

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)**

In re:

Case No. 23-16969-MMH

THE ROMAN CATHOLIC ARCHBISHOP  
OF BALTIMORE,

Chapter 11

Debtor.

Judge Michelle M. Harner

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**APPLICATION TO EMPLOY BERKELEY RESEARCH GROUP, LLC AS  
FINANCIAL ADVISOR FOR THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS**

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TO: UNITED STATES BANKRUPTCY JUDGE AND THE UNITED STATES TRUSTEE:

The Official Committee of Unsecured Creditors (the “Committee”) of The Roman Catholic Archbishop of Baltimore (the “Debtor”) respectfully submits this application (“Application”) seeking entry of an order, substantially in the form of the proposed order attached hereto, pursuant to 11 U.S.C. §§ 328, 330, and 1103(a), Rule 2014 of the Federal Rules of Bankruptcy Procedure, and Local Rule 2016-1, authorizing the Committee to retain and employ the firm of Berkeley Research Group, LLC (“BRG”) as a financial advisor to the Committee. In support of its Application, the Committee relies on the declaration of Matthew K. Babcock, attached hereto as **Exhibit A**. In addition, the Committee respectfully represents:

**JURISDICTION AND VENUE**

1. The Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

### **BACKGROUND**

2. The Debtor filed a voluntary petition with this Court under chapter 11 of the Bankruptcy Code on September 29, 2023 (the “Petition Date”). The Debtor is operating as a debtor in possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.

3. The Office of the United States Trustee appointed the Committee on October 11, 2023, pursuant to 11 U.S.C. § 1102.

4. On January 16, 2024, the Committee selected BRG to serve as its financial advisor, subject to this Court’s approval. The Committee believes that it is necessary to employ a financial advisor to render the professional services described herein, and that without such professional assistance, neither the Committee’s evaluation of the operations of the Debtor nor its meaningful participation in the negotiation, promulgation, and evaluation of any plan of reorganization would be possible. The Committee selected BRG because of its professionals’ experience and knowledge in bankruptcy matters and experience in Catholic bankruptcy cases. The Committee believes that BRG is well qualified to render professional services to the Committee in this Chapter 11 Case.

### **SERVICES TO BE RENDERED**

5. The Committee desires to retain BRG, at the expense of the Debtor’s estate, to render, among others, the following professional services:

- (a) assist the Committee in investigating the assets, liabilities, and financial condition of the Debtor or the Debtor’s operations, including an independent analysis of any alleged donor restrictions on the Debtor’s assets;
- (b) assist the Committee in the review of financial related disclosures required by the Court and/or Bankruptcy Code;
- (c) analyze the Debtor’s accounting reports and financial statements;

- (d) review transfers of the Debtor's assets;
- (e) assist the Committee in evaluating the Debtor's ownership interests of property alleged to be held in trust by the Debtor for the benefit of third parties and/or property alleged to be owned by non-debtor entities;
- (f) assist the Committee in reviewing and evaluating any proposed asset sales and/or and other asset dispositions;
- (g) assist the Committee in evaluating the Debtor's cash management system, including unrestricted and restricted funds, deposit and loan programs, and pooled income or investment funds;
- (h) assist the Committee in the review of financial information that the Debtor may distribute to the Committee and others, and analyze proposed transactions for which Court approval is sought;
- (i) assist in the review and/or preparation of information and analyses necessary for the confirmation of a plan, or for the objection to any plan filed in this Case which the Committee opposes;
- (j) assist the Committee with the evaluation and analysis of claims, and on any litigation matters, including, but not limited to, avoidance actions for fraudulent conveyances and preferential transfers, and declaratory relief actions concerning the property of the Debtor's estate; and
- (k) analyze the flow of funds in and out of accounts the Debtor contends contain assets held in trust for others, to determine whether the funds were commingled with non-trust funds and lost their character as trust funds, under applicable legal and accounting principles.

In addition to services related to these areas, BRG understands that it may be requested to render other services and to participate in meetings and discussions with the Committee, the Debtor, and other parties-in-interest and their respective professionals.

### **BRG'S QUALIFICATIONS**

6. The Committee is familiar with the professional standing and reputation of BRG and understands and recognizes that BRG's professionals have a wealth of experience in providing financial advisory services in restructurings and reorganizations and have an excellent reputation for services they have rendered in Chapter 11 cases on behalf of debtors, creditors, trustees, examiners, and other parties in interest throughout the United States. Moreover, the Committee is aware that the principal BRG advisors who will be working on this Case have prior experience in other not-for-profit cases with similar complex issues (including a number of diocesan or religious order bankruptcy cases), including appointment as (i) consultants for the bankruptcy court's expert appointed pursuant to Federal Rule of Evidence 706 in *In re The Roman Catholic Bishop of San Diego* (Bankr. S.D. Cal., Case No. 07-00939) and (ii) financial advisor to the official committees of unsecured creditors in *In re Society of Jesus, Oregon Province* (Bankr. D. Or., Case No. 09-30938); *In re Catholic Diocese of Wilmington, Inc.* (Bankr. D. Del., Case No. 09-13560); *In re Archdiocese of Milwaukee* (Bankr. E.D. Wis., Case No 11-20059); *In re The Christian Brothers' Institute* (Bankr. S.D.N.Y., Case No. 11-22820); *In re The Roman Catholic Bishop of Stockton* (Bankr. E.D. Cal., Case No. 14-20371-C-11); *In re Roman Catholic Bishop of Great Falls – Billings* (Bankr D. Mon., Case No. 17-60271-11); *In re Diocese of Rochester* (Bankr. W.D.N.Y., Case No. 19-20905); *In re The Roman Catholic Church of the Archdiocese of New Orleans* (Bankr. E.D. Lou. Case No. 20-10846); *In re The Roman Catholic Diocese of Rockville Centre* (Bankr. S.D.N.Y., Case No. 20-12345); *In re The Roman Catholic Diocese of Camden* (Bankr. D. N.J.,

Case No. 20-21257); *In re The Roman Catholic Diocese of Syracuse, New York* (Bankr. N.D.N.Y., Case No. 20-30663); *In re The Roman Catholic Diocese of Santa Rosa* (Bankr. N.D. Cal., Case No. 23-10113); *In re The Roman Catholic Diocese of Albany* (Bankr. N.D.N.Y., Case No. 23-10244); *In re The Roman Catholic Bishop of Oakland* (Bankr. N.D. Cal., Case No. 23-40523); *In re The Roman Catholic Diocese of Ogdensburg* (Bankr. N.D.N.Y., Case No. 23-60507); *In re The Roman Catholic Archbishop of San Francisco* (Bankr. N.D. Cal., Case No. 23-30564); and *In re Boy Scouts of America and Delaware BSA, LLC* (Bankr. D. Del., Case No. 20-10343).

### **DISINTERESTEDNESS**

7. BRG is not a creditor or equity holder of the Debtor. BRG does not hold or assert a pre-petition claim against the Debtor, and BRG is not otherwise a creditor of the Debtor. BRG has undertaken a full and thorough review of its computer database, which contains the names of clients and other interested parties in particular matters. BRG requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through BRG's database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation.

8. BRG, to the best of its knowledge and except to the extent disclosed in the Babcock Declaration, BRG and its Managing Directors and Directors (a) is a "disinterested" person within the meaning of § 101(14) of the Bankruptcy Code, (b) does not hold or represent an interest adverse to the Debtor, or other parties in interest in the Chapter 11 Case. BRG may represent, or may have represented, debtors, creditors' committees, or trustees in cases or proceedings against creditors of

the Debtor that are unrelated to this Case. However, the Committee does not believe those matters present a conflict in this Case.

9. BRG has represented, represents, and in the future will likely represent debtors and creditors' committees in cases unrelated to the Debtor and this Case wherein one or more of the firms representing the members of the Committee, sexual abuse claimants, or other parties in interest serve as or may serve as professionals to committee members.

10. Neither BRG nor any of its professionals, insofar as the Committee has been able to ascertain, represent any interest adverse to the Debtor's, its estate, its creditors, or the Committee in the matters upon which BRG is to be engaged.<sup>1</sup>

11. BRG has assessed, and will continue to monitor and assess, all of its client relationships to ensure that BRG is, and remains, disinterested. In addition, BRG will disclose on an ongoing basis any relationship that may reflect upon its disinterestedness.

#### **TERMS OF RETENTION**

12. The Committee understands that BRG will seek compensation from the Debtor's estate and reimbursement of expenses incurred on the Committee's behalf, subject to Court approval after notice and a hearing. BRG has advised the Committee that it agreed to charge its standard hourly rates for professional services rendered, plus reimbursement of actual and necessary expenses incurred by BRG. The professional fees will be calculated by multiplying the hours worked by the standard hourly billing rates in effect for specific personnel involved. The hourly rates charged by BRG for services provided by its personnel differ based on, among other things, each professional's level of experience and types of services being provided. In the ordinary

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<sup>1</sup> The Committee notes that neither it nor its counsel have provided BRG with names of abuse claimants who have filed or may file claims in this Case (other than members of the Committee) in order to preserve those claimants' confidentiality. As such, BRG has not investigated whether it has a conflict with any claimant whose identity is confidential. However, the Committee believes that the prospect of any conflict existing is highly remote.

course of business, BRG periodically revises its hourly rates to reflect promotions and other changes in personnel responsibilities, increases in experience and increases in the cost of doing business.

13. BRG has advised the Committee that its fees will be commensurate with the fees charged to its other clients and in other cases of this size (provided such clients are billed hourly).

14. BRG has also advised the Committee that it intends to make application to this Court for allowance of its compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the terms of any order establishing procedures for interim compensation that may be entered in this Case. BRG's compensation for services rendered on behalf of the Committee shall be fixed by the Court after due application.

15. For professional services, fees are based on BRG's hourly rates. The proposed rates of compensation, subject to final Court approval, are the hourly rates in effect when services are performed by the professionals and paraprofessionals who provide services to the Committee. The current standard hourly rates for BRG personnel that may work on this engagement are as follows:

POSITION	2024 HOURLY RATE
Managing Director	\$755 - \$1,150
Director & Associate Director	\$480 - \$755
Professional Staff	\$225 - \$480
Support Staff	\$160 - \$225

16. These hourly rates are subject to periodic adjustment, which will be noted on the invoices for the first time period in which the revised rates become effective. The standard hourly

rates for BRG professionals anticipated to be lead this engagement are as follows: Matthew Babcock (\$755), Ray Strong (\$815) and Paul Shields (\$850). BRG will use its best efforts to staff and supervise the engagement with appropriate personnel using rates at the lower-end of the hourly rate ranges stated above. There may be requirements and circumstances of the case that require specialized expertise or time sensitive assignments where certain personnel may be required at the higher-end of the stated range.

17. Consistent with BRG's policy with respect to its other clients, BRG will charge for all services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, legal counsel costs, applicable sales or excise taxes, and other direct expenses. Internal costs or overhead costs and document production services (including regular secretarial and word processing time) will not be charged for separately. BRG has acknowledged that the Committee, its constituents, its advisors or professionals shall not be liable for the fees, expenses, or other amounts payable to BRG.

18. Notwithstanding anything in this Application to the contrary, BRG shall (i) to the extent that it uses the services of independent contractors or subcontractors (the "Contractors") in this Case, pass-through the costs of Contractors to the Debtor at the same rate that BRG pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks and compensation procedures as required for BRG; and (iv) file with the Court such disclosures as required by Bankruptcy Rule 2014.

19. In an abundance of caution, BRG hereby discloses that R. Todd Neilson, one of the potential BRG professionals that may have involvement in the case, is an exclusive independent contractor and Managing Director of BRG. BRG regards Mr. Neilson to qualify as a "member,



partner, or regular associate in a professional association, corporation, or partnership” under 11 U.S.C. § 504(b)(1), therefore meeting the standard for the exception regarding the sharing of compensation.

20. As set forth in the Babcock Declaration, BRG acknowledges that all compensation is subject to Court approval after a hearing and upon notice to the United States Trustee and other interested parties. BRG may from time to time apply to the Court for interim compensation in conformity with Section 331 of the Bankruptcy Code. At the conclusion of their work, BRG will file an appropriate application seeking allowance of all fees and costs to date, regardless of whether interim compensation has been paid. The Committee and BRG understand and agree that the proposed compensation arrangement shall be subject to Section 330 of the Bankruptcy Code.

21. Prior to seeking reimbursement for fees based on any increases in rates, BRG will file a supplemental affidavit with the Court and provide ten business days’ notice to the Debtor, the United States Trustee and any official committee. The supplemental affidavit will explain the basis for the requested rate increases in accordance with Section 330(a)(3)(F) of the Bankruptcy Code and state whether the Committee has consented to the rate increase.

22. The Committee requests that fee applications for BRG be submitted for approval in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and orders of this Court, and be paid pursuant to said Code, Rules, and orders.

23. At the conclusion of this Chapter 11 case, BRG will file an appropriate application seeking final allowance of its fees and costs, regardless of whether interim compensation has been paid to BRG. Upon allowance of such fees and costs, the Debtor’s estates will pay to BRG the

difference between the amounts allowed to BRG and any interim compensation already distributed to BRG.

24. The Committee has assessed the Debtor's monthly financial reports and is therefore aware of the Debtor's financial resources. The Committee not only believes that BRG will bring considerable value into the estate through its efforts, but also believes that the estate has sufficient resources to pay for BRG's services.

25. No Fee Sharing. In accordance with Bankruptcy Rule 2016(b), BRG has not shared, or agreed to share, any compensation received in connection with these cases with any other entity.

26. No Prior Request. No previous request for the relief sought by the Application has been made to this or any other court.

**CONCLUSION**

WHEREFORE, the Committee respectfully requests entry of an order in the form of the proposed order attached hereto authorizing the Committee to retain BRG as its financial advisor and granting such further relief as may be just and proper.

Date: February 2, 2024

Respectfully submitted,

  
/s/

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Paul Jan Zdunek  
Committee Chair

PREPARED BY:

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*Counsel to the Official Committee of Unsecured  
Creditors*

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)**

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In re:

Case No. 23-16969-MMH

THE ROMAN CATHOLIC ARCHBISHOP  
OF BALTIMORE,

Chapter 11

Debtor.

Judge Michelle M. Harner

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**ORDER APPROVING APPLICATION TO EMPLOY BERKELEY RESEARCH  
GROUP, LLC AS FINANCIAL ADVISOR FOR THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS**

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Based on the *Application to Employ Berkeley Research Group, LLC as Financial advisor for the Official Committee of Unsecured Creditors* (the “Application”); and upon the *Declaration of Matthew K. Babcock in Support of the Application to Employ Berkeley Research Group, LLC as Financial advisor for the Official Committee of Unsecured Creditors* (the “Babcock Declaration”); and it appearing that the Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this 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 the Court being satisfied, based on the representations made in the Application and the Babcock Declaration that Berkeley Research Group, LLC represents no interest adverse to the Debtor’s estate; and it appearing that

the services of a financial advisor are and will be required and the appointment hereafter made is beneficial to the Official Committee of Unsecured Creditors (the “Committee”); and after due deliberation thereon, and good and sufficient cause appearing therefor:

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. Berkeley Research Group, LLC (“BRG”) is hereby appointed to represent the Committee as its financial advisor effective as of January 16, 2024. Subject to Court approval, BRG may be compensated for services rendered and reimbursed for expenses incurred beginning on January 16, 2024.
3. BRG shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connections with the Debtor’s case as set forth in the Application and in compliance with Sections 330, 331, and the other applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.
4. No additional fee shall be paid to BRG, including the use of any retainer received for post-petition services, without prior approval of the Court.
5. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.
6. Notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order shall be immediately effective and enforceable upon its entry.

**\*\*END OF ORDER\*\***

# **EXHIBIT A**

BRG DECLARATION

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
(Baltimore Division)**

In re:

Case No. 23-16969-MMH

THE ROMAN CATHOLIC ARCHBISHOP  
OF BALTIMORE,

Chapter 11

Debtor.

Judge Michelle M. Harner

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**DECLARATION OF MATTHEW K. BABCOCK IN SUPPORT OF APPLICATION  
TO EMPLOY BERKELEY RESEARCH GROUP, LLC AS FINANCIAL ADVISOR  
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

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Pursuant to 28 U.S.C. § 1746, I, Matthew K. Babcock, hereby submit this declaration (the “Declaration”) under penalty of perjury:

1. I am a Director with Berkeley Research Group, LLC (“BRG”). My business address is Berkeley Research Group, 201 South Main Street Suite 450, Salt Lake City, Utah 84111. I am authorized to make this Declaration on behalf of BRG and the Declaration is submitted pursuant to Rules 2014(a) and 2016(b) of the Federal Rules of Bankruptcy Procedure in support of the Application to Employ Berkeley Research Group LLC as Financial Advisor of the Official Committee of Unsecured Claimants (the “Application”) to retain BRG as financial advisor for the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned Debtor (the “Debtor”).

2. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein and, if called as a witness, I would testify thereto.

**BRG’S QUALIFICATIONS**

3. BRG’s professionals have a wealth of experience in providing financial advisory services in restructurings and reorganizations and have an excellent reputation for services they

have rendered in Chapter 11 cases on behalf of debtors, creditors, trustees, examiners, and other parties in interest throughout the United States. Moreover, the Committee is aware that the principal BRG advisors who will be working on this Case have prior experience in other not-for-profit cases with similar complex issues (including a number of diocesan or religious order bankruptcy cases), including appointment as (i) consultants for the bankruptcy court's expert appointed pursuant to Federal Rule of Evidence 706 in *In re The Roman Catholic Bishop of San Diego* (Bankr. S.D. Cal., Case No. 07-00939) and (ii) financial advisor to the official committees of unsecured creditors in *In re Society of Jesus, Oregon Province* (Bankr. D. Or., Case No. 09-30938); *In re Catholic Diocese of Wilmington, Inc.* (Bankr. D. Del., Case No. 09-13560); *In re Archdiocese of Milwaukee* (Bankr. E.D. Wis., Case No. 11-20059); *In re The Christian Brothers' Institute* (Bankr. S.D.N.Y., Case No. 11-22820); *In re The Roman Catholic Bishop of Stockton* (Bankr. E.D. Cal., Case No. 14-20371-C-11); *In re Roman Catholic Bishop of Great Falls – Billings* (Bankr. D. Mont., Case No. 17-60271-11); *In re Diocese of Rochester* (Bankr. W.D.N.Y., Case No. 19-20905); *In re The Roman Catholic Church of the Archdiocese of New Orleans* (Bankr. E.D. Lou. Case No. 20-10846); *In re The Roman Catholic Diocese of Rockville Centre* (Bankr. S.D.N.Y., Case No. 20-12345); *In re The Roman Catholic Diocese of Camden* (Bankr. D. N.J., Case No. 20-21257); *In re The Roman Catholic Diocese of Syracuse, New York* (Bankr. N.D.N.Y., Case No. 20-30663); *In re The Roman Catholic Diocese of Santa Rosa* (Bankr. N.D. Cal., Case No. 23-10113); *In re The Roman Catholic Diocese of Albany* (Bankr. N.D.N.Y., Case No. 23-10244); *In re The Roman Catholic Bishop of Oakland* (Bankr. N.D. Cal., Case No. 23-40523); *In re The Roman Catholic Diocese of Ogdensburg* (Bankr. N.D.N.Y., Case No. 23-60507); *In re The Roman Catholic Archbishop of San Francisco* (Bankr. N.D. Cal., Case No. 23-30564); and *In re Boy Scouts of America and Delaware BSA, LLC* (Bankr. D. Del., Case No. 20-10343).



**SERVICES TO BE RENDERED**

4. The Committee desires to retain BRG, at the expense of the Debtor's estate, to render, among others, the following professional services:

- (a) assist the Committee in investigating the assets, liabilities, and financial condition of the Debtor or the Debtor's operations, including an independent analysis of any alleged donor restrictions on the Debtor's assets;
- (b) assist the Committee in the review of financial related disclosures required by the Court and/or Bankruptcy Code;
- (c) analyze the Debtor's accounting reports and financial statements;
- (d) review transfers of the Debtor's assets;
- (e) assist the Committee in evaluating the Debtor's ownership interests of property alleged to be held in trust by the Debtor for the benefit of third parties and/or property alleged to be owned by non-debtor entities;
- (f) assist the Committee in reviewing and evaluating any proposed asset sales and/or and other asset dispositions;
- (g) assist the Committee in evaluating the Debtor's cash management system, including unrestricted and restricted funds, deposit and loan programs, and pooled income or investment funds;
- (h) assist the Committee in the review of financial information that the Debtor may distribute to the Committee and others, and analyze proposed transactions for which Court approval is sought;

- (i) assist in the review and/or preparation of information and analyses necessary for the confirmation of a plan, or for the objection to any plan filed in this Case which the Committee opposes;
- (j) assist the Committee with the evaluation and analysis of claims, and on any litigation matters, including, but not limited to, avoidance actions for fraudulent conveyances and preferential transfers, and declaratory relief actions concerning the property of the Debtor's estate; and
- (k) analyze the flow of funds in and out of accounts the Debtor contends contain assets held in trust for others, to determine whether the funds were commingled with non-trust funds and lost their character as trust funds, under applicable legal and accounting principles.

In addition to services related to these areas, BRG understands that it may be requested to render other services and to participate in meetings and discussions with the Committee, the Debtor, and other parties-in-interest and their respective professionals.

#### **DISINTERESTEDNESS**

5. To the best of my knowledge, neither I, BRG, nor any member or associate thereof, insofar as I have been able to ascertain, has any connection with the Committee, the Debtor, its creditors or any other parties in interest herein, their respective attorneys and accountants, the United States Trustee for the District of Maryland, Baltimore Division ("US Trustee"), or any person employed in the office of the U.S. Trustee within the meaning of Bankruptcy Rule 2014, except as set forth herein.

6. BRG has made the following investigation of disinterestedness prior to submitting this Declaration. BRG has undertaken a full and thorough review of its computer database, which

contains the names of clients and other parties interested in particular matters. BRG requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through BRG's database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. See **Schedule 1** attached hereto, listing potential parties in interest searched.

7. Based on the results of BRG's search of its database, and with the exception of representations noted in **Schedule 2**, it appears that BRG does not hold or represent any interest adverse to and has no connection, subject to the disclosures set forth below, with the Debtor herein, its creditors, the Committee, the U.S. Trustee or any party in interest herein in the matters upon which BRG is to be retained, and is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code.

8. BRG and certain of its members and associates represented, represent and, in the future, may represent creditors of the Debtor or other parties in interest in connection with matters unrelated to the Debtors and this Case. At this time, BRG is not aware of any such representations. If BRG identifies any further such representations, BRG shall make further disclosures as may be appropriate at that time.

9. BRG has represented, represents, and in the future will likely represent debtors and creditors' committees in cases unrelated to the Debtor and this Case wherein one or more of the firms representing the members of the Committee, sexual abuse claimants, or other parties in interest serve as or may serve as professionals to committee members.

10. BRG does not hold or assert a pre-petition claim against the Debtor, and BRG is not otherwise a creditor of the Debtor.

**TERMS OF RETENTION**

11. The Committee understands that BRG will seek compensation from the Debtor's estate and reimbursement of expenses incurred on the Committee's behalf, subject to Court approval after notice and a hearing. BRG has advised the Committee that it agreed to charge its standard hourly rates for professional services rendered, plus reimbursement of actual and necessary expenses incurred by BRG. The professional fees will be calculated by multiplying the hours worked by the standard hourly billing rates in effect for specific personnel involved. The hourly rates charged by BRG for services provided by its personnel differ based on, among other things, each professional's level of experience and types of services being provided. In the ordinary course of business, BRG periodically revises its hourly rates to reflect promotions and other changes in personnel responsibilities, increases in experience and increases in the cost of doing business.

12. For professional services, fees are based on BRG's hourly rates. The proposed rates of compensation, subject to final Court approval, are the hourly rates in effect when services are performed by the professionals and paraprofessionals who provide services to the Committee. The current standard hourly rates for BRG personnel that may work on this engagement are as follows:

<b>POSITION</b>	<b>2024 HOURLY RATE</b>
Managing Director	\$755 - \$1,150
Director & Associate Director	\$480 - \$755
Professional Staff	\$225 - \$480
Support Staff	\$160 - \$225

13. These hourly rates are subject to periodic adjustment, which will be noted on the invoices for the first time period in which the revised rates become effective. The standard hourly rates for BRG professionals anticipated to lead this engagement are as follows: Matthew Babcock (\$755), Ray Strong (\$815) and Paul Shields (\$850). BRG will use its best efforts to staff and supervise the engagement with appropriate personnel using rates at the lower-end of the hourly rate ranges stated above. There may be requirements and circumstances of the case that require specialized expertise or time sensitive assignments where certain personnel may be required at the higher-end of the stated range.

14. Consistent with BRG's policy with respect to its other clients, BRG will charge for all services provided and for other charges and disbursements incurred in rendering services to the Committee. These customary items include, among other things, travel and lodging expenses, business meals, costs of reproduction, research, communications, legal counsel costs, applicable sales or excise taxes, and other direct expenses. Internal costs or overhead costs and document production services (including regular secretarial and word processing time) will not be charged for separately. BRG has acknowledged that the Committee, its constituents, its advisors or professionals shall not be liable for the fees, expenses, or other amounts payable to BRG.

15. Notwithstanding anything in this Application to the contrary, BRG shall (i) to the extent that it uses the services of independent contractors or subcontractors (the “Contractors”) in this Case, pass-through the costs of Contractors to the Debtor at the same rate that BRG pays the Contractors; (ii) seek reimbursement for actual costs only; (iii) ensure that the Contractors are subject to the same conflict checks and compensation procedures as required for BRG; and (iv) file with the Court such disclosures as required by Bankruptcy Rule 2014.

16. In an abundance of caution, BRG hereby discloses that R. Todd Neilson, one of the potential BRG professionals that may have involvement in the case, is an exclusive independent contractor and Managing Director of BRG. BRG regards Mr. Neilson to qualify as a “member, partner, or regular associate in a professional association, corporation, or partnership” under 11 U.S.C. § 504(b)(1), therefore meeting the standard for the exception regarding the sharing of compensation.

17. BRG has also advised the Committee that it intends to make application to this Court for allowance of its compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the terms of any order establishing procedures for interim compensation that may be entered in this Case. BRG’s compensation for services rendered on behalf of the Committee shall be fixed by the Court after due application.

18. BRG acknowledges that all compensation is subject to Court approval after a hearing and upon notice to the United States Trustee and other interested parties. BRG may from time to time apply to the Court for interim compensation in conformity with Section 331 of the Bankruptcy Code. At the conclusion of their work, BRG will file an appropriate application seeking allowance of all fees and costs to date, regardless of whether interim compensation has

been paid. The Committee and BRG understand and agree that the proposed compensation arrangement shall be subject to Section 330 of the Bankruptcy Code.

19. At the conclusion of this Chapter 11 case, BRG will file an appropriate application seeking final allowance of its fees and costs, regardless of whether interim compensation has been paid to BRG. Upon allowance of such fees and costs, the Debtor's estates will pay to BRG the difference between the amounts allowed to BRG and any interim compensation already distributed to BRG.

20. BRG has advised the Committee that its fees will be commensurate with the fees charged to its other clients and in other cases of this size (provided such clients are billed hourly).

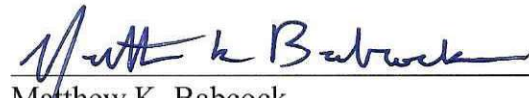
21. In accordance with Bankruptcy Rule 2016(b), BRG has not shared, or agreed to share, any compensation received in connection with this Case with any other entity.

22. No previous request for the relief sought by the Application has been made to this or any other court.

23. BRG is willing to act as a financial advisor upon the Committee's behalf, in accordance with the terms of the Application.

I declare under penalty of perjury that the foregoing is true and correct to the best of my information, knowledge, and belief.

Date: JANUARY 31, 2024

  
Matthew K. Babcock  
Director  
Berkeley Research Group, LLC

**SCHEDULE 1**

**Potential Parties-in-Interest**

***Debtor***

Roman Catholic Archdiocese of Baltimore

***Parishes***

Divine Mercy Parish Frostburg  
Our Lady of the Mountains Cumberland (includes SS. Peter & Paul and St. Mary)  
St. Patrick (Little Orleans) Little Orleans  
Christ the King Glen Burnie (Church of the Crucifixion, Church of the Good Shepherd, Holy Trinity Catholic Church)  
Holy Family (Davidsonville)  
Our Lady of Perpetual Help (Edgewater)  
Our Lady of Sorrows West River  
Our Lady of the Chesapeake Pasadena  
Our Lady of the Fields Millersville  
Resurrection of Our Lord Laurel  
St. Andrew by the Bay Annapolis  
St. Bernadette Severn  
St. Elizabeth Ann Seton Crofton  
St. Jane Frances de Chantal Pasadena  
St. John Neumann Annapolis  
St. John the Evangelist (Severna Park)  
St. Joseph (Odenton)  
St. Lawrence Martyr Hanover  
St. Mary (Annapolis)  
St. Philip Neri Linthicum Heights  
Basilica of the Assumption  
Blessed Sacrament  
Cathedral of Mary Our Queen  
Church of the Immaculate Conception (Baltimore)  
Corpus Christi  
Catholic Community of South Baltimore (Holy Cross, Our Lady of Good Counsel, St. Mary Star of the Sea)  
Holy Rosary  
Most Precious Blood  
New All Saints  
Our Lady of Fatima  
Our Lady of Pompei  
Sacred Heart of Jesus / Sagrado Corazón de Jesús  
Sacred Heart of Mary Graceland Park  
Shrine of the Little Flower



Shrine of the Sacred Heart  
SS. Philip & James  
St. Alphonsus  
St. Ambrose  
St. Ann (Baltimore)  
St. Anthony of Padua  
St. Athanasius  
St. Benedict  
St. Bernardine  
St. Casimir parish at Canton and Patterson Park  
St. Cecilia  
St. Dominic  
St. Edward  
St. Francis of Assisi (Baltimore)  
St. Francis Xavier (Baltimore)  
St. Gregory the Great  
St. Ignatius (Baltimore)  
St. Joseph's Passionist Monastery  
St. Leo  
St. Mary of the Assumption (Govans)  
St. Matthew  
St. Patrick (Broadway)  
St. Peter Claver  
St. Pius V  
St. Rose of Lima  
St. Thomas Aquinas  
St. Thomas More  
St. Veronica  
St. Vincent de Paul  
St. Wenceslaus  
St. William of York  
Transfiguration Roman Catholic Congregation  
Catholic Community of St. Francis Xavier  
Church of the Annunciation  
Church of the Immaculate Conception (Towson)  
Church of the Nativity (Timonium)  
Holy Family (Randallstown)  
Holy Korean Martyrs  
Immaculate Heart of Mary  
Our Lady of Grace (Parkton)  
Our Lady of Hope  
Our Lady of LaVang  
Our Lady of Mount Carmel (Middle River)  
Our Lady of the Angels (Catonsville)  
Our Lady of Victory  
Our Lady, Queen of Peace

Sacred Heart (Glyndon)  
 St. Agnes  
 St. Alphonsus Rodriguez (Woodstock)  
 St. Charles Borromeo  
 St. Clare  
 St. Clement  
 St. Clement Mary Hofbauer  
 St. Gabriel  
 St. Isaac Jogues  
 St. Joseph (Cockeysville)  
 St. Joseph (Fullerton)  
 St. Luke  
 St. Mark (Catonsville)  
 St. Michael the Archangel  
 St. Pius X  
 St. Rita  
 St. Ursula  
 St. Bartholomew Manchester  
 St. John (Westminster)  
 St. Joseph (Sykesville – Eldersburg)  
 St. Joseph (Taneytown)  
 Holy Family Catholic Community Middletown  
 Our Lady of Mount Carmel (Thurmont)  
 St. Anthony Shrine Emmitsburg  
 St. Ignatius Loyola Ijamsville  
 St. John the Evangelist (Frederick)  
 St. Joseph (Emmitsburg)  
 St. Joseph-On-Carrollton Manor Frederick  
 St. Katharine Drexel Frederick  
 St. Francis – St. Mary (Petersville)  
 St. Peter (Libertytown) Union Bridge  
 St. Timothy Walkersville  
 St. Peter at the Lake Center McHenry  
 St. Peter the Apostle (Oakland)  
 Church of the Holy Spirit Joppa  
 Prince of Peace Edgewood  
 St. Francis de Sales Abingdon  
 St. Ignatius (Hickory)  
 St. Joan of Arc Aberdeen  
 St. John the Evangelist (Long Green Valley) Hydes  
 St. Margaret Bel Air  
 St. Mark (Fallston)  
 St. Mary Magdalen Bel Air  
 St. Mary of the Assumption (Pylesville)  
 St. Patrick (Havre de Grace)  
 St. Stephen Bradshaw

Catholic Community of Ascension & St. Augustine Elkridge  
Church of the Resurrection Ellicott City  
Our Lady of Perpetual Help (Ellicott City)  
St. Francis of Assisi (Fulton)  
St. John the Evangelist (Columbia)  
St. Louis Clarksville  
St. Michael (Poplar Springs – Mt. Airy)  
St. Paul Ellicott City  
St. Ann (Hagerstown)  
St. Augustine (Williamsport)  
St. James Boonsboro  
St. Joseph (Hagerstown)  
St. Mary (Hagerstown)  
St. Michael (Clear Spring)  
St. Peter (Hancock)

***Schools***

Bishop Walsh School  
Msgr. Slade Catholic School  
St. John the Evangelist  
St. Mary's School  
St. Philip Neri School  
School of the Incarnation  
Archbishop Borders School  
Cardinal Shehan School  
Mother Mary Lange Catholic School  
Mother Seton Academy  
St. Casimir Catholic School  
St. Francis of Assisi School  
St. Ignatius Loyola Academy  
School of the Cathedral of Mary Our Queen  
Immaculate Conception School  
Immaculate Heart of Mary School  
Our Lady of Hope / St. Luke School  
Our Lady of Mount Carmel School  
Sacred Heart School  
Sisters Academy  
St. Agnes School  
St. Joseph School (Cockeysville)  
St. Joseph School (Fullerton)  
St. John the Evangelist School  
St. Mark School  
St. Michael – St. Clement School  
St. Stephen School  
St. Ursula School

St. John School  
Mother Seton School  
St. John Regional Catholic School  
St. Thomas More Academy  
St. Joan of Arc School  
St. Margaret School  
Our Lady of Perpetual Help  
Resurrection – St. Paul School  
St. Augustine School  
St. Louis School  
Trinity School  
St. Mary Catholic School  
Archbishop Spalding High School, Severn  
Bishop Walsh School, Cumberland  
Cristo Rey Jesuit High School, Baltimore  
St. Frances Academy, Baltimore  
The John Carroll School, Bel Air  
Saint John's Catholic Prep, Buckeystown  
St. Maria Goretti Catholic High School, Hagerstown  
St. Mary's High School, Annapolis  
Our Lady of Mount Carmel, Middle River  
Archbishop Curley High School, Baltimore  
Calvert Hall College High School, Towson  
Loyola Blakefield, Towson  
Mount Saint Joseph High School, Baltimore  
The Catholic High School of Baltimore  
Maryvale Preparatory School, Lutherville  
Mercy High School, Baltimore  
Mount de Sales Academy, Catonsville  
Notre Dame Preparatory School, Towson

***Related Entities / Trusts***

Archbishop of Baltimore Annual Appeal Trust  
Route 175 East, LLC  
Catholic Community School Land, Inc.  
Inter-Parish Loan Fund, Inc.  
The Catholic Community Foundation of the Archdiocese of Baltimore, Inc.  
Roman Catholic Foundation in the Archdiocese of Baltimore, Inc.  
The John Carroll Foundation of the Roman Catholic Archdiocese of Baltimore, Inc.  
Associated Catholic Charities, Inc.  
Maryland Catholic Conference, LLC  
Mercy Ridge, Inc.  
Mercy Health Services, Inc.

*Individuals [redacted]*

[REDACTED]

[REDACTED]

***Other***

PNC Bank, N.A.  
M&T Bank Corp.  
WesBanco Bank, Inc.  
Bank of America, N.A  
Baltimore Gas & Electric Company  
Luminace Solar Holdings, LLC  
Vicinity Energy  
H.C. McComas Fuel Co.  
Anne Arundel County  
Baltimore City Department of Public Works (Water & Waste Water)  
Comcast  
Verizon  
NRG Energy, Inc.  
Picasso Insurance, LLC  
USA Risk Group Americas, Inc.  
Heffernan Insurance Brokers DBA Porter & Curtis, LLC  
Underwriters at Lloyds  
Federal Insurance Company (Chubb)  
United States Fire Insurance Co.  
Great American Insurance Company  
Safety National Casualty Corporation  
National Fire & Marine Insurance Co.  
Fair American Ins and Reins Company  
Great Divide Insurance Company  
RLI Insurance Company  
Princeton Excess & Surplus Lines Insurance Company  
Berkley National Insurance  
Zurich American Insurance Co.  
CNA Financial Corporation  
Employers Insurance Company of Wausau  
The Travelers Companies, Inc.  
The Hartford Financial Services Group  
Fireman's Fund Insurance Company  
Aetna Inc.  
Chubb Group Holdings, Inc.  
USF&G Corporation  
General Star Indemnity Company  
Northland Insurance Companies  
American International Group, Inc., a/k/a AIG  
Royal & Sun Alliance Insurance Ltd.  
CIGNA Corporation  
Lexington Insurance Company  
Ace Insurance Co.  
Lloyd's of London

Catholic Mutual Group  
Office of Attorney General for the State of Maryland  
Allegany County State's Attorney's Office  
Allegany County Tax and Utility Office  
Anne Arundel County State's Attorney's Office  
Anne Arundel County Office of Finance  
Office of Baltimore County State's Attorney's Office  
Office of Baltimore City State's Attorney's Office  
Baltimore County Office of Budget and Finance  
Carroll County State's Attorney's Office  
Carroll County Tax Assessor's Office  
Frederick County State's Attorney's Office  
Frederick County Treasury Department  
Garrett County State's Attorney's Office  
Garrett County Collection Office  
Harford County State's Attorney's Office  
Harford County Department of the Treasury  
Howard County State's Attorney's Office  
Howard County Department of Finance  
Washington County State's Attorney's Office  
Washington County Treasurer's Office  
PNC Bank, National Association  
Buchanan Ingersoll & Rooney PC  
Maryland Health and Higher Educational Facilities Authority  
U.S. Bank National Association  
U.S. Bancorp Community Development Corporation  
Harbor Community Fund XXI LLC  
UACD Sub CDE 47 LLC (Urban Action Community Development LLC)  
Keegan Linscott & Associates, PC  
Christopher G. Linscott  
Conan Bardwell  
Epiq Corporate Restructuring, LLC  
Blank Rome LLP  
Gallagher Evelius & Jones LLP  
YVS Law, LLC



**SCHEDULE 2**

**(Current and Former Clients of BRG)**

***Current BRG Clients***

AETNA Health of California, Inc.  
AETNA, Inc.  
Bank of America, N.A.  
Chubb European Group  
Chubb North America  
CNA Insurance  
Comcast Corporation  
Federal Insurance Company (FIC)  
NRG Energy, Inc.  
PNC Bank, N.A.  
The Travelers Indemnity Company  
Travelers Property Casualty Company of America  
U.S. Bank National Association

***Former BRG Clients***

ACE American Insurance Company  
ACE Bermuda International Insurance (Ireland) Limited  
AIG Direct Insurance Services, Inc  
AIG Specialty Insurance Company  
Bank of America, N.A., successor-in-interest to Countrywide Financial Corporation and  
Countrywide Bank, FSB  
Berkley Insurance Company  
Blank Rome  
Certain Underwriters at Lloyds, London Subscribing to Certificate 480887 as Subrogee to  
Twilio, Inc.  
Chubb Group of Insurance Companies  
Fireman's Fund Insurance Company, Inc.  
Lexington Insurance Company  
Lloyd's of London  
M&T Bank  
Office of Attorney General, State of Maryland  
The Hartford  
Verizon Wireless  
Zurich American Insurance Company