

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TRIAD GUARANTY Inc., et al.,¹

Debtor.

Chapter 11

Case No. 13-11452 (MFW)

Objections Due: July 5, 2017 at 4:00 p.m. ET

Hearing Date: July 12, 2017 at 2:00 p.m. ET

**APPLICATION OF THE DEBTOR FOR ENTRY OF AN ORDER UNDER
BANKRUPTCY CODE SECTIONS 327(a) AND 328(a), FED. R. BANKR. P. 2014
AND 2016, AND DEL. BANKR. L.R. 2014-1 AND 2016-1 AUTHORIZING AND
APPROVING THE EMPLOYMENT AND RETENTION OF SHAW FISHMAN
GLANTZ & TOWBIN LLC AS COUNSEL *NUNC PRO TUNC* TO JUNE 5, 2017**

Triad Guaranty Inc. (the “Debtor”) respectfully submits this application (the “Application”) for an order under sections 327(a) and 328(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), Rule 2014 and 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) authorizing and approving the employment and retention of Shaw Fishman Glantz & Towbin LLC (“Shaw Fishman”) as counsel for the Debtor nunc pro tunc to June 5, 2017. In support of the Application, the Debtor also submits the Declaration of Thomas M. Horan, annexed hereto as Exhibit A, and respectfully represents as follows:

BACKGROUND

1. On June 3, 2013 (the “Petition Date”), the Debtor filed a petition for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned case. The

¹ The last four digits of the Debtor’s federal taxpayer identification number are 8519. The location of the Debtor’s headquarters and the Debtor’s service address is 1900 Crestwood Blvd., Birmingham, AL 35210.

Debtor is operating its business as debtor in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No request for the appointment of a trustee or examiner has been made in this chapter 11 case, and no committee has been appointed.

JURISDICTION AND VENUE

2. This Court has jurisdiction over this Application under 28 U.S.C. §§ 157 and 1334. Venue is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are Bankruptcy Code sections 327(a) and 328(a). The requested relief is also appropriate under Bankruptcy Rules 2014(a) and 2016 and Local Rules 2014-1 and 2016-1.

RELIEF REQUESTED

3. By this Application, the Debtor respectfully requests the entry of an order, substantially in the form attached hereto, authorizing and approving the employment of Shaw Fishman as its counsel, effective as of June 5, 2017.

4. Bankruptcy Code section 327(a) empowers a Debtor, with the Court's approval, to employ attorneys that do not hold or represent an interest adverse to the Debtor's estate, and that are disinterested.

5. Shaw Fishman has advised the Debtor that Shaw Fishman does not hold or represent any other entity having an adverse interest in connection with this case and does not have any disabling connections with the United States Trustee, any person employed by the Office of the United States Trustee, or the Bankruptcy Judge to whom this case is assigned. Submitted with this Application is the Declaration of Thomas M. Horan, a member of Shaw Fishman, which sets forth Shaw Fishman's connections with the Debtor, its creditors, and other parties-in-interest (the "Declaration").

6. The Debtor has selected Shaw Fishman because of the firm's attorneys' experience and knowledge. In particular, Thomas M. Horan, who is a member of Shaw Fishman, previously worked on the representation of this Debtor when Mr. Horan was employed by Womble Carlyle Sandridge & Rice, LLP. The Debtor believes that Shaw Fishman is well-qualified to represent the Debtor in this case.

7. The professional services that Shaw Fishman will provide to the Debtor include, but are not limited to, the following:

- providing legal advice regarding the Debtor's powers and duties under the Bankruptcy Code as a debtor and debtor in possession;
- assisting the Debtor in investigating the acts, conduct, assets, liabilities, and financial condition of the Debtor, the operation of the Debtor's business, potential claims, and any other matters relevant to the case, to the sale of assets, or to the formulation of a plan (a "Plan");
- negotiating and seeking approval of debtor in possession financing;
- preparing on behalf of the Debtor, as necessary, applications, motions, objections, complaints, answers, orders, agreements, and other legal papers;
- appearing in Court to present necessary motions, applications, objections, and pleadings, and otherwise protecting the interests of those represented by the Debtor;
- taking all actions as are necessary to protect and preserve the Debtor's estate, including the prosecution of actions on behalf of the Debtor's estate, the defense of any actions against the Debtor's estate, and negotiation of any disputes to which the Debtor is a party;
- performing such other legal services as may be required and as are in the best interests of the Debtor and creditors.

8. Subject to the Court's approval and pursuant to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and any other rules and procedures that this Court may fix, the Debtor requests that Shaw Fishman be compensated on an

hourly basis, plus reimbursement of the actual and necessary expenses that Shaw Fishman incurs.

9. Shaw Fishman's hourly rates are as follows:

Members	\$390 - \$725
Of Counsel	\$395 - \$475
Associates	\$270 - \$365
Paralegals	\$145 - \$220

10. The charges set forth herein are based upon actual time charged on an hourly basis and based upon the experience and expertise of the attorney or paralegal involved. The hourly rates set forth are subject to periodic adjustments to reflect economic and other conditions.

11. The Debtor understands that any compensation and expenses paid to Shaw Fishman must be approved by this Court upon application consistent with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any orders of this Court respecting compensation of professionals.

12. To the best of the Debtor's knowledge and subject to the Declaration submitted herewith, Shaw Fishman has informed the Debtor that it represents no other entity in connection with this case and does not hold or represent any interest adverse to the Debtor with respect to the matters upon which it is to be employed.

NOTICE

13. The Debtor has provided notice of this Application to the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox #35, Wilmington, Delaware, 19899 (Attn: Jane Leamy) and all parties who have filed requests for notice pursuant to Bankruptcy Rule 2002 in this case. The Debtor submits that no other or further notice is necessary or required.

14. No previous application for relief sought herein has been made to this or any other Court.

WHEREFORE, the Debtor respectfully requests that this Court enter an Order, substantially in the form filed with this Application, authorizing the Debtor to retain and employ Shaw Fishman Glantz & Towbin LLC, as counsel to the Debtor, nunc pro tunc to June 5, 2017, and granting such further relief as the Court deems just.

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Date: June 20th, 2017

TRIAD GUARANTY INC.

By:  _____
William T. Ratliff, III
Chief Executive Officer