

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

IN RE: _____ :
 :
 Debtor(s) : Bankruptcy No. _____ :
 :
 Movant(s) : Chapter 11 :
 :
 v. :
 :
 Respondent(s) :
 (If none then "No Respondent") :

**DECLARATION OF _____ IN SUPPORT OF DEBTORS'
APPLICATION PURSUANT TO 11 U.S.C. § 327(a) AND FED. R. BANKR. P. 2014 FOR
AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
_____ AS ADMINISTRATIVE AGENT, *NUNC PRO TUNC* TO
THE RELIEF DATE**

I, _____, being duly sworn, depose and state:

(1) I am a _____ (title) of _____,
 ("_____"), and I am authorized to make and submit this declaration on behalf of
 _____. This declaration is submitted in support of the application (the "**Section 327
Application**") of _____ ("_____") and its debtor
 affiliates, as debtors and debtors in possession (collectively, the "**Debtors**"), pursuant to sections
 327(a), 328(a), 330, and 331 of title 11 of the United States Code (the "**Bankruptcy Code**"), Rules
 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") and W.
 PA. LBR 1002-9 (the "**Local Bankruptcy Rules**") for authorization to retain _____ as the
 official administrative agent ("**Administrative Agent**") for the above-captioned chapter 11 cases (the

“*Cases*”). The statements contained herein are based upon personal knowledge.

(2) On _____ (the “_____”),
chapter 11 petitions (the “_____”) were _____
(collectively, the “*Petitioning Creditors*”).

(3) On _____ (the “*Relief Date*”), was
entered _____.

(4) Prior to filing this Section 327 Application, the Debtors filed an application
under 28 U.S.C. § 156(c) for authorization to retain the *Administrative Agent* to serve as the notice
and claims agent in these Cases (the “*Section 156(c) Application*”). The Court approved the Section
156(c) Application on _____ [Docket No. ____].

(5) The *Administrative Agent* is one of the country’s leading chapter 11
administrators and is well-qualified to provide experienced administrative services in connection
with these Cases. The *Administrative Agent* is or was retained in this jurisdiction to provide
administrative assistance in a number of large cases. *See, e.g.*, (List cases).

(6) The Debtors selected _____ to serve as the *Administrative Agent*
Agent for the Debtors’ estates, as set forth in more detail in the Section 327 Application filed
contemporaneously herewith. To the best of my knowledge, neither the *Administrative Agent*, nor any
of its professional personnel, have any relationship with the Debtors that would impair *the*
Administrative Agent’s ability to serve as *Administrative Agent*. The *Administrative Agent* does have
connections to some of the Debtors’ creditors in matters completely unrelated to these Cases, either as
vendors or in cases where the *Administrative Agent* serves in a neutral capacity as a class action
settlement claims administrator or bankruptcy administrator. The *Administrative Agent’s* assistance

in the cases where the *Administrative Agent* acts as a class action settlement claims administrator has been primarily related to the design and dissemination of legal notice and other administrative functions in class actions.

(7) The *Administrative Agent* has working relationships with certain of the professionals retained by the Debtors and other parties in interest, but such relationships are completely unrelated to the Debtors and these Cases. The *Administrative Agent* has and will continue to represent clients in matters unrelated to the Debtors and these Cases and has had and will continue to have relationships in the ordinary course of its business with certain vendors and professionals in connection with matters unrelated to these Cases.

(8) _____ is a “disinterested person,” as that term is defined in section 101(14) of the Bankruptcy Code, in that except as set forth in Paragraph 10, below, the *Administrative Agent* and its professional personnel:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not, within two years before the date of the filing of these Cases, directors, officers or employees of the Debtors; and
- (c) do not have an interest materially adverse to the interests of the Debtors’ estate or any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors.

(9) The *Administrative Agent* has not been retained to assist any entity or person other than the Debtors on matters relating to, or in connection with, these Cases. If the *Administrative Agent*’s proposed retention is approved by this Court, the *Administrative Agent* will not accept any engagement or perform any service for any entity or person other than the Debtors in these Cases

unless expressly authorized by the Debtors and their professionals. The *Administrative Agent* may, however, provide professional services to entities or persons that are creditors or parties in interest in these Cases, which services do not relate to, or have any direct connection with, these Cases or the Debtors.

(10) The *Administrative Agent* has received a \$ _____ retainer from the Debtors for its services under this Section 327 Application and the Section 156(c) Application, and will apply any unused portion of that retainer against all pre-Relief Date fees and expenses and then against the first application for fees and expenses that the *Administrative Agent* will submit in these Cases.

(11) Subject to the Court's approval, the Debtors have agreed to compensate the *Administrative Agent* for professional services rendered in these Cases outside the scope of section 156(c) of title 28 of the United States Code pursuant to the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, (General Order if one), the guidelines established by the United States Trustee for the Western District of Pennsylvania, and further orders of this Court.

(12) In connection with the Section 156(c) Application, I submitted a copy of the list of those parties searched in _____'s conflict database (the "***Searched Parties***"). I refer the Court to my _____ declaration in support of the Section 156(c) Application for a list of the Searched Parties and reaffirm my representation that none of the Searched Parties appeared in _____'s conflict database.

|s| _____