

EXHIBIT C
Nicolaou Declaration

DECLARATION OF KAREN G. NICOLAOU IN SUPPORT OF APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF CROWE & DUNLEVY, P.C. AS THE DEBTORS' COUNSEL EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE - Page 1

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PROPOSED COUNSEL FOR THE DEBTORS

**UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Chapter 11
THE LASALLE GROUP, INC., et al.,¹	§	Case No. 19-31484-sgj-11
	§	
DEBTORS.	§	(Jointly Administered)
	§	
	§	

DECLARATION OF KAREN G. NICOLAOU IN SUPPORT OF APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF CROWE & DUNLEVY, P.C. AS THE DEBTORS' COUNSEL EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE

I, Karen G. Nicolaou, state and declare under penalty of perjury that the following is true and correct to the best of my knowledge and belief:²

¹ A list of the Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, is attached to the Application as Schedule 1. The Debtors' mailing address is 545 E. John Carpenter Freeway, Suite 500, Irving, Texas 75062.

1. I am the chief restructuring officer (“CRO”) of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”). In that capacity, I am generally familiar with the day-to-day operations, business and financial affairs, and books and records of the Debtors.

2. The Debtors have authorized me to submit this declaration (the “Declaration”) pursuant Paragraph D.2 of the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* and in support of the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Crowe & Dunlevy, P.C. as the Debtors’ Counsel Effective Nunc Pro Tunc to the Petition Date* (the “Application”). Except as otherwise noted, I have personal knowledge of the matters set forth in this Declaration.

C&D’s Billing Rates and Material Engagement Terms.

3. In my capacity as CRO of the Debtors, I am responsible for, among other things, supervising outside counsel and monitoring and controlling legal costs. C&D has informed the Debtors that its billing rates and material engagement terms in connection with its representation of the Debtors in these Chapter 11 Cases are the same as, similar to, or, in some cases, less than the billing rates that C&D charges for other non-bankruptcy engagements. C&D has also informed the Debtors that the billing rates C&D charged to the Debtors for services provided prepetition are the same as the billing rates C&D will charge to the Debtors through the pendency of these Chapter 11 Cases. Insofar as I have been able to ascertain, C&D representations in that regard are true and correct.

² Capitalized terms used but not otherwise defined in this Declaration have the same meaning given to them in the Application.

The Debtors' Selection of C&D.

4. The Debtors interviewed at least one other law firm with comparably skilled bankruptcy professionals to represent them in these Chapter 11 Cases. Ultimately, the Debtors retained C&D because, among other reasons, (a) C&D has extensive experience and knowledge in the field of debtors' protections, creditors' rights, and business reorganizations under chapter 11 of the Bankruptcy Code, and (b) C&D has become very familiar with the Debtors' operations, business, material agreements, and potential legal issues that may arise in the context of these Chapter 11 Cases. All things considered, I believe that C&D is both well-qualified and uniquely able to represent the Debtors as their primary bankruptcy counsel in these Chapter 11 Cases in an effective and efficient manner.

Supervision of C&D's Fees and Expenses.

5. The Debtors have approved C&D's billing rates and budgeting and staffing plan for its representation of the Debtors in these Chapter 11 Cases. Under this plan, the Debtors have negotiated a discounted billing rate for certain of the attorneys that are expected to manage a significant percentage of the restructuring needs presented by these Chapter 11 Cases. Further, the Debtors understand that, when appropriate, more routine matters will be delegated to counsel with lower billing rates.

6. The Debtors appreciate that unpredictable issues and action items might arise in the course of these complex Chapter 11 Cases which might impact the total fees and expenses that will be charged by C&D to the Debtors' estates. The Debtors also recognize that it is their responsibility to closely monitor C&D's billing practices to ensure that the fees and expenses paid by the Debtors' estates remain consistent with the Debtors' expectations and the exigencies of these Chapter 11 Cases. The Debtors will continue to review C&D's monthly fee statements

as they are submitted, and will continue to work with C&D to ensure that the Debtors' legal fees and expenses remain reasonable.

7. Pursuant to 28 U.S.C. §1746(2), I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on June 1, 2019.

/s/ Karen G. Nicolaou
Karen G. Nicolaou