

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

In re:

TRIAD GUARANTY Inc., et al.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 13-11452 (MFW)

**Re: D.I.** \_\_\_\_\_

**ORDER GRANTING 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**

Upon the application (the “Application”) of the above-captioned debtor and debtor-in-possession (the “Debtor”) for an order approving the employment and retention of Shaw Fishman Glantz & Towbin LLC (“Shaw Fishman”) as its counsel nunc pro tunc to June 5, 2017, pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (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”), as more fully set forth in the Application; and upon consideration of the Declaration of Thomas M. Horan in support of the Application (the “Horan Declaration”); and the Court being satisfied, based on the representations made in the Application and the Horan Declaration, that Shaw Fishman is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy

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<sup>1</sup> 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.

Code, and that Shaw Fishman represents no interest adverse to the Debtor's estates with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 1334(b) and 157 and the Amended Standing Order of Reference from the United States District Court for the District of Delaware dated February 29, 2012; and venue before this Court being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and consideration of the Application and requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Application having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and the Court having found that the employment and retention of Shaw Fishman is necessary and in the best interest of the Debtor, its estate, its creditors, and all other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby ordered that:

1. The Application is granted as set forth herein.
2. The Debtor is authorized, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Rule 2014-1, to employ and retain Shaw Fishman as its counsel on the terms and conditions set forth in the Application and the Horan Declaration, nunc pro tunc to June 5, 2017.
3. Shaw Fishman is authorized to provide the following services:
  - a. provide legal advice regarding the Debtor's powers and duties under the Bankruptcy Code as a debtor and debtor in possession;

- b. assist 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;
- c. negotiate and seek approval of debtor in possession financing;
- d. prepare on behalf of the Debtor, as necessary, applications, motions, objections, complaints, answers, orders, agreements, and other legal papers;
- e. appear in Court to present necessary motions, applications, objections, and pleadings, and otherwise protecting the interests of those represented by the Debtor;
- f. take 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;
- g. perform such other legal services as may be required and as are in the best interests of the Debtor and creditors.

4. Shaw Fishman shall apply for compensation for professional services rendered and reimbursement of expenses incurred in accordance with this Court's Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, entered July 8, 2013 [D.I. 57] and with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.

5. To the extent this Order is inconsistent with the Application or the Horan Declaration, the terms of this Order shall govern.

6. The Debtor is authorized to execute any additional or supplemental documents incidental to the relief granted herein.

7. The Debtor is authorized to take any and all actions necessary to effectuate the relief granted herein.

8. This Order shall be immediately effective and enforceable upon its entry.

9. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: July \_\_\_, 2017

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The Honorable Mary F. Walrath  
United States Bankruptcy Judge