

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CBL & ASSOCIATES PROPERTIES, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 20-35226 (DRJ)

(Jointly Administered)

**SUMMARY COVER SHEET TO THIRD INTERIM FEE APPLICATION OF
ALIXPARTNERS, LLP, FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD MAY 1, 2021 THROUGH JULY 31, 2021**

Name of Applicant:	ALIXPARTNERS, LLP	
Applicant's Role in Case / Name of Client:	Financial Advisor to the Official Committee of Unsecured Creditors	
Date Order of Employment Signed:	January 8, 2021 <i>Nunc Pro Tunc</i> to November 18, 2020 [Docket No. 766]	
Time period covered by this Application:	Beginning of Period	End of Period
	May 1, 2021	July 31, 2021
Time period covered by any prior Application:	November 18, 2020	April 30, 2021
Total amounts awarded in all prior Applications:	\$1,634,052.00 (fees); \$1,680.00 (expenses)	
Total fees requested in this Application:	\$551,003.00	
Total professional fees requested in this Application:	\$551,003.00	
Total actual professional hours covered by this Application:	747.3	
Average hourly rate for professionals:	\$737.33	
Total paraprofessional fees requested in this Application:	\$0.00	

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/CBLProperties>. The Debtors' service address for the purposes of these chapter 11 cases is 2030 Hamilton Place Blvd., Suite 500, Chattanooga, Tennessee 37421.

Total actual paraprofessional hours covered by this Application:	0.0
Average hourly rate for paraprofessionals:	N/A
Reimbursable expenses sought in this application:	\$11,198.43
Total to be Paid to Priority Unsecured Creditors:	Class 1: Other Priority Claims. The legal, equitable, and contractual rights of the holders of Allowed Other Priority Claims are unaltered by the Plan. Except to the extent that a holder of an Allowed Other Priority Claim agrees to different treatment, on the later of the Effective Date and the date that is twenty (20) days after the date such Other Priority Claim becomes an Allowed Claim, or as soon thereafter as is reasonably practicable, each holder of an Allowed Other Priority Claim shall receive, on account of such Allowed Claim, at the option of the Reorganized Debtors (i) Cash in an amount equal to the Allowed amount of such Claim or (ii) other treatment consistent with the provisions of section 1129 of the Bankruptcy Code. ²
Anticipated % Dividend to Priority Unsecured Creditors:	100% ³
Total to be Paid to General Unsecured Creditors:	Class 5: Ongoing Trade Claims. Except to the extent that a holder of an Allowed Ongoing Trade Claim agrees to different treatment, on and after the Effective Date, or as soon as reasonably practicable thereafter, each holder of an Allowed Ongoing Trade Claim shall receive: (i) if a holder of an Ongoing Trade Claim executes a trade agreement (a “ <u>Trade Agreement</u> ”) with the Debtors (the form and terms of such Trade Agreement to be determined by the Debtors in consultation with the (A) Required Consenting Noteholders and the Creditors’ Committee and, (B) solely with respect to the Exit Credit Facility Subsidiaries, the Required Consenting Bank Lenders), four (4) equal Cash installments, payable on a quarterly basis, which payments shall result in full payment in the Allowed amount of such Ongoing Trade Claim; or (ii) if a holder of an Ongoing Trade Claim does not execute a Trade Agreement, such holder’s Pro Rata share of the Unsecured Claims Recovery Pool in accordance with section 4.7 of the Plan. ⁴

² See Third Amended Joint Chapter 11 Plan of CBL & Associates, Inc. and its Affiliated Debtors (with Technical Modifications) dated August 9, 2021 [Docket No. 1397, Exhibit A] (the “Plan”) § 4.1(a). Capitalized terms used but not otherwise defined in this Cover Sheet shall have the meanings ascribed to them in the Plan.

³ See Disclosure Statement for Third Amended Joint Chapter 11 Plan of CBL & Associates, Inc. and its Affiliated Debtors [Docket No. 1164] (the “Disclosure Statement”), Art.I.B.

⁴ See Plan § 4.5(a).

	<p>Class 7: Unsecured Claims. Except to the extent that a holder of an Allowed Unsecured Claim agrees to different treatment, on and after the Effective Date, or as soon as reasonably practicable thereafter, each holder of an Allowed Unsecured Claim shall receive, in full and final satisfaction of such Claim, such holder's Pro Rata share of the Unsecured Claims Recovery Pool; <u>provided</u> that each Consenting Noteholder (and, for the avoidance of doubt, only a Consenting Noteholder) entitled to receive New Senior Secured Notes on account of its Notes Claim shall be able to make the Convertible Notes Election; <u>provided, however,</u> that, if the Debtors determine that, pursuant to section 1129(a)(7)(ii), such holder would be entitled to a greater recovery than the foregoing if the Debtor against whom such holder's Allowed Unsecured Claim is asserted were to liquidate under chapter 7 of the Bankruptcy Code, then such holder shall receive Cash in an amount necessary to satisfy section 1129(a)(7)(ii).⁵</p>
Anticipated % Dividend to General Unsecured Creditors:	<p>Class 5. 100%⁶</p> <p>Class 7. Estimated to be 54%-56%⁷</p>
Date of Confirmation Hearing:	August 11, 2021
Indicate whether plan has been confirmed:	Yes ⁸

⁵ See Plan § 4.7(a).

⁶ See Disclosure Statement Art.I.B; *see also Declaration of Mark A. Renzi in Support of Confirmation of Third Amended Joint Chapter 11 Plan of CBL & Associates Properties, Inc. and its Affiliated Debtors* [Docket No. 1377] (the "Renzi Declaration").

⁷ See Disclosure Statement Art.I.B; *see also Renzi Declaration*.

⁸ Docket No. 1397.

ALIXPARTNERS, LLP

**SUMMARY OF FEE STATEMENTS
DURING THE THIRD INTERIM PERIOD
MAY 1, 2021 THROUGH JULY 31, 2021**

Date Served	Period Covered	Requested		Paid		Amount Outstanding
		Fees	Expenses	Fees	Expenses	
6/30/2021	05/01/2021 - 05/31/2021	\$295,691.00	\$2,000.00	\$236,552.80	\$2,000.00	\$59,138.20
7/19/2021	06/01/2021 - 06/30/2021	\$151,066.00	\$198.43	\$120,852.80	\$198.43	\$30,213.20
8/16/2021	07/01/2021 - 07/31/2021	\$104,246.00	\$9,000.00			\$113,246.00
Total		\$551,003.00	\$11,198.43	\$357,405.60	\$2,198.43	\$202,597.40

ALIXPARTNERS, LLP

**SUMMARY OF HOURS AND FEES BY PROFESSIONAL
DURING THE THIRD INTERIM PERIOD
MAY 1, 2021 THROUGH JULY 31, 2021**

Professional	Title	Rate	Total Hours During Third Interim Period	Total Fees During Third Interim Period
James A Mesterharm	Managing Director	\$1,295	9.9	\$ 12,820.50
David MacGreevey	Managing Director	\$1,185	49.9	59,131.50
John Dischner	Managing Director	\$1,125	36.2	40,725.00
Marc J Brown	Managing Director	\$1,125	1.7	1,912.50
Robb C McWilliams	Managing Director	\$1,055	7.3	7,701.50
Tarig Kozouz	Director	\$935	17.7	16,549.50
Terrence F Grossman	Director	\$935	69.8	65,263.00
Elizabeth S Kardos	Director	\$735	0.7	514.50
Matt D Gates	Senior Vice President	\$755	156.3	118,006.50
Jim Swindell	Senior Vice President	\$755	47.8	36,089.00
Jyoji Morimoto	Senior Vice President	\$665	4.3	2,859.50
Tim M Barrett	Senior Vice President	\$480	0.5	240.00
Heather Saydah	Senior Vice President	\$480	4.4	2,112.00
Nick W Glennon	Vice President	\$625	120.7	75,437.50
Dave Webster	Vice President	\$530	49.0	25,970.00
Joy N Ibanga	Vice President	\$530	78.3	41,499.00
Thomas G Prince	Vice President	\$530	24.2	12,826.00
Katie Glasscock	Vice President	\$485	1.2	582.00
Jeremy Huisenga	Vice President	\$485	1.0	485.00
Tammy Brewer	Vice President	\$465	17.6	8,184.00
Brooke F Filler	Vice President	\$460	0.6	276.00
Lisa Marie Bonito	Associate	\$465	13.2	6,138.00
Andrew Gettler	Associate	\$375	8.1	3,037.50
Clarice Shen	Consultant	\$470	26.9	12,643.00
Total Fees and Hours for Professionals			747.3	\$ 551,003.00

Average Billing Rate**\$737.33**

ALIXPARTNERS, LLP

**SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
DURING THE THIRD INTERIM PERIOD
MAY 1, 2021 THROUGH JULY 31, 2021**

Matter Code		Total Hours During Period	Total Fees During Period
101	Planning, Coordination and Case Management	16.5	\$ 15,202.00
102	Meetings and Communication with UCC & Professionals	138.5	114,550.50
103	Meetings and Communication with Company & Professionals	46.0	35,848.00
106	Analysis of Liquidity and Cash Management	36.9	28,919.00
107	Sales of Business & Assets	39.8	31,356.50
109	Business and Strategic Plan Analysis	149.1	100,417.50
110	Valuation and Solvency Analysis	20.8	18,568.00
112	Financial and Other Diligence	58.6	43,905.00
113	Litigation Support	1.0	863.00
114	Claims and Recovery Analysis	109.1	74,514.50
115	RSA, Disclosure Statement & Plan of Reorganization	49.1	42,001.00
116	Attend Court Hearings	9.8	7,826.50
117	Retention Applications & Relationship Disclosure	12.3	5,323.50
118	Fee Applications	59.8	31,708.00
Total Hours and Professional Fees by Matter Category		747.3	\$ 551,003.00

Average Billing Rate \$737.33

ALIXPARTNERS, LLP

**SUMMARY OF EXPENSES
DURING THE THIRD INTERIM PERIOD
MAY 1, 2021 THROUGH JULY 31, 2021**

Expense Category	Total Expenses During Period
Client Research	\$ 11,198.43
Total Expenses	\$ 11,198.43

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CBL & ASSOCIATES PROPERTIES, INC., *et al.*,⁹

Debtors.

Chapter 11

Case No. 20-35226 (DRJ)

(Jointly Administered)

**THIRD INTERIM FEE APPLICATION OF ALIXPARTNERS, LLP,
FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE PERIOD MAY 1, 2021 THROUGH JULY 31, 2021**

This Application seeks an order that may adversely affect you. If you oppose the application, you should immediately contact the moving party to resolve the dispute. If you and the moving party cannot agree, you must file a response and send a copy to the moving party. You must file and serve your response within 21 days of the date this was served on you. Your response must state why the application should not be granted. If you do not file a timely response, the relief may be granted without further notice to you. If you oppose the application and have not reached an agreement, you must attend the hearing. Unless the parties agree otherwise, the court may consider evidence at the hearing and may decide the application at the hearing.

Represented parties should act through their attorney.

⁹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/CBLProperties>. The Debtors' service address for the purposes of these chapter 11 cases is 2030 Hamilton Place Blvd., Suite 500, Chattanooga, Tennessee 37421.

AlixPartners, LLP ("AlixPartners"), as financial advisor to the Official Committee of Unsecured Creditors (the "Committee") of CBL & Associates Properties, Inc. and its affiliates (collectively, the "Debtors"), hereby submits its third interim application (the "Application") for allowance of compensation for professional services rendered and reimbursement of out-of-pocket expenses incurred for the period of May 1, 2021 through July 31, 2021 (the "Third Interim Period"). By this Application, AlixPartners seeks payment of professional fees in the amount of \$551,003.00 and out-of-pocket expenses in the amount of \$11,198.43. AlixPartners respectfully states as follows:

Jurisdiction and Venue

1. The United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "Court") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The basis for relief requested herein are Sections 330 and 331 of Title 11 of the United States Bankruptcy Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of Texas (the "Local Rules"), and *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 350] (the "Interim Compensation Order").

Background

4. On November 1, 2020 and continuing on November 2, 2020 (the "Petition Date"), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned Chapter 11 Cases (the "Chapter 11 Cases") in this Court.

5. No trustee or examiner has been appointed in these Chapter 11 Cases.

6. On November 13, 2020, the Office of the United States Trustee for the Southern District of Texas, Houston Division appointed the Official Committee of Unsecured Creditors (the “Committee”) [Docket No. 204].

Retention of AlixPartners

7. On December 14, 2020, the Committee filed its *Application of the Official Committee of Unsecured Creditors for Entry of an Order Authorizing the Employment and Retention of AlixPartners, LLP as its Financial Advisor Nunc Pro Tunc to November 18, 2020* [Docket No. 323].

8. On January 8, 2021, the Court entered the *Order Authorizing the Official Committee of Unsecured Creditors to Employ and Retain AlixPartners, LLP as its Financial Advisor, Nunc Pro Tunc to November 18, 2020* [Docket No. 766] (the “Retention Order”).

9. The Retention Order approved the terms of AlixPartners’ fee and expense structure set forth in the engagement letter dated November 18, 2020 (the “Engagement Letter”) and authorized AlixPartners to be compensated pursuant to the terms of the Engagement Letter and procedures set forth in the Bankruptcy Rules, Local Rules, the Interim Compensation Order, and any other applicable orders of this Court.

Relief Requested

Monthly Fee Statements During the Third Interim Period

10. AlixPartners’ served three (3) monthly fee statements (the “Monthly Fee Statements”) covering the Third Interim Period. The Monthly Fee Statements have been served pursuant to the Interim Compensation Order. The Monthly Fee Statements covered by this Application contain detailed daily time logs describing the actual professional services rendered and out-of-pocket expenses incurred by AlixPartners during the periods covered by such Third Interim Period as noted below:

Date Served	Period Covered	Requested		Paid		Amount Outstanding
		Fees	Expenses	Fees	Expenses	
6/30/2021	05/01/2021 - 05/31/2021	\$295,691.00	\$2,000.00	\$236,552.80	\$2,000.00	\$59,138.20
7/19/2021	06/01/2021 - 06/30/2021	\$151,066.00	\$198.43	\$120,852.80	\$198.43	\$30,213.20
8/16/2021	07/01/2021 - 07/31/2021	\$104,246.00	\$9,000.00			\$113,246.00
Total		\$551,003.00	\$11,198.43	\$357,405.60	\$2,198.43	\$202,597.40

11. Detailed descriptions of the services rendered during the Third Interim Period were included in the Monthly Fee Statements and are attached as **Exhibit A**. A detailed analysis of the out-of-pocket expenses incurred during the Third Interim Period were included in the Monthly Fee Statements and are attached as **Exhibit B**.

12. AlixPartners is seeking an interim allowance of compensation in the amount of \$551,003.00¹⁰, and reimbursement of out-of-pocket expenses in the amount of \$11,198.43, for a total allowance of \$562,201.43 during the Third Interim Period. AlixPartners received payment in the amount of \$359,604.03, therefore, the amount of \$202,597.40 remains outstanding pending this Application.

Summary of Professional Services Rendered During the Third Interim Period

13. During the course of the Third Interim Period, AlixPartners has advised and assisted the Committee with (i) analysis and interpretation of the Debtors' monthly operating reports, operating performance, weekly cash flows, budget updates, and asset sales, (ii) assessment of the Debtors' business plan projections for reasonableness and feasibility, including through meetings

¹⁰ The total fees requested includes the 20% holdback in the amount of \$59,138.20 pursuant to the Seventh Monthly Fee Statement, the holdback in the amount of \$30,213.20 pursuant to the Eighth Monthly Fee Statement, and the holdback in the amount of \$20,849.20 pursuant to the Ninth Monthly Fee Statement, for a total holdback of \$110,200.60 (the "**Holdback**").

with Company management to discuss various observations and concerns, (iii) analysis of the Debtors' plan, disclosure statement, and the Restructuring Support Agreement (the "RSA"), and their exhibits and ancillary documents, as well as the treatment of creditors thereunder, including but not limited to analyses related to the value of the Debtors at an enterprise and individual asset level, (iv) reviewing and analyzing claims filed against the Debtors and evaluating the expected recovery for the unsecured creditors, (v) reviewing sales processes, proposals for asset sales, asset purchase agreements and related schedules, (vi) participation in weekly discussions with the Debtors' advisors regarding various case developments and Committee feedback, and (vii) coordination, response and information flow to various Committee constituents to ensure all constituents received the information they requested on a timely basis.

14. AlixPartners also performed a detailed analysis on the Debtors' business plan. In our analysis, AlixPartners analyzed the Debtors' projections for feasibility, reviewed the Debtors' historical and current performance at an enterprise and individual asset level, detailed and discussed the key risks of the business plan, held discussions with management regarding our questions, concerns and observations, and analyzed other related materials in detail.

Professional Services By Category During the Third Interim Period

15. AlixPartners classified all services performed for which compensation is sought into separate categories. Summarized below is a description of the services provided by AlixPartners to the Debtors during the Third Interim Period in each significant service area.

16. The following summaries are intended to highlight key services rendered by AlixPartners during the Third Interim Period in certain project billing categories where AlixPartners has expended a considerable number of hours on behalf of the Debtors, and are not meant to be a detailed description of all of the work performed by AlixPartners. Further detail regarding

professional services performed by AlixPartners during the Third Interim Period are as follows:

Matter Code 101: Planning, Coordination and Case Management

16.5 hours - \$15,202.00

Time spent includes engagement scoping, resource planning, and engagement execution strategy.

Matter Code 102: Meetings and Communication with UCC & Professionals

138.5 hours - \$114,550.50

Time spent includes updating the Committee with regard to status of the Chapter 11 Cases, including the preparation of related presentation materials. In addition, this also includes discussion with other professionals representing the Committee.

Matter Code 103: Meetings and Communication with Company & Professionals

46.0 hours - \$35,848.00

Time spent includes meetings and discussions held with Management and Debtors' professionals.

Matter Code 106: Analysis of Liquidity of Cash Management

36.9 hours - \$28,919.00

Time spent includes analyzing and reviewing weekly cash flow statements and their respective variances from budgeted amounts.

Matter Code 107: Sales of Business & Assets

39.8 hours - \$31,356.50

Time spent includes reviewing sales processes, proposals for asset sales, asset purchase agreements and related schedules.

Matter Code 109: Business and Strategic Plan Analysis

149.1 hours - \$100,417.50

Time spent includes analyzing and performing due diligence regarding the Debtors' business plan, and its reasonableness with respect to a successful emergence from Chapter 11.

Matter Code 110: Valuation and Solvency Analysis

20.8 hours - \$18,568.00

Time spent includes research of the operations and financial characteristics of comparable public companies, precedent transactions, cost of capital and other issues relating to standard valuation methodologies.

Matter Code 112: Financial and Other Diligence

58.6 hours - \$43,905.00

Time spent includes researching and documenting relevant information regarding the Debtors' state of affairs from public and non-public sources, including, but not limited to, SEC filings, filings on the electronic court docket, press releases, monthly operating reports, schedules and statements, as well as documents provided in the virtual data room.

Matter Code 113: Litigation Support

1.0 hours - \$863.00

Time spent includes reviewing documents and related motions with regard to adversary proceedings.

Matter Code 114: Claims and Recovery Analysis

109.1 hours - \$74,514.50

Time spent includes reviewing and analyzing claims filed against the Debtors and evaluating the expected recovery for unsecured creditors.

Matter Code 115: RSA, Disclosure Statement and Plan of Reorganization

49.1 hours - \$42,001.00

Time spent includes analyzing, reviewing and providing commentary on the Debtors' proposed plan of reorganization, disclosure statement, and related RSA.

Matter Code 116: Attend Court Hearings

9.8 hours - \$7,826.50

Time spent includes the necessary time that AlixPartners' professionals spent attending Court hearings.

Matter Code 117: Retention Applications and Disclosure Schedules

12.3 hours - \$5,323.50

Time spent includes managing the retention and relationship disclosure processes. Appropriate staffing levels were utilized to minimize the cost associated with these activities.

Matter Code 118: Fee Applications

59.8 hours - \$31,708.00

Time spent includes reasonable and necessary time spent managing the fee application process, including preparing, reviewing fee applications and all required supporting documentation in accordance with requirements of the U.S. Trustee and/or the Court.

17. AlixPartners believes that the fees and expenses requested are reasonable, and all amounts requested are for actual and necessary services rendered on behalf of the Committee.

18. AlixPartners has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases. No promises have been received by AlixPartners or any member thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code.

Certification

19. A Certification of David MacGreevey is attached hereto as **Exhibit C** and made part of this Application.

No Prior Request

20. No prior application for the relief requested herein has been made to this or any other Court.

Notice

21. Notice of the Application has been or will be provided to those parties entitled to receive notice hereof in accordance with any applicable order of this Court.

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Conclusion

WHEREFORE, AlixPartners, as financial advisor to the Committee, respectfully requests that the Court enter an order, in the form attached hereto, providing that: (i) an interim allowance be awarded to AlixPartners for the Third Interim Period in the amount of \$551,003.00 (including the Holdback in the amount of \$110,200.60) as compensation for professional services rendered, and reimbursement for out-of-pocket expenses incurred in the amount of \$11,198.43; (ii) the Debtors be authorized and directed to pay AlixPartners the outstanding amount of \$202,597.40; and (iii) for such other and further relief as this Court deems proper.

Dated: September 14, 2021

ALIXPARTNERS, LLP
909 Third Avenue, 28th Floor
New York, New York 10022

A handwritten signature in blue ink, appearing to read 'D MacGreevey', with a horizontal line extending to the right.

By: David MacGreevey
Managing Director

CERTIFICATE OF SERVICE

I certify that on September 14, 2021, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas. Additionally, pursuant to the Interim Compensation Order, a copy of the foregoing document has been served upon:

- (i) the Debtors c/o CBL & Associates Properties, Inc., Attn.: Jeff Curry, Esq. (jeff.curry@cblproperties.com);
- (ii) counsel to the Debtors, Weil Gotshal & Manges LLP, Attn.: Ray C. Schrock, P.C., Alfredo R. Perez, Esq. and Garrett A. Fail, Esq. (ray.schrock@weil.com, alfredo.perez@weil.com, and garrett.fail@weil.com);
- (iii) Office of the U.S. Trustee for the Southern District of Texas, Attn.: Hector Duran and Stephen Statham (hector.duran.jr@usdoj.gov; and stephen.statham@usdoj.gov);
- (iv) counsel for the Ad Hoc Bondholder Group, Akin Gump Strauss Hauer & Feld LLP, Attn: Michael Stamer, Esq., Meredith Lahaie, Esq. and Kevin Zuzolo, Esq. (mstamer@akin.com, mlaiaie@akin.com, and kzuzolo@akin.com); and
- (v) counsel for Wells Fargo Bank, National Association, Jones Day LLP, Attn: David Paulson, Esq., Brett Barragate, Esq. and Benjamin Rosenblum, Esq., (dipaulson@jonesday.com, bpbarragate@jonesday.com, and brosenblum@jonesday.com).

/s/ Charles R. Gibbs
Charles R. Gibbs