

**Exhibit B**

**Slusher Declaration**



2. I am a partner in the Corporate Restructuring Group of Drinker Biddle & Reath LLP (“**Drinker Biddle**”), proposed counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the chapter 11 cases of The LaSalle Group, Inc. and its affiliated debtors (collectively, the “**Debtors**”).

3. I am duly authorized to make this declaration (the “**Declaration**”) on behalf of Drinker Biddle in support of the *Application Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Section 1103 of the Bankruptcy Code Authorizing the Employment and Retention of Drinker Biddle & Reath LLP as Counsel to the Official Committee of Unsecured Creditors of The LaSalle Group, Inc. et al. Nunc Pro Tunc to July 3, 2019* (the “**Application**”),<sup>2</sup> seeking authorization to retain and employ Drinker Biddle as counsel to the Committee on the terms, and subject to the conditions, set forth therein. I submit this Declaration in accordance with section 1103(b) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1.

4. Except as otherwise noted, I have personal knowledge of the matters set forth herein and, if called as a witness, I would testify thereto. Certain of the disclosures set forth herein relate to matters not within my personal knowledge, but rather within the personal knowledge of other attorneys and employees at Drinker Biddle, and are based on information derived from Drinker Biddle’s internal records provided to me. To the extent any information disclosed herein requires amendment or modification upon Drinker Biddle’s completion of further review or as additional party-in-interest information becomes available, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

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

### **DRINKER BIDDLE'S QUALIFICATIONS**

5. Drinker Biddle is a national law firm of approximately 575 attorneys with offices throughout the country, including at 1717 Main Street, Suite 5400, Dallas, Texas 75201. Drinker Biddle's attorneys possess extensive knowledge and expertise in the areas of law relevant to these chapter 11 cases, and Drinker Biddle is well qualified to represent the Committee. Drinker Biddle has successfully represented official and unofficial committees of creditors and equity holders in many prominent and complex bankruptcy cases. Moreover, prior to the appointment of the Committee, Drinker Biddle represented an ad hoc group of certain unaffiliated creditors of the Debtors (the "*Ad Hoc Group*"), which was disbanded upon the appointment of two of its three members to the Committee on July 3, 2019.<sup>3</sup> Based upon its prior representation of the Ad Hoc Group, Drinker Biddle is familiar with the Debtors and the prior proceedings in these cases. Accordingly, Drinker Biddle is both well-qualified and uniquely able to represent the Committee in these cases in an efficient, cost-effect and timely manner.

### **SERVICES TO BE RENDERED**

6. The Committee has requested that Drinker Biddle render the following services, among others, in connection with these chapter 11 cases:

- a. Attend the meetings of the Committee;
- b. Review financial and operational information furnished by the Debtors to the Committee;
- c. Investigate and determine the value of any unencumbered assets;
- d. Analyze and negotiate the budget and the terms of any proposed debtor-in-possession financing;

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<sup>3</sup> Drinker Biddle no longer represents the Ad Hoc Group. Furthermore, Drinker Biddle has no obligations to, and is entitled to no compensation from, any former member of the Ad Hoc Group.

- e. Assist in any efforts to sell assets of the Debtors in a manner that maximizes the value for creditors;
- f. Review and analyze chapter 11 plan issues and pursue confirmation of a plan or plans as may be appropriate to provide distributable value to the holders of general unsecured claims;
- g. Review and investigate the liens of purported secured parties;
- h. Review and investigate prepetition transactions in which the Debtors and/or their insiders were involved;
- i. Confer with the Debtors' management, counsel, and financial advisors;
- j. Review the Debtors' schedules, statements of financial affairs, and business plan;
- k. Advise the Committee as to the ramifications of all the Debtors' activities and motions before this Court;
- l. File appropriate pleadings, motions, and objections on behalf of the Committee;
- m. Review and analyze the Debtors' financial professionals' work product and report to the Committee on such analyses;
- n. Provide the Committee with legal advice in relation to the chapter 11 cases;
- o. Prepare various applications and memoranda of law to be submitted to the Court for consideration; and
- p. Perform such other legal services for the Committee as may be necessary or proper in these proceedings.

7. Subject to the Court's approval, Drinker Biddle is willing to serve as the Committee's counsel and to perform the services described. The Committee may, from time to time, request that Drinker Biddle undertake specific matters beyond the scope of the services set forth above. Drinker Biddle may, in its discretion, undertake any such specific matters.

8. Drinker Biddle expects to work cooperatively with other professionals retained by the Committee in these cases in allocating responsibility for various tasks in order to avoid

duplication of effort and to move these cases forward as quickly, harmoniously, and efficiently as possible.

**DRINKER BIDDLE'S DISINTERESTEDNESS**

9. Drinker Biddle does not represent and will not represent any entity, other than the Committee, in matters related to these chapter 11 cases.

10. As described, prior to the appointment of the Committee, Drinker Biddle represented the Ad Hoc Group, which was disbanded upon the appointment of two of its three members to the Committee on July 3, 2019. As such, Drinker Biddle no longer represents the Ad Hoc Group. Drinker Biddle has no obligations to, and is entitled to no compensation from, any former member of the Ad Hoc Group.

11. In connection with its proposed retention by the Committee, Drinker Biddle searched its client/matter database for representations and other potential connections over the past three (3) years. The search included each of the Debtors, their affiliates, and certain entities holding large claims against or interests in the Debtors that were made reasonably known to Drinker Biddle. A list of all interested parties searched for by Drinker Biddle (the "*Interested Parties*") is attached hereto as **Schedule 1** and incorporated herein by reference.

12. The results of Drinker Biddle's conflicts check were compiled and analyzed by Drinker Biddle attorneys acting under my supervision. Drinker Biddle will continue to conduct further periodic checks with respect to known and newly-identified interested parties that are relevant to Drinker Biddle's representation of the Committee throughout these chapter 11 cases and supplement this Declaration accordingly.

13. To the best of my knowledge, based on the review procedures described, Drinker Biddle does not have any "connections" to the members of the Committee, the Debtors, their

known creditors, other known parties in interest, their respective attorneys or other professionals, the U.S. Trustee or any person employed in the office of the U.S. Trustee, any United States Bankruptcy Judge or District Judge for the Northern District of Texas, the Clerk of this Court, or any person employed by the office of such Clerk, except as described in this declaration. Neither the term “connection,” as used in Bankruptcy Rule 2014, nor the proper scope of a professional’s search for a “connection” has been defined, and I am therefore uncertain what this Court may consider a “connection” requiring disclosure. Out of an abundance of caution, therefore, I am disclosing many representations that are not, to my understanding, disqualifying or problematic under either the Bankruptcy Code or applicable standards of professional ethics.

14. Drinker Biddle and certain of its partners, counsel, and associates may have previously represented, may currently represent, and may in the future represent interested parties in connection with matters wholly unrelated to the Committee, the Debtors, their estates, or to these chapter 11 cases. Moreover, Drinker Biddle appears in many cases, proceedings, and transactions involving different attorneys, financial consultants, and investment bankers, some of which may now or in the future represent the interested parties in these cases. Attached hereto as **Schedule 2** and incorporated herein by reference is a list of Interested Parties (or their affiliates) whom Drinker Biddle currently represents, has represented, and may in the future represent in matters unrelated to these chapter 11 cases. Although Drinker Biddle has represented, currently represents, and may continue to represent certain entities and individuals listed on **Schedule 2** hereto, Drinker Biddle will not represent any such entity or individual in these chapter 11 cases.

15. To the best of my knowledge, no attorney at Drinker Biddle has any other interest, direct or indirect, that may be affected by the proposed representation.

16. I believe Drinker Biddle is a disinterested person and does not hold or represent an interest adverse to the Debtors' estates with respect to the matters for which Drinker Biddle is to be employed, as required by Bankruptcy Code Section 328(c).

**PROFESSIONAL COMPENSATION**

17. As of the date of this Declaration, Drinker Biddle has received no compensation for its work on behalf of the Committee. Drinker Biddle did not receive a retainer with respect to this representation.

18. It is Drinker Biddle's policy to charge its clients in all areas of practice for expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, photocopying, witness fees, travel and lodging expenses, certain secretarial and other overtime expenses, filing and recording fees, postage, vendor charges, express mail and messenger charges, expenses for "working meals," and telecopier charges. Drinker Biddle will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to its other clients, subject to this Court's approval of such expenses pursuant to sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Rules as may from time to time be applicable, such procedures as may be fixed by Order of this Court. Drinker Biddle believes that failure to charge these expenses would require the Firm to increase its current hourly rates.

19. To the best of my knowledge, no commitments have been made or received by Drinker Biddle, nor any employee thereof, with respect to compensation or payment in connection with the cases other than (x) in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the U.S. Trustee Guidelines, and/or (y) as disclosed herein.

20. Pursuant to Bankruptcy Rule 2016(b), Drinker Biddle has neither shared nor agreed to share (i) any compensation it has received or may receive with another party or person, other



than with the partners, counsel, senior attorneys, associates, and contract attorneys of Drinker Biddle, or (ii) any compensation another person or party has received or may receive. Except for such sharing arrangements among the partners, counsel, senior attorneys, associates, and contract attorneys of Drinker Biddle, Drinker Biddle has no agreement with any other entity to share with such entity any compensation received by Drinker Biddle in connection with these Bankruptcy Cases, nor will any be made, except as permitted pursuant to Bankruptcy Code section 504(b)(1).

21. Drinker Biddle intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, as well as pursuant to any additional procedures that may have been established by the Court in these chapter 11 cases. Drinker Biddle has agreed to accept as compensation such sums as may be allowed by the Court. Drinker Biddle understands that interim and final fee awards are subject to approval by the Court.

22. Subject to the Court's approval, Drinker Biddle intends to (a) charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered, and (b) seek reimbursement of actual and necessary out-of-pocket expenses. The hourly rates charged by Drinker Biddle professionals (i) are consistent with, and typical of, arrangements entered into by Drinker Biddle and other law firms with respect to rendering comparable services for clients similar to the Committee, both in and outside of bankruptcy, and (ii) differ based on, among other things, each professional's level of experience and the rates normally charged in the location of the office in which the professional is resident. These hourly rates are subject to periodic increases in the normal course of Drinker Biddle's business. Such rate adjustments will be disclosed. Drinker Biddle will not seek reimbursement for secretarial and other overtime.

23. The current hourly rates applicable to the principal attorneys and paralegals of Drinker Biddle proposed to represent the Creditors' Committee are:

<b>Timekeeper</b>	<b>Title</b>	<b>Hourly Rate</b>
Vincent P. Slusher	Partner	\$1,010 per hour
Stacy A. Lutkus	Counsel	\$650 per hour
Kristen B. Perry	Associate	\$515 per hour
Antoinette Snodgrass	Associate	\$515 per hour
Daniel Northrop	Paralegal	\$425 per hour
Cathy Greer	Paralegal	\$350 per hour

24. Other Drinker Biddle attorneys and paraprofessionals may from time to time serve the Committee. To reflect economic and other conditions, Drinker Biddle revises its regular hourly rates periodically and requests that, effective as of the date of such revision, the aforementioned rates be revised to the regular hourly rates that will be in effect at that time. Drinker Biddle agrees to be compensated based on the same rates generally charged for services rendered in matters handled by Drinker Biddle for its clients. Drinker Biddle understands, acknowledges, and agrees that it shall be entitled to reimbursement only for actual and necessary expenses incurred in connection with its representation of, or services for, the Committee.

25. The foregoing constitutes the statement of Drinker Biddle pursuant to sections 504 and 1103 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(a).

**STATEMENT REGARDING U.S. TRUSTEE GUIDELINES**

26. Drinker Biddle intends to make a reasonable effort to comply with the United States Trustee's requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines.

27. The following information is provided in response to the request for additional information set forth in Paragraph D.1 of the U.S. Trustee Guidelines:

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

**Response:** No.

**Question:** Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

**Response:** No.

**Question:** If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

**Response:** Drinker Biddle did not represent the Committee prior to the commencement of these chapter 11 cases.

**Question:** Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

**Response:** Drinker Biddle is in the process of developing a prospective budget and staffing plan for the Committee's review and approval. Drinker Biddle expects that the Committee, the Debtors, and the U.S. Trustee, will maintain active oversight of Drinker Biddle's billing practices.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: July 25, 2019

By: /s/ Vincent P. Slusher  
Vincent P. Slusher  
Partner, Drinker Biddle & Reath LLP

**Schedule 1**

**Interested Parties List**

**INTERESTED PARTIES LIST**

*NB: Except where indicated, this is the same party listing used by the Debtors in its application to employ Crowe & Dunleavy as counsel.*

\* Parties who have appeared in these cases

\*\* Debtor professionals

\*\*\* Top 20 creditor list

Amarillo Memory Care LLC	Cox Communications Inc.
Arlington Heights Memory Care LLC	Crowe & Dunleavy*
Arlington ISD*	Crowley ISD*
Arlington REIT Tenant LLC	Crystal Lake REIT Tenant LLC
AT&T, Inc.	CSC
Baker Donelson Bearman Caldwell & Berkowitz	Curtis Group Architects Ltd.***
Bank of the Ozarks	CVS Pharmacy, Inc.
Bank SNB, a Division of Simmons Bank	Cypress Fairbanks ISD*
BB&T Equipment Finance Corporation	Cypresswood Memory Care LLC
BBVA Compass	Dallas County Utility & Reclamation District*
Bell Nunnally***	De Lage Landen Financial Services, Inc.
BMO Harris Bank, N.A.	De Lage Landen Public Finance, LLC
BMW Financial Services N.A., LLC	Denton County*
BOKF, D/B/A Bank of Texas	Denton Memory Care LLC
Bolingbrook REIT Tenant LLC	Dixon Hughes Goodman LLP***
Bradley Arant Boult Cummings LLP	Estate of J. Mennella*
Branch Banking and Trust Co.	Federal National Mortgage Association (Fannie Mae)*
Cannon & Cannon Inc.***	Fidelity [401(K)]***
Capital Center Land Condo Association Inc.***	Fidelity National Title Insurance Company
Carrollton Autumn Leaves LP	First National Bank of Wichita Falls, TX
Chicago Title Insurance Company	First Secure Community Bank*
Chicago Title Oklahoma Co.	Flower Mound Autumn Leaves LLP
Cigna Health and Life Insurance Company***	Fort Bend County*
Cinco Commercial Property Owners Association, Inc.*	Fort Mill Memory Care LLC
Cinco Ranch Memory Care LLC	Fossil Creek Memory Care LLC
Cintas Corporation	Franklin PSH Tenant, LLC
CliftonLarsonAllen LLP***	Frost Bank of Texas
CNA Insurance Paragon Asset Recovery Services Inc.***	GE Capital Corp.
Coinmach Corporation	Georgetown Memory Care, LLC
Community Trust Bank	Greenville Memory Care, LLC
Corinth Assisted Care LP	GSI Engineering, LLC***
Corinth Autumn Oaks LP	Gurnee Memory Care, LLC
	Haltom City*
	Hancock Whitney Bank*
	Harney Partners*

Harris County\*  
Hood, Diane\*  
Hunton Andrews Kurth LLP\*\*\*  
Iron Mountain Incorporated  
JPMorgan Chase Bank, N.A.  
KeyBank N.A.\*  
Lake Superior Contracting, LP  
Lee's Summit Memory Care, LLC  
Lewis, John P. Jr.\*  
McKesson Corporation  
Mennella, Christine\*  
Monster Worldwide Inc\*\*\*  
Montgomery County (Texas)\*  
Naples Memory Care, LLC  
NHI-REIT\*  
Nixon Peabody LLP  
O'Brien Architects Inc.\*\*\*  
Ogletree, Deakins, Nash, Smoak & Stewart,  
P.C.\*\*\*  
Origin Bank\*  
Orland Park Memory Care, LLC  
Oswego Memory Care, LLC  
Overland Park Memory Care, LLC  
Paycom Payroll LLC  
Pearland Memory Care, LLC  
Perkins, Coie, Stone, Olson & Williams  
Popp Hutcheson PLLC\*\*\*  
Richardson ISD\*  
Riverstone Memory Care, LLC  
Sarasota Memory Care, LLC  
SAS Architects & Planners\*\*\*  
Shadow Creek Ranch Commercial Owners  
Association, Inc.\*  
Silverado Interest Holdings, LLC\*

Simmons Bank  
Smith Roberts Baldischwiler I, Inc.  
South Austin Memory Care, LLC  
Southwest Oklahoma City Memory Care,  
LLC  
State of Missouri\*  
State of Texas\*  
Stockbridge Memory Care, LLC  
Stone Oak Memory Care, LLC  
Susan Goodman\*  
TCF National Bank, N.A.\*  
Texas Capital Bank  
The LaSalle Group, Inc.  
The LaSalle Group, Inc. Ad Hoc Group of  
Creditors\*  
The Village at Silver Sage\*\*\*  
TLG Family Management, LLC\*  
United Community Bank  
Urban Land Holding, Inc.  
US Foods, Inc.  
Venice Memory Care, LLC  
Veritex Community Bank\*  
Vernon Hills Memory Care, LLC  
VMG Health\*\*\*  
Warren, Melvin Jr.\*  
Warren, Mitchell\*  
Wells Fargo Equipment Finance, Inc.  
West Houston Memory Care, LLC  
Westfield Bank FSB\*\*\*  
Westover Hills Memory Care, LLC  
Williamson County\*  
Windward Memory Care, LLC  
Xerox Corp.

**Schedule 2**

**Connections Disclosure**

Name of Party	Identity of Party	Relationship to Drinker Biddle
The LaSalle Group, Inc.	Debtor	Former client
AT&T, Inc.	Identified by Debtor as party in interest	Current client; possible affiliate of current client; possible affiliate of former client
BB&T Equipment Finance Corporation	Identified by Debtor as party in interest	Possible affiliate of current client; possible affiliate of former client
BBVA Compass	Identified by Debtor as party in interest	Drinker Biddle partner serves as a member of Advisory Board of Directors of BBVA Compass; neither Drinker Biddle nor partner provides legal advice to BBVA Compass
BMW Financial Services N.A., LLC	Identified by Debtor as party in interest	Possible affiliate of current client; possible affiliate of former client
BOKF, D/B/A Bank of Texas	Identified by Debtor as party in interest	Possible affiliate of current client
Bradley Arant Boult Cummings LLP	Identified by Debtor as party in interest	Current client
Branch Banking and Trust Co.	Identified by Debtor as party in interest	Current client
Chicago Title Insurance Company	Identified by Debtor as party in interest	Current client
Cigna Health and Life Insurance Company	Top 20 creditor	Current client; possible affiliate of current client; possible affiliate of former client
CliftonLarsonAllen LLP	Top 20 creditor	Former client
CSC	Identified by Debtor as party in interest	Possible affiliate of current client; possible affiliate of former client
Denton County	Party appearing in the case	Possible affiliate of former client
Federal National Mortgage Association (Fannie Mae)	Party appearing in the case	Current client
Fidelity [401(K)]	Top 20 creditor	Possible affiliate of current client; possible affiliate of former client
Fidelity National Title Insurance Company	Identified by Debtor as party in interest	Possible affiliate of current client; possible affiliate of former client



GE Capital Corp.	Identified by Debtor as party in interest	Former client; possible affiliate of current client
Iron Mountain Incorporated	Identified by Debtor as party in interest	Former client
JPMorgan Chase Bank, N.A.	Identified by Debtor as party in interest	Current client
KeyBank N.A.	Party appearing in the case	Former client
McKesson Corporation	Identified by Debtor as party in interest	Former client; possible affiliate of current client
Ogletree, Deakins, Nash, Smoak & Stewart, P.C.	Top 20 creditor	Current client
Perkins, Coie, Stone, Olson & Williams	Identified by Debtor as party in interest	Former client
State of Missouri	Party appearing in the case	Possible affiliate of current client
Texas Capital Bank	Identified by Debtor as party in interest	Former client
US Foods, Inc.	Identified by Debtor as party in interest	Former client
Wells Fargo Equipment Finance, Inc.	Identified by Debtor as party in interest	Possible affiliate of current client; possible affiliate of former client