

<p>Attorney or Party Name, Address, Telephone &amp; FAX Nos., State Bar No. &amp; Email Address                  BRIAN L. DAVIDOFF (SBN 102654)                  BDavidoff@GreenbergGlusker.com                  KEITH PATRICK BANNER (SBN 259502)                  KBanner@GreenbergGlusker.com                  GREENBERG GLUSKER FIELDS CLAMAN &amp; MACHTINGER LLP                  1900 Avenue of the Stars, 21st Floor                  Los Angeles, California 90067-4590                  Telephone: 310.553.3610; Fax: 310.553.0687</p> <p><i>Attorney for:</i> Proposed General Bankruptcy Counsel for Debtor and Debtor in Possession</p>	<p>FOR COURT USE ONLY</p>
<p><b>UNITED STATES BANKRUPTCY COURT                  CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION</b></p>	
<p>In re:                  B&amp;B Liquidating, LLC,</p> <p style="text-align: right;">Debtor(s).</p>	<p>CASE NO.: 2:18-bk-11744-NB                  CHAPTER: 11</p> <p style="text-align: center;"><b>STATEMENT OF DISINTERESTEDNESS                  FOR EMPLOYMENT OF PROFESSIONAL                  PERSON UNDER FRBP 2014                  (File with Application for Employment)</b></p> <p style="text-align: center;">[No Hearing Required]</p>

1. Name, address and telephone number of the professional (Professional) submitting this Statement:  
 Brian Allen, Managing Director  
 Clear Thinking Group LLC ("CTG")  
 401 Towne Centre Drive  
 Hillsborough, NJ 08844  
 Telephone: 908.431.2121
2. The services to be rendered by the Professional in this case are (*specify*):  
 Financial Advisor to the chapter 11 Debtor and Debtor in Possession, B&B Liquidating, LLC, f/k/a B&B Bachrach, LLC, ("Debtor"). For specific services to be performed, see Application of Debtor Pursuant to Section 327(a) of the Bankruptcy Code and Rule 2014 of the Federal Rules of Bankruptcy Procedure to Employ Clear Thinking Group LLC As Financial Advisor as of the Petition Date [Docket No. 92] (the "Employment Application"), with attached Declaration of Brian Allen (including attached exhibits) ("Allen Declaration), which are both incorporated by reference hereto.
3. The terms and source of the proposed compensation and reimbursement of the Professional are (*specify*):  
 Hourly fees per engagement agreement with Debtor payable either from (i) "Carve Out" in the amount of up to \$175,000, paid week pursuant to Finance Stipulation with Siena Lending Group, LLC ("Siena") (See Docket No. 21), as such amount may be revised by agreement between the parties; or (ii) additional sources from Debtor.

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4. The nature and terms of retainer (i.e., nonrefundable versus an advance against fees) held by the Professional are *(specify)*:  
\$75,000.00 retainer for post-petition professional services. See Employment Application for further information.
  
5. The investigation of disinterestedness made by the Professional prior to submitting this Statement consisted of *(specify)*:  
CTG performed a thorough relationship check as set forth in the Employment Application and Allen Declaration.
  
6. The following is a complete description of all of the Professional's connections with the Debtor, principals of the Debtor, insiders, the Debtor's creditors, any other party or parties in interest, and their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee *(specify, attaching extra pages as necessary)*:  
Please see Employment Application page 6, line 11 through 13; and Allen Declaration paragraphs 7 & 9.
  
7. The Professional is not a creditor, an equity security holder or an insider of the Debtor, except as follows *(specify, attaching extra pages as necessary)*:  
N/A
  
8. The Professional is not and was not, within 2 years before the date of the filing of the petition, a director, officer or employee of the Debtor.
  
9. The Professional does not have an interest materially adverse to the interest of the estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtor, or for any other reason, except as follows *(specify, attaching extra pages as necessary)*:  
N/A
  
10. Name, address and telephone number of the person signing this Statement on behalf of the Professional and the relationship of such person to the Professional *(specify)*:  
Brian Allen, Managing Director  
Clear Thinking Group LLC  
401 Towne Centre Drive  
Hillsborough, NJ 08844  
Telephone: 908.431.2121

11. The Professional is not a relative or employee of the United States trustee or a bankruptcy judge, except as follows  
(specify, attaching extra pages as necessary):  
N/A

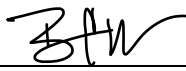
12. Total number of attached pages of supporting documentation: 0

13. After conducting or supervising the investigation described in paragraph 5 above, I declare under penalty of perjury under the laws of the United States, that the foregoing is true and correct except that I declare that paragraphs 6 through 9 are stated on information and belief.

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

3/22/2018  
Date

Brian Allen  
Printed Name

  
Signature

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:  
1900 Avenue of the Stars, Ste. 2100, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled: **STATEMENT OF DISINTERESTEDNESS FOR EMPLOYMENT OF PROFESSIONAL PERSON UNDER FRBP 2014** will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner stated below:

**1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):** Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) 03/22/2018, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Service information continued on attached page

**2. SERVED BY UNITED STATES MAIL:**

On (date) 03/22/2018, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

\* See Noticing Agent's separate Certificate of Service\*

Service information continued on attached page

**3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) 03/22/18, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

\* See Noticing Agent's separate Certificate of Service\*

Service information continued on attached page

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

03/22/18

Julie King

/s/ Julie King

Date

Printed Name

Signature

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