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PROPOSED ATTORNEYS FOR DEBTORS

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

In re: § Chapter 11
§
Tuesday Morning Corporation, *et al.*,¹ § Case No. 20-31476-HDH-11
§
Debtors. § Jointly Administered

**DEBTORS’ APPLICATION FOR ENTRY OF AN ORDER UNDER
11 U.S.C. §§ 327(a), 330, AND 1107(b) AUTHORIZING THE
EMPLOYMENT AND RETENTION OF HAYNES AND
BOONE, LLP AS ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE
PURSUANT TO LOCAL BANKRUPTCY RULE 2014-1(B)(1)**

**A HEARING WILL BE CONDUCTED ON THIS MATTER ON JULY 8 AT 2 P.M.
(CT) AT THE EARLE CABELL FEDERAL BUILDING, 1100 COMMERCE
STREET, 14TH FLOOR, COURTROOM NO. 3, DALLAS, TEXAS 75242.**

**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 (21) 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**

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Tuesday Morning Corporation (8532) (“TM Corp.”); TMI Holdings, Inc. (6658) (“TMI Holdings”); Tuesday Morning, Inc. (2994) (“TMI”); Friday Morning, LLC (3440) (“FM LLC”); Days of the Week, Inc. (4231) (“DOTW”); Nights of the Week, Inc. (7141) (“NOTW”); and Tuesday Morning Partners, Ltd. (4232) (“TMP”). The location of the Debtors’ service address is 6250 LBJ Freeway, Dallas, TX 75240.

MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

Tuesday Morning Corporation and its debtor affiliates, as debtors and debtors-in-possession in the above-referenced chapter 11 cases (collectively, the “Debtors”) hereby file this *Debtors’ Application for Entry of an Order Under 11 U.S.C. §§ 327(a), 330, and 1107(b) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtors and the Debtors in Possession Effective as of the Petition Date Pursuant to Local Bankruptcy Rule 2014-1(b)(1)* (the “Application”). In support of the Application, the Debtors rely upon the *Declaration of Ian T. Peck in Support of the Debtors’ Application for Entry of an Order Under 11 U.S.C. §§ 327(a), 330, and 1107(b) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for the Debtors and the Debtors in Possession Effective as of the Petition Date Pursuant to Local Bankruptcy Rule 2014-1(b)(1)* (the “Peck Declaration”), which is attached hereto as **Exhibit A**. In further support of the Application, the Debtors respectfully state as follows:

Jurisdiction and Venue

1. The United States District Court for the Northern District of Texas (the “District Court”) has jurisdiction over the subject matter of this Motion pursuant to 28 U.S.C. § 1334. The District Court’s jurisdiction has been referred to this Court pursuant to 28 U.S.C. § 157 and the District Court’s Miscellaneous Order No. 33, *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc* dated August 3, 1984. This is a core matter pursuant to 28 U.S.C. § 157(b), which may be heard and finally determined by this Court. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

2. On May 27, 2020 (the “Petition Date”), the Debtors each filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) commencing the above captioned cases (the “Chapter 11 Cases”). The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to Bankruptcy Code §§ 1107 and 1108.

3. An official committee of unsecured creditors has yet to be appointed in these Chapter 11 Cases. Further, no trustee or examiner has been requested or appointed in these Chapter 11 Cases.

4. A detailed description of the Debtors and their businesses, and the facts and circumstances supporting the Motion and the Debtors’ Chapter 11 Cases are set forth in greater detail in the *Declaration of Barry Folsie in Support of the Debtors’ Chapter 11 Petitions and First Day Motions* (the “Folsie Declaration”), which was filed on the Petition Date and is incorporated by reference in this Motion.

Relief Requested

5. The Debtors request entry of an order, substantially in the form attached hereto as **Exhibit C**, authorizing the employment and retention of Haynes and Boone as their attorneys in accordance with the terms and conditions set forth in the engagement letter between the Debtors and Haynes and Boone dated as of March 18, 2020 (the “Engagement Letter”), effective as of the Petition Date pursuant to Local Bankruptcy Rule 2014-1(b)(1), which is attached hereto as **Exhibit B**.

Basis for Relief Requested

6. The bases for the relief requested herein are Bankruptcy Code §§ 327(a), 330 and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”),

Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and N.D. Tex. L.B.R. 2014-1 and 2016-1 (the “Local Bankruptcy Rules”).

7. Bankruptcy Code § 327(a) provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor]’s duties under this title.

11 U.S.C. § 327(a).

8. Bankruptcy Code § 101 defines “disinterested person” as a person that:

is not a creditor, an equity security holder, or an insider; [or] is not and was not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the debtor; and...does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the debtor, or for any other reason.

11 U.S.C. § 101(14)(A)–(C).

9. Local Bankruptcy Rule 2014-1(b)(1) proves that, “[i]f a motion for approval of the employment of a professional is made within 30 days of the commencement of that professional’s provision of services, it is deemed contemporaneous.” N.D. Tex. L.B.R. 2014-1(b)(1).

10. The complexity of the Chapter 11 Cases has necessitated that the Debtors, Haynes and Boone, and the Debtors’ other professionals focus their immediate attention on time-sensitive matters and promptly devote substantial resources to the affairs of the Debtors pending submission and approval of this Application.

11. Prior to the commencement of the Chapter 11 Cases, the Debtors retained Haynes and Boone to advise them in connection with non-bankruptcy matters in the ordinary course of business, including with respect to intellectual property and employee benefits issues. In March 2020, the Debtors retained Haynes and Boone to advise them regarding restructuring matters.

Through the Application the Debtors are seeking to employ and retain Haynes and Boone as their bankruptcy attorneys, subject to the entry of an order approving the retention of Haynes and Boone, to advise and assist them in the prosecution of the Chapter 11 Cases.

A. Haynes and Boone's Qualifications and Scope of the Engagement

12. The Debtors seek to retain Haynes and Boone based on the Firm's extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under Chapter 11 of the Bankruptcy Code. Haynes and Boone has expertise, experience, and knowledge practicing before bankruptcy courts in this and other districts throughout the country. Haynes and Boone is a full-service law firm with experience and expertise in all other legal areas that may arise during the Chapter 11 Cases, including corporate, finance, insurance, tax, and litigation. Haynes and Boone's appearance before this Court for the matters in the Chapter 11 Cases will be efficient and cost effective for the Debtors' estates.

13. The contact information for Haynes and Boone is:

Haynes and Boone, LLP
Attn: Ian T. Peck
Attn: Stephen M. Pezanosky
Attn: Jarom J. Yates
2323 Victory Ave., Suite 700
Dallas, TX
Telephone: 214.651.5000
Email: ian.peck@haynesboone.com
Email: stephen.pezanosky@haynesboone.com
Email: jarom.yates@haynesboone.com

14. Prior to the filing of the Chapter 11 Cases, Haynes and Boone became familiar with the Debtors' business and affairs, as well as many of the potential legal issues that may arise during the pendency of the Chapter 11 Cases. Accordingly, the Debtors believe the retention of Haynes and Boone as their bankruptcy counsel is in the best interest of the Debtors' estates because such retention will further the efficient and economic administration of the Chapter 11 Cases.

15. After due consideration and deliberation, the Debtors have concluded that their interests and the interests of their creditors and other parties-in-interest will be best served by the retention of Haynes and Boone as their bankruptcy counsel to render such legal services as are necessary and appropriate in connection with the matters set forth herein.

16. The Debtors contemplate that Haynes and Boone will render specialized legal services to the Debtors as needed throughout this case. Generally, the legal services that Haynes and Boone will render may be summarized, in part, as follows:

- a. Advising the Debtors of their rights, powers, and duties as a debtors-in-possession under the Bankruptcy Code;
- b. Performing all legal services for and on behalf of the Debtors that may be necessary or appropriate in the administration of the Chapter 11 Cases and the Debtors' business;
- c. Advising the Debtors concerning, and assisting in, the negotiation and documentation of financing agreements and debt restructurings;
- d. Reviewing the nature and validity of agreements relating to the Debtors' interests in real and personal property and advising the Debtors of their corresponding rights and obligations;
- e. Advising the Debtors concerning preference, avoidance, recovery, or other actions that it may take to collect and to recover property for the benefit of the estates and their creditors, whether or not arising under Chapter 5 of the Bankruptcy Code;
- f. Preparing on behalf of the Debtors all necessary and appropriate applications, motions, pleadings, draft orders, notices, and other documents and reviewing all financial and other reports to be filed in the Chapter 11 Cases;
- g. Advising the Debtors concerning, and preparing responses to, applications, motions, complaints, pleadings, notices, and other papers that may be filed and served in the Chapter 11 Cases;
- h. Counseling the Debtors in connection with the formulation, negotiation, and promulgation of a plan of reorganization and related documents;
- i. Working with and coordinating efforts among other professionals to attempt

to preclude any duplication of effort among those professionals and to guide their efforts in the overall framework of Debtors’ reorganization;

- j. Working with professionals retained by other parties-in-interest in the Chapter 11 Cases to attempt to structure a consensual plan of reorganization, or other resolution for Debtors;
- k. To continue advising the Debtors with respect to other legal matters including intellectual property and employee benefits issues in the ordinary course of business; and
- l. Performing such additional legal services as may be required by the Debtors.

The nonexclusive services described above are essential to the Debtors’ successful reorganization.

B. Compensation

17. Subject to this Court’s approval, Haynes and Boone will seek approval of payment of compensation and reimbursement of actual, necessary expenses and other charges upon Haynes and Boone’s filing of appropriate applications for the allowance of interim and final compensation and reimbursement of expenses pursuant to Bankruptcy Code §§ 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules and Orders of this Court. The Debtors request that Haynes and Boone be compensated on an hourly basis and reimbursed for the actual, necessary expenses it incurs.

18. The primary attorneys and paralegal within Haynes and Boone who will represent the Debtors and their hourly rates for representing the Debtors are set forth below:

Professional	Title	Hourly Rate
Stephen M. Pezanosky	Partner	\$1,025
Ian T. Peck	Partner	\$875
Jarom J. Yates	Counsel	\$700
Entry Level Associates	Associate	\$460

Paralegals	Paralegal	\$385
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19. The hourly rates for the attorneys set forth above constitute the firm's standard rates and are set at a level designed to fairly compensate Haynes and Boone for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.

20. Consistent with historical firm practice, the hourly rates set forth above are subject to adjustments on January 1st of each year to reflect economic and other conditions (subject to client approval and Court approval, if necessary). From time to time, other attorneys and paralegals from Haynes and Boone may serve the Debtors in connection with the matters for which Haynes and Boone will be retained and the services of those attorneys and paralegals will be billed at Haynes and Boone's standard rates.

21. It is Haynes and Boone's policy, in all areas of practice, to charge its clients for all additional expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, and other expenses. Haynes and Boone will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to Haynes and Boone's other clients and consistent with applicable U.S. Trustee guidelines.

22. In addition, Haynes and Boone will make every reasonable effort to comply with the U.S. Trustee's requests 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, both in connection with any interim fee application(s) and final fee application to be filed by Haynes and Boone in these Chapter 11 Cases.

23. Pursuant to Bankruptcy Rule 2016(b), Haynes and Boone has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Haynes and Boone or (b) any compensation another person or party has received or may receive. As of the Petition Date, the Debtors do not owe Haynes and Boone any amounts for legal services rendered before the Commencement Date.

24. Haynes and Boone has been paid \$1,225,201.33² through the day prior to the Petition Date as compensation for services rendered and costs incurred for the one-year period prior to the Petition Date. Prior to the Petition Date, Haynes and Boone received \$507,500 as a retainer by the Debtors for work to be performed in connection with the Chapter 11 Cases (the “Retainer”). Haynes and Boone will hold the Retainer in trust pending further order of the Court.

25. To the best of the Debtors’ knowledge, information, and belief, Haynes and Boone has no connection with the Debtors’ creditors, parties-in-interest, or affiliates, the U.S. Trustee, or any person employed in the Office of the United States Trustee, except as may be set forth in the Peck Declaration, which is filed contemporaneously with this Application. Mr. Peck is one of the Haynes and Boone partners with overall responsibility for this case.

C. Bankruptcy Rule 2014 Disclosures

26. To the best of the Debtors’ knowledge and as disclosed herein and in the Peck Declaration, (a) Haynes and Boone is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by Bankruptcy Code § 327(a), and does not hold or represent an interest adverse to the Debtors’ estates and (b) Haynes and Boone has no connection

² This amount includes all amounts paid to Haynes and Boone during the year preceding the Petition Date and includes amounts billed in connection with non-bankruptcy related work, including, primarily, work relating to intellectual property and employee benefits issues.

to the Debtors, their creditors, or their related parties except as may be disclosed in the Peck Declaration.

27. Haynes and Boone will review its files periodically during the pendency of the Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Haynes and Boone will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

28. Finally, Haynes and Boone will not initiate any specific litigation against current clients who may be creditors or parties-in-interest in this case. In circumstances where the Debtors will be adverse to another Haynes and Boone client in this case, Haynes and Boone will assist the Debtors in engaging other counsel to handle the investigation and prosecution of those claims. Additionally, an ethical wall will be established at the Firm. Therefore, the Debtors do not believe that Haynes and Boone's concurrent representation of any potential parties-in-interest on unrelated matters creates a disqualifying conflict of interest in this case.

29. For the reasons set forth above, the Debtors submit that Haynes and Boone's retention and employment is necessary and in the best interests of the Debtors and their estates.

30. Haynes and Boone's compliance with the requirements of sections 327, 329, 330, and 504 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, as well as the Local Bankruptcy Rules, is set forth in detail in the Peck Declaration.

Notice

31. Notice of this Motion will be provided to: (i) the Office of the United States Trustee; (ii) the Debtors' secured creditors; (iii) any party whose interests are directly affected by this specific pleading; (iv) those persons who have formally appeared and requested notice and service

in these proceedings pursuant to Bankruptcy Rules 2002 and 3017; (v) counsel for the DIP Agent;³ (vi) counsel for any official committees appointed by this Court; (vii) the list of the 20 largest unsecured creditors of each of the Debtors; and (viii) all governmental agencies having a regulatory or statutory interest in these cases (collectively, the “Notice Parties”). Based on the urgency of the circumstances surrounding this Motion and the nature of the relief requested herein, the Debtors respectfully submits that no further notice is required.

Conclusion

WHEREFORE, based on the foregoing, the Debtors respectfully request that the Court (i) grant the Motion, and (ii) grant such other and further relief as is just and proper.

RESPECTFULLY SUBMITTED this 2nd day of June, 2020.

Tuesday Morning Corporation, *et al.*

/s/Steven Becker

Name: Steven Becker

Title: Chief Executive Officer

³ “DIP Agent” means JPMorgan Chase Bank, N.A., in its capacity as administrative agent under that certain [Senior Secured Super Priority Debtor-in-Possession Credit Agreement] dated May 27, 2020 between Debtor Tuesday Morning, Inc., as borrower, Guarantors (as defined therein), the DIP Agent, and the lenders party thereto (the “DIP Credit Agreement”).

HAYNES AND BOONE, LLP

By: /s/ Ian T. Peck

Ian T. Peck

State Bar No. 24013306

Stephen M. Pezanosky

State Bar No. 15881850

Jarom J. Yates

State Bar No. 24071134

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PROPOSED ATTORNEYS FOR DEBTORS

EXHIBIT A

Peck Declaration

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

In re:	§	Chapter 11
	§	
Tuesday Morning Corporation, <i>et al.</i> , ¹	§	Case No. 20-31476-HDH-11
	§	
Debtors.	§	Jointly Administered

**DECLARATION OF IAN T. PECK IN SUPPORT OF THE DEBTORS'
APPLICATION FOR ENTRY OF AN ORDER UNDER 11 U.S.C. §§ 327(a), 330
AND 1107(b) AUTHORIZING THE EMPLOYMENT AND RETENTION
OF HAYNES AND BOONE, LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE
PURSUANT TO LOCAL BANKRUPTCY RULE 2014-1(B)(1)**

I, Ian T. Peck, being duly sworn, state the following under penalty of perjury:

1. I am a partner in the law firm of Haynes and Boone LLP ("Haynes and Boone"), 2323 Victory Avenue, Suite 700, Dallas, Texas 75219. I am a member in good standing of the Bar of the State of Texas, and I am admitted to practice before the United States District Court for the Northern, Southern, Eastern and Western Districts of Texas, and the Court of Appeals for the Ninth Circuit. There are no disciplinary proceedings pending against me.

2. I submit this declaration in support of the *Application of the Debtors for Entry of an Order Authorizing the Employment and Retention of Haynes and Boone LLP as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date Pursuant to Local Bankruptcy Rule 2014-1(B)(1)* (the "Application") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for an order pursuant to sections 327(a), 330, and 1107(b) of title 11 of the United States Code (the "Bankruptcy Code"), Rules 2014(a) and 2016 of the

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Tuesday Morning Corporation (8532) ("TM Corp."); TMI Holdings, Inc. (6658) ("TMI Holdings"); Tuesday Morning, Inc. (2994) ("TMI"); Friday Morning, LLC (3440) ("FM LLC"); Days of the Week, Inc. (4231) ("DOTW"); Nights of the Week, Inc. (7141) ("NOTW"); and Tuesday Morning Partners, Ltd. (4232) ("TMP"). The location of the Debtors' service address is 6250 LBJ Freeway, Dallas, TX 75240.

Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Northern District of Texas (the “Local Bankruptcy Rules”). Except as otherwise noted, I have personal knowledge of the matters set forth herein.

3. Haynes and Boone is a Texas limited liability partnership comprised of duly licensed attorneys qualified to practice before this Court. Haynes and Boone is a full-service law firm with experience and expertise in all facets of legal practice, including bankruptcy, insolvency, corporate reorganization, and debtor-creditor law. Haynes and Boone is well qualified to act as counsel for the Debtors in the Chapter 11 Cases.

4. Prior to the commencement of the Chapter 11 Cases, the Debtors retained Haynes and Boone to advise them in connection with non-bankruptcy matters in the ordinary course of business, including with respect to intellectual property and employee benefits issues. In March 2020, the Debtors retained Haynes and Boone to advise them regarding restructuring matters. Haynes and Boone has expended significant resources over the past few weeks working with the Debtors to prepare for their bankruptcy filing. In the process, Haynes and Boone has become familiar with the Debtors’ business operations and financial affairs and many of the legal issues that will likely arise in the context of the Chapter 11 Cases. If the Debtors are forced to retain counsel other than Haynes and Boone, the Debtors’ estates would incur additional expenses and delays associated with familiarizing new counsel with the intricacies of the Debtors’ financial affairs and business operations.

Connections

5. To the best of my knowledge and belief, Haynes and Boone has not represented the Debtors’ creditors, equity security holders, or any other parties-in-interest, or the U.S. Trustee in any matters relating to the Debtors or their estates. Therefore, to the best of my knowledge and

belief, Haynes and Boone is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code in that Haynes and Boone, and except as disclosed herein, its partners, counsel and associates:

- a. Are not creditors, equity security holders, or insiders of the Debtors;
- b. Are not and were not, within two (2) years before the date of the filing of the Debtors’ Chapter 11 petition, a director, officer, or employee of the Debtors; and
- c. Do not have an interest materially adverse to the interest of the estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

6. Haynes and Boone and certain of its partners, counsel, and associates may have in the past, may presently, and/or may in the future represent creditors and other parties-in-interest of the Debtors in matters unrelated to the Chapter 11 Cases.

Search and Disclosure Procedures

7. Haynes and Boone maintains a conflicts database management system (the “System”), which is designed to reveal the potential for conflicts of interest and other connections to existing and former clients. In addition, Haynes and Boone employs a conflicts analysis staff under the supervision of our Director of Conflicts, attorney Richard Clark. We have utilized the System to search for potential conflicts of interest and other connections to existing and former clients and other potential parties-in-interest in the Chapter 11 Cases whom Haynes and Boone has represented going back twenty-four (24) months. In conducting such search, Haynes and Boone received information from the Debtor listing its secured creditors and parties in interest of the Debtor whether or not such party actually held a claim against the Debtor. The results of such search were reviewed by Richard Clark and his team, and by myself or attorneys at my direction. I, or Haynes and Boone attorneys at my direction, have contacted various Haynes and Boone

attorneys shown on the System report as having previously submitted relevant connections information to the System. From such attorneys and these databases, we have obtained information and guidance with regard to the particular connections reflected.

8. The list of potential parties-in-interest that we received from the Debtors and processed through the System for our representation in the Chapter 11 Cases is set forth on the attached **Schedule 1**. We searched for connections regarding the following: (a) the Debtors and non-Debtor affiliates; (b) the Debtors' current and certain former officers and directors; (c) Banks and DIP Lenders; (d) counterparties to material contracts and leases; (e) insurers and employee benefit providers; (f) secured creditors/potential lienholders; (g) litigation counter-parties and counsel; (h) professionals; (i) top unsecured creditors of each Debtor; (j) U.S. Trustee and the Bankruptcy Court and their staff; (k) taxing authorities and other government agencies; and (l) utility providers. The System holds no information that would suggest that Haynes and Boone is now, or has ever been, adverse to the Debtors, or that the Firm has ever represented any parties-in-interest in matters related to the Chapter 11 Cases or to the Debtors.

9. Other than as set forth below, and to the best of my knowledge, information and belief: (i) Haynes and Boone has no other connection with the Debtors' creditors, potential parties-in-interest or affiliates; (ii) Haynes and Boone does not represent or hold any interest adverse to the Debtors, their estates, creditors, equity security holders, or affiliates in the matters upon which Haynes and Boone is to be engaged; and (iii) Haynes and Boone is a "disinterested person" within the meaning of Bankruptcy Code § 101(14), as modified by Bankruptcy Code § 1107(b), and as required by Bankruptcy Code § 327(a).

Current or Prior Representations of Potential Parties-in-Interest

10. As expected, while the results of these searches revealed no conflict of interest with regard to Haynes and Boone's anticipated representation of the Debtors, a number of

connections to potential parties-in-interest, in matters wholly unrelated to the Chapter 11 Cases, were revealed.² Those connections are disclosed in **Schedule 2**.

11. As more fully disclosed in Schedule 2, each of the connections set forth on Schedule 2 does not constitute a disqualifying conflict of interest. In circumstances in which the Debtors will be adverse to another current Haynes and Boone client in the Chapter 11 Cases, Haynes and Boone will assist the Debtors in engaging conflicts counsel to handle the investigation and prosecution of those claims. At this time, no such adversity is anticipated. Therefore, Haynes and Boone does not believe that its concurrent representation of the above potential parties-in-interest on unrelated matters creates a disqualifying conflict of interest in the Chapter 11 Cases.

12. Insofar as other connections with parties-in-interest are concerned, it is possible that one or more attorneys or staff members of Haynes and Boone may have personal or social connections with certain parties-in-interest. However, Haynes and Boone submits that individual affiliations with parties-in-interest will not in any way affect the services that Haynes and Boone proposes to provide to the Debtors.

13. Haynes and Boone submits that the connections described above do not create a conflict in its representation of the Debtors.

14. The disclosures identified above are based upon all information reasonably available to Haynes and Boone at the time of submission of the Application to the Bankruptcy Court for approval. Haynes and Boone will, to the extent necessary, supplement this Declaration as may be required by the Bankruptcy Code and Rules if and when any other relationships exist or are modified such that further disclosure is required. Haynes and Boone will implement

² Haynes and Boone will periodically update its conflicts review respecting Parties-in-Interest and will file supplements to this Declaration as necessary and appropriate.

appropriate internal procedures to protect the interests of the Debtors in connection with the representations and relationships set forth above.

Compensation

15. Haynes and Boone has been paid \$1,225,201.33³ through the day prior to the Petition Date as compensation for services rendered and costs incurred for the one year period prior to the Petition Date. Prior to the Petition Date, Haynes and Boone received \$507,500 as a retainer by the Debtors for work to be performed in connection with the Chapter 11 Cases (the “Retainer”). Haynes and Boone will hold the Retainer in trust pending further order of the Court. As of the Petition Date, Haynes and Boone was not owed any amounts for services performed for the Debtors or expenses incurred in connection therewith prior to the Petition Date.

16. Haynes and Boone will follow the procedures of this Court and the Bankruptcy Code and apply, pursuant to Bankruptcy Code § 330, for compensation for professional services rendered on behalf of the Debtors in connection with the Chapter 11 Cases, subject to approval of this Court, in compliance with any orders of the Court pertaining to the compensation of professionals, and in compliance with applicable provisions of the Bankruptcy Code, on an hourly basis, plus reimbursement of actual, necessary expenses and other charges.

17. The primary attorneys and paralegal within Haynes and Boone who will represent the Debtors and their hourly rates for representing the Debtors are set forth below:

Professional	Title	Hourly Rate
Stephen M. Pezanosky	Partner	\$1,025
Ian T. Peck	Partner	\$875
Jarom J. Yates	Counsel	\$700
Entry Level Associates	Associate	\$460
Paralegals	Paralegal	\$385

³ This amount includes all amounts paid to Haynes and Boone during the year preceding the Petition Date and includes amounts billed in connection with non-bankruptcy related work, including, primarily, work relating to intellectual property and employee benefits issues.

18. The hourly rates for the attorneys set forth above constitute the firm's standard rates and are set at a level designed to fairly compensate Haynes and Boone for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses.

19. Consistent with historical firm practice, the hourly rates set forth above are subject to adjustments on January 1st of each year to reflect economic and other conditions. From time to time, other attorneys and paralegals from Haynes and Boone may serve the Debtors in connection with the matters for which Haynes and Boone will be retained and the services of those attorneys and paralegals will be billed at Haynes and Boone's standard rates.

20. It is Haynes and Boone's policy, in all areas of practice, to charge its clients for certain expenses incurred in connection with the client's case. For purposes of the Chapter 11 Cases, expenses charged will include, among other things, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, and other reasonable expenses that may be necessary subject to the Court's allowance of such expenses. Haynes and Boone will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to Haynes and Boone's other clients and consistent with applicable U.S. Trustee guidelines.

21. No promises have been received by Haynes and Boone, nor any partner, counsel, or associate thereof, as to compensation in connection with the Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code. Haynes and Boone has no agreement with any other entity to share with such entity any compensation received by Haynes and Boone in connection with the Chapter 11 Cases.

Benefit to the Estate

22. The employment of Haynes and Boone will be beneficial to the Debtors because of the Firm's knowledge and familiarity with the Debtors, the Debtors' business, and the Debtors' legal obligations to their creditors.

23. The Firm has not, and will not, represent the individual interests of the Debtors' Board of Directors or any equity owners of the Debtors, nor the individual interests of any of the Debtors' management in connection with matters involving the Debtors or the Chapter 11 Cases.

Conclusion

24. In view of the foregoing, I believe that Haynes and Boone (i) does not hold or represent an interest adverse to the estate, and (ii) is a "disinterested person" as that term is defined in Bankruptcy Code § 101(14). The Firm recognizes its continuing responsibility to be aware of, and to further disclose, any relationship or connection between it and other parties-in-interest to the Debtors' bankruptcy estates and the Chapter 11 Cases as they appear or become recognized during the Chapter 11 Cases. Accordingly, the Firm reserves the right to supplement this disclosure if necessary as more information becomes available to the Firm. The foregoing constitutes my statement and that of Haynes and Boone pursuant to Bankruptcy Code § 327 and Bankruptcy Rules 2014(a) and 2016.

I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

Dated: June 2, 2020

Respectfully submitted,

/s/ Ian T. Peck
Ian T. Peck
Partner, Haynes and Boone LLP

Schedule 1

Parties in Interest

SCHEDULE 1

Parties in Interest

In re: TUESDAY MORNING CORPORATION, *et al.*

Debtors:

Tuesday Morning Corporation
TMI Holdings, Inc.
Tuesday Morning, Inc.
Friday Morning, LLC
Days of the Week, Inc.
Nights of the Week, Inc.
Tuesday Morning Partners, Ltd.

Debtor Affiliates & JVs:

Pitcairn, LLC

Directors:

Terry Burman
Steven R. Becker
James Corcoran
Barry Gluck
Frank M. Hamlin
Reuben Slone
Sherry M. Smith
Richard S Willis

Officers:

Steven R. Becker
Stacie Shirley
Kelly Munsch
Bridgett C. Zeterberg
Phillip D. Hixon
Trent Taylor
Catherine Davis
Douglas B. Sullivan
Shelly Rothermund
Brian Turner
Mark Katz
Mindi Coday
Shelly Trosclair
Brigham (Dell) Young
Terri Simon

Jodie George
Mike Willingham
Paul Schleef
Ginger Stoddard
Mitchell Laman
Denise Davis

Former Directors & Officers:

Ashley Weaver
Belinda Byrd-Rohlede
Jennifer Snellgrove
Mike Griffith
Peter Fowler

Equity Holders:

T. Rowe Price Associates, Inc.
Delta Value Group Investment Partnership, LP
The Vanguard Group, Inc.
Grace & White, Inc.
Becker, Steven R
PRIMECAP Management Company
Dimensional Fund Advisors, L.P.
Renaissance Technologies LLC
Uziel Capital Management, L.L.C
Macmahon, Douglas M.
BlackRock Institutional Trust Company, N.A.
Bridgeway Capital Management, Inc.
B. Riley Financial, Inc
Jeerreddi Investments, LP (Sibling)
Jeerreddi Partners, LLC
Acadian Asset Management LLC
Fuller & Thaler Asset Management Inc.

Insurers:

AFCO Insurance Premium Finance
Allied World Assurance Company
American International Group Inc (AIG)
AXIS Capital
Beazley
Chubb/ACE American Insurance Company
CNA Financial Corp.
LIBERTY MUTUAL INSURANCE GROUP
Lloyds
Paragon
Platte River Insurance Company
Price Forbes

Safety National
Starr Insurance Companies
USI Insurance Services
Zurich Insurance Group

Landlords:

1128 BOARDMAN-POLAND ROAD, LLC
1313 INVESTORS LLC
1505-1557 EAST NEW CIRCLE ROAD HOLDINGS
1997 GRP LIMITED PARTNERSHIP
200 LINCOLN RETAIL LLC
2011 VENTURES LLC
2550 FOB LLC
280 METRO LIMITED PARTNERSHIP
32ND INDIAN SCHOOL INVESTORS, LLC
3715 East North Street, LLC
4707 Alpha LP
690 WESTFIELD WAY, LLC
A.I. CORTE, JR., FTP
AAM GREEN BAY PLAZA LLC
AAM-2001 AIRLINE DRIVE LLC
ACADIA MERRILLVILLE REALTY
ACH ALEXANDRIA LLC
AEJ DEVELOPMENT, LLC
AGASSIZ SQUARE LLP
Aiken Exchange Plaza, LLC
ALBRIGHT INVESTMENTS LLC
Alexandria Marketplace LLC
ALPHA LAKE LTD
ALPHA PLAZA INVESTMENTS, LTD
ALPS VILLAGE LLC
AMARILLO DUNHILL LLC-SPANISH CROSSROADS
AMCAP HARMONY LLC
AMCAP NORTHPOINT II LLC
AMERICAN CAPITAL PROPERTIES LLC
ANDERSON & ASSOCIATES
ANE LLC
ANTHONY G DAVI
AP OSWEGO VILLAGE, LLC
APEX CAPITAL INVESTMENTS INC
ARC MCLVSNV001 LLC
ARC TSKCYMO001, LLC
ARROWHEAD PLAZA LLC
ASHLEY CENTER INC
ATASCOCITA MARKET SQUARE LLC
AVALON CROSSING LP

B & R REAL ESTATE LEASING LLC
B33 PARK PLACE LLC
BAILEY COVE LLC
BAKER & BAKER REAL ESTATE DEV LLC
BARCLAY SQUARE VENTURE LLC
BATTLEGROUNDS ACQUISITION LLC
BAYCAL INGLEWOOD PARTNERS, LLC
BBA WEST MAIN SHOPPING LLC
BCS HOPPER LLC
BD HATTIESBURG LLC
BEAR CREEK PARTNERS
BEAUCHAMP FAMILY LLC
Beaver Creek Crossings Owner LLC
BEDFORD AVENUE REALTY INC
BELL HALL SHOPPING CENTER III LLC
BELTLINE/AIRPORT FREEWAY LTD
BELTWAY CROSSING KODIAK LLC
BENBROOKE RIDGE PARTNERS LP
BENBROOKE UNION PARTNERS, L.P.
BENTON INVESTMENT PARTNERS. LLC
BERNE SQUARE LLC
BETA PLAZA AT THE PARKS LP
BEY LEA JOINT VENTURE
BIECK MANAGEMENT INC
BK 2920 LTD
BLUE RIDGE MALL LLC
BLUECAP LTD
BLUM BOULDERS ASSOCIATES I, LLC
BORDEAUX ASSOCIATES LLC
BOUNTIFUL CORNER, LLC.
BOWMAN HEIGHTS LLC
BRANCH ISLAND WALK ASSOCIATES, LP
BRANDON ASSOCIATES
BRANSON COMMERCIAL PROPERTIES LLC
BRE DDR BR CORNERSTAR CO LLC
BRE DDR BR NATURE COAST FL LLC
BRE DDR IVA ASHBRIDGE PA LLC
BRE RETAIL RESIDUAL OWNER 1 LLC
BRE RETAIL RESIDUAL OWNER 1, LLC
BRE RETAIL RESIDUAL SHOPPES AT VALLEY
BRE TARPON WHITAKER SQUARE, LLC
BRENNAN STATION 1671 LP
BRIGHTEN PARK
BRIGHT-MEYERS MILLAGEVILLE ASS
BRIXMOR GA SOUTHLAND SHOPPING CENTER LC
BRIXMOR HOLDINGS 1 SPE. LLC

BRIXMOR HOLDINGS 12 SPE LLC
BRIXMOR OPERATING PARTNERSHIP LP
BRIXMOR SPE 3 LLC
BRIXMOR VENETIAN ISLE LLC
BRIXMOR VENICE VILLAGE SHOPPES LLC
BROADWAY VILLAGE LIMITED PARTNERSHIP
BROOKFIELD PROPERTIES C/O CORAL RIDGE MALL, LLC
BROOKFIELD PROPERTIES C/O CORAL RIDGE MALL, LLC
BROOKS CROSSING SC LTD
BROOKWOOD SQUARE LLC
BUFFALO MOORESVILLE II, LP
BURLESON SHOPPING CENTER LP
BUSINESS PROPERTIES NO. 6
BVA Harbison Court LLC
BVA LEXINGRON TC LLC
BVA Pocono Crossing LLC
BVA WESTSIDE SPE LLC
BVC LANIER LLC
C H GRESHAM LLC
CA NEW PLAN FIXED RATE PARTNERSHIP LP
CACHE ROAD SQUARE LP
CAM 7A, LLC
Camp Bowie Dunhill LLC
Campbell Blacklidge Plaza DE LLC
CAP ASSOC DBA CASCADE PLAZA PARTNERSHIP
CAPITAL DEVELOPMENT COMPANY
CAPITAL PLAZA PARTNERS LTD
CAPREALTY 14-VILLAGE LLC
CARL PIKE PROPERTIES LLC
CARMELO PLAZA
CARRIAGE TOWNE LLC
CARWOOD SKYPARK LLC C/O INVESTEC MNGMNT
CASHUA PLACE LLC
CASTLE RIDGE PLAZA LLC
Cedar Realty Trust Partnership, L.P.
CELEBRATION CHURCH
CENTER DEVELOPMENTS OREG., LLC
CENTER LYNCHBURG ASSOCIATES LP
CENTERPOINT OWNER LLC
CENTRE NORTH II, LLC
CGP SOUTHLAND PLAZA LLC
CH SHOPPES LLC
CHAMPAIGN MARKETVIEW, LLC
CHARLES J. BICKIMER, TRUSTEE
Ches Cross SC, LLC
CHESTNUT VILLAGE SHOPPING CENTER LP

CHIPP NORTH 9, LLC
CHISHOLM SHOPPING CENTER
CHURCH LANE SHOPS LLC C/O MD FIN INV INC
CIRCUIT INVESTORS #2 LTD
CJ ORANGE LLC
CLEAR LAKE CENTER LP
CLEVELAND ASSOCIATES
CLOCKTOWER SQUARE BACELINE LLC
Clover Cortez LLC
COBALT REALTY LLC
COBBLESTONE VICTOR NY LLC
COCONUT POINT TOWN CENTER LLC
COEUR DALENE CENTER LLC
COLONIAL ACRES LIMITED PARTNERSHIP
COMMERCIAL REALTY ENTERPRISES LLC
Concord Square Associates LLC
CONGRESSIONAL PLAZA ASSOCIATES LLC
CONLAW LLC
COPPERFIELD SPENCER ROAD ASSOCIATES LLC
CORUM STATION II LLC
COSNER MANAGEMENT LLC
COWSHED LLC
CP6MF, LLC
CPSA-SANTA ROSA, LLC
CR PLANTATION COMMONS LLC
CRENSHAW ENTREPRENEURS, LLC
CREVE COEUR PLAZA ASSOCIATES LLC
CRI EASTON SQUARE LLC
CROSS COUNTRY PLAZA LLC
CROSS CREEK PLAZA INC
CROSSROADS ASSOCIATES
CS Shopping Center, LLC
CUMMINGS & WHITE-SPUNNER
CW PILGRIM GARDENS GP LLC
D & L DEVELOPMENT
DACUR INVESTMENT COMPANY INC
DAVID M NICHOLS TRUST
DAYTON TOWN & COUNTRY
DC MRH MEDICAL LLC
DDR DB STONE OAK LP
DDR SOUTHEAST SNELLVILLE LLC
DDRTC CYPRESS TRACE LLC
DDRTC FAYETTE PAVILION III AND IV LLC
DDRTC NEWNAN PAVILION LLC
DDRTC T&C LLC
DDRTC VILLAGE CROSSING PHASE III LLC

DEDHAM PLAZA
DEERBROOK INVESTMENT PROPERTIES LTD
DELRAY PLACE, LLC
DLE SEVEN LLC
DLH Core St Cloud LLL
DONALDSONS CROSSROADS ASSOCIATES
DRFC SOUTHDALE SQUARE LLC
DRURY LAND DEVELOPMENT, INC.
DS MARIGOLD LP
DSRG-CAMARILLO VILLAGE SQUARE
DT Prado LLC
DUBLIN OAKS LIMITED
EAST LIBERTY STATION ASSOCIATES
EAST NOOGA LLC
Eastern Shore Plaza LLC
EASTGATE CENTER, LLC
EASTGATE LLP
EASTWOOD VILLAGE SHOPPING CENTER 2 LLC
EDCO LLC
EDGEWATER VILLAGE LLC
EDWARDS MACY BRENNERS EAST INC
EG TEJAS LLC
EL CAMINO COMMONS C/O EUSTON MANAGEMENT
ELLA L DROLLINGER COMPANY
EQUITY ONE (CULVER) LLC
EQUITY ONE (FLORIDA PORTFOLIO) LLC
EQUITY ONE (FLORIDA PORTFOLIO) INC
ER/CPC HAMMOND LLC
EREP Market Place I, LLC
EREP VENTANA II LLC
ERIES RENTAL HEADQUARTERS INC
ERSHING PROPERTIES INC
ETC Woodlind LLC
Expedition Center, LLC
FAIRFIELD COMMONS STATION LLC
FAMILY CENTER OREM SHOPPING CENTER LLC
FARMEX RAIL LLC
Farmington Center Michigan, LLC
Fateh Investments, Inc.
FAULK & FOSTER REAL ESTATE INC
FEDERAL REALTY INVESTMENT TRUST
FEEL THE LOVE FUND LLC
FELIZ COMMONS LLC
FERNCROFT SUMMERVILLE PLAZA LLC
FICKLING CO INC
FIRC WESTGATE LLC

FIREWHEEL COMMONS, LLC
FLORENCE ENTERPRISES LLC
FLRF, INC.
FLV GREENLAWN PLAZA LP
FMI MANAPORT LLC
FNRP ASHAND LLC
FOLEY SQUARE LLC
FORSONS INVESTMENTS, LLC
FORUM CROSSING LLC
FORUM SHOPPING CENTER
FOSTORIA ASSOCIATES LLC
FOUR PLUS CORPORATION
FOX RIVER GROVE LIMITED PARTNERSHIP
FRANKLIN SQUARE INVESTMENTS LLC
FS DEVELOPERS LLC
FT. WAYNE ASSOCIATES
FTL-95 LP
G & I VII BELLAIR PLAZA LLC
G & I VIII RIVERCHASE LP
G & IX BROOK HIGHLAND LLC
G & T BUILDING CO
G E PAN AM PLAZA LLC
G&I VIII HAMMOND LLC
GALVESTON CAPTAIN'S CORNER ASSOC LLC
Gateway Arthur, Inc.
GATEWAY RETAIL PARTNERS I, LLC
GATEWAY WASHINGTON INC A CA CORP
GBR MIDDLESEX LLC
GC Ambassador Courtyard LLC
GEORGETOWN SHOPPING CENTER LLC
GIACOMO & YOLANDA ZANCHI
GILBERT CENTER HOLDINGS LLC
Giordano Realty & Management
GLADE INLINE 1, LLC
GLENSTONE BATTLEFIELD LLC & GLENSTONE BA
GLENWAY CROSSING LLC
GLIMCHER GROUP INC AGENT
GPH HUNTERSVILLE LLC
GRACE NORTHPORT LLC
GRANADA SHOPPES ASSOCIATES, LTD
Granbury 491 LLC
GRATIOT CENTER ASSOC LTD PARTERSHIP
GREAT BRIDGE RETAIL LLC
GREAT HILLS RETIL INC
GREEN RIVER PLAZA
GREENFIELD LP

GREENWAY STATION SPE, LLC
GRI BROOKSIDE SHOPS LLC
GS II BIG OAKS LLC
GULF GATE PLAZA LLC
GULF GATE PLAZA LLC
GULF SHORES UNITED METHODIST CHURCH
GUMBERG ASSOCIATES - QUAKER VILLAGE
GUNNING INV LLC
HAFT/EQITIES ROSE HILL LP
HANSON INDUSTRIES INC
HARDIN CORP
HARDMAN-MYERS ASSOCIATES INC
HASTINGS RANCH INVESTMENT COMPANY LP
HAZEL DELL MARKETPLACE LLC
HE BUTT STORE PROPERTY COMPANY NO ONE
HEB GROCERY COMPANY LP
HENDON-BRE DAWSON MARKETPLACE LLC
HIGHLAND PINEVILLE QUAKERTOWN K ASSOCIAT
HILFIKER STATION LLC
HMC LEWISVILLE TC, LLC
HMVP HILLTOP INC
HOBBY LOBBY STORES, INC
HORIZON PROPERTIES, LLC
HOWARD CENTER LLC
HSV PROPERTY OWNER LP
HUMBOLDT WEST LLC
HURSTBORNE TOWNFAIR STATION LLC
HYANNIS VISTA LLC
IA ST PETERSBURG GATEWAY LLC
ILENE L FLAUM DBA FLAUM PROPERTIES CO
INDIAN LAKE W. DEVELOPMENT PARTNERS LLC
IPERS RIVERGATE INC
ISKALO 140 PINE LLC C/O ISKALO DEV CORP
IVT PARKE CEDAR PARK LLC
IVT WESTFORK PLAZA PEMBROKE PINES, LLC
IVY CAPITALS, LLC
J FRANKLIN DAMA
JACKSON CLP, LP
JACKSON SQUARE LLC
JACOBS REAL ESTATE ADVISORS LLC
JAHCO KELLER CROSSING LLC
JAHCO OKLAHOMA PROPERTIES I, LLC
Jakobovits Family, LLC
JAMES R HUESING/EXPRESSWAY PLAZA
JAMESTOWN 4880 LOWER ROSWELL, LP
JAMESTOWN PARKSIDE SHOPS, LP

Jefferson Green LLC
JHPC ENTERPRISES LP
JLJI PC LLC
JMCR BUCKHEAD LLC
JOHNSTOWN PLAZA LLC
JS BEAR LAKE LLC
JT PROPERTY LLC
JUBAN PROPERTIES INC
JUBILEE-SPRINGDALE LLC
KALIS HOLDINGS LLC
KAPPA REALTY LLC
KENNEWICK ASSOC LP-WELLS FARGO LBX SVCS
KENTUCKY OAKS MALL
Keowee Village LLC
KIMCO WESTMONT 614 INC
KINETIC ERINDALE CENTER LLC
KIR NEW HOPE COMMONS LP
KIR Smoketown Station LP
KIR TEMECULA L.P
KIR TUKWILA LP
KITSAP PLACE LP
KOHL'S DEPARTMENT STORE
KRG NORTHDALE, LLC
KRG VERO LLC
KUGLER MILL PARTNERS LLC
L MOON, P LOCKHART, JESSE B & C MCCOY
LAGUNA PAVILLION SC
LAKE AIR HOLDINGS LLC
LAKE GROVE OWNERS LLC
LAKE WASHINGTON SQ LLC
LAKES VENTURE, LLC
LAKEVIEW PLAZA - ORLAND, LLC
LAKEVIEW POINTE SHOPPING CENTER LLC
LAKEWOOD MARKETPLACE LLC
LAKEWOOD VILLAGE SHOPPING PARK, LLC
LANCASTER PARTNERS VIII LTD
LANDLORD: HEN HOUSE MARKETPLACE LLC
LARAMIE LITHIA LIMITED PARTNERSHIP
Lavander19, LP
LCFRE AUSTIN BRODIE OAKS, LLC
LDG INC
LEETSDALE CENTER LLC
LEON SA INCOME PARTNERS LP
LEVIN PROPERTIES LP
LEVIN PROPERTIES LP
Liberty Property Limited Partnership

LIGHTMAN SOUTH LAKE CO., LLC
LIMESTONE VALLEY ENTERPRISES, LLC
LINDMARSH LLC
LOHMANS LAKEWAY PARTNERS, LP
LONDON BRIDGE CENTER LLC
LOOP WEST (ORLANDO), LLC
LOY / MARY BURCH II
M&O PARTNERS LP A CA LIMITED PARTNERSHIP
M&O PROPERTIES LTD
MACARTHUR PARK LP
MACARTHUR VILLAGE LP
MAGOTHY ASSOCIATES LLLP
MALON D MIMMS DBA/SHALLOWFORD CRSING LLC
MANDARIN POINTE LAND TRUST
MAPLE JOINT VENTURE
MAPTRAN LLC
MARKET AT MCKNIGHT I LLC
MARKET AT SOUTHPARK 1674, LLC
MARKET SQUARE SHOPPING CENTER LLC
MARSH REALTY COMPANY
MASON CREEK SHOPPING CENTER
MATHIAS SHOPPING CENTERS INC
MATLOCK GREEN HOLDING
MAURICE FARZAM
MBSB SEGUIN LLC
MCALLEN-83-MCCOLL, INC
MCGREGOR POINTE SHOPPING CENTER LLC
MCKINLEY TOWN & CNTRY SHP CTR LTD
MCNEL LIMITED PARTNERSHIP
MEE REAL ESTATE, TS COLLINS LLC A, MUMM
Menifee Lakes Plaza, LLC
Menifee Lakes Plaza, LLC
MERIDEN ASSOCIATES LLC
Mesa Pavilions Retail, LLC
MFBY OCALA LLC
MG PICO ASSOCIATES
MGP XI PROPERTIES LLC
MICHAEL LIGHTMAN
MICHAEL J HILLSMAN & FRANCES F HILLSMAN
MICKEL HAVASU LLC
MIMCO, INC
MIRAMAR BELTLINE GP LLC
Mission Bay R2G Owner LLC
MISSION MART SHOPPING CENTER
MONARCH AT MONTGOMERY LLC
MONTPEN SC LLC

MOREHEAD PLAZA LLC
MORRIS REALTY COMPANY LLC
MP Northglenn LLC
MP SADDLEBROOK RETAIL CENTER LLC
MR STEALTH LLC
MSAB LLC
MURPHY MARKETPLACE STATION, LLC
NAGS HEAD CO LLC
NALL HILLS RETAIL LLC
NALLEY COMMERCIAL PROPERTIES
NAPERW LLC
NARE BUTTERFIELD, LLC
NATCHEZ HARDWARE CENTER INC
New 7000 East Shea, LLC
NEW BRAUNFELS MARKETPLACE LP
New Fri, LLC
New Gretna Partners LLC
New Market - Free State, LLC
NEW MARKET-CHAMPIONS, LLC
NEW TOWNE CENTER OWNER LLC
NEWSEM TYRONE GARDENS PROPERTY OWNER LLC
NEXUS-PHOENIX
NICO WHEATLAND, LLC
NMMS TWIN PEAKS, LLC
NNN PONTE VERDA FL OWNER LPT
NOBLE CENTERS I LLC
NORTH HILLS VILLAGE MALL
NORTH STAR PROPERTIES & INVESTMENTS LLC
NORTHLAKE CENTER PARTNERS, LTD
NORTHWEST ASSET MANAGEMENT CO
NT DUNHILL I LLC
OL3 BP ASSOCIATES, LLC
OLD EL PASO I L.P.
OLD TOWN SQUARE LLC
OLMOS PARK VILLAGE SHOPPING CENTER LP
ORANGE BLANDING LLC
ORF II MCDONOUGH COMMONS, LLC
PACIFIC CASTLE REDWOOD, LLC
PACIFIC PLAZA SHOPPING CENTER
PALM DESERT TOWN CENTER LLC
PANTOPS SHOPPING CENTER I LLC
PAPPAS UNION CITY LP
PARKER CENTRAL PLAZA, LTD.
PARKWAY POINTE-FCA, LLC
PATHFINDER TOWN & COUNTRY LLC
PAWLEYS PLAZA LLC

PCE PARTNERS LLC
PEACHTREE CORNERS PARKWAY LLC
PENFIELD TK OWNER LLC
PERLIS NEASE CANTON LLC
PETER P BOLLINGER 2003 LLC
PHIL SIMON ENTERPRISES INC
Phillips Investments and Construction Inc
PIGEON RIVER CROSSINGS LLC
PK I NORTH COUNTY PLAZA LP
PK II SUNSET SQUARE LLC
PKII MILWAUKEE MARKETPLACE LLC
PLANTATION POINT DEVELOPMENT LLC
PLAZA SANTA FE OWNER LLC
PLUM CREEK CENTRE LLC
PMAT MC LLC
PNC BANK C/O HARTFORD LUBBOCK LP II
POLESTAR LLC
POMPANO PLAZA, LLC
PREP Hillside Real Estate LLC
PRESIDIO TOWNE CROSSING, L.P.
PRESTON SHEPARD RETAIL LP
PRESTON VALLEY (SOUTH) JOINT VENTURE
PRIDE CENTER CO LLC
PRIME 205, LLC
PROMENADE SHOPPING CENTER, LLC
PUBLIX SUPER MARKETS INC
PUEBLO SHOPPING CENTER LLC
PZ SOUTHLAND LP
QUEEN CITY LEASE MANAGEMENT LLC
R.S. SHOPPING CENTER ASS.
RACE STREET PLAZA LLC
RAILHEAD ASSOCIATES LLC
RALEIGH CREEKSIDE CROSSING LLC
RAMCO GERSHENSON PROPERTIES L.P.
RAMSBOTTOM PARTNERS LP
RANCH ACRES ASSOCIATES, LP
Rayzor Ranch Marketplace Associates LLC
RBF DEVELOPMENT LLC
RCC TRADEWINDS, LLC
RCC WAKEFIELD CROSSING LLC
RED CLIFF POINTE LLC
Red Mountain Estates Three LLC
REDLANDS TOWN CENTER RETAIL III, LLC
REGENCY CENTERS LP
REGENCY CENTERS LP
REGENCY CENTERS LP

REHOBOTH MALL LIMITED PARTNERSHIP
RETAIL PROP INC A FLORIDA CORPORATION
REVENUE PROPERTIES WESTWARD INC
RICE LAKE SQ LP A DELAWARE LP
RICH DEVELOPMENT ENTERPRISES, LLC
RICHARD LEVIN
RICHARDSON CONSOLIDATED LLC
RICHKA LLC
RIVER OAKS PROPERTIES LTD
RIVEROAKS KERRVILLE LTD
ROBERT E. HAMPTON
ROCKSTEP MERIDIAN, LLC
ROCKWOOD PLAZA DEVELOPMENT LLC
ROLLING HILLS DEVELOPMENT CO LLC
ROMNEY LUMBER COMPANY
Rose Hill Development LLC
ROSECROFT CENTER, LLC
ROSEDALE BAKERSFIELD RETAIL, VI, LLC
ROSEN SURFWOOD LLC
ROSEWOOD VILLAGE LLC
ROSWELL TOWN CENTER LLC
RP TOWN N COUNTRY LLC
RPAI Georgetown Rivery LP
RPAI SOUTHWEST MANAGEMENT LLC
RPI SALISBURY MALL LLC
RPT Realty, L.P.
S & W - AL, LLC
S CLARK BUTLER PROPERTIES LTD
S.L. NUSBAUM RELTY CO. S CORP
SAAB VENTURES LLC
SAB BOYNTON HOLDINGS LLC
SADLER SQUARE LAND TRUST
SAGAMORE TOV, LLC
SAN ANGELO SW REALTY LP
SAN JUAN ASSOCIATES LP
SAN MARIN PARTNERS LLC
SANDS PARAGON MANAGEMENT LLC
SANTA RITA SQUARE LLC
SAUL HOLDINGS LIMITED PTNRSH
SBMC FRANKLIN
SBV- FOX RIVER LLC
SC WINDSOR SQUARE, LLC
SCG BUCKINGHAM SQUARE, LLC.
SCHOOLER PROPERTIES OF GARRISONVILLE LLC
SCP PE CHAN LLC
SCV RETAIL, LLC

SEAHAWK LANDING II LLC
Sealy Uptown LLC
SEATAC VILLAGE SHOPPING CENTER, LLC.
SEDONA PINETREE VENTURES, LLC
SELIG ENTERPRISES INC
SEMINOLE MALL, LP
SEVENTY FIFTH LLC
SFERS REAL ESTATE CORP II
SHERIDAN CENTER LLC
SIGMA PROPERTY GROUP LLC
Signature Square Springdale LLC
SM CENTER CONROE LTD
SMITH WEST TEXAS PROPERTIES
SMOKEY POINT COMMERCIAL, LLC
SN INVESTMENT PROPERTIES LLC
SOLON SQUARE LLC
Sonora Village LLC
SO-Southampton LLC
SOUTH END INVESTORS LLC
SOUTH HILLS SHOPPING CENTER INC
SOUTHERN CROSS SHOPPING, LLC
SOUTHGATE SHOPPING CENTER
SOUTHGATE SHOPPING CENTER, INC.
SOUTHLAND MALL LTD
SOUTHWEST PROPERTY MANAGEMENT INC
SRK LADY LAKE 21 ASSOC LLC
ST ANDREWS CENTER 254 LLC
Stanley Square LLC
Stateline Station MO LLC
STOREY FAMILY LIMITED PARTNERSHIP TWO
STOW HUDSON INVESTMENT CO
SUGAR LLC
SUGARLAND PLAZA LP
SUMMIT PLACE ASSOCIATES LLC
SUN CITY LLC
SUN SHADOWS SHOPPING CENTER
SUNSHINE PLAZA INC
SUPER LLC
SUSO 2 UPTOWN LP
SUTHERLAND BUILDING MATERIAL COMPANY LLC
SWED PROPERTIES LLC
SYNERGY CENTER LTD
T.A. COX TRUST, DBA CITY CENTER
TANNOURJI FAMILY TRUST
TAYLOR 23855 HAWTHRONE LLC
TC SHOPPING CENTER LIMITED PTNSHP

TEAM VISALIA LLC
TETON VILLAGE LLC
TFG SAN MARCOS SC, L.P.
THE COLONNADE AT WOOD PARK WOODCREST LP
THE MAJZOUB FAMILY LIMITED PARTNERSHIP
THE PAYNE CENTER LLC
THE REALTY ASSOC FUND XI PORTFOLIO LP
THE SHOPPES LP
THE VIENNA SHOPPING CENTER LP
THF CHESTERFIELD FIVE DEVELOPMENT LLC
TIMBERHILL SHOPPING CENTER LLC
TITUSVILLE HARRISON ONE LLC
TOM AND BARBARA MCCARTHY
TOMOKA TOWN CENTER PHASE 1 LLC
TOWERS RETAIL LLC
Town & Country Group LLC
TOWN & COUNTRY SHOPPING CENTER LLC
TOWN & COUNTRY SQUARE, LTD.
TOWN CENTER RETAIL LLC
TOWN EAST CENTER LLC
TOWN SQUARE LP
TOWSON UE LLC
TPP 306 Ground Lease, LLC
TRED AVON LLC
Trestle Regency II, LLC
TRIPLE B 3 LLC
TROY COMMONS LLC
TSG COLORADO SPRINGS LLC
TSM VENTURES INC
TUCKERNUCK ASSOCIATES LLC
TURTLE CROSSING CORAL SPRINGS LLC
UB MIDLAND PARK LLC
UC MARKETPLACE OWNER LLC
UE MUNDY STREET LP
UNIVERSITY HILLS SOUTH SHOPPING CENTER
UNIVERSITY SQUARE, LLC
US RETAIL PARTNERS LLC
USPA GREENBRIER, LLC
USRP WILLOW EAST, LLC
VA BEACH AF LLC C/O TIME EQUITES LLC
VAA IMPROVEMENTS LLC
VALUEROCK ALISO VIEJO LLC
VAR ISLA PLAZA LLC
VENTURA RIVIERA RECHE RETAIL XL LLC
VENTURE HULEN LP
Vestar Alderwood Parkway Place, LLC

Vestar Bowles Crossing, LLC
VESTAR CALIFORNIA XVII, L.L.C.
VESTAR CALIFORNIA XXII LLC
VESTAR LPTC, LLC
Victoria Northcross LLC
VINTAGE PLAZA PROPERTIES
VURGEC ROUTE 66 LLC
W & F PLAZA INVESTMENTS LTD
W P GENERAL PARTNERSHIP
WACO PARKDALE LP
WASA PROPERTIES ARAPAHO VILLAGE LLC
WASHINGTON COMMONS NEWCO, LLC
WATERFORD PARK STATION LLC
Waterstone Southeast Portfolio LLC
Watson Plaza LLC
WAXAHACHIE DUNHILL LLC
WB HOLDINGS DEERFIELD PLACE LLC
WE 51 STUEB DIXIE LLC
WEATHERFORD DUNHILL LAND LLC
WEINGARTEN REALTY INVESTORS
WEINGARTEN REALTY INVESTORS
WEINGARTEN REALTY INVESTORS
WEINGARTEN SHERIDAN LLC
WESLAYAN PLAZA EAST & WEST
WEST 2 EAST LAND LP
WEST SPRINGFIELD CENTER LLC
WEST VOLUSIA INVESTORS LLC
Western Development,LLC, Wilmington Capi
WESTGATE SHOPPING CENTER LTD
WESTPARK SHOPPING CENTER LLC
Westwood Holdings LLC
WHITE REALTY & SERVICE CORP
WHLR-RIVERGATE, LLC C/O WHEELER REAL EST
WILLIS ENTERPRISES INC
WNI TENNESSEE LP C/O WEINGARTEN REALTY
WOC GULF BREEZE, LLC
WOOD ROCKHILL CENTER LLC
WOOD SALEM CENTER LLC
WOODBURY VILLAGE SHOPPING CENTER, LP
WOODCREST AKERS LLC
WOODLAND WEST REALTY LLC
WOODLAWN PARK LLC
WPI/VILLAGE PARTNERS
WPW LIMITED PARTNERSHIP
WRI AEW LONE STAR RETAIL PORTFOLIO LLC
WRI COUNTRYSIDE CENTRE LLC

WRI FIESTA TRAILS, LP
WRI URS MERIDIAN LLC
YORK VALUE CENTER LP
YYRC INVESTMENTS LLC
ZFS HOLDING 2005 LLC

ABL Lenders:

JPMorgan Chase Bank, N.A.
Cahill Gordon & Reindel LLP
Wells Fargo Bank, National Association
J.P. Morgan Securities LLC
Bank of America, N.A.

Letters of Credit:

ARCH INSURANCE COMPANY
Arrowood Indemnity Company
Bond Safeguard Insurance Co.
Safety National Casualty Corp
Zurich American Insurance Company

Surety Bonds:

City of Huntsville
Dominion Energy South Carolina
East Caln Township
Paducah Power Systems
Platte River Insurance Company
State of Nevada, Department of Taxation

Litigation Parties:

BALABBO, PRECILA
BELL, EMA
BREMER, JAZMINN
BRYAN, JANIS
COX, PATSY
FAHEY, MICHAEL
FERREIRO, ANTHONY
MASENG, LISA
NATANILOVA, ZOYA
NEKOUUE, FRED
ORTMAN, SUSAN & LYNN PARKER
PASCONE, ELIZABETH
RAND, DIANE
SMITH, ROBBIE LEE
State of Texas v Miramar Et. Al.
TERSTEN, JILL
WOLRICH, RUTH

Coleman, Charlie Moorer and Sherita
Covenant, Mhoram "Mo"
Kawasmeh, Zackary
Madrid, Patricia
Martin, Barbara
Ortman, Susan
Smart, Justin
Wagner, Mary

Ordinary Course Professionals:

ARNOLD & PORTER LLP
BAKER & MCKENZIE LLP
Brodsky & Smith, LLC
DREW ECKL & FARNHAM, LLP
ERNST & YOUNG, LLP-DALLAS
GARDERE WYNNE SEWELL LLP
HAYNES AND BOONE LLP
MUNSCH HARDT KOPF & HARR, PC
OEHHA
PERKINS COIE LLP
ROGGE DUNN GROUP, PC
SEYFARTH SHAW FAIRWEATHER & GERALDSON
SIDLEY AUSTIN LLP
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
WEIL, GOTSHAL & MANGES LLP
WELTER LAW FIRM, P.C.

Restructuring Professionals:

AlixPartners LLP
Berkeley Research Group, LLC (BRG)
Great American Group
Haynes and Boone, LLP
Miller Buckfire & Co.
Stifel, Nicolaus & Co., Inc.

Banks:

BancFirst Bank
Bank of America
BB & T Bank
BBVA/Compass Bank
Chase Bank
Citizens Bank
Community First National Bank
Fifth Third Bank
Hancock Bank
IBC Bank

International Bank of Commerce
JPMorgan Chase Bank
Key Bank
People Bank
PNC Bank
Regions Bank
US Bank
Wells Fargo

Top 30 Unsecured Creditors:

THREE HANDS CORP
MCGARRAH JESSEE
REVMAN INTERNATIONAL INC
AMERICAN CRAFTS
TRADE LINES INC
L R RESOURCES INC
HOME DYNAMIX
NOURISON INDUSTRIES INC
BLUE RIDGE HOME FASHIONS, INC
PRIVILEGE
SUN N SAND ACCESSORIES
JOFRAN INC
S.L. HOME FASHIONS, INC.
AQ TEXTILES
AMERICAN TEXTILE COMPANY
POOLMASTER INC
YANKEE CANDLE CO INC
YMF CARPET INC
R.G. BARRY CORPORATION
LIFETIME BRANDS INC
LOLOI RUGS
PEACOCK ALLEY (IMP)
CHD HOME TEXTILES LLC
BENSON MILLS INC
ROYALE LINENS, INC
CREATIVE CONVERTING
POPULAR BATH PRODUCTS
HASBRO
CASUAL CUSHION CORP
LENOX CORPORATION

Largest Unsecured Vendors:

SWIFT TRANSPORTATION CORPORATION
MCGARRAH JESSEE
ROSENTHAL & ROSENTHAL, INC
THE CIT GROUP/COMMERCIAL

MILBERG FACTORS INC
UNITEDHEALTHCARE
AMERICAN CRAFTS
PERFORMANCE TEAM FREIGHT SYSTEM INC
KUEHNE & NAGEL INC
SMS ASSIST, LLC
AGILITY LOGISTICS CORP
L R RESOURCES INC
PREMIER TRANSPORTATION
MERCHSOURCE LLC
CHARLES SCHWAB TRUST CO-401K WIRES
PEACOCK ALLEY
RANDSTAD - CAROL STREAM, IL
LIDORADO LTD
LIFETIME BRANDS INC
WELLS FARGO BANK NA
SUNSET VISTA DESIGNS INC
HOME ESSENTIALS AND BEYOND INC
PUNCH STUDIO
LOLOI RUGS
E & E CO LTD
WHITACRE LOGISTICS SERVICES LLC
AVERITT EXPRESS INC
TRI COASTAL DESIGN
ROYAL HERITAGE HOME LLC
ENCHANTE ACCESSORIES, INC.
RIVERROAD WASTE SOLUTIONS INC
BLUE RIDGE HOME FASHIONS, INC
BLUEINK STUDIOS
STERLING NATIONAL BANK
COLOR DYNAMICS
PEM-AMERICA (H.K.) CO LTD
LIBERTY PROPERTY LIIMITED PARTNERSHIP
AMERICAN TEXTILE COMPANY
CREATIVE CONVERTING
FORWARD AIR SOLUTIONS INC
ROSENTHAL & ROSENTHAL
GHIRARDELLI CHOCOLATE COMPANY
MICHEL DESIGN WORKS
HOME EXPRESSIONS INC
TRADE LINES INC
SFERRA FINE LINENS LLC
HOME DYNAMIX
SFERRA FINE LINES LLC
SATORI HOME LIMITED
VERA BRADLEY SALES LLC

JANSEN SUENDER & CO
COLONIAL HOME TEXTILES
LINDT & SPRUNGLI INC
PACIFIC ACCENT INC
JOFRAN INC
PERFORMANCE FOOD GROUP
J HUNT HOME
BARTON LOGISTICS
SKINNY MIXES LLC
FLOJEN
CRESTVIEW COLLECTION
POLYFECT TOYS CO., LTD
REVMAN INTERNATIONAL INC
NORTHPOINT TRADING INC
BUNZL RETAIL SERVICES
VSS TRANSPORTATION GROUP, INC.
GOURMET HOME PRODUCTS LLC
THE MAZEL COMPANY
YMF CARPET INC
NOURISON INDUSTRIES INC
MATTEL
R.G. BARRY CORPORATION
UPPER CANADA SOAP & CANDLE MAKERS CORP
CUISINART
RANDA LUGGAGE INC
EUROPEAN HOME DESIGN
MELISSA & DOUG
LYON CAPITAL CORP
SAMSONITE CORP
KEURIG GREEN MOUNTAIN INC
HOMEWARE(CHINA)CO, LTD
KENNEDY INTERNATIOANL INC
JAY IMPORT CO INC
CLASSIC CONCEPTS
LEISURE MERCHANDISING CORP
CORE HOME
SYMETRA LIFE INSURANCE COMPANY
BOSTON WAREHOUSE
LINCOLN NATIONAL LIFE INSUREANCE COMPANY
THE INDIA CONNECTION LLC
LADY JAYNE LTD
BELMONT PEANUTS OF SOUTHAMPTON
SPIN MASTER INC
HOMEVIEW DESIGN INC
TEXAS BARCODE SYSTEMS
PRIMA DONNA DESIGNS, INC

ELITE HOME PRODUCTS INC
FABRIC EDITIONS LTD
MODE TRANSPORTATION LLC
HOME FASHIONS DISTRIBUTORS INC
LSQ FUNDING GROUP LC
PORT TO PORT IMPORTS INC
GLOBAL BEST INDUSTRIAL LTD
ROSENTHAL & ROSENTHAL INC
CASUAL CUSHION CORP
PEM-AMERICA
TIMCO LOGISTICS SYSTEMS INC
SAGEBROOK HOME
BALKAN EXPRESS LLC
ROBELY TRADING INC
MUD PIE
TRAVELPRO PRODUCTS, INC
PLAYGRO USA LLC
RICARDO BEVERLY HILLS INC
MANHATTAN KIDS LLC
JANSEN, SUENDER & CO.
MOMENTA
BEST BRANDS CONSUMER PRODUCTS INC
INTEGRATED DESIGN PRODUCTS
JB HUNT TRANSPORT INC
LOZIER STORE FIXTURES LLC
POOLMASTER QUALITY PRODUCTS
USA GLOBAL LOGISTICS, LLC
BRENTWOOD ORIGINALS
WEBER DISTRIBUTION, LLC
HARRY & DAVID
CRYSTAL ART OF FLORIDA INC
GOURMET INTERNATIONAL LTD
DESIGN SOURCE INT'L, INC
SIGNATURE COLLECTION TEXTILE INC
STYLECRAFT HOME COLLECTION INC

Utilities:

AEP - Appalachian Power
Alabama Power
Alliant Energy/IPL
Amarillo Dunhill LLC
Ameren Illinois
Ameren Missouri
American Electric Power
American Electric Power
Appalachian Power

Applewood Shopping Center
APS
Arbor Village Sun Shadows LLC
Arlington Utilities
AT&T
Atmos Energy
Avista Utilities
Baldwin EMC
Beaches Energy Services
Benton PUD
Benton Utilities
BGE
Black Hills Energy
Bountiful Department of Utilities
Bowling Green Municipal Utilities
Bowman Heights LLC
BRE Retail Residual Owner 2, LLC
BrightRidge
Broadvoice
Brownsville Public Utilities Board
BullsEye Telecom
CenterPoint Energy Minnegasco
CenterPoint Energy
CenterPoint Owner LLC
Central Georgia EMC
CenturyLink
City of Alcoa Utilities, TN
City of Alexandria, LA
City of Athens Utilities
City of Austin, TX
City of Bradenton, FL
City of Cartersville, GA
City of Clovis, CA
City of Columbia, MO
City of Dallas, TX
City of Daytona Beach, FL
City of Deland, FL
City of Denton, TX
City of Edmond, OK
City of Farmers Branch, TX
City of Farmington, NM
City of Fayetteville, AR
City of Fort Walton Beach, FL
City of Frisco, TX
City of Garland Utility Services
City of Gastonia, NC

City of Georgetown, TX
City of Gulf Breeze, FL
City of Kirkland, WA
City of Longmont, CO
City of Lubbock Utilities, TX
City of Lufkin, TX
City of Naperville, IL
City of New Bern, NC
City of Norman, OK
City of Ocala, FL
City of Ormond Beach, FL
City of Oxford, MS
City of Pasadena, CA
City of Phoenix, AZ
City of Raleigh, NC
City of Redding, CA
City of Richmond, VA
City of Rock Hill, SC
City of Salem, VA
City of San Marcos, TX
City of Santa Fe, NM
City of Santa Monica, CA
City of Seabrook, TX
City of Seguin, TX
City of St. George, UT
City of Stillwater, OK
City of Tacoma Public Utilities
City of Tallahassee, FL
City of Tampa Utilities
City of Visalia, CA - Utility Billing
City of Watauga
City of Weatherford, TX
City of West Palm Beach/Utilities
City of Wichita Falls, TX
City of Winter Park, FL
City Utilities of Springfield, MO
City Water & Light (CWL)
City Water Light & Power, Springfield IL
Clark Public Utilities
Clarksville Department of Electricity
Clay Electric Cooperative/Orange Park
Cleco Power LLC
Cleveland Utilities
Cobb EMC
College Station Utilities - TX
Colorado Springs Utilities

Columbia Gas of Kentucky
Columbia Gas of Ohio
Columbia Gas of Pennsylvania
Columbia Gas of Virginia
Columbus Light and Water Dept.
Com Ed
COMMUNITY WASTE DISPOSAL
Conservice
Constellation NewEnergy Gas Div LLC
Constellation NewEnergy
Consumers Energy
Conway Corporation
CoServ
Coweta-Fayette EMC
CPS Energy
Cullman Power Board
Dakota Electric Association
Dalton Utilities
Dayton Power & Light
Decatur Utilities, AL
DELMARVA POWER
Direct Energy
Dominion Energy North Carolina
Dominion Energy Ohio
Dominion Energy South Carolina
Dominion Energy
Dominion VA/NC Power
Dothan Utilities
DTE Energy
Duke Energy Progress
Duke Energy
Duke Energy
Duke Energy
Duquesne Light Company
Easley Combined Utilities, SC
Easton Utilities
El Paso Electric
El Paso Water Utilities
Electricities of NC, Inc
ENGIE Resources
Entergy Arkansas, Inc.
Entergy Gulf States LA, LLC
Entergy Louisiana, Inc.
Entergy Mississippi, Inc.
Entergy Texas, Inc.
EPB - Electric Power Board-Chattanooga

Evergy KS MO Metro MO West
Evergy
Eversource Energy
FACILITY SOLUTIONS GROUP
Fairhope Public Utilities
Farmers Electric Cooperative, TX
Fayetteville Public Works Commission
Flint EMC, GA
Florence Utilities, AL
Florida Power & Light Company (FPL)
Florida Public Utilities
Fort Collins Utilities
Frankfort Plant Board
FRIEDMAN RECYCLING COMPANY
Frontier Communications
Gainesville Regional Utilities
Gateway Washington Inc.
Georgia Natural Gas
Georgia Power
Glenway Crossing LLC
Granbury Municipal Utility
Granite Telecommunications
Gratiot Center Associates
Great Hills Retail Inc
Greenville Utilities Commission, NC
Gulf Power
Harrisonburg Electric Commission
HG Holdings Inc
Hobby Lobby Stores
Huntsville Utilities, AL
Idaho Power
Indiana Michigan Power
Indianapolis Power & Light (IPL)
Intermountain Rural Electric Association
Internap Network Services
Jackson Energy Authority
JEA
Jersey Central Power & Light
Johnson City Utility System
Kansas Gas Service
Kerrville PUB
KIR Smoketown Station LP
Kissimmee Utility Authority
Kit Carson Electric Cooperative Inc.
KUB-Knoxville Utilities Board
KU-Kentucky Utilities Company

Lafayette Utilities Systems (LUS)
Lakeland Electric/City of Lakeland, FL
Lenoir City Utilities Board (LCUB)
Level 3 Communications LLC
LG&E - Louisville Gas & Electric
Liberty Utilities - Empire District
Los Angeles Dept of Water & Power
Madison Gas and Electric, WI
Marietta Power
McAllen Public Utilities -TX
Memphis Light, Gas & Water Division
Metropolitan Utilities District
MidAmerican Energy Company
MidAmerican Energy Services LLC
Middle Tennessee Electric Membership
Mishawaka Utilities, IN
Mississippi Power
Modesto Irrigation District
Murfreesboro Electric Department (MED)
Nashville Electric Service
National Fuel
National Grid - New York
New Braunfels Utilities, TX
New Mexico Gas Company
Nicor Gas
NIPSCO - Northern Indiana Public Serv Co
NJNG
North Little Rock Electric
Northern Virginia Electric Cooperative
NV Energy/ North Nevada
NV Energy/ South Nevada
NW Natural
Oakland Utilities Service Company, MI
OG&E -Oklahoma Gas & Electric Service
Ohio Edison
Oklahoma Natural Gas Co: Kansas City
Omaha Public Power District
Owensboro Municipal Utilities (OMU)
Ozarks Electric Cooperative
Pacific Gas & Electric
Pacific Power-Rocky Mountain Power
Paducah Power System
Palmetto Electric Coop
PCE Partners LLC
Pearl River Valley EPA
PECO

Pedernales Electric Cooperative, Inc.
Peoples
PEPCO (Potomac Electric Power Company)
Piedmont Natural Gas
PNM
Portland General Electric (PGE)
PPL Electric Utilities/Allentown
PSE&G-Public Service Elec & Gas Co
PSEGLI
Public Service Company of Oklahoma
Puget Sound Energy
RE Pecan LLC
Reliant Energy Solutions
Reliant Energy
RG&E - Rochester Gas & Electric
Richka LLC
RIVERROAD WASTE SOLUTIONS INC
Riviera Utilities - Daphne, AL
Rochester Public Utilities
Rockland Electric Company (O&R)
Salt River Project/80062
San Diego Gas & Electric
Santee Cooper
Sawnee EMC
SeaTac Village Shopping Center LLC
Seneca Light & Water
Sevier County Electric System
Sewer & Water Utility Bill
SIEMENS INDUSTRY INC
SMUD
Snohomish County PUD
South End Investors LLC
South Louisiana Electric Cooperative
Southern California Edison
Southern California Gas (The Gas Co.)
Southern Pine Electric Power Association
Southwestern Electric Power
Spire/St Louis
Sprint
Starkville Utilities
SWG - Southwest Gas Corporation
Teco Tampa Electric Company
Texas Gas Service
The Illuminating Company
The Payne Center LLC
T-Mobile

TOG

Tombigbee Electric Power Assoc-Tupelo

Town of Addison, TX

Town of Apex, NC

Tucson Electric Power Company

TXU Energy

UGI Utilities Inc

UNS Electric Inc

VAA Improvements LLC

Vectren Energy Delivery

Walton EMC

Washington Gas

WE Energies/Wisconsin Electric/Gas

West Penn Power

Wisconsin Public Service

Withlacoochee River Electric Cooperative

Xcel Energy

XCEL Energy:Northern States Power Co.

Court Personnel:

Hon. Barbara J. Houser

Dawn Harden, Courtroom Deputy

Hon. Harlin D. Hale

Jenni Bergreen, Courtroom Deputy

Hon. Stacey G. Jernigan

Traci Ellison, Courtroom Deputy

Robert P. Colwell, Clerk of Court

U.S. Trustee Personnel:

William T. Neary, U.S. Trustee

Lisa L. Lambert, Assistant U.S. Trustee

Meredyth Kippes, Trial Attorney

Stephen McKitt, Trial Attorney

Nancy S. Resnick, Trial Attorney

Erin Schmidt, Trial Attorney

Elizabeth Young, Trial Attorney

Tax and Regulatory Authorities:

CITY OF AURORA

ARIZONA DEPT OF REV

ARIZONA DEPT OF REV- LIC AND REG

ALABAMA DEPT OF REV (MONTGOMERY, AL)

ALABAMA DEPT REVENUE FOREIGN

STATE OF ALABAMA TREAS OFFICE

CITY OF ASHEVILLE

CITY OF BATON ROUGE

BOONE COUNTY FISCAL COURT
BOWLING GREEN/CITY OF - TAX
BELLINGHAM/CITY OF-LIC/PER
BALDWIN COUNTY
BOSSIER CITY - PARISH
CITY OF BELLEVUE
STATE OF COLORADO
COLORADO DEPARTMENT OF REVENUE
CALCASIEU PARISH SALES & USE
COLORADO SPRINGS/CITY OF-SALES TAX
CADDO SHREVEPORT SALES & USE
COLORADO DEPT OF TREASURY
HENDERSON/CITY OF
WARNER ROBINS/ CITY OF
FRANKFORT/ CITY OF
CALIFORNIA BOARD OF EQUALIZATION
CASTLEROCK/TOWN OF
CAMPBELL CO FISCAL COURT
CAMPBELL COUNTY FISCAL COURT
CITY OF RENO, NEVADA
DELAWARE SECRETARY OF STATE (MD)
STATE OF DELAWARE
DELAWARE DIVISION OF REV
DELAWARE DIVISION OF REVENUE
DELAWARE/ STATE OF
DENVER/CITY & CNTY OF-SALES TAX
DEPT OF FINANCE, TREASURY DIVISION
CALIFORNIA STATE CONTROLLER
FORT COLLINS/CITY OF-SALES TAX
FLORIDA DEPARTMENT OF FINANCIAL SERVICES
CITY OF FLORENCE
FARIAS INC
FRANCISCO MORALES
GEORGIA DEPARTMENT OF REVENUE
GRAND JUNCTION/CITY OF-SALES TAX
GRAND JUNCTION/CITY OF-FINANCE DEPT
GEORGIA SALES & USE TAX DIVISION
ILLINOIS SECRETARY OF STATE
JESSE WHITE SECRETARY OF STATE
INDIANA DEPARTMENT OF REVENUE
INCORPORATED VILLAGE OF LAKE GROVE
ILLINOIS STATE TREASURERS OFFICE
INDIANA ATTORNEY GENERALS OFFICE
SYDNEY J HARRISON, CLERK OF CIRCUIT CRT
JOHNSTOWN PLAZA METROPOLITAN DISTRICT
KANSAS DEPARTMENT OF REVNUUE (TOPEKA)

KENTUCKY REVENUE CABINET-SALES TAX
KENTON COUNTY FISCAL COURT
KANSAS CITY TREASURER
KENTUCKY DEPT OF TREASURY-FRANKFORT, KY
KENTUCKY STATE TREASURER/DEPT OF REV
LOUISIANA DEPT OF THE TREASURY
LAKEWOOD/CITY OF-SALES TAX
LEXINGTON-FAYETTE URBAN CO GVT -PROP
LAFAYETTE PARISH SCHOOL BOARD
LONGMONT/CITY OF-PROP&SALES TAX
CITY OF LACEY
CITY OF LITTLETON
MICHIGAN DEPT OF TREASURY - LANSING
MISSISSIPPI STATE TAX COMMISS
NORTH CAROLINA DEPT OF REVENUE
MARYLAND/ COMPTROLLER OF
MINNESOTA DEPT OF REV-LIC/PER
MINNESOTA DEPT OF REVENUE
CITY OF MONROE
MISSISSIPPI DEPARTMENT OF REVENUE
STATE OF MARYLAND
MISSOURI STATE TREASURER
Montgomery County, Maryland
NEVADA DEPT OF TAXATION-PROP
NEVADA DEPT OF TAXATION
NEW MEXICO TAXATION & REV DEPT
NEW JERSEY/STATE OF-SALES TAX
NEW JERSEY CORP. TAX
NEVADA DEPT OF TAXATION
NEVADA EMPLOYMENT SECURITY
NEW YORK SALES TAX PROCESSING
NEW YORK STATE CORPORATION TAX
NORTH DAKOTA TAX COMMISSIONER
NEW JERSEY DEPARTMENT OF THE TREASURY
CITY OF NORTHGLENN
N C DEPT STATE TREASURER
OREGON DEPARTMENT OF REVENUE
OKLAHOMA TAX COMMISSION
OKLAHOMA TAX COMM - AR
OHIO DEPT OF TAXATION-TAX
OCCUPATIONAL TAX ADMINISTRATOR
OKLAHOMA STATE TREASURER
OHIO DEPT OF COMMERCE
ORGEON DEPARTMENT OF STATE LANDS
OREGON DEPARTMENT OF AGRICULTURE - FOOD
DEPARTMENT OF REVENUE

PENNSYLVANIA DEPARTMENT OF REVENUE
CITY OF PUEBLO
PARISH OF JEFFERSON
CITY OF PORTLAND
CITY OF PIGEON FORGE
CITY OF PADUCAH
PA TREASURY DEPARTMENT
TOWN OF PARKER
TERREBONNE, PARISH OF - SALES & USE TAX
PARISH OF RAPIDES
STATE OF RHODE ISLAND
SOUTH CAROLINA DEPT OF REVENUE-TAX
SOUTH DAKOTA STATE TREASURER
ST TAMMANY PARISH-SALES TAX
SOUTH CAROLINA ST TREASURERS OFFICE
STATE COMPTROLLER
STATE TREASURER'S OFFICE
ARKANSAS/ STATE OF
SOUTH WHITEHALL TOWNSHIP
STATE TREASURER OF MISSISSIPPI
TOWN OF SILVERTHORNE
CITY OF SHERIDAN
TENNESSEE DEPT. OF REVENUE-AR
TAX COLL. PARISH OF ST TAMMANY
TEXAS COMPTROLLER OF PUBLIC ACCTS
TANGIPAHOA PARISH SCHOOL SYSTEM
CITY OF TACOMA
TENNESSEE TREASURY DEPARTMENT
UTAH STATE TREASURER
VA DEPARTMENT OF THE TREASURY
STATE OF VERMONT
WISCONSIN DEPT OF REVENUE - TAX
WASHINGTON STATE DEPT OF REVENUE
CITY OF WHEAT RIDGE
WISCONSIN DEPT OF FINANCIAL

Benefits Providers:

Symetra
OPTUM HSA FUNDING
VSP Vision Care
CHARLES SCHWAB TRUST CO
UNITEDHEALTHCARE
BENEFITFOCUS COM INC
CIGNA HEALTHCARE (DENTAL)
LINCOLN FINANCIAL GROUP
NATIONWIDE

Milliman Benefits

Other Related Parties:

Adecco USA, Inc.

ADP, LLC

American Express Travel Related Services Company, Inc.

Annie Modica, Inc.

Baker Tilly Virchow Krause, LLP

Banc of America Merchant Services, LLC

Bank of America, NA

BDO USA, LLP

Cisco Systems Capital Corporation

Daniel J. Edelman, Inc.

Dolphin, Incorporated

ENGIE Insight Services, Inc.

Epicor Software Corporation

GBT US LLC d/b/a American Express Global Business Travel

Marvin F. Poer and Company

Money Network Financial, LLC

Randstad General Partner (US), LLC

Syndeo LLC dba Broadvoice

Telegistics, Inc.

Towers Watson Delaware Inc.

USI Southwest, Inc.

Schedule 2

Haynes and Boone Connections

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
AlixPartners, LLP	AlixPartners, LLP	The Firm represents AlixPartners, LLP on matters unrelated to the Debtors or the Chapter 11 cases.
James Corcoran	Arex Investments Partners LP	The Firm represents Arex Investments Partners LP, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
Steven R. Becker	Steven R. Becker	The Firm previously represented Steven R. Becker on matters unrelated to the Debtors or the Chapter 11 cases. The Firm did not perform any work for Mr. Becker during the year preceding the Petition Date.
Bank of America, N.A.	Bank of America, N.A.	The Firm represents Bank of America, N.A. (" <u>BOA</u> ") on matters unrelated to the Debtors or the Chapter 11 cases. BOA has provided a waiver pursuant to which BOA has waived potential conflicts of interest subject to certain terms and conditions, including that the Firm establish an ethical wall so that no person presently working on BOA matters represents the Debtors, and persons representing BOA or the Debtors, respectively, will be walled from access to any files or documents, or information from those files or documents, relating to matters on the other side of the ethical wall. Additionally, the Firm may not challenge BOA's liens or claims or pursue an adversary proceeding against BOA.

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
JPMorgan Chase Bank, N.A. / Chase Bank	JPMorgan Chase Bank, N.A.	<p>The Firm represents JPMorgan Chase Bank, N.A. (“JPM”) on matters unrelated to the Debtors or the Chapter 11 cases. JPM has provided a waiver pursuant to which JPM has waived potential conflicts of interest subject to certain terms and conditions, including that the Firm establish an ethical wall so that no person presently working on JPM matters represents the Debtors, and persons representing JPM or the Debtors, respectively, will be walled from access to any files or documents, or information from those files or documents, relating to matters on the other side of the ethical wall. Additionally, the Firm may not engage in litigation with JPM, including a challenge of JPM’s liens or claims or pursue an adversary proceeding against JPM.</p>

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
Wells Fargo Bank, N.A.	Wells Fargo Bank, N.A.	<p>The Firm represents Wells Fargo Bank, N.A. (“<u>Wells Fargo</u>”) on matters unrelated to the Debtors or the Chapter 11 cases. In addition, Wells Fargo has provided a waiver. Pursuant to such waiver, Wells Fargo has waived any potential conflict of interest subject to certain terms and conditions, specifically that the Firm will take all steps necessary to ensure that no person presently working on Wells Fargo matters represents the Debtors, and that no person representing the Debtors will have access to any Wells Fargo files or documents, or any information contained in those files or documents. To that end, the Firm has established an ethical wall so that no person presently working on Wells Fargo matters represents the Debtors, and persons representing Wells Fargo or the Debtors, respectively, will be walled from access to any files or documents, or information from those files or documents, relating to matters on the other side of the ethical wall. Additionally, the Firm will not participate in any manner in any challenge to the amount, allowance, validity, priority, perfection, or extent of liens or claims asserted or held by Wells Fargo; nor will the Firm commence, render legal advice respecting or otherwise participate in any litigation which seeks or would seek to recover funds from Wells Fargo whether by direct payment from Wells Fargo, setoff, recoupment, counterclaim or any other means.</p>
Kennewick Assoc LP- Wells Fargo LBX Svcs	Wells Fargo Bank, N.A.	(See Above)

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
B. Riley Financial, Inc.	B. Riley Financial, Inc.	The Firm represents B. Riley Financial, Inc. (“ <u>B. Riley</u> ”) on matters unrelated to the Debtors or the Chapter 11 cases. In addition, B. Riley has provided a waiver. The Firm has established an ethical wall so that no person presently working on B. Riley matters represents the Debtors, and persons representing B. Riley or the Debtors, respectively, will be walled from access to any files or documents, or information from those files or documents, relating to matters on the other side of the ethical wall.
SCV Retail, LLC	Goldman Sachs Realty Management, L.P.	The Firm represents Goldman Sachs Realty Management, L.P., an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
BRE DDR BR Nature Coast FL LLC	Baldwin Mader Law Group	The Firm represents Baldwin Mader Law Group, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
BRE Retail Residual Owner 1, LLC	Baldwin Mader Law Group	The Firm represents Baldwin Mader Law Group, an affiliate, on unrelated work.
BRE Tarpon Whitaker Square, LLC	Baldwin Mader Law Group	The Firm represents Baldwin Mader Law Group, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
BRE Residual Shoppes at Valley	Baldwin Mader Law Group	The Firm represents Baldwin Mader Law Group, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
BRE DDR IVA Ashbridge PA LLC	Baldwin Mader Law Group	The Firm represents Baldwin Mader Law Group, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
BRE DDR BR Cornerstar Co LLC	Baldwin Mader Law Group	The Firm represents Baldwin Mader Law Group, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
Regency Centers, L.P.	Energy Transfer Partners, L.P.	The Firm represents Energy Transfer Partners, L.P., an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
Kimco Westmont 614 Inc.	R. Eric Seitz	The Firm represents R. Eric Seitz, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases..

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
Laguna Pavillion SC	Laguna Beach Property Ltd.	The Firm represents Laguna Beach Property Ltd., an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
HMVP Hilltop Inc.	Hilltop	The Firm represents Hilltop on matters unrelated to the Debtors or the Chapter 11 cases.
Camp Bowie Dunhill LLC	Dunhill Partners	The Firm represents Dunhill Partners, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
Brookfield Properties c/o Coral Ridge Mall, LLC	Brookfield Properties	The Firm represents Brookfield Properties on related work.
Parker Central Plaza, Ltd.	Parker Central Plaza, Ltd.	The Firm represents Parker Central Plaza, Ltd. on related work.
NT Dunhill I LLC	Dunhill Partners	The Firm represents Dunhill Partners, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
PNC Bank c/o Hartford Lubbock LP II	PNC Bank	The Firm represents PNC Bank on matters unrelated to the Debtors or the Chapter 11 cases.
Phillips Investments and Construction Inc.	ConocoPhillips	The Firm represents ConocoPhillips on matters unrelated to the Debtors or the Chapter 11 cases.
Publix Super Markets, Inc.	Publix Super Markets, Inc.	The Firm represents Publix Super Markets, Inc. on matters unrelated to the Debtors or the Chapter 11 cases.
Great Hills Retail, Inc.	Great Hills Retail, Inc.	The Firm represents Great Hills Retail, Inc. on matters unrelated to the Debtors or the Chapter 11 cases.
Greenfield LP	Greenfield LP	The Firm represents Greenfield LP on matters unrelated to the Debtors or the Chapter 11 cases.
Sheridan Center LLC	Sheridans	The Firm represents Sheridans, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
USPA Greenbrier, LLC	First Command Financial Services	The Firm represents First Command Financial Services, an affiliate of USPA, on matters unrelated to the Debtors or the Chapter 11 cases.
The Realty Assoc Fund XI Portfolio LP	The Realty Associates Fund X, LP	The Firm represents The Realty Associates Fund X, LP, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
Westwood Holdings LLC	Westwood Real Estate Development	The Firm represents Westwood Real Estate Development, an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases.
Weatherford Dunhill Land LLC	Dunhill Partners and DD Dunhill, LLC d/b/a Dallas Design District	The Firm represents Dunhill Partners and DD Dunhill, LLC, affiliates, on matters unrelated to the Debtors or the Chapter 11 cases.
Waxahachie Dunhill LLC	Dunhill Partners and DD Dunhill, LLC d/b/a Dallas Design District	The Firm represents Dunhill Partners and DD Dunhill, LLC, affiliates, on matters unrelated to the Debtors or the Chapter 11 cases.
HE Butt Store Property Company	HE Butt Store Property Company	The Firm represents HE Butt Store Property Company on matters unrelated to the Debtors or the Chapter 11 cases.
HEB Grocery Company LP	HEB Grocery Company LP	The Firm represents HEB Grocery Company LP on matters unrelated to the Debtors or the Chapter 11 cases.
HMC Lewisville TC, LLC	HMC Lewisville TC, LLC	The Firm represents HMC Lewisville TC, LLC on matters unrelated to the Debtors or the Chapter 11 cases.
Edco LLC	Edco LLC	Former client of the Firm on matters unrelated to the Debtors or the Chapter 11 cases.
AFCO Insurance Premium Finance	BB&T Capital Markets-Energy Group; McGriff, Seibels & Williams of Texas, Inc.	The Firm represents BB&T Capital Markets-Energy Group and McGriff, Seibels & Williams of Texas, Inc., affiliates of AFCO Insurance Premium Finance, on matters unrelated to the Debtors or the Chapter 11 cases.
AT&T	AT&T	The Firm represents AT&T on matters unrelated to the Debtors or the Chapter 11 cases.
Atmos Energy	Atmos Energy	The Firm represents Atmos Energy on matters unrelated to the Debtors or the Chapter 11 cases.
Avista Utilities	GenOn Energy, Inc.	The Firm formerly represented GenOn Energy, Inc., an affiliate of Avista Utilities, on matters unrelated to the Debtors or the Chapter 11 cases.

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
Banc of America Merchant Services, LLC	Banc of America Merchant Services, LLC	The Firm represents Banc of America Merchant Services, LLC on matters unrelated to the Debtors or the Chapter 11 cases.
BB&T Bank	BB&T Bank	The Firm represents BB&T Bank on matters unrelated to the Debtors or the Chapter 11 cases.
BBVA/Compass Bank	BBVA/Compass Bank	The Firm represents BBVA/Compass Bank on matters unrelated to the Debtors or the Chapter 11 cases.
BDO USA, LLP	BDO USA, LLP	The Firm represents BDO USA, LLP on matters unrelated to the Debtors or the Chapter 11 cases.
Beazley	Beazley	The Firm represents Beazley on matters unrelated to the Debtors or the Chapter 11 cases.
Black Hills Energy	Black Hills Energy	The Firm formerly represented Black Hills Energy on matters unrelated to the Debtors or the Chapter 11 cases.
BlackRock Institutional Trust Company, N.A.	BlackRock Institutional Trust Company, N.A.	The Firm represents BlackRock Institutional Trust Company, N.A. on matters unrelated to the Debtors or the Chapter 11 cases.
Cisco Systems Capital Corporation	Cisco Systems Capital Corporation	The Firm represents Cisco Systems Capital Corporation on matters unrelated to the Debtors or the Chapter 11 cases.
Citizens Bank	Citizens Bank	The Firm represents Citizens Bank on matters unrelated to the Debtors or the Chapter 11 cases.
City of Farmers Branch, TX	City of Farmers Branch, TX	The Firm represents City of Farmers Branch, TX on matters unrelated to the Debtors or the Chapter 11 cases.
CPS Energy	CPS Energy	The Firm represents CPS Energy on matters unrelated to the Debtors or the Chapter 11 cases.
ENGIE Insight Services, Inc.	ENGIE Insight Services, Inc.	The Firm represents ENGIE Insight Services, Inc. on matters unrelated to the Debtors or the Chapter 11 cases.
ENGIE Resources	ENGIE Resources	The Firm represents ENGIE Resources on matters unrelated to the Debtors or the Chapter 11 cases.

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
Farmers Electric Cooperative	Farmers Electric Cooperative	The Firm represents Farmers Electric Cooperative on matters unrelated to the Debtors or the Chapter 11 cases.
Fifth Third Bank	Fifth Third Bank	The Firm represents Fifth Third Bank on matters unrelated to the Debtors or the Chapter 11 cases.
Florida Power & Light Company	Florida Power & Light Company	The Firm represents Florida Power & Light Company on matters unrelated to the Debtors or the Chapter 11 cases.
Friedman Recycling Company	Friedman Recycling Company	The Firm represents Friedman Recycling Company on matters unrelated to the Debtors or the Chapter 11 cases.
Great American Group	B. Riley Financial, Inc.	The Firm represents B. Riley Financial, Inc., an affiliate, on matters unrelated to the Debtors or the Chapter 11 cases (see B. Riley discussion above).
Jersey Central Power and Light	Jersey Central Power and Light	The Firm represents Jersey Central Power and Light on matters unrelated to the Debtors or the Chapter 11 cases.
Keurig Green Mountain Inc.	Keurig Green Mountain Inc.	The Firm represents Keurig Green Mountain Inc. on matters unrelated to the Debtors or the Chapter 11 cases.
Key Bank	KeyCorp	The Firm represents KeyCorp, the parent company of Key Bank, in matters unrelated to the Debtors or the Chapter 11 cases.
Los Angeles Department of Water and Power	Los Angeles Department of Water and Power	The Firm represents Los Angeles Department of Water and Power on matters unrelated to the Debtors or the Chapter 11 cases.
Paragon	Paragon	The Firm represents Paragon on matters unrelated to the Debtors or the Chapter 11 cases.
Performance Food Group	Performance Food Group	The Firm represents Performance Food Group on matters unrelated to the Debtors or the Chapter 11 cases.
PNC Bank	PNC Bank	The Firm represents PNC Bank on matters unrelated to the Debtors or the Chapter 11 cases.
Regions Bank	Regions Bank	The Firm represents Regions Bank on matters unrelated to the Debtors or the Chapter 11 cases.

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a Haynes and Boone Client	Status
Siemens Industry Inc.	EthosEnergy	The Firm represents EthosEnergy, an affiliate of Siemens Industry Inc., in matters unrelated to the Debtors or the Chapter 11 cases.
Stifel, Nicolaus & Co., Inc.	Stifel, Nicolaus & Co., Inc.	The Firm represents Stifel, Nicolaus & Co., Inc. on matters unrelated to the Debtors or the Chapter 11 cases.
US Bank	U.S. Bank	The Firm represents US Bank on matters unrelated to the Debtors or the Chapter 11 cases.
Weil, Gotshal & Manges LLP	Neil Devaney	The Firm represents Neil Devaney, an affiliate of Weil, Gotshal & Manges LLP, in matters unrelated to the Debtors or the Chapter 11 cases.

EXHIBIT B

Proposed Order

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

In re:	§	Chapter 11
	§	
Tuesday Morning Corporation, <i>et al.</i> , ¹	§	Case No. 20-31476-HDH-11
	§	
Debtors.	§	Jointly Administered

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
HAYNES AND BOONE LLP AS ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE
PURSUANT TO LOCAL BANKRUPTCY RULE 2014-1(B)(1)**

Upon the *Debtors' Application for Entry of an Order Under 11 U.S.C. §§ 327(a), 330, and 1107(b) Authorizing the Employment and Retention of Haynes and Boone, LLP as Attorneys for*

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Tuesday Morning Corporation (8532) ("TM Corp."); TMI Holdings, Inc. (6658) ("TMI Holdings"); Tuesday Morning, Inc. (2994) ("TMI"); Friday Morning, LLC (3440) ("FM LLC"); Days of the Week, Inc. (4231) ("DOTW"); Nights of the Week, Inc. (7141) ("NOTW"); and Tuesday Morning Partners, Ltd. (4232) ("TMP"). The location of the Debtors' service address is 6250 LBJ Freeway, Dallas, TX 75240.

the Debtors and the Debtors in Possession Effective as of the Petition Date Pursuant to Local Bankruptcy Rule 2014-1(B)(1) (the “Motion”)² of Tuesday Morning Corporation, *et al.* (collectively, the “Debtors”); and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the *Order of Reference of Bankruptcy Cases and Proceedings Nunc Pro Tunc*, Miscellaneous Rule No. 33 (N.D. Tex. August 3, 1984) (Woodward, H.O.); and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and the Court having held a hearing on the Motion; and all objections, if any, to the Motion have been withdrawn, resolved, or overruled; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.

1. Pursuant to Bankruptcy Code §§ 327 and 1107(b), the Debtors are hereby authorized to retain Haynes and Boone as their counsel in these Chapter 11 Cases effective as of the Petition Date pursuant to Local Bankruptcy Rule 2014-1(B)(1) in accordance with (and on the terms described in) the Application, the Engagement Letter, and this Order, and Haynes and Boone is authorized to perform the services set forth in the Application.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

2. Haynes and Boone shall apply any retainer remaining at the time of its final fee application in satisfaction of compensation and reimbursement awarded with respect to such application, and promptly pay to the Debtors' estates any retainer remaining after such application

3. Compensation will be awarded upon application and a hearing consistent with the requirements of 11 U.S.C. §§ 330 and 331 and any further orders entered by this Court.

4. Haynes and Boone shall be compensated upon appropriate application in accordance with Bankruptcy Code §§ 330 and 331, the Bankruptcy Rules, the Local Bankruptcy Rules, and any applicable procedures and orders of this Court.

5. Haynes and Boone shall make every reasonable effort to comply with the U.S. Trustee's requests 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, both in connection with any interim fee application(s) and final fee application to be filed by Haynes and Boone in these Chapter 11 Cases.

6. If any supplemental declarations or affidavits are filed and served after the entry of this Order, absent any objections filed within twenty (20) days after the filing and service of such supplemental declarations or affidavits, Haynes and Boone's employment shall continue as authorized pursuant to this Order.

END OF ORDER

Submitted by:

HAYNES AND BOONE, LLP

Ian T. Peck

State Bar No. 24013306

Stephen M. Pezanosky

State Bar No. 15881850

Jarom J. Yates

State Bar No. 24071134

2323 Victory Avenue, Suite 700

Dallas, TX 75219

Telephone: 214.651.5000

Facsimile: 214.651.5940

Email: ian.peck@haynesboone.com

Email: stephen.pezanosky@haynesboone.com

Email: jarom.yates@haynesboone.com

PROPOSED ATTORNEYS FOR DEBTORS

EXHIBIT C

Engagement Letter



March 18, 2020

PRIVILEGED AND CONFIDENTIAL

Via email (sbecker@tuesdaymorning.com)

Steve Becker
Chief Executive Officer
Tuesday Morning Corporation
6250 LBJ Freeway
Dallas TX 75240

Re: Engagement of Haynes and Boone, LLP to represent Tuesday Morning Corporation

Dear Steve:

This letter confirms that you have asked Haynes and Boone, LLP (the “Firm”) and the Firm has agreed to act as legal counsel to Tuesday Morning Corporation and certain of its affiliates (“Tuesday Morning” or the “Company”) in connection with the preparation for and potential filing of a Chapter 11 proceeding. This letter confirms the terms on which the Firm will undertake to represent the Company in connection with such workout and potential Chapter 11 proceeding (the “Subject Matter”).

1. Client Relationship

The Firm is being retained by the Company solely in connection with the Subject Matter, and our representation pursuant to this letter does not include the representation of any other person or entity. Our advice will be rendered to the members of the Board of Directors and management in those respective capacities. Our representation of the Company in this matter does not give rise to an attorney-client relationship between the Firm’s attorneys and any officers, directors, shareholders or employees, except with respect to their representative or agency roles with the Company.

2. Staffing

Steve Pezanosky and I will be the primary contacts at the Firm for Tuesday Morning’s representation. Additionally, counsel Jarom Yates, and paralegal Kim Morzak will also work closely with Tuesday Morning’s team. I will lead this engagement for the Firm and direct the activities of other Firm lawyers in coordination with Tuesday Morning. We will use other Firm lawyers and paralegals to work on this engagement as we believe appropriate under the circumstances. We may delegate work to lawyers or support personnel with special experience

Haynes and Boone, LLP
Attorneys and Counselors
2323 Victory Avenue
Suite 700
Dallas, Texas 75219
T (214) 651-5000
F (214) 651-5940
www.haynesboone.com

in a given area or whom we otherwise believe will enable us to provide services on an efficient, timely, and cost-effective basis. Regardless of who is working on a particular component of the engagement, Steve and I will always be available to discuss any aspect of our representation with you.

3. Fee Arrangements

Tuesday Morning has agreed to be responsible for payment for the professional services that we render pursuant to the terms of this engagement letter and to reimburse us for the costs and expenses that we incur or pay on Tuesday Morning’s behalf and charge to Tuesday Morning’s account. Payment of our fees and costs is not contingent on the ultimate outcome of this engagement.

It is our normal practice to charge our clients for services rendered on the basis of the total hours worked and our hourly rates and Tuesday Morning has agreed to pay us on that basis. Our attorneys include partners, associates, and special attorneys consisting of foreign attorneys, of counsel, and other senior and staff level attorneys. The Firm’s hourly rates for this engagement are as follows:

Professional	Title	Hourly Rate
Stephen M. Pezanosky	Partner	\$1,025
Ian T. Peck	Partner	\$875
Jarom J. Yates	Counsel	\$700
Entry Level Associates	Associate	\$460
Paralegals	Paralegal	\$385

Since the Company requires our assistance in connection with a potential Chapter 11 proceeding, we must assure that Haynes and Boone is not a creditor of the Company and does not receive any preferential payments leading up to the bankruptcy because that could result in the Company being forced to incur a substantial cost to retain new counsel.

To achieve this objective, we ask that the Company pay an advance retainer in the amount of \$500,000, which we will hold in our trust account to insure payment for work that we anticipate doing for the Company prior to a bankruptcy filing. Subsequently, we will (i) generate an invoice and forward it to the Company with a request that the Company authorize payment of the invoice out of any remainder in the trust account and (ii) and may request a wire transfer to replenish the retainer, based on anticipated future work. Only by this “prepaid” arrangement can

the Firm and the Company be protected from the risk that the Firm will be subject to disqualification by reason of having received a preference or of holding an adverse interest, in the form of an uncollected legal bill.

Upon the filing of the bankruptcy case, any unused portion of the retainer will be held and applied as directed by the Company, with approval of the bankruptcy court. Typically, bankruptcy-related retainers are held until the end of the bankruptcy case and applied to any unpaid fees as approved by the court.

During a bankruptcy case, the Company cannot pay professionals without court approval. The court will likely enter an order early in the case establishing post-petition procedures for payment of professional fees. Generally, courts allow monthly compensation on an interim basis and make final determinations regarding compensation at the conclusion of the case. In any event, during a bankruptcy case, we will send the Company an invoice each month reflecting charges calculated on the basis of our hourly rates (including any agreed adjustments to those rates).

4. Costs and Expenses

Our invoices also will include charges for services and expenses customarily invoiced by law firms, in addition to fees for legal services performed in connection with the Subject Matter. These may include travel expenses, such as mileage, parking, airfare, lodging, meals, and ground transportation. Further, our invoices may include charges for items and services such as computerized legal research, copying, document or image productions, and other non-overhead expenses incurred for Tuesday Morning's benefit.

The fees and services of third parties incurred in connection with our representation of the Company, such as printers, experts, messenger and delivery services, process servers, court reporters, witness fees, and filing services, will also be charged to Tuesday Morning. For any substantial expenses, Tuesday Morning agrees that it will pay the fees and expenses directly, and authorize us to make arrangements to have such third parties bill Tuesday Morning directly. Our Firm will pay more minor expenses and bill Tuesday Morning for those out-of-pocket expenditures made on its behalf.

5. Conflicts

Given the Company's size and scope of operations, it is possible that the Firm represents additional creditors of, or lessors to, the Company in matters unrelated to the Subject Matter.

In connection with a bankruptcy filing, the Firm will need to comply with a set of conflicts-of-interest rules that are substantially more restrictive than those contained in the Texas Disciplinary Rules of Professional Conduct. In a bankruptcy proceeding, the Firm must meet a "disinterestedness" test and a "no adverse interest" test. To assure compliance, prior to the bankruptcy we will need to obtain from the Company a creditor list along with information that

will allow the Firm to make disclosure of all relationships between the Firm and any of the Company's constituents (*e.g.*, officers, directors, contract counter-parties, accountants, other law firms, etc.). We will send the Company an outline of the information we need.

Our firm currently represents certain of the Company's creditors, including JP Morgan, Bank of America, and Wells Fargo on matters unrelated to the Company. Before commencing a Chapter 11 case, we will need to obtain mutual waivers of any potential conflicts of interest created by our simultaneous representation of the Company and these lenders on unrelated matters.

6. Cooperation

To enable us to represent the Company effectively in connection with the Subject Matter, the Company agrees to cooperate fully with us, including (1) disclosing to us, fully, accurately and timely, all facts that are or might be material; and (2) keeping us apprised on a timely basis of all developments relating to the Subject Matter that are or might be material. The Company will make Company personnel reasonably available, as necessary, to respond to discovery requests, attend meetings, conferences, hearings, and other proceedings.

7. Disclaimer of Guarantee

As the Company knows, it is impossible to predict the result or success of any engagement. We may express opinions or beliefs concerning litigation or various courses of action, and the results that might be anticipated. Any such statement is intended to be an expression of professional judgment only, based on the state of the law and information available to us at the time, and is not a promise or guarantee. The Company understands that the outcome of the Firm's efforts on the Company's behalf is subject to the uncertainties and risks inherent in the restructuring and bankruptcy process, and it acknowledges that the Firm has not made, and will not in the future make, any promises or guarantees to the Company concerning the outcome of the Subject Matter. Nothing in this letter, or in any future oral or written communication, is intended to or shall be considered as any such promise or guarantee.

8. Discharge and Withdrawal

Tuesday Morning will have the right at any time to terminate the Firm's representation of it by delivering written notice of termination to us. The Firm will have the right to withdraw from its representation of Tuesday Morning at any time with Tuesday Morning's consent, or for good cause without Tuesday Morning's consent. For example, if Tuesday Morning does not honor the terms of this letter, or if Tuesday Morning fails or refuses to cooperate with us or to follow our advice on a material matter, or if we become aware of any fact or circumstance that would, in our view, render our continuing representation of Tuesday Morning ineffective, unlawful, or unethical, then we will have good cause to withdraw.

If Tuesday Morning discharges us or we elect to withdraw, then Tuesday Morning will take all steps necessary to free us of any obligation to perform, including by executing any

documents necessary to complete the termination of the representation, and we will take all steps that, in our view, are reasonably practicable to protect Tuesday Morning's interests. If a discharge or withdrawal occurs, then Tuesday Morning will pay us for all costs and expenses paid or incurred by us on its behalf, and Tuesday Morning will pay us a reasonable fee for the professional services that we have rendered to it to the date of termination, or in connection with an orderly transition, and for which we previously have not been paid.

Unless previously terminated, our representation of Tuesday Morning with respect to any matters for which we have been engaged will terminate when we send Tuesday Morning our final statement for services rendered. In the course of our representation of Tuesday Morning, we likely will come into possession of copies or originals of documents or other materials belonging to Tuesday Morning or others (collectively, "materials"). When the particular matter to which those materials relate has been concluded, we will make arrangements either to return the documents to Tuesday Morning, retain them in our storage facilities, or to dispose of the materials. Absent any other arrangements made with Tuesday Morning, on the expiration of five years after a matter file has been closed, all materials in the file may be destroyed. We may retain our own files, including lawyer work product, pertaining to the representation.

9. Entire Agreement

This letter constitutes the entire agreement between Tuesday Morning and the Firm regarding Tuesday Morning's engagement of the Firm to represent it with respect to the Subject Matter, and is subject to no oral agreements or understandings. No obligation or undertaking that is not set forth expressly in this letter shall be implied on the part of either Tuesday Morning or the Firm.

10. Conclusion


We are pleased to have this opportunity to represent Tuesday Morning. If you have any questions about any aspect of our engagement or our invoices at any time, please feel free to raise those questions. It is very important that we proceed on a clear and satisfactory basis in our work for Tuesday Morning.

If this letter correctly reflects Tuesday Morning's understanding of the scope, terms, and conditions of our representation, please indicate such acceptance by executing the enclosed copy of this letter in the space provided below and return it to the attention of the undersigned at our office address set forth on the first page of this letter. By executing this letter, the Company will be acknowledging that the Company has read this letter and understands its terms.

haynesboone

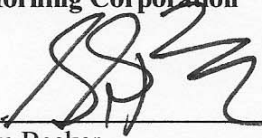
Very truly yours,

HAYNES AND BOONE, LLP

By: 
Ian T. Peck

The foregoing is approved and agreed to:

Tuesday Morning Corporation

By: 
Steve Becker
Chief Executive Officer

Date: 3/18/20

HAYNES AND BOONE L.L.P.

WIRING INSTRUCTIONS FOR TRUST ACCOUNT - BANK OF AMERICA

WHEN SENDING FUNDS BY WIRE/ACH AN EMAIL NOTIFICATION PROVIDING THE APPLICATION OF THE FUNDS SHOULD BE SENT TO:

paymentdetail@haynesboone.com

INCOMING

WIRE TO BANK OF AMERICA
100 West 33rd Street
New York, NY 10001

ABA NO. 0260-0959-3
FOR CREDIT TO THE ACCOUNT OF
HAYNES AND BOONE
TRUST ACCOUNT NO. 018-06-4704-0

SWIFT Address: BOFAUS3N

FOR ACH PAYMENTS

ABA NO. 111-0000-25
FOR CREDIT TO THE ACCOUNT OF
HAYNES AND BOONE
TRUST ACCOUNT NO. 018-06-4704-0

PLEASE REFERENCE ATTORNEY NAME
OR CLIENT MATTER NUMBER

ATTENTION: CINDY REDD 972/739-8604