

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

In re:

Medley LLC,<sup>1</sup>

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

**Re: Docket No. 9**

**ORDER PURSUANT TO 11 U.S.C. §§ 105, 327, 328, AND 330 AUTHORIZING THE DEBTOR TO EMPLOY AND COMPENSATE PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS *NUNC PRO TUNC* TO THE PETITION DATE**

Upon consideration of the motion (the “Motion”)<sup>2</sup> of the Debtor for entry of an order pursuant to sections 105, 327, 328, and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rule 2014-1 of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), authorizing the Debtor to employ and compensate Ordinary Course Professionals utilized in the ordinary course of business *nunc pro tunc* to the Petition Date; and upon consideration of the First Day Declaration; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that granting the relief requested in the Motion is in the best interests of the Debtor, its estate and creditors; and notice of the Motion being sufficient under the circumstances; and after due deliberation and sufficient cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted, as set forth herein.
2. To the extent deemed necessary or appropriate by the Debtor, the Debtor is authorized to employ the Ordinary Course Professionals identified in **Exhibit A** to the Motion, in the ordinary course of its business, *nunc pro tunc* to the Petition Date.

<sup>1</sup> The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6<sup>th</sup> Floor East, New York, New York 10017.

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



3. The Debtor is authorized and empowered to pay compensation and reimburse expenses to each of the Ordinary Course Professionals retained pursuant to this Order in the customary manner in the full amount billed by each Ordinary Course Professional upon receipt of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professional's standard billing practices, up to the Ordinary Course Professional Fee Cap (as defined herein) without further order of the Court.

4. In the event that an Ordinary Course Professional's fees and disbursements exceed \$25,000 per month for each Ordinary Course Professional (the "Ordinary Course Professional Fee Cap"), and the excess amount is not waived, then such Ordinary Course Professional must file a fee application with this Court for approval of such fees and expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Fee Guidelines promulgated by the Executive Office of the United States Trustee, and any order of the Court establishing procedures for monthly compensation and reimbursement of expenses of estate professionals. If the fees owed to an Ordinary Course Professional exceeds the Ordinary Course Professional Fee Cap for more than one three month period, the Debtor will file a retention application for such Ordinary Course Professional.

5. The Debtor's right to dispute any invoices submitted by an Ordinary Course Professional shall not be affected or prejudiced in any manner by the foregoing paragraph.

6. Within 30 days of the later of the entry of this Order or the engagement of such professional by the Debtor, the Debtor shall file with the Court (i) a declaration from each Ordinary Course Professional, substantially in the form annexed to the Motion as **Exhibit B**, certifying that such professional does not represent or hold any interest adverse to the Debtor or its estate with respect to the matter on which such professional is to be employed and (ii) a completed retention questionnaire by each Ordinary Course Professional substantially in the form annexed to the Motion as **Exhibit C** and serve the foregoing declaration and questionnaire upon: (a) the United States Trustee for the District of Delaware; (b) U.S. Bank National Association as indenture trustee for the Debtor's 7.25% Senior Notes (due 2024) and 6.875%

Senior Notes (due 2026); (c) the U.S. Securities and Exchange Commission; (d) the New York Stock Exchange; (e) all individuals or entities that have requested notice in this Chapter 11 Case pursuant to Bankruptcy Rule 2002; (f) the District Director of Internal Revenue for the District of Delaware and all other taxing authorities for the jurisdictions in which the Debtor conducts business; (g) all relevant state attorneys general; (h) the plan sponsor, Medley Management Inc.; (i) Strategic Capital Advisory Services; (j) MOF II GP; (k) Vornado Realty Trust; (l) the holders of the twenty largest unsecured claims against the Debtor; and (m) pursuant to Local Rule 2002-1(e), counsel to any of the foregoing, if known (collectively, the “Notice Parties”).

7. The Notice Parties shall have twenty (20) days from the receipt of such professional’s declaration and completed retention questionnaire in which to object to the retention of such professional (the “Objection Deadline”).

8. The Debtor is authorized to supplement the list of Ordinary Course Professionals from time to time as the need arises, by filing a notice with the Court and serving such notice upon the Notice Parties, along with completed declarations of disinterestedness (the “Declaration”). Upon receipt of the same, the Notice Parties shall have twenty (20) days to object to the retention of such professional.

9. If a timely objection is filed to the proposed retention of an Ordinary Course Professional hereunder, and any such objection cannot be resolved within fifteen (15) days, the matter shall be set for a hearing before the Court.

10. If no objection is submitted by the Objection Deadline, the Debtor is hereby authorized to employ and to retain the Ordinary Course Professional without further order by this Court.

11. The Debtor shall not pay an Ordinary Course Professional any amounts for invoiced fees and expense reimbursement until its Declaration has been filed with the Court and the Objection Deadline has passed and, if an objection is filed within the Objection Deadline, after the Court signs an order overruling such objection, or such objection is withdrawn or otherwise resolved.

12. All Ordinary Course Professionals who are not law firms and law firm Ordinary Course Professionals who did not represent the Debtor prior to the Petition Date who are employed pursuant to this Order shall, once their employment is effective pursuant to this Order, be deemed to have waived any and all pre-petition claims they may have against the Debtor. Such Ordinary Course Professionals shall also include a statement of disinterestedness in their Declaration.

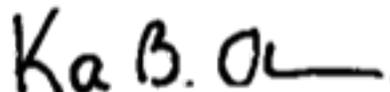
13. Every 90 days (commencing on the first day of the month following the ninetieth day after entry of this Order), the Debtor shall file with the Court a report summarizing payments to Ordinary Course Professionals (an "Ordinary Course Professionals Report"), and serve the Ordinary Course Professionals Report on the Notice Parties.

14. The Ordinary Course Professionals Report shall include the following information for each Ordinary Course Professional receiving payment from the Debtor during the applicable Reporting Period (as defined below): (i) the name of such Ordinary Course Professional; (ii) the amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional for each month during the preceding 90 day period ending at the conclusion of the prior calendar month (the "Reporting Period"); and (iii) a general description of the services rendered by such Ordinary Course Professional.

15. This Order shall not apply to any professional retained by the Debtor pursuant to a separate order of the Court.

16. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: March 25th, 2021  
Wilmington, Delaware

  
KAREN B. OWENS  
UNITED STATES BANKRUPTCY JUDGE