

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

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In re:

CBL & ASSOCIATES  
PROPERTIES, INC., et al,

Debtors.<sup>1</sup>

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)  
) Chapter 11  
)  
) Case No. 20-35226 (DRJ)  
)  
) (Jointly Administered)  
)  
)

**ORDER APPROVING EMPLOYMENT OF HUSCH BLACKWELL LLP AS  
SPECIAL COUNSEL PURSUANT TO SECTION 327(e) OF THE BANKRUPTCY CODE**

This matter came on for consideration, the Debtors' Motion for Authority to Employ Husch Blackwell LLP as Special Counsel Pursuant to 11 U.S.C. § 327(e) of the Bankruptcy Code (the "Motion"). The Court, having considered the Motion, any responses thereto, and any argument of counsel, is of the opinion that the Motion should be APPROVED. It is, therefore,

ORDERED that the employment of Husch Blackwell LLP, as claims counsel as further described in the Motion for the Debtors is hereby, approved as modified by this Order. It is further

ORDERED that Husch Blackwell LLP shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with Husch Blackwell LLP's work on Debtor's claims administration in the Debtors' chapter 11 cases as described in the Motion in compliance with sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and other applicable procedures and orders of the Court. For billing purposes, Husch Blackwell LLP shall keep its time in one

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<sup>1</sup> A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' proposed 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.

tenth (1/10) hour increments and intends to make a reasonable effort to comply with the requests from United States Trustee for the Southern District of Texas (the "U.S. Trustee") for information and additional disclosures. It is further

ORDERED that notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, Husch Blackwell LLP shall not be entitled to reimbursement for fees and expenses in connection with the defense any objection to its fees, without further order of the Court. It is further

ORDERED that Husch Blackwell LLP shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Husch Blackwell LLP to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules. It is further

ORDERED that Husch Blackwell LLP shall provide ten-business-days' notice to the Debtors and the U.S. Trustee before any increases in the rates set forth in the Application or the Engagement Letter are implemented and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code. It is further

ORDERED that Husch Blackwell LLP shall use its reasonable efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases. It is further

ORDERED that Husch Blackwell LLP will review its files periodically during the pendency of these 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, Husch Blackwell LLP, will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by FED. R. BANKR. P. 2014(a). It is further

ORDERED that to the extent the Application, Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern. It is further

ORDERED that notwithstanding the Application, Declaration, or Engagement Letter, to the extent the Debtors wish to expand the scope of Husch Blackwell LLP's services beyond those services set forth in the Application, Declarations or Engagement Letter, the Debtors shall be required to seek further approval from this Court. It is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

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Submitted by:

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*Proposed Counsel for Debtors*