

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)**

In re:

Chapter 11

CREATIVE HAIRDRESSERS,
INC., *et al.*¹

Case No. 20-14583, 20-14584-TJC

(Jointly Administered)

Debtors.

**SECOND AMENDED APPLICATION FOR AN ORDER APPOINTING
BARCLAY DAMON LLP, AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

The Official Committee of Unsecured Creditors (the “Committee”) of Creative Hairdressers, Inc. and Ratner Companies, L.C. (the “Debtors”) in the above captioned chapter 11 cases (the “Chapter 11 Cases”), respectfully submits this application (the “Application”) for the entry of an order, substantially in the form of the proposed order attached hereto as ***Exhibit A***, authorizing the retention of Barclay Damon LLP (“Barclay Damon”) as counsel to the Committee pursuant to Sections 328(a) and 1103(a) of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). In support of the Application, the Committee submits the Attorney’s Declaration of Keith N. Costa, Esq. attached hereto as ***Exhibit B*** (the “Costa Declaration”).

JURISDICTION

1. 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 before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ The debtors in these chapter 11 cases are: (i) Creative Hairdressers, Inc. d/b/a Hair Cuttery, Bubbles, and Cielo, and (ii) Ratner Companies, L.C.

2. The predicates for the relief requested herein are section 328(a) of the Bankruptcy Code and Rule 2014(a) of the Bankruptcy Rules.

BACKGROUND

3. On April 23, 2020 (the “Petition Date”), the Debtors commenced these Chapter 11 Cases by filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

4. Upon information and belief, the Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. Additional information regarding the Debtors’ businesses and the events leading up to the Petition Date can be found in the *Declaration of Phil Horvath in Support of Debtors’ First Day Motions* (the “Horvath Declaration”) [Docket No. 6].

6. On May 1, 2020, the United States Trustee for the District of Maryland (the “U.S. Trustee”) formed the Committee in the Chapter 11 Cases [Docket No. 128], appointing the following parties as members of the Committee: Regency Centers, L.P., SITE Centers Corp., LaDove, Inc., J Global Printing d/b/a More Vang, and Nicole Olson.

7. On January 31, 2022, the Committee selected Barclay Damon LLP (“Barclay Damon”) as its proposed counsel, subject to the Court’s approval.

RELIEF REQUESTED

8. By this Application, the Committee seeks entry of an order authorizing and approving the employment of Barclay Damon as its counsel to perform services relating to these Chapter 11 Cases.

BASIS FOR RELIEF REQUESTED

9. Bankruptcy Code section 328(a) empowers a creditors' committee appointed under section 1102 of the Bankruptcy Code, with the Court's approval, to employ professionals under section 1103 of the Bankruptcy Code pursuant to any reasonable terms of employment, including a retainer, on an hourly basis, or on a contingent fee basis.

10. Bankruptcy Code section 1103(b) provides that an attorney retained by a committee may not, while employed by such committee, represent any other entity having an adverse interest in connection with the case. Section 1103(b) further specifies that representation of one or more individual creditors will not per se be an adverse interest.

11. Barclay Damon has advised the Committee that, except as disclosed in the Costa Declaration, Barclay Damon does not have or represent any other entity having an adverse interest in connection with the Chapter 11 Cases and does not have any connections with the U.S. Trustee, any person employed by the Office of the U.S. Trustee, or the Bankruptcy Judge to whom the Chapter 11 Cases are assigned.

12. It is necessary to employ counsel to provide bankruptcy-related services and advice to the Committee in connection with the Chapter 11 Cases. Barclay Damon has specialized knowledge in the areas of bankruptcy law, financial matters, and business restructuring. The Committee believes that Barclay Damon is well-qualified to represent it in this proceeding and that such retention would be in the best interests of creditors.

13. The purposes for which the retention of Barclay Damon is necessary are as follows:

- a. advising the Committee with respect to its rights, duties, and powers in the Chapter 11 Cases;
- b. assisting and advising the Committee in its consultations with the Debtors, secured lenders of the Debtors, U.S. Trustee, or any other party in interest relative to the administration of the Chapter 11 Cases;

- c assisting the Committee in its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors and Debtors' business operations;
- d assisting the Committee in its investigation of the validity of the liens and claims that make up the Debtors' pre-petition debt, and the pursuit of any claims or causes of action revealed by such investigation;
- e assisting the Committee in its analysis of and negotiations with, the Debtors or any third-party concerning matters related to, among other things, the assumption or rejection of executory contracts and leases and real or personal property, disposition of the Debtors' assets, financing or other transactions of the Debtors;
- f assisting the Committee with its analysis of and negotiations with the Debtors, or any third party concerning the terms, implementation, or solicitation of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;
- g assisting and advising the Committee as to its communications to unsecured creditors regarding significant matters in the Chapter 11 Cases;
- h representing the Committee at hearings and other proceedings in the Chapter 11 cases;
- i reviewing and analyzing applications, orders, statements of operations, and schedules filed with the court and advise the Committees as to their propriety;
- j preparing, on behalf of the Committee, all necessary pleadings, including without limitation, applications, motions, orders, reports, complaints, answer and other pleadings and documents, or comments in connection with any of the foregoing as may be necessary in furtherance of the Committee's interests and objectives in these Chapter 11 Cases; and
- k performing all other pertinent and required legal services as may be necessary or are otherwise deemed to be in the interests of the Committee in accordance with the provisions of the Bankruptcy Code, Bankruptcy Rules, or other applicable law.

14. Barclay Damon has indicated its willingness to act on the Committee's behalf and to be compensated in accordance with the Bankruptcy Code, the Bankruptcy Rules, and applicable orders of this Court entered in these Chapter 11 Cases.

15. During the course of representing the Committee as set forth herein, the services of Barclay Damon may be necessary for other duties not enumerated herein and not known at this time. In the event the services of Barclay Damon are required for unusual or extraordinary matters

beyond the scope or intent of this Application, the Committee will make an additional application for such authorization.

LOCAL RULE 9013-2 STATEMENT

16. Pursuant to Local Rule 9013-2, the Committee states that no additional memorandum will be filed in support of this Application and the Committee will rely solely on this Application.

WHEREFORE the Committee respectfully requests that this Court enter an order appointing the law firm of Barclay Damon LLP as counsel for the Committee herein upon qualification.

Dated: June 14, 2022

Respectfully submitted,

**The Official Committee of Unsecured
Creditors for Creative Hairdressers, Inc.
and Ratner Companies, L.C.**

DocuSigned by:

Ernst Bell

By: _____

Ernst A. Bell, the Vice President and General
Counsel of Regency Centers, L.P., as
Committee Chair

/s/ Jonathan H. Todt

Jonathan H. Todt (#07166)
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*Counsel for the Official Committee of Unsecured
Creditors*

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on June 14, 2022, I reviewed the Court's CM/ECF system and it reports that an electronic copy of the *foregoing* will be served electronically by the Court's CM/ECF system on the following:

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/s/ Jonathan H. Todt

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)**

In re:

Chapter 11

CREATIVE HAIRDRESSERS,
INC., *et al.*¹

Case No. 20-14583, 20-14584-TJC

(Jointly Administered)

Debtors.

**ORDER APPOINTING BARCLAY DAMON LLP, AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon the Application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) in the above captioned bankruptcy cases (the “Chapter 11 Cases”) for entry of an order pursuant to 11 U.S.C. 328(a), authorizing the appointment of Barclay Damon LLP (“Barclay Damon”) as counsel for the Committee in the Chapter 11 Cases; and upon the Attorney’s Declaration of Keith N. Costa, Esq. dated June 14, 2022; and the Court finding that:

(i) it has jurisdiction over the matters raised in the Application

¹ The debtors in these chapter 11 cases are: (i) Creative Hairdressers, Inc. d/b/a Hair Cuttery, Bubbles, and Cielo, and (ii) Ratner Companies, L.C.

pursuant to 28 U.S.C. 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. 157(b)(2); and (iii) the relief requested in the Application is in the best interest of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation and cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED in its entirety.
2. The Committee herein be and hereby is authorized to employ Barclay Damon LLP, attorneys at law, to represent it for the purposes of these proceedings under Chapter 11 of the Bankruptcy Code under the terms set forth in the Application.
3. The compensation of Barclay Damon for services rendered to and reimbursement of expenses incurred on behalf of said Committee shall be fixed by this Court after due deliberation based upon contemporaneous time records and hearing pursuant to the rules of this Court and paid as an administrative expense of the Debtors' estates.
4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this order.

cc: All counsel of record

- END OF ORDER -

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)**

In re:

Chapter 11

CREATIVE HAIRDRESSERS,
INC., *et al.*¹

Case No. 20-14583, 20-14584-TJC

(Jointly Administered)

Debtors.

**ATTORNEY'S DECLARATION OF KEITH N. COSTA, ESQ. IN SUPPORT
OF THE SECOND AMENDED APPLICATION FOR AN ORDER
APPOINTING BARCLAY DAMON LLP, AS COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS**

KEITH N. COSTA, pursuant to 28 U.S.C. § 1746, declares under penalty of perjury:

1. I am a partner with the law firm of Barclay Damon LLP ("Barclay Damon"). Barclay Damon has offices in New Haven, CT and New York, NY, among other places. I am admitted to practice law in the State of New York and the District of Columbia. I was admitted to practice law *pro hac vice* in the above captioned cases by Order of the Court entered May 12, 2020 [Docket No. 232].

2. I submit this attorney's declaration ("Attorney's Declaration") pursuant to 11 U.S.C. §§ 327, 328, and 330, Federal Rule of Bankruptcy Procedure 2014 and in accordance with the *Second Amended Application for an Order Appointing Barclay Damon LLP as Counsel to the Official Committee of Unsecured Creditors* (the "Application") filed by the Official Committee of Unsecured Creditors (the "Committee"), seeking to retain Barclay Damon LLP as its attorneys in the above captioned bankruptcy cases (the "Chapter 11 Cases").

¹ The debtors in these chapter 11 cases are: (i) Creative Hairdressers, Inc. d/b/a Hair Cattery, Bubbles, and Cielo, and (ii) Ratner Companies, L.C.

SERVICES TO BE PROVIDED BY BARCLAY DAMON

3. The Committee has asked Barclay Damon to act as its counsel in rendering legal services relating to the Chapter 11 Cases and the myriad of issues that may arise in the Chapter 11 Cases, including, without limitation, the following services:

- a advising the Committee with respect to its rights, duties, and powers in the Chapter 11 Cases;
- b assisting and advising the Committee in its consultations with the Debtors, secured lenders of the Debtors, U.S. Trustee, or any other party in interest relative to the administration of the Chapter 11 Cases;
- c assisting the Committee in its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors and Debtors' business operations;
- d assisting the Committee in its investigation of the validity of the liens and claims that make up the Debtors' pre-petition debt, and the pursuit of any claims or causes of action revealed by such investigation;
- e assisting the Committee in its analysis of and negotiations with, the Debtors or any third-party concerning matters related to, among other things, the assumption or rejection of executory contracts and leases and real or personal property, disposition of the Debtors' assets, financing or other transactions of the Debtors;
- f assisting the Committee with its analysis of and negotiations with the Debtors, or any third party concerning the terms, implementation, or solicitation of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;
- g assisting and advising the Committee as to its communications to unsecured creditors regarding significant matters in the Chapter 11 Cases;
- h representing the Committee at hearings and other proceedings in the Chapter 11 cases;
- i reviewing and analyzing applications, orders, statements of operations, and schedules filed with the court and advise the Committees as to their propriety;
- j preparing, on behalf of the Committee, all necessary pleadings, including without limitation, applications, motions, orders, reports, complaints, answer and other pleadings and documents, or comments in connection with any of the foregoing as may be necessary in furtherance of the Committee's interests and objectives in these Chapter 11 Cases; and
- k performing all other pertinent and required legal services as may be necessary or are otherwise deemed to be in the interests of the Committee

in accordance with the provisions of the Bankruptcy Code, Bankruptcy Rules, or other applicable law.

BARCLAY DAMON'S QUALIFICATIONS

4. Barclay Damon provides business counsel and client representation in corporate law and litigation. It is comprised of nearly 300 attorneys admitted to practice law throughout the country with offices in 11 cities, including New York, New York, and New Haven, Connecticut.

5. Barclay Damon is well qualified to serve as general counsel to the Committee and has substantial bankruptcy, litigation, intellectual property, technology, real estate, business, banking, and financial services experience, has represented debtors and chapter 11 trustees in a significant number of other chapter 11 cases and has prosecuted numerous adversary proceedings and contested matters in bankruptcy cases around the country.

6. In addition, Barclay Damon has become familiar with the circumstances giving rise to the Debtors' bankruptcy petitions, as well as many of the legal issues that the Committee may encounter in this matter.

DISINTERESTEDNESS OF BARCLAY DAMON

7. In connection with its proposed retention by the Committee in the Chapter 11 Cases, Barclay Damon sought to determine whether it had any contacts or other relationships that might cause it to hold or represent an interest adverse to the Debtors' estates with respect to the matters on which it will be engaged.

8. Barclay Damon maintains and updates its client database in the regular course of its business. The system is designed to record every individual and entity that has engaged the firm and every matter for which the firm has been engaged. Moreover, with respect to each past

or present matter, the system records the identity of related parties, adverse parties, and the attorneys who have knowledge of such matters.

9. Barclay Damon has conducted a conflicts check by searching its client database for possible connections to Debtors, their creditors, other parties-in-interest, and potential creditors.

10. By virtue of the foregoing procedures, I have determined that, as of the date hereof, Barclay Damon has provided in the past, and may provide in the future, legal services related to the Debtors' Chapter 11 Cases to certain of the Debtors' landlord or former landlord creditors. Those creditors are identified on **Exhibit 1** attached hereto.

11. To the best of my knowledge after due inquiry at Barclay Damon, Barclay Damon is not:

- a a creditor, an equity security holder, or an insider of the Debtors;
- b within the two (2) years before the date of the filing of the Debtors' chapter 11 cases, one who has served as a director, officer, or employee of the Debtors; or
- c one who has an interest materially adverse to the interests of the Debtors' estates or to 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 reasons.

12. Notwithstanding the foregoing, to the best of my knowledge, information, and belief, and except as set forth herein, Barclay Damon does not represent any interest adverse to the bankruptcy estates or any class of creditors and is a "disinterested person" as that term is defined in Section 101(14) of the Bankruptcy Code. Further, to the best of my knowledge, information and belief, and except as stated herein, the partners, officers, and associates of Barclay Damon do not have any connection with the Debtors, potential or current creditors, parties-in-interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, or any United States District Judge or United States Bankruptcy Judge for the District of Maryland.

13. Barclay Damon will maintain an ongoing inquiry regarding potential creditors and parties-in-interest and, if appropriate, will promptly file any supplemental disclosure that becomes necessary with the Court.

14. By virtue of the foregoing, I believe that Barclay Damon is a "disinterested person" within the meaning of Section 101(14) of the Bankruptcy Code, and to the extent required by Bankruptcy Rule 2014, and does not represent or hold an interest adverse to the bankruptcy estates or their creditors.

COMPENSATION OF BARCLAY DAMON

15. Subject to the Court's approval, the Committee requests that Barclay Damon be compensated on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered as well as reimbursement of actual and necessary expenses. Barclay Damon will maintain detailed records of any actual and necessary or appropriate costs and expenses incurred in connection with the aforementioned legal services.

16. Barclay Damon's current hourly rate for me is \$800.00. The current hourly rate of my paralegal at Barclay Damon is \$250.00 and the current range of hourly rates of my associates at Barclay Damon is \$235.00 to \$295.00. The current hourly rate of the only Barclay Damon partner expected to be working with me on this case, Ilan Markus, Esq., is \$550.00. Other professionals working on this matter will be charged at Barclay Damon's standard hourly rates for that professional.

17. The hourly rates set forth herein are consistent with Barclay Damon's customary hourly rates for work of this nature, which are periodically adjusted in accordance with the firm's policies. Prior to any rate adjustment, Barclay Damon will provide the Committee and United

States Trustee written notice of any proposed adjustment during the pendency of the cases and make a supplemental filing with Bankruptcy Court.

18. The standard hourly rates for partners, associates, and paralegals are based upon each person's level of expertise and experience. These hourly rates are set at a level designed to fairly compensate Barclay Damon for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. It is Barclay Damon's policy to charge its clients for all other services provided and for disbursements and expenses incurred in relation thereto. Such disbursements and expenses include, among others, charges for photocopying, outgoing facsimiles, travel, business meals, messengers, couriers, postage, online computer research, witness fees, and other fees related to trials and hearings. Barclay Damon will charge the Committee for these expenses in a manner and at rates consistent with charges generally made to its other clients.

19. During these Chapter 11 Cases, Barclay Damon will seek compensation based upon its hourly billing rates in effect for the period in which services are performed and will seek reimbursement of reasonable and necessary out-of-pocket expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, Orders of the Court, and the guidelines of the office of the United States Trustee.. It is further contemplated that Barclay Damon will seek interim compensation and reimbursement of expenses during these cases pursuant to Section 331 of the Bankruptcy Code.

20. No retainer has been paid to Barclay Damon.

21. Barclay Damon understands that any compensation and expenses paid to it must be approved by the Court upon application consistent with the Bankruptcy Code, the applicable Bankruptcy Rules, and the applicable Local Rules and Orders of this Court. Barclay Damon

acknowledges that any litigation or claims brought on behalf of the Committee and the bankruptcy estates cannot be settled without the prior approval of the United States Bankruptcy Court. Further, Barclay Damon agrees to turn over the gross amount of the funds recovered through settlement or litigation of estate assets to the Committee.

22. No arrangement is proposed between the Committee and Barclay Damon for compensation to be paid in this case except as set forth herein. No promises have been received by Barclay Damon, nor by any partner, counsel or associate thereof, as to compensation in connection with this case in accordance with the provisions of the Bankruptcy Code. Barclay Damon has no agreement with any other entity to share with such entity any compensation received by the firm in connection with this case.

23. I have read the Application and proposed Order attached hereto and consent to the terms of Barclay Damon's employment as contained therein.

CONCLUSION

24. Based upon the information available to me, and except as otherwise described herein, Barclay Damon holds no interest adverse to the bankruptcy estate or its creditors with respect to the matters in which Barclay Damon is to be employed. I believe that Barclay Damon is a "disinterested person" as defined in the Bankruptcy Code. I am not aware of any reason why Barclay Damon cannot act as attorneys for the Committee. The foregoing constitutes the declaration of Barclay Damon pursuant to Bankruptcy Rule 2014, and Local Rule 2014-1.

25. The undersigned believes that Barclay Damon's employment is appropriate and warranted under these circumstances.

26. No previous application for the relief requested herein has been made in this case.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: June 14, 2022

New Haven, Connecticut

/s/ Keith N. Costa

Keith N. Costa (*ct15634*)

Barclay Damon LLP

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Direct Telephone: (212) 784-5818

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EXHIBIT 1

Parties Represented by Barclay Damon

Inland Commercial Real Estate Services, LLC and its certain affiliates:

West Hartford Grocery Center DST
IREIT Newport News Tech Center, L.L.C.
IREIT Pleasant Prairie Ridge, L.L.C.

Wheeler Real Estate Investment and its certain affiliate:

WHLR-JANAF, LLC

National Realty & Development Corp. and its certain affiliate:

North Haven Holdings Limited Partnership

DLC Management Corp. and its certain affiliates:

Longfish Improvements, LLC
Levittown, LP

RPT Realty, L.P. and its certain affiliates:

Ramco Jacksonville LLC
Market Plaza 405 LLC

Beneson Capital and its certain affiliates:

The Benenson Investment Company of Virginia, LLC
The AR Holding Company II, LLC

Westfield, LLC and its certain affiliate:

Wheaton Plaza Regional Shopping Center