeake System Solutions Inc.
Chicagoland Cabling Solutions Inc.
China Rise Fashion Ltd.
Christian Ulbricht
Cisco Systems Inc.
Citcon USA LLC
Classic Protection Security & Investigations
Inc.
Clear Technologies
Clearfork Retail Venture LLC
Cloudburst Technologies
Clouduyan LLC
Clumio Inc.
Coalfire Systems Inc.
Cognizant Technology Solutions US Corp.
Cohesity Inc.
Comcast Cable Communications
Management LLC
ComNet Communications LLC
Compass Group USA Inc.
Compliance Network LLC
Connexity Inc.
Connors Group Inc., The
Convey Inc.
Con-Way Freight Inc.
Copley Place Associates
Coretrust Purchasing Group LLC
Cornerstone Logistics Inc.
Corthay
Cosmetic Doctor at Work Ltd.
County SRL
Covenant Transport Inc.
CradlePoint Inc.
Craig Green
Creative Design Ltd.
Credera Enterprises Co.
Crown Relocations SA
CRST Expedited Inc.
CS Technology Inc.
Curalate Inc.
Custora Inc.
CV Unggul Putra Samudra
Cyrano SARL
D&L Protective Services
Dagmara Sp Zo O
Dalethes Inc.
Dancassab Sociedad Anonima de CV
Daniel Besikian
Daniel Rousselot Photographe
Data Sales Co. Inc.
DataStax Inc.
David Koma
De Carlini Sas Di Terruzzi Luca
Dealer Souq
Deliv Inc.

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Denim 108 Pty Ltd.
Desmond & Dempsey
Determine Sourcing Inc.
DFS Services LLC
Diamanti Inc.
DiCentral Corp.
Digital Mobile Innovations LLC
Digital Shadows US Inc.
Dion Lee Pty. Ltd.
Direct Source Inc.
Direct Source Packaging Co. LLC
Directv LLC
Dispatch Transportation Corp.
DNA Model Management LLC
DocuSign Inc.
DoorDash Inc.
Doublej SRL
Dries Van Noten NV
Drivesavers Inc.
Dry Clean Super Center LLC
DSCO
Dundas World Ltd.
DVK Buying Agency
Dynamex Inc.
Dynatrace Software Inc.
EB Jewels SRL
Elicit LLC
Elleaime SAS
Elm Development Co.
EMC Corp.
Eme Posaterie SRL
Emilio Pucci SRL
Enrico Mandelli SPA
EPAM Systems Inc.
Equifax Workforce Solutions Inc.
Erdem Moralioglu Ltd.
Ermanno Scervino
Ery Retail Podium LLC
Evergage Inc.
Excel Elevator & Escalator Corp.
Experian Marketing Solutions Inc.
eZCom Software Inc.
Factory SRL
Faliero Sarti Scarves - L'Accessorio SRL
Fashion Model Management SRL, The
Fear of God
FFE Transportation Services Inc.
Fiasconaro SRL
Fibernet Direct Texas LLC
FiftyOne Inc.
FindMind Inc.
Fiorucci Holdings Ltd.
First Data Merchant Services LLC
First Flight Solutions LLC
First National Bank of Omaha Inc.
Fit3D Inc.
Fleenor Co. Inc.
Fleenor Paper Co. Inc.
FNC Enterprises Pty
Follia Pratica SRL
Forrester Research Inc.
Forsythe Solutions Group Inc.
Franco Ferrari SRL
FTM Art Advisory Ltd.
FullStory Inc.
Fuse Inc.
Future Com Ltd.
G2 Inc.
Gabo Guzzo
Gaddis Parnters Ltd.
Galvan London
Gao Sheng Garment Co. Ltd.
Gauge81 BV
Gedebe SA
Gentug Tekstil Urunleri
GGP Ala Moana LLC
Ghostery Inc.
Gift Solutions
Gilmar Divisione Industria SPA
Glassware Art Studio SC
Global Bridge Infotech Inc.
Global-E US Inc.
Grane Transportation Lines Ltd.
Granify Inc.
Granite Telecommunications
Grapevine Mills Mall Ltd.
Grazia & Marica Vozza
Green Mountain Technology LLC
Gremlin Inc.
Grey, James
Grid Dynamics International Inc.
Gu_De Goos Studio

Guanti Giglio Fiorentino SRL
Gulf Coast Transport Inc.
Gushlow & Cole Ltd.
Hafta Have Inc.
Halpern
Harte-Hanks Inc.
HCL Technologies Ltd.
Hearst Corp.
Heron Preston SRL
Hexaware Technologies Inc.
HG Galleria LLC
High Order Solutions LLC
Hilco Retail Consulting LLC
Hitachi Data System Corp.
Hotel Laundry Five Star LLC
House of Hackney Ltd.
House of Saki
Huishan Zhang Ltd.
Hunting Season LLC
I4 Group, The
IBM Corp.
Icertis Inc.
ID Sarrieri SRL
IL Borgo Cashmere SRL
IM Production Isabel Marant
Imidia LLC
Impuls
Incisiv Ltd.
In-Com Data Systems Inc.
Indus Exports
Infosys Ltd.
InfoVision Inc.
Ino Schaller
Insight Global LLC
Intellys Corp.
Inteplast Group Corp.
Interactive Communications International
Inc.
Intermec Technologies Corp.
International Warehouse Group Inc.
Interstate Cleaning Corp.
InterTrade Systems Inc.
iProspect.com Inc.
ISS Facility Services Inc.
Jacada Inc.
Jacquemus
Jagged Peak
Jane Taylor Millinery Ltd.
Janice Minor Export
JDA Software Group Inc.
Jennifer Chamandi Ltd.
JGK Industries LLC
JGoldcrown Inc.
JM-BMM LLC
JN Casting & Production Ltd.
Johanna Ortiz y Cia SAS
Johanna Ortiz Zona Franca SAS
Johnstons of Elgin
Join Winner Industrial Ltd.
Joor Inc.
Jourden Ltd.
JPMorgan Chase & Co.
JPMorgan Chase Bank NA
JRNI Inc.
JT Home Furnishing Co. Ltd.
JW Anderson Ltd.
K&K Emporio SRL
Kairos Technologies Inc.
Kassl BV
Kellermeyer Bergensons Services LLC
Keramos Nazari Prod Ceramicos LDA
Keystone-Florida Property Holding
KhrisJoy SRL
King of Prussia Associates
Kone Inc.
Kooreloo LLP
Kore.Ai Inc.
KRK Technologies Inc.
Kronos Inc.
Kustomer Inc.
Lady Giuliva SRL
Lambert + Associates Italy
Lambert + Associates Ltd.
Lambert + Associates Ltd. London
Lambert + Associates Milan
Lambert + Associates SARL Paris
Landini Shirt SRL
Larson Family Trust
Las Vegas North Premium Outlets
Latin American Retail Connection LLC
Laurence Dacade
LAZ Parking Management Ltd.

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LCFRE Austin Brodie Oaks LLC
Leather Center Inc.
Lenati LLC
Leung, Nelson C.
Levi Ray & Shoup Staffing Inc.
Liberty of London Ltd.
Littler Mendelson PC
LivePerson Inc.
Lividini & Co.
LogicSource Inc.
Lone Star Cable Inc.
Longview Warehouse & Storage
Looklet AB
Loulou Studio
LucidWorks Inc.
Lytics Inc.
M. Miller & Associates LLC
Maggie Marilyn Ltd.
Maglieria Artigiana SRL
Maille Co.
Maison Alma
Maison Michel
Malone Souliers
Mamma Team Productions SL
Mangia Inc.
Manhattan Associates Inc.
Mapol Business Solutions Pvt. Ltd.
Marco Pescarolo SRL
Mariage Freres
MarkMonitor Inc.
Martinizing Dry Cleaning
Mascioni Associati International Ltd.
Massimo Lunardon & C. Snc Co.
Materiel Tbilisi LLC
MATRIX Resources Inc.
McKinsey & Co. Inc.
Mediterranea SHPK
MemoMi Labs Inc.
Mercedes Salazar Joyeria SA
Mericle 325
Micro Focus Inc.
Microsoft Corp.
Microsoft Licensing GP
Microsoft Online Inc.
Midwest Consulting Group Inc.
Minds of Earth Ltd.
Mirella Cavorso by Ripetta SRL
Miromar Outlet West LLC
Missoni
MMW SRL
Modern Home Lighting Inc.
Monument Consulting
Moonraft Innovation Labs Inc.
Moredirect
Mother of Pearl Ltd.
Moxie Software Inc.
Mr. Robcis Didier Photographe
Muaddi, Amina
Mugler, Thierry
My Own Garden Ltd.
Nahan Printing Inc.
Narvar Inc.
National Carriers Inc.
Nationwide Janitorial Services Inc.
Nectarte
Neous Ltd.
New Relic Inc.
Newgistics Inc.
Nexla Inc.
NextStep Recruiting LLC
Nice Systems Inc.
NiceLabel Americas Inc.
North American Van Lines Inc.
Northpark Merchant Association Inc.
Northpark Partners LP
Oakbrook Shopping Center LLC
Okta Inc.
Olivia Von Halle Ltd.
Olymbec USA LLC
Olympialetan Olt SAS
OnSystems Inc.
OpenSymmetry LLC
Opera Solutions LLC
OpinionLab Inc.
Opitz Outlet
Optimizely Inc.
Oracle Corp.
Orkin LLC
Otis Elevator Co.
Otsumo Co. Ltd.
Owenscorp Italia
Oye Moda Giyim Aksesuar San. Ve Dis

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Palmer Harding Ltd.
Panda Solutions Ltd.
Paper Place, The
Paxata Inc.
PayPal Inc.
Peba Trading & Manufacturing Corp.
Pegasus Logistics Group Inc.
Pellegrino (Paris) - SAS RP
Perch Interactive Inc.
Perfect Moment Asia Ltd.
Perficient Inc.
Pierre Balmain SAS
Pierre Hardy Ltd.
Pili Carrera SL
Pinnacle Park
PivIT Global
PlanGrid Inc.
Platform9 Systems Inc.
Platinum Technology Inc.
PlumSlice Labs Inc.
PossibleNOW Inc.
Precocity LLC
Premier Limousine LLC
Premium Outlet Partners LP
President FRS SRL
Prestige MBH
Preston Shepard Retail LP
Prime Chevy Chase Asset I LLC
Profit Enhancement Systems Inc.
Projekt202 LLC
Proofpoint Inc.
Proskauer Rose LLP
Prospettive SRL
PubNub Inc.
Purple Label Fashion GmbH
PVH Heritage Brands Australia Pty. Ltd.
Quiq Inc.
Quisitive LLC
R4 Technologies Inc.
Racil C. Ltd.
Rakuten Marketing LLC
Randstad Technologies LLC
Rangle.io Inc.
Rasario LLC
Rawhide High Class Shoe Repair
Redeye SRL
RedPoint Global Inc.
Redscout
Reflexis Systems Inc.
Regina SRL
Rejina Pyo Ltd.
Reltio Inc.
Rene' Caovilla SPA
Reproductions Pellegrino SAS
Resources Connection LLC
Retail Property Trust, The
Retail Systems Resources Ltd.
Return Path Inc.
RGIS LLC
RichRelevance Inc.
Rigor Inc.
Rimini Street Inc.
Ripetta SRL
Riveron Consulting LP
RiverPay Inc.
Robles Heritage Inc.
ROC Enterprise Co. Ltd.
Rocha, Simone
Rockbot Inc.
Rocket Software (US) LLC
Rodo Firenze SRL
Rokh Ltd.
Romain Violleau
Rosantica SRL
RR&C Development Co.
Russell Reynolds Associates Inc.
Saks Potts
Salesfloor Inc.
Salle Privee BV
San Diego, City of (CA), Treasurer - Public
Utilities
Sanchez Xammar, Luis Antonio
SAP America Inc.
Sapient Corp.
SAS Institute Inc.
Sawgrass Mills Phase II LP
ScanTexas
Scaptic Innovations Private Ltd.
Select Express & Logistics
Selznick, Joan Keller
Sendero Business Services LP
Sensormatic Electronics Corp.

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SessionM Inc.
Shinsegae Poiret
ShopRunner Inc.
Shops at the Bravern LLC, The
Short Hills Associates
Shyft Technologies Inc.
Signature Hospitality Services
Silicon Valley Product Group
Simon Data Inc.
Simonnot Godard
SIR the Label
Sitecore USA Inc.
Slalom LLC
SLG 625 Lessee LLC
SM Motor Service Inc.
Smalley Selznick, Barbara
Smart Lamp Inc.
Smooth Technologies Inc.
Smurfit Kappa North America LLC
SnapLogic Inc.
Snowflake Computing Inc.
Software AG USAInc.
Solmate Ltd.
Solow Building Co. LLC
Somerset Collection Ltd. Partners
Sonian Inc.
Sourcelink Acquisition LLC
South Enterprises Ltd.
SPAL Soc Porcelanas Alcobaca
Spec-Built
Specialized Security Services Inc.
Speedcurve Ltd.
Speedy Messenger & Delivery LLC
Spend Management Experts LLC
SpendHQ LLC
Spinnaker Support LLC
Splunk Inc.
SPS Commerce Inc.
Square Root Inc.
SSG Societa Servizi Grafici SRL
SSOGEN Corp.
St. Piece Ltd.
Stalwart Homestyles
Stefano Bemer SRL
Stine Goya AS
Stored Value Solutions Inc.
StyleKeepers
Stylesage Inc.
Stylyze Inc.
Sugarloaf Mills LP
Sunbeam Development Corp.
Support Group Inc., The
Sweet Construction Corp.
Systemware Inc.
Syte Visual Conception Ltd.
Szklo Dekor sp ZOO
Tactica Partners, The
Tailor & Crafts Co. Ltd.
Taiwan Novelty Ltd.
Tanger Deer Park LLC
Tata America International Corp.
Taubman-Cherry Creek LP
Tealium Inc.
Technical Youth LLC
Technology Service Professionals Inc.
TEKsystems Inc.
TellApart Inc.
TFC Ltd.
Theatro Labs Inc.
Thoughtspot Inc.
Three Floor Ltd.
TIC Retail Properties-Fashion Island
Tockr LLC
Tomorrow Milano SRL
Top Service SRL
Township Building Services Inc.
Trackif LLC
Trane US Inc.
Transco Lines Inc.
Travel & Transport Inc.
Tribridge Holdings LLC
Tri-Ever Enterprise (HK) Co. Ltd.
TSP
TurnTo Networks Inc.
Twilio Inc.
Ubertejas LLC
UGAM Solutions SEZ Pvt Ltd.
Ultracor Inc.
Unifi Software Inc.
United States Postal Service
Unity Bond Inc.
Unravel Project SRL

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Upside Corporation Pty. Ltd., The
Upstream Commerce Inc.
Urban Airship Inc.
Userzoom Inc.
UWS Post Oak LLC
Valpeltro di Artale
Valuelink LLC
Vauthier, Alexandre
Velveteen International Ltd.
Venice SRL
Veraction LLC
Verint Americas Inc.
Verizon Wireless
Vertex Inc.
ViaWest Inc.
Village of Merrick Park LLC
Visual Artist Ltd.
Vita Kin Inc.
VL Consulting DWC LLC
VL Consulting DWC-LLC
VNO Bergen Mall Owner LLC
Voiant Group LLC
VPMA Global Services LLC
Vudumobile Inc.
Walking Sticks SRL
Wandler BV
Waterline Data Science Inc.
Webfilings LLC
Weihnachtsland GMBH
White Plains Linen
William E. Connor & Associates Ltd.
William E. Connor (Taiwan) Ltd.
Wilson 151 Worth LLC
Wipro Ltd.
Workflowone LLC
Workshop LA, The
World Wide Shoes LLP
World Wide Technology Inc.
WVF-Paramount 745 Property LP
Youshi Industrial Ltd.
YRC Inc.
Yuzefi
Zaavya LLC
Zendesk Inc.
Zero11 SRL
Zmags Corp.

Zobboli Elio
Zuhair Murad Suisse SA
Zumasys Inc.
Zyston LLC

EXHIBIT B

Declaration of Committee Co-Chair

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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In re : **Chapter 11**

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NEIMAN MARCUS GROUP LTD LLC, et al., : **Case No. 20-32519 (DRJ)**

:

: **Jointly Administered**

:

Debtors. :

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DECLARATION OF COMMITTEE CO-CHAIR IN SUPPORT OF APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS PURSUANT TO SECTIONS 327, 330, AND 1103 OF THE BANKRUPTCY CODE, FEDERAL RULES OF BANKRUPTCY PROCEDURE 2014(a) AND 2016, AND LOCAL RULES 2014-1 AND 2016-1 FOR AUTHORIZATION TO RETAIN AND EMPLOY PACHULSKI STANG ZIEHL & JONES LLP AS LEAD COUNSEL EFFECTIVE AS OF MAY 22, 2020

DANIEL ROSENBERG, as authorized representative of the Committee, declare under penalty of perjury as follows:

1. I, Daniel Rosenberg, am General Counsel of Chanel, Inc. (“Chanel”). Chanel was elected one of the Co-Chairs of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the bankruptcy cases (the “Cases”) of the above-captioned debtors (collectively the “Debtors”). I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors Pursuant to Sections 327, 330, and 1103 of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 For Authorization to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Lead Counsel Effective as of May 22, 2020* (the “Application”) on behalf of the Committee.¹

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

The Committee's Selection of PSZJ as Counsel

2. Pachulski Stang Ziehl & Jones LLP ("PSZJ" or the "Firm") is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

3. On May 19, 2020, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following nine (9) members: (i) Wilmington Trust, National Association; (ii) Pension Benefit Guaranty Corporation; (iii) UMB Bank, N.A.; (iv) Marble Ridge Capital LP, on behalf of Marble Ridge Master Fund LP; (v) Simon Property Group, Inc.; (vi) Chanel, Inc.; (vii) Kering Americas, Inc.; (viii) Estee Lauder Companies; and (ix) Ebates Performance Marketing, Inc.

4. On May 22, 2020, the Committee held a meeting and, among other things, voted to retain the Firm as its lead counsel, subject to Court approval. The Committee believes that PSZJ's extensive experience in corporate reorganizations, both out of court and under chapter 11 of the Bankruptcy Code, makes it well qualified to represent the Committee in these Cases in an efficient and timely manner. Thus, the Committee decided to retain PSZJ as the Committee's counsel during these Cases.

Rate Structure

5. In my capacity as a Co-Chair of the Committee, I am responsible for supervising counsel. PSZJ has informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZJ has informed the

Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Firm does not maintain separate departments devoted to other legal practices different from the bankruptcy and insolvency areas. The Firm therefore does not have different billing rates and terms for non-bankruptcy engagements that can be compared to the billing rates and terms for the Committee's engagement of PSZJ.

Cost Supervision

6. The Committee will approve any prospective budget and staffing plan that may be filed by PSZJ prior to it being filed, recognizing that, in the course of large chapter 11 cases like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZJ. I further recognize that it is the Committee's responsibility to closely monitor the billing practices of their professionals to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will continue to review the invoices that PSZJ regularly submits, and, together with PSZJ, periodically amend any budget and staffing plans, as the case develops.

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

Date: June 22, 2020

**THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF NEIMAN
MARCUS GROUP LTD LLC, *et al.***

/s/ Daniel Rosenberg

Chanel, Inc.

By: Daniel Rosenberg

Solely in its capacity as Co-Chair of the Official Committee of Unsecured Creditors of Neiman Marcus Group LTD LLC, *et al.*, and not in any other capacity

EXHIBIT C

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

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:

In re : **Chapter 11**

:

NEIMAN MARCUS GROUP LTD LLC, et al., : **Case No. 20-32519 (DRJ)**

:

: **Jointly Administered**

:

Debtors. :

-----X

**ORDER AUTHORIZING AND APPROVING THE
EMPLOYMENT OF PACHULSKI STANG ZIEHL & JONES LLP AS
LEAD COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF THE DEBTORS EFFECTIVE AS OF MAY 22, 2020**

Upon consideration of the *Application of the Official Committee of Unsecured Creditors Pursuant to Sections 327, 330, and 1103 of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure 2014(a) and 2016, and Local Rules 2014-1 and 2016-1 For Authorization to Retain and Employ Pachulski Stang Ziehl & Jones LLP as Lead Counsel Effective as of May 22, 2020* (the "Application"),¹ pursuant to sections 328(a) and 1103(a) of Title 11 of the United States Code (the "Bankruptcy Code"), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of Texas (the "Local Rules"), for an order authorizing and approving the retention and employment of Pachulski Stang Ziehl & Jones LLP ("PSZJ") as counsel for the Official Committee of Unsecured Creditors (the "Committee") of the above-captioned debtors (collectively, the "Debtors") in these chapter 11 cases; and upon consideration of the declarations of Richard M. Pachulski and the Committee Co-Chair in support of the Application filed by the Committee; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334; and

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Application.

consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** as set forth herein.
2. The Committee is authorized to retain and employ PSZJ as counsel to the Committee effective May 22, 2020. In the alternative, to the extent retention of PSZJ as of May 22, 2020 is not permitted under applicable law, PSZJ shall be retained as of the earliest date permitted under law; provided, however, that PSZJ may seek compensation for work performed and expenses incurred as of and after May 22, 2020 even where the effective date of its retention occurs thereafter. Subject to Court approval, PSZJ may be compensated for services rendered and reimbursed for expenses incurred beginning on May 22, 2020.
3. PSZJ shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' cases as set forth in the Application and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court. PSZJ also intends to make a reasonable effort to comply with the requests from the United States Trustee for the Southern District of Texas (the "U.S. Trustee") for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11*

Cases Effective as of November 1, 2013 (the “Revised UST Guidelines”), both in connection with the Application and the interim and final fee applications to be filed by PSZJ in these chapter 11 cases.

4. Notwithstanding anything to the contrary in the Application or the Declarations attached to the Application, PSZJ shall not be entitled to reimbursement for fees and expenses in connection with any objection to its fees, without further order of the Court.

5. PSZJ shall provide ten-business-days’ notice to the Committee, the Debtors, and the U.S. Trustee before any increases in the rates set forth in the Application are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including 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.

6. The Committee and PSZJ are authorized and empowered to take all actions necessary to implement the relief granted in this Order. PSZJ shall use its reasonable efforts to avoid any duplication of services provided by any of the Committee’s other retained professionals in these chapter 11 cases.

7. PSZJ is authorized to sign and file electronically all notices, orders, motions, applications and other requests for relief, all briefs, memoranda, affidavits, declarations, replies and other documents filed in support of such documents and all objections and responses related to any such documents filed by any party in these chapter 11 cases.

8. To the extent the Application, the Pachulski Declaration, or the Committee Co-Chair Declaration, is inconsistent with this Order, the terms of this Order shall govern.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: _____, 2020

THE HONORABLE DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE