

**PRESENTMENT DATE:** October 6, 2022 at 4:00 p.m. (Eastern Time)  
**OBJECTION DEADLINE:** October 6, 2022 at 3:00 p.m. (Eastern Time)  
**HEARING DATE AND TIME (Only if Objection Filed):** To Be Determined

Alan W. Kornberg, Esq.  
Andrew M. Parlen, Esq.  
William A. Clareman, Esq.  
John T. Weber, Esq.

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*Counsel to the Debtor and Debtor in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

MADISON SQUARE BOYS & GIRLS CLUB, INC.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 22-10910 (SHL)

**NOTICE OF PRESENTMENT OF DEBTOR'S APPLICATION FOR ENTRY OF  
ORDER (I) RATIFYING CONTINUED APPOINTMENT OF THE MEDIATOR *NUNC  
PRO TUNC* TO OCTOBER 3, 2022 AND (II) APPOINTING WILLKIE FARR &  
GALLAGHER LLP AS SPECIAL ADVISOR TO THE MEDIATOR**

**PLEASE TAKE NOTICE** that, on October 3, 2022, the above-captioned debtor and debtor in possession (the "Debtor") filed the *Debtor's Application for Entry of Order (I) Ratifying Continued Appointment of the Mediator Nunc Pro Tunc to October 3, 2022 And (II) Appointing Willkie Farr & Gallagher LLP as Special Advisor to the Mediator* (the "Application").

**PLEASE TAKE FURTHER NOTICE** that the Application will be presented for signature to the Honorable Sean H. Lane of the United States Bankruptcy Court for the Southern District of New York (the "Court") at 300 Quarropas Street, White Plains, New York 10601 on **October 6, 2022 at 4:00 p.m., prevailing Eastern Time.**

**PLEASE TAKE FURTHER NOTICE** that any responses or objections ("Objection") to the relief requested in the Application shall: (a) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and all General Orders applicable to chapter 11 cases in the United States Bankruptcy Court for the Southern District of New York; and (b) be served so as to be actually received by **October 6, 2022 at 3:00 p.m., prevailing Eastern Time** (the "Objection Deadline").

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 6792. The Debtor's mailing address is 250 Bradhurst Avenue, New York, New York 10039.

**PLEASE TAKE FURTHER NOTICE** that if an Objection is timely filed by the Objection Deadline, the Court will notify the moving party of the date and time of the hearing and of the moving party's obligation to notify all other parties entitled to receive notice. Any moving or objecting party is required to attend the hearing, and failure to attend may result in relief being granted or denied upon default.

**PLEASE TAKE FURTHER NOTICE** that your rights may be affected. You should read the Application carefully and discuss it with your attorney, if you have one. If you do not have an attorney, you may wish to consult with one.

**PLEASE TAKE FURTHER NOTICE** that copies of the Application can be viewed and/or obtained by: (i) accessing the Court's website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov), or (ii) from the Debtor's claims and noticing agent, Epiq Corporate Restructuring, LLC, at <https://dm.epiq11.com/case/madisonsquare/info> or by calling (866) 977-1161 (toll free) for U.S. and Canada-based parties or +1 (503) 597-7709 for international parties. Note that a PACER password is needed to access documents on the Court's website.

*[Remainder of page intentionally left blank.]*

Dated: October 3, 2022  
New York, New York

**PAUL, WEISS, RIFKIND, WHARTON  
& GARRISON LLP**

/s/ Alan W. Kornberg

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In re:

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Debtor.

Chapter 11

Case No. 22-10910 (SHL)

**DEBTOR'S APPLICATION FOR ENTRY OF ORDER (I) RATIFYING CONTINUED  
APPOINTMENT OF THE MEDIATOR *NUNC PRO TUNC* TO OCTOBER 3, 2022 AND  
(II) APPOINTING WILLKIE FARR & GALLAGHER LLP AS SPECIAL ADVISOR TO  
THE MEDIATOR**

The above-captioned debtor and debtor in possession (the "Debtor") submits this application (the "Application") for entry of an order, substantially in the form attached hereto as **Exhibit A** (the "Proposed Order"), pursuant to section 105(a) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the "Bankruptcy Code"): (a) ratifying the continued appointment of the Honorable Shelley C. Chapman (the "Mediator"), *nunc pro tunc* to October 3, 2022, appointed pursuant to the Mediation Order,<sup>2</sup> (b) appointing Willkie Farr & Gallagher LLP ("Willkie") as special advisor to the Mediator on the terms set forth herein, to assist the Mediator in the

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 6792. The Debtor's mailing address is 250 Bradhurst Avenue, New York, New York 10039.

<sup>2</sup> *Order (I) Appointing the Honorable Shelley C. Chapman as Mediator; (II) Referring Certain Matters to Mediation; and (III) Granting Related Relief* [Docket No. 77].

performance of her duties in the Mediation, and (III) granting related relief. In support of this Application, the Debtor submits the Declaration of John C. Longmire (the “Longmire Declaration”), attached hereto as **Exhibit B**, and respectfully states as follows:

**Jurisdiction and Venue**

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012. The Debtor confirms its consent pursuant to rule 7008 of the Bankruptcy Rules, to the entry of a final order by the Court in connection with this Application to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b).

3. The bases for the relief requested herein is section 105(a) of the Bankruptcy Code.

**Background**

4. On June 29, 2022 (the “Petition Date”), the Debtor commenced this chapter 11 case by filing a petition for relief under chapter 11 of the Bankruptcy Code.

5. The Debtor is authorized to continue to operate its business and manage its property as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 13, 2022, the United States Trustee for Region 2 (the “U.S. Trustee”) appointed an Official

Committee of Unsecured Creditors (the “Committee”) in this chapter 11 case pursuant to section 1102 of the Bankruptcy Code.<sup>3</sup>

6. On July 21, 2022, Court ordered a mediation (the “Mediation”) among the Mediation Parties<sup>4</sup> for a period of ninety days through and including October 21, 2022 (the “Mediation Period”), subject to further extension by the Court upon request of the Debtor or a Mediation Party.

7. On June 30, 2022, the Mediator retired from her role as United States Bankruptcy Judge for the Southern District of New York.<sup>5</sup> By order of the Judicial Council of the Second Circuit, dated June 13, 2022, the Mediator was recalled to continue her service from July 1, 2022 through September 30, 2022.<sup>6</sup>

### **Relief Requested**

8. By this Application, the Debtor respectfully requests entry of the Proposed Order: (a) ratifying the continued appointment of the Mediator, notwithstanding her retirement from the federal bench, *nunc pro tunc* to October 3, 2022, (b) appointing Willkie (at which firm the Mediator will serve as Senior Counsel immediately following the completion of her recall service), as special advisor to the Mediator to assist the Mediator in the performance of her duties in the Mediation, and (c) granting related relief.

#### **I. Mediator’s Continued Appointment**

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<sup>3</sup> Information regarding the Debtor’s business and capital structure, the circumstances leading to the commencement of this chapter 11 case, and the facts and circumstances supporting the initial relief requested at the “first day” hearing is set forth in the *Declaration of Jeffrey Dold (I) in Support of First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2* [Docket No. 10].

<sup>4</sup> The “Mediation Parties” include: (1) the Debtor, (2) the Committee, (3) Boys & Girls Clubs of America, (4) Federal Insurance Company, (5) The Rockefeller University, (6) National Union Fire Insurance Company of Pittsburgh, PA, (7) American Home Assurance Company, and (8) Century Indemnity Company.

<sup>5</sup> Press Release, Recall of Bankruptcy Judges Chapman and Drain (June 24, 2022) (<https://www.nysb.uscourts.gov/news/recall-bankruptcy-judges-chapman-and-drain>).

<sup>6</sup> Order of Recall, Judicial Council of the Second Circuit, dated June 13, 2022 (<https://www.nysb.uscourts.gov/sites/default/files/pdf/OrderofRecall-Chapman.pdf>).

9. On July 21, 2022, the Mediator was appointed to serve as a judicial mediator in the Mediation for the duration of the Mediation Period. *See* Mediation Order at ¶ 2.

10. To further the Court’s mandate to promptly resolve the topics of the Mediation (the “Mediation Issues”) and to facilitate such negotiations by the Mediation Parties under the terms of the Mediation Order, the Debtor seeks to ratify the Mediator’s appointment as such, in her new capacity as Senior Counsel at Willkie, through the remainder of the Mediation Period from October 3, 2022 through October 21, 2022 (the “Remaining Mediation Period”), subject to further extensions of the Remaining Mediation Period in accordance with the Mediation Order.

## **II. Willkie’s Appointment**

### **A. Willkie’s Qualifications**

11. The Debtor seeks to appoint Willkie as special advisor to the Mediator to assist her in the performance of her duties with respect to the Mediation. The Debtor is familiar with the professional standing and reputation of Willkie, Willkie’s expertise and experience in the areas of business reorganization and restructuring, and its exemplary qualifications to perform the Services (as defined below) required by the Mediator to fulfill her duties.

### **B. Services To Be Provided**

12. Subject to entry of the Proposed Order Willkie will perform such services (the “Services”) as requested by the Mediator. In particular, the Mediator intends to continue to have her former law clerk, Jamie Eisen, assist her in the Mediation in Ms. Eisen’s new capacity as Counsel at Willkie. Consistent with paragraph 17 of the Mediation Order, any such Services shall be performed without cost to the Debtor’s estate or to any Mediation Party.

**C. Willkie's Disinterestedness**

13. Willkie has reviewed the list of potential parties in interest (the "Potential Parties in Interest"), attached to the Longmire Declaration as Schedule 1, identified to Willkie by counsel to the Debtor. To the best of Willkie's knowledge, information and belief as of the date hereof, and except to the extent otherwise disclosed in the Longmire Declaration, Willkie has no connection with any of the Potential Parties in Interest and is a "disinterested person" as that term is defined in section 101(14), as modified by section 1107(b), of the Bankruptcy Code.

14. Despite the efforts to identify and disclose Willkie's connections with such Potential Parties in Interest, Willkie is unable to state with certainty that every client relationship or other connection has been disclosed in the Longmire Declaration. Willkie has informed the Debtor that it will make additional disclosures to this Court if it becomes aware of any additional connections to the Potential Parties in Interest.

**Basis for Relief**

15. Section 105(a) of the Bankruptcy Code provides, in relevant part, that: "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Pursuant to section 105(a) of the Bankruptcy Code, the Court is permitted to enter the Proposed Order, ratifying the appointment of the Mediator and appointing Willkie to serve as her special advisor.

16. The Debtor submits that continued appointment of the Mediator is warranted. In her appointed role, the Mediator has engaged in numerous discussions with the Mediation Parties and developed an understanding of the complexities of this case and the Mediation Issues. The Mediator's continued appointment will be more efficient than this Court appointing a new



mediator in her stead and will avoid any attendant delays in the Mediation while a new mediator gets up to speed.

17. In addition, the Mediator's continued engagement will be enhanced by Willkie's expertise in restructuring matters. In turn, the Mediation Parties will benefit from the combined synergy of Willkie and the Mediator. Importantly, Willkie has agreed to provide the Services on a pro bono basis to enable the Mediator to fulfill her duties under the Mediation Order for the Remaining Mediation Period.

#### **Motion Practice**

18. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this Motion. Accordingly, the Debtor submits that this Motion satisfies Local Rule 9013-1(a).

#### **Notice**

19. The Debtor will provide notice of this Motion to: (a) the United States Trustee for Region 2; (b) the holders of the twenty (20) largest unsecured claims against the Debtor; (c) counsel to the Committee; (d) counsel to each of the Mediation Parties; (e) the Debtor's insurers that have accepted coverage related to the CVA Claims; (f) the office of the Attorney General for the State of New York; (g) the United States Attorney's Office for the Southern District of New York; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtor submits that, in light of the nature of the relief requested, no other or further notice need be given.

#### **No Prior Request**

20. No prior request for the relief sought in this Motion has been made to this Court or any other court.

WHEREFORE, the Debtor respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, and grant such other and further relief as may be appropriate.

Dated: October 3, 2022  
New York, New York

Respectfully submitted,

/s/ Alan W. Kornberg

Alan W. Kornberg, Esq.

Andrew M. Parlen, Esq.

William A. Clareman, Esq.

John T. Weber, Esq.

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*Counsel to the Debtor and Debtor in Possession*

**Exhibit A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

MADISON SQUARE BOYS & GIRLS CLUB, INC.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 22-10910 (SHL)

**ORDER (I) RATIFYING CONTINUED APPOINTMENT OF MEDIATOR *NUNC PRO  
TUNC* THROUGH OCTOBER 3, 2022 AND (II) APPOINTING WILLKIE FARR &  
GALLAGHER LLP AS SPECIAL ADVISOR TO THE MEDIATOR**

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Upon the Application<sup>2</sup> of the above-captioned debtor and debtor in possession (the “Debtor”) seeking entry of an order: (a) ratifying the continued appointment of the Mediator, *nunc pro tunc* to October 3, 2022, (b) appointing Willkie Farr & Gallagher LLP (“Willkie”) as special advisor to the Mediator to assist the Mediator in the performance of her duties in the Mediation, and (c) granting related relief; and the Court having reviewed the Application and the declaration of John C. Longmire, a partner of Willkie; and it appearing that this Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of the chapter 11 case and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and a hearing, if any, having been held to consider the relief requested in the Application; and upon the record of the hearing, if any, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Application is

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 6792. The Debtor’s mailing address is 250 Bradhurst Avenue, New York, New York 10039.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

in the best interests of the Debtor, its estate, its creditors, and all other parties in interest; and that the legal and factual bases set forth in the Application having established just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is granted as set forth herein.
2. The Mediator is authorized to continue in her appointment in accordance with the Mediation Order and her appointment is hereby ratified, *nunc pro tunc* to October 3, 2022, for the period of October 3, 2022 through October 21, 2022 (the “Remaining Mediation Period”); provided that the Remaining Mediation Period may be extended in accordance with the provisions of the Mediation Order.
3. Willkie is authorized to perform the Services for the Mediator; provided that such Services shall be provided at no cost to the Debtor’s estate or any Mediation Party.
4. The Debtor and Willkie are authorized to take all action necessary to carry out this Order.
5. Notice of the Application as provided therein shall be deemed good and sufficient notice of the Application, and the Local Rules are satisfied by the contents of the Application.
6. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: \_\_\_\_\_, 2022  
New York, New York

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HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY

**Exhibit B**

**Longmire Declaration**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

MADISON SQUARE BOYS & GIRLS CLUB, INC.<sup>1</sup>

Debtor.

Chapter 11

Case No. 22-10910 (SHL)

**DECLARATION OF JOHN C. LONGMIRE IN SUPPORT OF DEBTOR'S  
APPLICATION FOR ENTRY OF ORDER (I) RATIFYING CONTINUED  
APPOINTMENT OF MEDIATOR *NUNC PRO TUNC* TO OCTOBER 3, 2022  
AND (II) APPOINTING WILLKIE FARR & GALLAGHER LLP  
AS SPECIAL ADVISOR TO THE MEDIATOR**

I, John C. Longmire, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that:

1. I am a member of the firm of Willkie Farr & Gallagher LLP ("Willkie"), which maintains offices for the practice of law at 787 Seventh Avenue, New York, New York 10019. I am an attorney-at-law, duly admitted to the New York Bar and the bars of the United States District Courts for the Southern District of New York and the Eastern District of New York. I submit this declaration (the "Declaration") in connection with the application (the "Application")<sup>2</sup> of the debtor and debtor in possession in the above-captioned case (the "Debtor") to appoint Willkie as special advisor to the Mediator, and to provide the disclosures required under Bankruptcy Rule 2014 and Local Rule 2014-1.

2. Willkie has been actively involved in many recent chapter 11 cases, including: In re SAS, A.B., No. 22-10925 (MEW) (Bankr. S.D.N.Y.); In re GenapSys, Inc., No. 22-10621 (BLS) (Bankr. D. Del.); In re GBG USA Inc., No. 21-11639 (MEW) (Bankr. S.D.N.Y.); In re Grupo Aeroméxico S.A.B. de C.V., No. 20-11563 (SCC) (Bankr. S.D.N.Y.); In

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re Avianca Holdings S.A., No. 20-11133 (MG) (Bankr. S.D.N.Y.); In re Paper Source, Inc., No. 21-30660 (KLP) (Bankr. E.D. Va.); In re Le Tote, Inc., No. 20-33332 (KLP) (Bankr. E.D. Va.); In re Frontier Commc'ns Corp., No. 20-22476 (RDD) (Bankr. S.D.N.Y.); In re Intelsat S.A., No. 20-32299 (KLP) (Bankr. E.D. Va.); In re Modell's Sporting Goods, Inc., 20-14179 (VFP) (Bankr. D.N.J.); In re Neiman Marcus Group LTD LLC, No. 20-32519 (DJJ) (Bankr. S.D. Tex.); In re Pace Industries, LLC, No. 20-10927 (MFW) (Bankr. D. Del.); In re Southland Royalty Co. LLC, No. 20-10158 (KBO) (Bankr. D. Del.); In re Tonopah Solar Energy, LLC, No. 20-11884 (KBO) (Bankr. D. Del.); In re Aegeion Pharmaceuticals, Inc., No. 19-11632 (MG) (Bankr. S.D.N.Y.); In re Imerys Talc America, Inc., No. 19-10289 (LSS) (Bankr. D. Del.); In re PG&E Corp., No. 19-30088 (DM) (Bankr. N.D. Cal.); In re Southcross Energy Partners, L.P., No. 19-10702 (MFW) (Bankr. D. Del.); In re Aralez Pharmaceuticals US Inc., No. 18-12425 (MG) (Bankr. S.D.N.Y.); among many others.

3. Accordingly, Willkie is well qualified to act as special advisor to the Mediator and to assist both effectively and efficiently in addressing the potential legal issues and problems that may arise in the context of the chapter 11 case.

#### **WILLKIE'S CONNECTIONS WITH THE DEBTOR**

4. Willkie utilized a number of procedures (the "Firm Procedures") to ascertain Willkie's "connections," as that term is used in Bankruptcy Rule 2014, to the central parties in this case. In implementing such Firm Procedures, the following actions were taken to identify parties that may have connections to the Debtor and Willkie's relationship with such parties:

- a. Willkie requested and obtained from counsel to the Debtor a list of Potential Parties in Interest in this chapter 11 case (the "Potential Parties in Interest," and such list, the "Potential Parties in Interest")

List”).<sup>3</sup> A copy of the Potential Parties in Interest List searched by Willkie is annexed hereto as Schedule 1.

- b. Willkie then compared each of the Potential Parties in Interest to the names in its master electronic database of current and former clients (the “Client Database”). The Client Database generally includes the name of each current and former client of the firm, the name of each party who is or was known to be adverse to such client of the firm, the name of each party that has or had a substantial role with regard to the subject matter of Willkie’s retention, and the names of the Willkie partners who are or were primarily responsible for matters for such clients.
- c. Known connections between former or current clients of Willkie and the Potential Parties in Interest were compiled for purposes of preparing this Declaration.
- d. Willkie made inquiries to the partners primarily responsible for matters involving the Potential Parties in Interest to determine whether Willkie’s work for such parties had any connection to the Debtor or any related entities.

5. As a result of the Firm Procedures, I have thus far ascertained that, except as may be set forth herein, upon information and belief, if retained, Willkie:

- a. is not a creditor of the Debtor (including by reason of unpaid fees for prepetition services), an equity security holder of the Debtor or an “insider” of the Debtor, as that term is defined in section 101(31) of the Bankruptcy Code;
- b. is not and has not been, within two (2) years before the date of the filing of the petition, a director, officer or employee of the Debtor; and
- c. does not have an interest materially adverse to the interests of the Debtor’s estate, or of any class of creditors, by reason of any direct or indirect relationship to, connection with, or interest in the Debtor, or for any other reason.

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<sup>3</sup> The Potential Parties in Interest List is expected to be updated during this case. Willkie continues to review the relationships its attorneys may have with Potential Parties in Interest and to determine whether any relationships other than those set forth herein exist. As may be necessary, Willkie will supplement this Declaration if it becomes aware of a relationship that may adversely affect Willkie’s retention in these cases or otherwise should be disclosed.

Accordingly, I believe that, except as may otherwise be disclosed herein, Willkie is a “disinterested person” as that term is defined in section 101(14), as modified by section 1107(b), of the Bankruptcy Code.

6. Willkie will periodically review its files during the term of the Mediator’s service in this chapter 11 case to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new or relevant facts or relationships are discovered or arise, Willkie will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration.

#### **REPRESENTATION OF POTENTIAL PARTIES IN INTEREST**

7. As a result of the Firm Procedures, I have thus far ascertained that, in each case upon information and belief, Willkie has the following connections with certain of the Potential Parties in Interest:

- a. Because of its broad-based general practice, Willkie: (i) has appeared in the past and may appear in the future in cases unrelated to these cases where one or more of the Potential Parties in Interest may be involved; and (ii) has represented in the past, currently represents and/or may represent in the future one or more of said parties or other potentially Potential Parties in Interest or creditors in matters unrelated to the Debtor and this chapter 11 case.
- b. In the past three (3) years, Willkie has represented (but does not currently represent) the Potential Parties in Interest or their affiliates listed on Schedule 2 hereto (the “Former Connections”).<sup>4</sup> Upon information and belief, and based on information adduced through the Firm Procedures, unless disclosed herein, all such matters were unrelated to the Debtor and this chapter 11 case. Willkie may represent such entities in the future in matters unrelated to the Debtor or this chapter 11 case.

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<sup>4</sup> In certain instances, the precise identity of a Potential Party in Interest was not readily ascertainable (e.g., only the trade name or a portion thereof was known). Solely for purposes of this Declaration, such party was treated as including affiliates and/or other entities bearing a similar name unless such Interested Parties List party was believed by Willkie to be unrelated.

- c. The Potential Parties in Interest listed on Schedule 3 attached hereto (the “Current Connections”) are either Willkie clients or may be related to Willkie clients (but are not themselves Willkie clients). Upon information and belief, and based on the information obtained through the Firm Procedures, any Willkie matters involving a party listed on Schedule 3 are unrelated to the Debtor and this chapter 11 case, except as noted below. Willkie may continue to represent such entities in the future in matters wholly unrelated to the Debtor or this chapter 11 case. Of the Potential Connections listed on Schedule 3, only Citibank (defined below), JPMorgan (defined below) and National Union Fire Insurance Co. of Pittsburgh represented more than 1% of Willkie’s revenues generated during any of 2019, 2020 or 2021.
- d. Willkie currently represents JPMorgan Chase Bank, N.A. and certain of its affiliates (collectively, “JPMorgan”), in connection with matters wholly unrelated to the Debtor or this chapter 11 case. JPMorgan represented approximately 1.85% of Willkie’s revenue in 2019 and slightly less than 1% of Willkie’s revenues in 2020 and 2021. Willkie intends to continue to represent JPMorgan on matters wholly unrelated to the Debtor or this chapter 11 case.
- e. Willkie currently represents Citibank, N.A. and certain of its affiliates (collectively, “Citibank”), in connection with matters wholly unrelated to the Debtor or this chapter 11 case. Citibank represented approximately 1.1% of Willkie’s revenue in 2020 and less than 1% of Willkie’s revenues in 2019 and 2021. Willkie intends to continue to represent Citibank on matters wholly unrelated to the Debtor or this chapter 11 case.
- f. Willkie currently represents AIG, the parent company of National Union Fire Insurance Co. of Pittsburgh and American Home Assurance Company, in connection with matters wholly unrelated to the Debtor or this chapter 11 case. AIG represented more than 1%, but less than 2%, of Willkie’s revenues generated during 2019, 2020 and 2021. Willkie intends to continue to represent AIG, and certain of its subsidiaries, on matters wholly unrelated to the Debtor or this chapter 11 case.

8. I believe that none of the representations or relationships recited above would give rise to a finding that Willkie represents or holds an interest adverse to the Debtor or its estate and this chapter 11 case. Further, I do not believe any of the representations or

relationships described herein will prevent Willkie from serving as special advisor to the Mediator in any potential matters that will arise in this chapter 11 case.

9. Using the Firm Procedures, Willkie has reviewed the relationship that its partners and employees have with the United States Trustee for Region 2 (the “U.S. Trustee”) and those persons employed in the office of the U.S. Trustee, and I am unaware of any material connections between Willkie and the U.S. Trustee or any person employed in the office of the U.S. Trustee. Further, I do not believe that the relationships Willkie has with the U.S. Trustee, or any person employed in the office of the U.S. Trustee, are beyond those interactions to be reasonably expected for attorneys and other professionals within the bankruptcy bar, which include, among other things, speaking and social engagements that both Willkie and attorneys within the office of the U.S. Trustee may participate in or attend.

10. Finally, the Mediator, in her new capacity as Senior Counsel at Willkie, and Ms. Eisen, in her new capacity as Counsel at Willkie, will each be paid a fixed salary. Accordingly, the Mediator will not be personally financially impacted by any increase or decrease in revenue received by Willkie from any client.

#### **WILLKIE’S SERVICES TO BE PROVIDED**

11. Subject to entry of the Proposed Order, in consideration for the compensation contemplated herein, Willkie will perform such services (the “Services”) as requested by the Mediator and as contemplated by the Appointment Order. In particular, the Mediator intends to continue to have her former law clerk, Jamie Eisen, assist her in the Mediation in Ms. Eisen’s new capacity as Counsel at Willkie.

#### **WILLKIE’S COMPENSATION**

12. Consistent with paragraph 17 of the Mediation Order, the Mediation shall be conducted by the Mediator without cost to the Debtor’s estate or to any Mediation Party.

Med. Ord. ¶ 17. Accordingly, Willkie will perform the Services in this representation on a pro bono basis.

By reason of the foregoing, I believe Willkie is eligible for appointment by the Debtor to represent the Mediator.

Dated: October 3, 2022  
New York, New York

/s/ John C. Longmire

John C. Longmire  
Willkie Farr & Gallagher LLP

**Schedule 1**

**Potential Parties in Interest List**

**Potential Parties in Interest**

**DEBTOR AND NON-DEBTOR AFFILIATES AND RELATED ENTITIES**

MADISON SQUARE BOYS & GIRLS CLUB, INC.

MADISON SQUARE BOYS & GIRLS CLUB FOUNDATION, INC.

MSBGC-NYC SUPPORT CORPORATION

**SOUTHERN DISTRICT OF NEW YORK BANKRUPTCY JUDGES**

CHIEF JUDGE MARTIN GLENN

JUDGE LISA G. BECKERMAN

JUDGE SHELLEY C. CHAPMAN

JUDGE ROBERT D. DRAIN

JUDGE JAMES L. GARRITY, JR.

JUDGE DAVID S. JONES

JUDGE SEAN H. LANE

JUDGE CECELIA G. MORRIS

JUDGE MICHAEL E. WILES

**STAFF FOR SOUTHERN DISTRICT OF NEW YORK BANKRUPTCY JUDGES**

ALEXANDER KASNETZ

ANDRES BARAJAS

ANNIE ZIESING

BRENDA ROBIE

BRIAN HARKINS

CHANTEL BARRETT

CHRISTIAN RIBEIRO

CHRISTINE AZZARO

DANIEL HARKINS

DEANNA ANDERSON

DOROTHY LI

FRANCES FREDERICKS

FRANCIS O'ROURKE

GREG WHITE

JACQUELINE DEPIEROLA

JACQUELINE TRAN

JAMIE EISEN

JENNA MACDONALD

LESLIE KAN

LESLIE WYBIRAL

LIZA EBANKS

LORRAINE ECHEVARRIA

LYNDA CALDERON

MEREDITH MITNICK

MICHAEL BLACKMON

MICHAEL CONTINO

MICHELLE SANNEY



PATRICK CHEN  
PUCCIA KARRA  
ROBERT CARRASCO  
TAYLOR JONES  
TRACEY MERCADO  
VANESSA ASHMEADE,  
WILLIE RODRIGUEZ

**STAFF FOR THE OFFICE OF THE UNITED STATES TRUSTEE FOR REGION 2**

ALABA OGUNLEYE  
ANDREA B. SCHWARTZ  
ANDY VELEZ-RIVERA  
ANNIE WELLS  
BENJAMIN J. HIGGINS  
BRIAN S. MASUMOTO  
ERCILIA A. MENDOZA  
GREG M. ZIPES  
ILUSION RODRIGUEZ  
JAMES GANNONE  
LINDA A. RIFFKIN  
MADELEINE VESCOVACCI  
MARK BRUH  
MARY V. MORONEY  
NADKARNI JOSEPH  
PAUL K. SCHWARTZBERG  
RICHARD C. MORRISSEY  
SHANNON SCOTT  
SHARA CORNELL  
SUSAN ARBEIT  
SYLVESTER SHARP  
TARA TIAN TIAN  
VICTOR ABRIANO

**GOVERNMENTAL/REGULATORY AGENCIES**

DORMITORY AUTHORITY OF THE STATE OF NEW YORK  
NEW YORK CITY DEPARTMENT OF YOUTH AND COMMUNITY DEVELOPMENT  
NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION  
NEW YORK STATE ALLIANCE FOR THE PREVENTION OF SEXUAL ABUSE  
NEW YORK STATE CHILD AND ADULT CARE FOOD PROGRAM  
NEW YORK STATE OFFICE OF ALCOHOLISM AND SUBSTANCE ABUSE SERVICES  
NEW YORK STATE OFFICE OF CHILDREN AND FAMILY SERVICES  
NEW YORK STATE OFFICE OF THE ATTORNEY GENERAL  
OFFICE OF JUVENILE DELINQUENCY PROGRAM  
UNITED STATES DEPARTMENT OF JUSTICE – OFFICE OF JUSTICE PROGRAMS

**BANKRUPTCY AND CERTAIN ORDINARY COURSE PROFESSIONALS**

EPIQ CORPORATE RESTRUCTURING

FINSBURY LLC

FRIEDMAN KAPLAN SEILER & ADELMAN LLP

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

PILLSBURY WINTHROP SHAW PITTMAN LLP

TENEO CAPITAL LLC

**BANKS, INVESTMENT MANAGERS, AND SECURED LENDERS**

BANK OF AMERICA

BROWN BROTHERS

CARVER BANK

CITI BANK

FIDELITY

JP MORGAN

JPMORGAN - CHILDS TRUST

LAMB FINANCIAL SERVICES

MERRILL LYNCH

NONPROFIT FINANCE FUND

PINNACLE SECURITIES

PNC BANK

RUANE CUNNIFF & GOLDFARB

RUANE CUNNIFF & GOLDFARB - SEQUOIA FUND

TRUFUND

VANGUARD

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BARBARA A. TAYLOR

BARRY BREGMAN

BARRY RODRIGUES

BILL FEEHAN

BRIAN HOESTEREY

BRUCE GELB

DANIEL L. MOSLEY

DANIEL T. DONNELLY

DAVID FIELDS

DAVID J. GOLDRING

DAVID PECKER

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FRED ARGIR

FRED PICCIRILLO  
HEATHER BELLINI  
HOPE KNIGHT  
JARRETT TURNER  
JEFFREY DOLD  
JEFFREY VOLLING  
JERRY M. SESLOWE  
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JOHN GELB  
JOHN MCDONOUGH  
JOHN STARR  
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LEO P. ARNABOLDI, JR  
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MATTHEW PETERSEN  
MICHAEL GELTZEILER  
MICHAEL PUGH  
MITCHELL SCHERZER  
MYLES GILLESPIE  
NATHAN SLEEPER  
NICHOLAS F. TOMMASINO  
NICK RUDD  
OBA MCMILLAN  
PATRICK GADSON  
PATRICK GALLAGHER  
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PETER SERPICO  
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RICHARD PORTER  
ROBBIN MELE GAUDIERI  
RON PORTER  
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SEAN WOODROFFE  
STEPHEN GALLUCCI  
STEVE ELBAUM  
STEVEN MELTON  
STEVEN MIYAO  
STEVEN S. ELBAUM

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THOMAS MURPHY, SR.  
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VANESSA TOUMA  
VICTOR F. GANZI  
WILLIAM E. FLAHERTY  
WILLIAM F. GLAVIN, JR  
WILLIAM G. PARRETT

**INSURANCE PROVIDERS**

AMERICAN HOME ASSURANCE COMPANY  
ARGONAUT INSURANCE CO.  
CENTURY INDEMNITY COMPANY  
CHUBB GROUP  
CHURCH MUTUAL INSURANCE CO.  
EMPIRE BLUECROSS BLUESHIELD  
FEDERAL INSURANCE COMPANY  
HALLMARK SPECIALTY INSURANCE CO.  
NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH, PA  
PHILADELPHIA INSURANCE COMPANY  
RSUI LANDMARK AMERICAN INSURANCE CO.  
STARSTONE NATIONAL INSURANCE CO.

**LANDLORD**

NATIONAL MULTIPLE SCHLEROsis SOCIETY

**LITIGATION PARTIES AND COUNTERPARTIES AND COUNSEL<sup>1</sup>**

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A.G.  
AARON HUMPHREY  
ABEND & SILBER, PLLC  
ABRAHAM, WATKINS, NICHOLS, SORRELS, AGOSTO & AZIZ  
ALFRED FALZON  
AMONDO SAPIRO  
ANDREOZZI & ASSOCIATES, P.C.  
ANDREW CAWLEY

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<sup>1</sup> The individual plaintiffs' names are consistent with the names or pseudonyms reflected in public filings. While Willkie reviewed the actual names of each individual plaintiffs for its conflicts process, for the purposes of their inclusion on this Schedule 1, only the plaintiffs' pseudonyms are used, where applicable, consistent with the Confidentiality Procedures approved under the *Order (I) Authorizing and Approving Special Noticing and Confidentiality Procedures, (II) Authorizing and Approving Procedures for Providing Notice of Commencement, and (III) Granting Related Relief* [Docket No. 32].

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CLEVELAND WHITE  
COLIN MOSS  
CUTI HECKER WANG LLP  
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D.M.  
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DEXTER BLACKMAN  
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E.M. [70172/2021E]  
E.M. [950681/2020]  
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NEFTALI CENTENO  
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ROGER WELCH  
RONALD PROKOPIAK  
ROPES & GRAY LLP  
S.R.  
S.R. [950449/2020]  
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SCVANYCP-DOE  
SEEGER WEISS LLP  
SILVER & KELMACHTER, LLP  
SLATER SLATER SCHULMAN LLP

STEVEN SORGE  
T.F.  
TCVANYCD-DOE  
TCVANYCR-DOE  
TERRENCE BROWNE  
TERRENCE LOGAN  
THE ESTATE OF EMMANUEL WILLIAM SORGE  
THE MARSH LAW FIRM, PLLC  
THE SIMPSON TUEGEL FIRM  
THOMAS LOGERFO  
THOMAS M. LUKAS  
TYRONE LOGAN  
VITO PESCE  
WEITZ & LUXENBERG  
WILLIAM MCFIELD  
WILLIAM SORGE  
WILLIAMS CEDER LLC  
Z.Y.

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LIEN COUNTERPARTIES**

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501 AUCTION LLC  
ABRAR QAIUM  
ADP, INC.  
ADT SECURITY SERVICES  
ADVANCE CLADDING CONSTRUCTION COMPANY  
AFA PROTECTIVE SYSTEMS, INC.  
AFLAC NEW YORK  
AIA, ALERA GROUP  
ALDA BUILDING COMPANY LLC  
ALEX DONNER ENTERTAINMENT, CORP.  
ALL AMERICAN SCHOOL BUS CORP.  
ALLIED ASBESTOS SERVICE LLC  
ALLSTATE LIFE INSURANCE COMPANY  
ALLSTATE SERVICES GROUP LLC  
AMAZON CAPITAL SERVICES  
AMERICAN EXPRESS  
AMERIFLEX  
ANTHEM LIFE & DISABILITY INSURANCE CO.  
APPRAISERS AND PLANNERS INC.  
ARAMARK  
AUTHNET GATEWAY  
AV DESIGN INTEGRATION  
BABY DUNK  
BALLARD SPAHR LLP



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BCM ONE  
BEL-AQUA POOL SUPPLY INC.  
BETHANY HDFC  
BKD, LLP  
BLACKBAUD  
BOYS & GIRLS CLUB OF HARLEM  
BOYS & GIRLS CLUBS OF AMERICA  
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BSN SPORTS INC  
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CARDWORKS ACQUIRING  
CHARTER COMMUNICATIONS  
CHURCH MUTUAL  
CITY OF FINANCE COMMISSIONER  
CLASSY, INC.  
CON EDISON  
CONNEY SAFETY  
CREATIVE ART WORKS  
CROWN AWARDS  
CROWN CASTLE FIBER LLC  
CROWN JANITORIAL  
CROWN TROPHY, INC.  
CT CORPORATION  
CYA, INC  
DAWELL CONSULTING LLC  
DE LAGE LANDEN FINANCIAL SERVICES, INC.  
DELL BUSINESS CREDIT  
DELOITTE CONSULTING LLP  
DINOSAUR RESTAURANTS LLC  
DRAIN KLEEN SEWER SERVICES INC.  
EDELMAN SULTAN KNOX WOOD ARCHITECTS LLP  
EFFICIENT COMBUSTION & COOLING CORP.  
EL RAVEN PRODUCTIONS  
EMPIRE FIRE SYSTEMS LLC  
ENGIE  
EXTRA SPACE STORAGE  
FEDERAL EXPRESS CORP.  
FIRST ADVANTAGE BACKGROUND SERVICES CORP.  
FIRSTMARK SERVICES  
FLYER MIKE DESIGNS, LLC  
FOUR SEASONS PROMOS, LLC  
FRANKIE'S CARNIVAL TIME, INC.  
FUZE, INC.  
GEM MECHANICAL LLC

GIVESMART US, INC.  
GO CHARITY  
GOTHAM ARCHITECTURAL GLASS & SIGN  
GRACI PAVING ASSOCIATES INC.  
GROWTH AND DEVELOPMENT SERVICES, INC.  
HANZEL LI  
HELIUM PLUS EAST INC.  
HILLMANN CONSULTING, LLC  
HSO PRODUCTIONS INC.  
HYDRO LANE, INC.  
IF IT'S WATER, INC.  
INDEPENDENT ELEVATOR INSPECTIONS, INC  
INLAND PRINTING COMPANY  
INSURANCE ARCHAEOLOGY GROUP  
INTEGRATED AQUATICS ENGINEERING  
J & L SERVICE NYC INC.  
JMV CONSULTING ENGINEERING, P.C.  
JOHN TODD  
JUNK PROS  
KAUFMAN IRON WORKS  
KIDS IN SEATS INC.  
KIPS BAY BOYS & GIRLS CLUB  
KNIGHT MARKETING CORP.  
KONE INC.  
KVL AUDIO VISUAL SERVICES, INC  
LAMB INSURANCE SERVICES  
LAWLESS & MANGIONE  
LAWYERS ALLIANCE FOR NEW YORK  
LEADER ELECTRIC COMPANY  
LEAF COMMERCIAL CAPITAL  
LIBERTY COCA-COLA BEVERAGES LLC  
LIBERTY INDUSTRIAL GAS & WELDING  
LIBERTY SCIENCE CENTER  
LIGHTHOUSE DOCUMENT TECHNOLOGIES, INC.  
LOM PROPERTY CONSULTING LLC  
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MAMA FOUNDATION FOR THE ARTS, INC.  
METROPOLIS GROUP INC.  
METROPOLITAN LIFE  
METROTECH SYSTEMS  
MILLIMAN  
MUTUAL SECURITY SERVICES, INC.  
NARDELLO & CO LLC  
NATIONAL FIRE EXTINGUISHER CO.  
NATIONAL GRID  
NATIONAL MULTIPLE SCLEROSIS SOCIETY

NEW YORK BUSINESS SYSTEMS  
NEW YORK CITY WATER BOARD  
NEW YORK DEPARTMENT OF LAW  
NEW YORK STATE ALLIANCE  
NFOCUS SOLUTIONS  
NOBLE ELEVATOR COMPANY INC.  
NONPROFIT SOLUTIONS NETWORK CORP.  
NOTES FOR NOTES  
NOVAK FRANCELLA LLC  
NUVISION SOLUTIONS LLC  
NY STATE ALLIANCE  
NYC FIRE DEPARTMENT  
NYC WATER BOARD  
NYS DEPT. OF ENVIRONMENTAL CONSERVATION  
ORKIN INC.  
ORKIN PEST CONTROL  
OUTREACH DEVELOPMENT CORP.  
PADUANO & WEINTRAUB LLP  
PITNEY BOWES GLOBAL FINANCIAL  
PITNEY BOWES PURCHASE POWER  
PLYWOOD PICTURES LLC  
POL. WIRE TECH INC.  
POLAR AIR CONDITIONING INC.  
QUILL CORPORATION  
REGINA CATERERS INC.  
ROBINSON'S INDUSTRIAL GAS AND EQUIPMENT CORP.  
ROTO ROOTER PLUMBING SERVICES  
RT TRANSPORTATION & TOURS, LLC  
S&S WORLDWIDE, INC.  
S.D.L. APPLIANCE REPAIR SERVICE  
SBW, INC.  
SEAN KERSHAW  
SEND IN THE CLOWNS ENTERTAINMENT  
SERVICE MECHANICAL INC.  
SHELTERPOINT LIFE INSURANCE CO.  
SIGMA  
SLEEPY HOLLOW COUNTRY CLUB  
SOLVE IT SIMPLE LLC  
STAPLES  
STAPLES ADVANTAGE  
STAR GROUP PRODUCTIONS  
SUNESYS ENTERPRISE LLC  
SWOOP  
SYSCO METRO NEW YORK LLC  
THE COTOCON GROUP  
THE METRO GROUP, INC.

TIME WARNER CABLE  
TOTAL AQUARIUMS INC.  
TOWER ELEVATOR CONSULTING & TESTING LLC  
TOYOTA FINANCIAL SERVICES  
TRANSPERFECT LEGAL SOLUTIONS  
TREMONT ELECTRIC SUPPLY COMPANY  
TRI WELD INDUSTRIES, INC.  
TWI-LAQ INDUSTRIES, INC.  
ULINE  
UNITED STAFFING SOLUTIONS, INC.  
UNITED WAY  
VAL WIRING CORP.  
VENABLE LLP  
VERIZON WIRELESS  
WEBSTER LOCK & HARDWARE CO.

**Schedule 2**

**Former Connections**

Deloitte Consulting LLP  
Federal Express Corp.

**Schedule 3**

**Current Connections**

American Home Assurance Co.  
Bank of America  
Brown Brothers  
Citibank  
Fidelity  
JPMorgan  
JPMorgan – Childs Trust  
Merrill Lynch  
Pinnacle Securities  
Ruane Cunniff & Goldfarb  
Ruane Cunniff & Goldfarb – Sequoia Fund  
Vanguard  
Chubb Group  
Church Mutual Insurance Co.  
Philadelphia Insurance Company  
Starstone National Insurance Co.  
ADP, Inc.  
AFLAC New York  
Allstate Life Insurance Company  
Lawyers Alliance for New York  
Liberty Coca-Cola Beverages LLC  
Metropolitan Life  
National Union Fire Insurance Co. of Pittsburgh, PA  
New York Department of Law