

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

---

In re:

CBL & ASSOCIATES  
PROPERTIES, INC., et al,

Debtors.<sup>1</sup>

---

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

**DECLARATION IN SUPPORT OF EMPLOYMENT OF  
HUSCH BLACKWELL LLP AS PROFESSIONAL  
UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

---

I, Ronald I. Feldman, declare that the following is true to the best of my knowledge, information and belief:

1. I am a partner of the law firm of Husch Blackwell LLP, located at 736 Georgia Avenue, Suite 300, Chattanooga, TN 37402 (the “**Firm**”), which has been employed by the debtors and debtors in possession in the above-captioned cases (collectively, the “**Debtors**”) in the ordinary course of the Debtors’ business. The Debtors wish to retain the Firm to continue providing ordinary course services during these chapter 11 cases, and the Firm has agreed to provide such services. This Declaration is submitted in compliance with the *Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Effective as of the Petition Date* [ECF No. 328].

2. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the

---

<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.

Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties-in-interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these chapter 11 cases for persons that are parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys, or their accountants that would be adverse to the Debtors or their estates; except as set forth in this Declaration.

4. The Debtors have requested that the Firm provide general corporate, securities, real estate, real estate finance, leasing, landlord-tenant and bankruptcy services (principally as creditors/landlords in tenant/vendor bankruptcies) to the Debtors, and the Firm has agreed to provide such services. The Firm has not been engaged to be general bankruptcy counsel in this bankruptcy case. The Firm's rates are subject to annual increases effective January 1 of each year and have been negotiated and agreed to by the Debtors for calendar year 2021.

5. The Firm provided such services to the Debtors prior to the commencement of these chapter 11 cases.

6. As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

7. In the ordinary course of its business, the Firm maintains a database for purposes of performing a “conflicts check.” The Firm’s database contains information regarding the Firm’s present and past representations. Pursuant to FED. R. BANKR. P. 2014(a), I obtained a list of the persons for purposes of searching the aforementioned database and determining the connection(s) which the Firm has with such entities. The Firm searched the following lists:

- A. All of the Debtors, subsidiaries and affiliates as identified on Exhibit A-1;
- B. The Debtors’ Officers and Directors as identified on Exhibit A-2;
- C. The Debtors’ Equity Security Holders holding a 1% or greater interest as identified on Exhibit A-3;
- D. The Secured Lenders as identified on Exhibit A-4;
- E. The Top 30 unsecured creditors as identified on Exhibit A-5;
- F. Bankruptcy Judges for Southern District of Texas as identified on Exhibit A-6;
- G. Lawyers and staff of the Office of the United States Trustee as identified on Exhibit A-7;

8. The Firm’s search of the database identified the following connections:

- A. The Firm represents the following creditors or parties in interest in matters unrelated to its work for the Debtors:

Associated Bank, NA
Cadence Bank
Citigroup Commercial Mortgage Securities Inc.
Citizens Bank, N.A.
Deutsche Bank Trust Company Americas
ERMC, LLC

Goldman Sachs
Iberia Bank
JP Morgan Chase Bank, National Association
KeyBank National Association
New York Life Insurance Company
PNC Bank, National Association
Regions Bank
Schindler Elevator Corporation
SecurAmerica, LLC
Subway Restaurants, Inc.
Truist Bank
US Bank, N.A.
Wells Fargo Bank, NA
Western Specialty Contractors

- B. The Firm represents Charles Lebovitz, various companies owned by Mr. Lebovitz, and members of his family with respect to those companies: CBL & Associates, Inc. (non-debtor, private company), CBL Peripheral Properties, L.P., Snowmass Ventures, LLC, BAMS Enterprises, and BDBC, LLC.
- C. The Firm represents Charles Lebovitz, Stephen Lebovitz, Michael Lebovitz, Alan Lebovitz and Beth Lebovitz with respect to tax and estate planning matters.
- D. The Firm represents Farzana Khaleel, CFO of the Debtors on estate planning matters.
- E. The Firm previously represented certain members of the Board: Charles Lebovitz, Stephen Lebovitz, A. Larry Chapman, Matthew S. Dominski, John D. Griffith, Richard J. Lieb and Kathleen M. Nelson in their capacity as board members as co-defendants with the Debtors in a shareholder derivative action styled *Henry Shebitz v. CBL & Associates Properties, Inc.*, et. al, in Hamilton County, Tennessee which matter concluded in 2017.

F. Randall Rios, a partner in the Firm's Houston office, was previously a partner in a law firm in which Judge Jones was a partner prior to Judge Jones taking the bench. That association ended more than 16 years ago.

9. Neither I nor any principal, partner, director, or officer of, or professional employed by, the Firm, has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

10. Neither I nor any principal, partner, director or officer of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

11. The Debtors owe the Firm \$205,469.28 for fees and expenses incurred prior to and unpaid ("***Outstanding Prepetition Fees and Expenses***") as of the date these chapter 11 cases were commenced (the "***Petition Date***"), the payment of which is subject to the limitations contained in the Bankruptcy Code. The Firm understands that if it is a law firm it must file a proof of claim for such fees and expenses unless the amount thereof is properly listed in the Debtors' schedules of liabilities and is not designated therein as contingent, unliquidated or disputed. If the Firm is not a law firm, then the Firm may be required to waive its Outstanding Prepetition Fees and Expenses unless the consent of the Office of the United States Trustee is granted or the Court otherwise rules that such Firm need not waive its Outstanding Prepetition Fees and Expenses.

12. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of such inquiries, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

**SIGNATURE PAGE FOR  
DECLARATION IN SUPPORT OF EMPLOYMENT OF  
HUSCH BLACKWELL LLP AS PROFESSIONAL  
UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

---

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: Dec. 24, 2020

Ronald I. Feldman

RONALD I. FELDMAN

Partner

HUSCH BLACKWELL LLP  
736 Georgia Avenue, Suite 300  
Chattanooga, TN 37402  
Office: 423.266.550  
Fax: 423.266.5499  
[ron.feldman@huschblackwell.com](mailto:ron.feldman@huschblackwell.com)

**Debtors**

**Lead Debtor**

CBL & Associates Properties, Inc.

**Related Debtors**

Akron Mall Land, LLC  
Alamance Crossing II, LLC  
Alamance Crossing, LLC  
APWM, LLC  
Arbor Place Limited Partnership  
Asheville, LLC  
Brookfield Square Joint Venture  
Brookfield Square Parcel, LLC  
CBL & Associates Limited Partnership  
CBL & Associates Management, Inc.  
CBL Eagle Point Member, LLC  
CBL Holdings I, Inc.  
CBL Holdings II, Inc.  
CBL HP Hotel Member, LLC  
CBL RM-Waco, LLC  
CBL SM-Brownsville, LLC  
CBL Statesboro Member, LLC  
CBL Walden Park, LLC  
CBL/Brookfield I, LLC  
CBL/Brookfield II, LLC  
CBL/Cherryvale I, LLC  
CBL/Citadel I, LLC  
CBL/Citadel II, LLC  
CBL/EastGate I, LLC  
CBL/EastGate II, LLC  
CBL/EastGate Mall, LLC  
CBL/Fayette I, LLC  
CBL/Fayette II, LLC  
CBL/GP Cary, Inc.  
CBL/GP II, Inc.  
CBL/GP V, Inc.  
CBL/GP VI, Inc.  
CBL/GP, Inc.  
CBL/Gulf Coast, LLC  
CBL/Imperial Valley GP, LLC  
CBL/J I, LLC  
CBL/J II, LLC  
CBL/Kirkwood Mall LLC  
CBL/Madison I, LLC  
CBL/Monroeville Expansion I, LLC  
CBL/Monroeville Expansion II, LLC

**Debtors**

CBL/Monroeville Expansion III, LLC  
CBL/Monroeville Expansion Partner, L.P.  
CBL/Monroeville Expansion, L.P.  
CBL/Monroeville I, LLC  
CBL/Monroeville II, LLC  
CBL/Monroeville III, LLC  
CBL/Monroeville Partner, L.P.  
CBL/Monroeville, L.P.  
CBL/Nashua Limited Partnership  
CBL/Old Hickory I, LLC  
CBL/Old Hickory II, LLC  
CBL/Parkdale Crossing GP, LLC  
CBL/Parkdale Crossing, L.P.  
CBL/Parkdale Mall GP, LLC  
CBL/Parkdale, LLC  
CBL/Penn Investments, LLC  
CBL/Richland G.P., LLC  
CBL/Sunrise Commons GP, LLC  
CBL/Sunrise Commons, L.P.  
CBL/Sunrise GP, LLC  
CBL/Sunrise Land, LLC  
CBL/Sunrise XS Land, L.P.  
CBL/Westmoreland I, LLC  
CBL/Westmoreland II, LLC  
CBL/Westmoreland, L.P.  
CBL-840 GC, LLC  
Charleston Joint Venture  
CherryVale Mall, LLC  
Coolsprings Crossing Limited Partnership  
Cross Creek Anchor S GP, LLC  
Cross Creek Anchor S, LP  
CW Joint Venture, LLC  
Dakota Square Mall CMBS, LLC  
Development Options, Inc.  
D'Iberville CBL Land, LLC  
Dunite Acquisitions, LLC  
East Towne Parcel I, LLC  
EastGate Anchor S, LLC  
EastGate Company  
Eastland Anchor M, LLC  
Eastland Holding I, LLC  
Eastland Holding II, LLC  
Eastland Mall, LLC  
Eastland Member, LLC

**Debtors**

Fayette Middle Anchor, LLC  
Fayette Plaza CMBS, LLC  
Frontier Mall Associates Limited Partnership  
GCTC Peripheral IV, LLC  
Gunbarrel Commons, LLC  
Hamilton Place Anchor S, LLC  
Hammock Landing/West Melbourne, LLC  
Hanes Mall Parcels, LLC  
Harford Mall Business Trust  
Henderson Square Limited Partnership  
Hickory Point Outparcels, LLC  
Hixson Mall, LLC  
Imperial Valley Commons, L.P.  
Imperial Valley Commons, L.P.  
Imperial Valley Mall II, L.P.  
Imperial Valley Mall, L.P.  
Imperial Valley Peripheral L.P.  
IV Commons, LLC  
IV Outparcels, LLC  
Jefferson Anchor M, LLC  
Jefferson Anchor S, LLC  
Jefferson Mall Company II, LLC  
JG Gulf Coast Town Center LLC  
JG Winston-Salem, LLC  
Kirkwood Mall Acquisition LLC  
Kirkwood Mall Mezz LLC  
Laurel Park Retail Holding LLC  
Laurel Park Retail Properties LLC  
Layton Hills Mall CMBS, LLC  
Lexington Joint Venture  
LHM-Utah, LLC  
Madison Joint Venture, LLC  
Madison/East Towne, LLC  
Madison/West Towne, LLC  
Mall del Norte, LLC  
Mayfaire GP, LLC  
Mayfaire Town Center, LP  
MDN/Laredo GP, LLC  
Meridian Mall Limited Partnership  
Mid Rivers Land LLC  
Mid Rivers Mall CMBS, LLC  
Monroeville Anchor Limited Partnership  
Montgomery Partners, L.P.  
Mortgage Holdings, LLC

**Debtors**

Multi-GP Holdings, LLC  
North Charleston Joint Venture II, LLC  
Northgate SAC, LLC  
Northpark Mall/Joplin, LLC  
Old Hickory Mall Venture  
Old Hickory Mall Venture II, LLC  
Parkdale Anchor M, LLC  
Parkdale Crossing Limited Partnership  
Parkdale Mall Associates, L.P.  
Parkdale Mall, LLC  
Parkway Place Limited Partnership  
Parkway Place SPE, LLC  
Pearland Ground, LLC  
Pearland Town Center GP, LLC  
Pearland Town Center Limited Partnership  
Pearland-OP Parcel 8, LLC  
POM-College Station, LLC  
Port Orange Holdings II, LLC  
Seacoast Shopping Center Limited Partnership  
Shoppes at St. Clair CMBS, LLC  
South County Shoppingtown LLC  
Southaven Town Center, LLC  
Southaven Towne Center II, LLC  
SouthPark Mall, LLC  
SouthPark Mall-DSG, LLC  
St. Clair Square GP I, LLC  
St. Clair Square Limited Partnership  
St. Clair Square SPE, LLC  
Stroud Mall, LLC  
Tenn-GP Holdings, LLC  
The Courtyard at Hickory Hollow Limited Partnership  
The Landing at Arbor Place II, LLC  
The Pavilion at Port Orange, LLC  
TN-Land Parcels, LLC  
Turtle Creek Limited Partnership  
TX-Land Parcels, LLC  
Valley View Mall SPE, LLC  
Volusia Mall GP, Inc.  
Volusia Mall Limited Partnership  
Volusia SAC, LLC  
Volusia-OP Peripheral, LLC  
West Towne District, LLC  
Westgate Crossing Limited Partnership  
WestGate Mall II, LLC

**Debtors**

WestGate Mall Limited Partnership  
WI-Land Parcels, LLC  
York Galleria Limited Partnership

**Board Members**

Charles B. Lebovitz  
Stephen D. Lebovitz  
A. Larry Chapman  
Matthew S. Dominski  
John D. Griffith  
Richard J. Lieb  
Kathleen M. Nelson  
Carolyn B. Tiffany  
Scott D. Vogel

**C-Level Executives and Corporate Officers**

Charles B. Lebovitz	Chairman of the Board
Stephen D. Lebovitz	Chief Executive Officer
Jeffery V. Curry	Chief Legal Officer and Secretary
Michael C. Harrison, Jr.	Executive VP-Operations
Farzana Khaleel	Executive VP-Chief Financial Officer
Alan L. Lebovitz	Executive VP-Management
Michael I. Lebovitz	President
Katie Reinsmidt	Executive VP-Chief Investment Officer

Charles B. Lebowitz  
Exeter Capital Investors, L.P.  
Charles Schwab Investment Management, Inc.

Associated Bank, NA  
Bank of America, NA  
Cadence Bank  
Capital One, National Association  
CF Bank, National Association  
Citigroup Commercial Mortgage Securities Inc.  
Citizens Bank, N.A.  
CW Capital Asset Management  
Deutsche Bank AG New York Branch  
Deutsche Bank National Trust Company  
Deutsche Bank Trust Company Americas  
Deutsche Mortgage & Asset Receiving Corporation  
First Carolina Bank  
First Horizon Bank National Association  
First Tennessee Bank, N.A.  
Goldman Sachs  
Goldman Sachs Commercial Mortgage Capital, LP  
Goldman Sachs Mortgage Company  
GS Mortgage Securities Corporation II  
Hancock Whitney Bank  
Hanover Street Capital  
Iberia Bank  
J.P. Morgan Chase Commercial Mortgage Securities Corp.  
JP Morgan Chase Bank (CMBS)  
JP Morgan Chase Bank, National Association  
Key Bank National Association (CMBS)  
KeyBank National Association  
LNR Partners  
Metropolitan Life Insurance Company  
MidFirst Bank  
Midland Loan Services  
New York Life Insurance Company  
PNC Bank, National Association  
Regions Bank (CMBS)  
Rialto Capital Advisors  
Simmons Bank  
Starwood Mortgage Capital, LLC  
Synovus Bank  
TD Bank, N.A.  
Teachers Insurance & Annuity Association of America  
Torchlight Investors  
Truist Bank  
Truist Central Pennsylvania  
Trustmark National Bank  
U.S. Bank, National Association

UNUM Life Insurance Company of America

US Bank, N.A.

Wells Commercial Mortgage Trust 2016-C37

Wells Fargo Bank, National Association

Wells Fargo Commercial Mortgage Securities Inc.

Wells Fargo Commercial Mortgage Servicing

West Suburban Bank

Wilmington Trust, National Association

Delaware Trust Company as Indenture Trustee  
Husch Blackwell LLP  
CCI Construction of SC Inc.  
ERMC LLC  
Recycling & Waste Solutions LLC  
SecurAmerica LLC  
Charleston County  
Subway Real Estate LLC  
Miller-McCoy, Inc.  
Jones Lang LaSalle Brokerage Inc.  
Boen Plumbing Inc.  
KONE Inc.  
Western Specialty Contractors  
Piedmont Property Services, Inc.  
Palmetto Door Controls & Glass LLC  
Brite Ideas Contracting, LLC  
Trane U.S. Inc.  
Champions Real Estate Group LLC  
Trimmers Holiday Décor  
Foxhill Construction LLC  
Florida Bulb & Ballast Inc.  
Schindler Elevator Corporation  
A & H Mechanical Contracting, Inc.  
SoCo Services, LLC  
AFL Network Services Inc.  
DCO Construction LLC  
The Wilbert Group  
JennMack Group LLC  
Gettle Incorporated  
Nauman Mechanical Inc.

Chief Judge David R. Jones, Southern District Texas  
Judge Marvin Isgur, Southern District Texas  
Judge Christopher M. Lopez, Southern District Texas  
Judge Jeffrey P. Norman, Southern District Texas  
Judge Eduardo V. Rodriguez, Southern District Texas

**Office of the United States Trustee - Lawyers and Staff**

**Southern District of Texas**

Henry G. Hobbs, Jr.	(U.S. Trustee)
Alicia McCullar	(Trial Attorney)
Barbara Griffin	(Bankruptcy Analyst)
Christy Simmons	(Bankruptcy Analyst)
Clarissa Waxton	(Bankruptcy Analyst)
Glenn Otto	(Bankruptcy Analyst)
Gwen Smith	(Legal Assistant (Bankruptcy/OA))
Hector Duran	(Trial Attorney)
Jacqueline Boykin	(Legal Data Technician)
Jana Whitworth	(Trial Attorney)
Jayson B. Ruff	(Trial Attorney)
Linda Motton	(Paralegal Specialist)
Luci Johnson-Davis	(Paralegal Specialist)
Patricia Schmidt	(Legal Assistant (Bankruptcy/OA))
Stephen Statham	(Trial Attorney)