

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION  
[www.flmb.uscourts.gov](http://www.flmb.uscourts.gov)

|                               |                                |
|-------------------------------|--------------------------------|
| In re:                        | Chapter 11                     |
| STEIN MART, INC. <sup>1</sup> | Case No. 3:20-bk-2387          |
| STEIN MART BUYING CORP.       | Case No. 3:20-bk-2388          |
| STEIN MART HOLDING CORP.,     | Case No. 3:20-bk-2389          |
| Debtors.                      | Joint Administration Requested |

---

**EMERGENCY MOTION OF DEBTORS PURSUANT TO  
11 U.S.C. §§ 105(A), 327 AND 330 FOR AUTHORITY TO EMPLOY  
PROFESSIONALS USED IN THE ORDINARY COURSE OF BUSINESS**

**(Emergency Hearing Requested on or before Friday, August 14, 2020)**

Stein Mart, Inc. (“SM”), Stein Mart Buying Corp. (“SMB”) and Stein Mart Holding Corp. (“SMHC” and together with SM and SMB, the “Debtors” or the “Company”), as Debtors and Debtors-in-Possession in the above-captioned chapter 11 cases, respectfully represent as follows:

**I. JURISDICTION**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The bases for the relief requested herein are sections 105(a), 327, 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”).

---

<sup>1</sup> The tax identification numbers of the Debtors are as follows: Stein Mart, Inc. 6198; Stein Mart Buying Corp. 1114; and Stein Mart Holding Corp. 0492. The address of the Debtors’ principal offices: 1200 Riverplace Blvd., Jacksonville, FL 32207. The Debtors’ claims agent maintains a website, <https://cases.stretto.com/SteinMart>, which provides copies of the Debtors’ first day pleadings and other information related to the case.

## II. BACKGROUND

3. On the date hereof (the “**Petition Date**”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these chapter 11 cases.

4. Contemporaneously herewith, the Debtors have filed a motion requesting joint administration of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b).

5. Information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these chapter 11 cases is set forth in the *Debtors’ Chapter 11 Case Management Summary* and the *Declaration of Hunt Hawkins in Support of Debtors’ Chapter 11 Petitions and First Day Pleadings*, sworn to on the date hereof (the “**First Day Declaration**”), which has been filed with the Court contemporaneously herewith.<sup>2</sup>

## III. RELIEF REQUESTED

6. The Debtors seek entry of an order: (i) under Bankruptcy Code sections 105(a) and 327, authorizing, but not directing, the Debtors to retain professionals that the Debtors utilize in the ordinary course of its business, including, but not limited to, those listed in Exhibit A hereto (collectively, the “**OCB Professionals**”), without the submission of separate retention applications and the issuance of separate orders approving the retention of each OCB Professional, and (ii) under Bankruptcy Code sections 330 and 331, authorizing, but not directing, the Debtors to pay each OCB Professional, without application to the Court by such OCB Professional, 100% of postpetition fees and expenses subject to an individual OCB Professional monthly fee cap of \$30,000.

---

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

#### **IV. BASIS FOR RELIEF**

7. The Debtors will continue to require the services of the OCB Professionals while operating as debtors in possession under the Bankruptcy Code, to render services to its estate that are similar to those rendered before the commencement of this chapter 11 case, allowing the Debtors to continue normal business activities that are essential to their liquidation efforts. Moreover, the work of the OCB Professionals, albeit ordinary course, is directly related to the preservation of the value of the Debtors' estate, even though the amount of fees and expenses they incur represents only a small fraction of that value. Although the automatic stay and other issues in this case may decrease the Debtors' need for certain OCB Professionals' services, the Debtors cannot now quantify or qualify their needs.

8. It would severely hinder the administration of the Debtors' estate if the Debtors were required (i) to submit to the Court an application, affidavit, and proposed retention order for each OCB Professional; (ii) to wait until such order is approved before such OCB Professional continues to render services; and (iii) to withhold payment of the normal fees and expenses of the OCB Professionals until they comply with the compensation and reimbursement procedures applicable to Chapter 11 Professionals (as defined below).

9. Under such conditions, there is a significant risk that some OCB Professionals would be unwilling to provide services and that others would suspend services pending a specific Court order authorizing the services. Since many of the matters are active on a day-to-day basis, any delay or need to replace professionals could have significant adverse consequences. For example, if the expertise and background knowledge of the OCB Professionals with respect to the particular matters for which they were responsible prior to the Petition Date were lost, the estate undoubtedly would incur additional and unnecessary expenses because the Debtors would

be forced to retain other professionals without such background and expertise, and potentially at higher rates. It is, therefore, in the best interest of the Debtors' estate to avoid any disruption to the professional services required in the day-to-day operation of the Debtors' business.

10. Moreover, requiring the OCB Professionals to file retention pleadings and participate in the payment approval process along with the Chapter 11 Professionals would unnecessarily burden the Clerk's Office, the Court, and the Office of the United States Trustee, while adding significantly to the administrative costs of this case without any corresponding benefit to the Debtors' estate.

11. The Debtors have filed or will file individual retention applications for any professionals that the Debtors seek to employ in connection with the conduct of this chapter 11 case (the "**Chapter 11 Professionals**"). The Chapter 11 Professionals will be permitted to be compensated and reimbursed only in accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules of the United States Bankruptcy Court for the Middle District of Florida, the United States Trustee Fee Guidelines, and any orders entered in the Debtors' case governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

12. Although the Debtors believe that some of the OCB Professionals may not be "professional persons" as contemplated by Bankruptcy Code section 327 and thus, that no retention or payment authorization is necessary, out of an abundance of caution the Debtors seek an order authorizing the retention and payment of all OCB Professionals.

13. To the best of the Debtors' knowledge, none of the OCB Professionals represents or holds any interest materially adverse to the Debtors or to their estate with respect to the matter in which such OCB Professional is to be employed. Although certain of the OCB Professionals

may hold unsecured claims against the Debtors, the Debtors do not believe that any of the OCB Professionals have an interest materially adverse to the Debtors, their estate, their creditors, or other parties in interest. Thus, each OCB Professional is eligible to be retained under the special counsel retention provision set forth in Bankruptcy Code section 327(e).

## V. **PROPOSED RETENTION PROCEDURE**

14. By this Motion, the Debtors request that they be permitted to employ and retain the OCB Professionals without submitting separate applications for, and obtaining separate orders approving, retention of each of the professionals.

### **A. Submission of Rule 2014 Declarations**

15. The Debtors propose that they be permitted to continue to employ and retain the OCB Professionals identified in Exhibit A hereto. However, each OCB Professional that provides legal advice and services will be required to file with the Court, and serve upon (i) Stein Mart, Inc., 1200 Riverplace Blvd., Jacksonville, Florida 32207; (ii) Foley & Lardner LLP, One Independent Drive, Suite 1300, Jacksonville, Florida 32202, Attn: Gardner F. Davis, Esq.; (iii) the Office of the United States Trustee, 400 West Washington Street, Orlando, Florida 32801; and (iv) counsel to any statutory committee appointed in the case (collectively, the “**Notice Parties**”), a declaration of proposed professional and disclosure statement (the “**Declaration**”) within 30 days of the date of entry of an order granting this motion. A proposed form of Declaration is attached hereto as Exhibit B.

16. The Debtors further request that upon service of each required Declaration, the Notice Parties will have 20 days (the “**Objection Deadline**”) to object to the retention of the OCB Professional in question. Objections, if any, shall be filed with the Court and served upon the Notice Parties and the OCB Professional by the Objection Deadline. If any such objection

cannot be resolved and withdrawn within 20 days after service, the matter will be scheduled for hearing before the Court at the next regularly-scheduled omnibus hearing date or a date otherwise agreeable to the OCB Professional, the Debtors, and the objecting party. If no objection is received on or before the Objection Deadline, or if any objection is withdrawn, the Debtors will be authorized to retain the OCB Professional as a final matter without further order of the Court.

### **B. Additional OCB Professionals**

17. The Debtors also request that they be authorized to employ and retain additional OCB Professionals, not currently listed on Exhibit A, as future circumstances require (each an “**Additional OCB Professional**” and, collectively, the “**Additional OCB Professionals**”), (i) without the need to file individual retention applications and (ii) without the need for any further hearing or notice to any party, by filing with the Court a supplement to Exhibit A (the “**Supplement**”) and serving a copy of the Supplement upon the Notice Parties.

18. The Debtors propose that, as with the OCB Professionals, each Additional OCB Professional that provides legal advice and services be required to file and serve on the Notice Parties a Declaration within 30 days after the filing of the Supplement. The Notice Parties then would be given 20 days after service of each required Declaration to object to the retention of the Additional OCB Course Professional in question. Any objection would be handled as set forth herein. If no objection is timely submitted, or the objection is withdrawn, the Debtors would be authorized to retain the Additional OCB Professional as a final matter without further order.

## **VI. PROPOSED PAYMENT PROCEDURE**

19. The Debtors seek authority to pay, without formal application to and order from the Court, the fees and expenses of each OCB Professional upon submission to, and approval by,

the Debtors of an appropriate invoice setting forth in reasonable detail the nature of the postpetition services rendered and expenses incurred. The Debtors, however, recognize that bills exceeding certain dollar amounts should be subject to the approval procedures otherwise applicable to Chapter 11 Professionals.

**A. Monthly Payment Caps**

20. The Debtors propose that it be permitted to pay, without formal application to the Court by any OCB Professional, fees and expenses not exceeding a total of \$30,000 per month for each of the OCB Professionals.

21. Payments to a particular OCB Professional would become subject to Court approval based upon an application for allowance of fees and expenses under sections 330 and 331 of the Bankruptcy Code, under the same procedures that are established for Chapter 11 Professionals, only if such payments exceed an average of \$30,000 per month.

22. As a routine matter, prior to the commencement of this case, the Debtors carefully reviewed all bills received from the OCB Professionals to insure that the fees charged were reasonable and that the expenses incurred were necessary. This type of review will continue postpetition and, coupled with the proposed monthly caps, will protect the Debtors' estate against excessive and improper billings.

**B. Periodic Statements of Payments Made**

23. Subject to confirmation of a plan of reorganization, the Debtors further propose to file a payment summary statement with the Court approximately every 120 days, or such other period as the Court directs, and to serve such statement upon the Notice Parties. The summary statement will include the following information for each OCB Professional: (i) the name of the OCB Professional, (ii) the aggregate amounts paid as compensation for services rendered and

reimbursement of expenses incurred by such OCB Professional during the statement period, and  
 (iii) a general description of the services rendered by such OCB Professional.

## VII. APPLICABLE AUTHORITY

24. Because the OCB Professionals' employment relates only indirectly to the Debtors' work, because the OCB Professionals are afforded only marginal discretion in performing their work, and because the OCB Professionals will not be involved in administering this chapter 11 case, the Debtors do not believe that the OCB Professionals are "professionals" within the meaning of Bankruptcy Code section 327, whose retention must be approved by the Court. *See In re First Merchants Acceptance Corp.*, No. 97-1500, 1997 WL 873551, at \*3 (Bankr. D. Del. Dec. 15, 1997) (stating that in determining the "professional" status of an individual or entity, the Court considers, among other factors, (i) whether the employee controls, manages, administers, invests, purchases, or sells assets that are significant to the debtor's reorganization, (ii) whether the employee is involved in negotiating the terms of a plan of reorganization, and (iii) the extent of the employee's involvement in the administration of the debtor's estate).

25. The *First Merchants* criteria are consistent with those utilized by other courts when examining the types of duties to be undertaken by a "professional." *See Elstead v. Nolden (In re That's Entertainment Mktg. Group)*, 168 B.R. 226, 230 (N.D. Cal. 1994); *In re Madison Mgmt. Group, Inc.*, 137 B.R. 275, 283 (Bankr. N.D. Ill. 1992); *In re Sielig Assocs. Ltd. P'ship*, 128 B.R. 721, 723 (Bankr. E.D. Va. 1991).

26. Nevertheless, out of an abundance of caution, the Debtors seek the relief requested in this motion to avoid any later controversy about the Debtors' employing and paying the OCB Professionals during the pendency of this chapter 11 case. As discussed above, the

Debtors will seek specific Court authority under Bankruptcy Code section 327 to employ any other professionals involved in the actual administration of this chapter 11 case.

27. Further, since the amount of fees owed to any such individual professional in respect of postpetition services is expected to be relatively small, the requested relief will allow the Debtors to avoid additional fees that would be incurred by the OCB Professionals in connection with preparing and prosecuting numerous interim fee applications. Likewise, the procedure set forth above will relieve the Court, the United States Trustee, and other interested parties of the burden of reviewing a multitude of fee applications involving relatively small amounts of fees and expenses.

28. Courts in this District have granted similar relief with respect to ordinary course professionals. *See, e.g., In re Taylor, Bean & Whitaker Mortgage Corp.*, Case No. 09-07047 (Bankr. M.D. Fla. Aug. 24, 2009).

#### **VIII. NO PRIOR REQUEST**

29. No previous request for the relief sought herein has been made to this Court or any other court.

#### **IX. CONCLUSION**

WHEREFORE, the Debtors respectfully request an emergency hearing on this Motion and that the Court enter an order, substantially in the form annexed hereto, granting the relief requested in the Motion and such other and further relief as may be just and proper

(Signature page follows)

Dated: Jacksonville, Florida  
August 12, 2020

Respectfully submitted,  
FOLEY & LARDNER LLP

/s/ Gardner F. Davis

Gardner F. Davis (FL 0471712)

Telephone: 904.359.8726

Email: gdavis@foley.com

John J. Wolfel (FL 30664)

Telephone: 904.359.8778

Email: jwolfel@foley.com

Neda A. Sharifi (FL 112172)

Telephone: 904.359.8719

Email: nsharifi@foley.com

Richard E. Guyer (FL 1004150)

Telephone: 904.633.8902

Email: rguyer@foley.com

One Independent Drive, Suite 1300  
Jacksonville, FL 32202-5017

and

Mark J. Wolfson (FL 0352756)

Foley & Lardner LLP

100 N Tampa St Suite 2700

Tampa, FL 33602

Telephone: 813.225.4119

Email: mwolfson@foley.com

and

Marcus Helt (TX 24052187)

Foley & Lardner LLP

2021 McKinney Avenue, Suite 1600

Dallas, TX 75201

Telephone: 214.999.4526

Email: mhelt@foley.com

*Pro hac vice admission pending*

*Proposed Counsel for Debtors  
and Debtors in Possession*

**EXHIBIT A****Schedule of OCB Professionals**

| <b>Name</b>                      | <b>Services Provided</b> |
|----------------------------------|--------------------------|
| DLA Piper LLP (US)               | Legal                    |
| Hirschfeld Kraemer LP            | Legal                    |
| Baker & Hostetler LLP            | Legal                    |
| Abel Bean Law P.A.               | Legal                    |
| Smith Gambrell & Russell LLP     | Legal                    |
| Bradley Arant Boult Cummings LLP | Legal                    |
| Holland & Knight LLP             | Legal                    |
| Jackson Lewis P.C.               | Legal                    |
| Constantine Cannon               | Legal                    |
| Lockton Companies                | Insurance                |
| Deloitte Tax LLP                 | Tax                      |
| Ernst & Young US LLP             | Accounting/Consulting    |
| Peggy Israel                     | Legal/Real Estate        |
| SJ Rothschild LLC                | Legal/Real Estate        |
| KPMG LLP                         | Accounting/Audit/Tax     |

**EXHIBIT B**

**Form of Declaration**

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION  
[www.flmb.uscourts.gov](http://www.flmb.uscourts.gov)

|                               |                                |
|-------------------------------|--------------------------------|
| In re:                        | Chapter 11                     |
| STEIN MART, INC. <sup>1</sup> | Case No. 3:20-bk-2387          |
| STEIN MART BUYING CORP.       | Case No. 3:20-bk-2388          |
| STEIN MART HOLDING CORP.,     | Case No. 3:20-bk-2389          |
| Debtors.                      | Joint Administration Requested |

---

**DECLARATION OF \_\_\_\_\_ IN SUPPORT OF  
EMPLOYMENT OF \_\_\_\_\_ AS A  
PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, \_\_\_\_\_, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a \_\_\_\_\_ of \_\_\_\_\_, located at \_\_\_\_\_ (the “Firm”).

2. On \_\_\_\_\_, 2020, Stein Mart, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), retained the Firm to provide \_\_\_\_\_ services (the “Services”).

3. The Services include the following:

---

---

<sup>1</sup> The tax identification numbers of the Debtors are as follows: Stein Mart, Inc. 6198; Stein Mart Buying Corp. 1114; and Stein Mart Holding Corp. 0492. The address of the Debtors’ principal offices: 1200 Riverplace Blvd., Jacksonville, FL 32207. The Debtors’ claims agent maintains a website, <https://cases.stretto.com/SteinMart>, which provides copies of the Debtors’ first day pleadings and other information related to the case.

---

4. The arrangements for compensation and reimbursement of the Firm include the following (hourly/contingent, etc.): \_\_\_\_\_

(a) Average hourly rate (if applicable):

\_\_\_\_\_

(b) Estimated average monthly compensation based on prepetition retention (if Firm was employed prepetition):

\_\_\_\_\_

5. The Firm may have performed services in the past, and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, except as set forth below, the Firm does not have any relationship with any such persons, their attorneys, or their accountants that would be adverse to the Debtors or their estates:

\_\_\_\_\_

\_\_\_\_\_.

6. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

7. Except as set forth below, neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to

the Debtors or their estates: \_\_\_\_\_.

8. As of \_\_\_\_\_, 2020 (the "Petition Date"), the Debtors owed the Firm \$\_\_\_\_\_ in respect of prepetition services provided to the Debtors on \_\_\_\_\_, 2020.

9. As of the Petition Date, the Firm held a prepetition retainer of \$\_\_\_\_\_.

10. As of the Petition Date, the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of that indemnification agreement is attached as Exhibit A to this Declaration.]

11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and, upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.

Dated: \_\_\_\_\_, 2020

\_\_\_\_\_  
Name:

Title:

Firm:

Address:

Telephone:

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION  
[www.flmb.uscourts.gov](http://www.flmb.uscourts.gov)

|                               |                                |
|-------------------------------|--------------------------------|
| In re:                        | Chapter 11                     |
| STEIN MART, INC. <sup>1</sup> | Case No. 3:20-bk-2387          |
| STEIN MART BUYING CORP.       | Case No. 3:20-bk-2388          |
| STEIN MART HOLDING CORP.,     | Case No. 3:20-bk-2389          |
| Debtors.                      | Joint Administration Requested |

---

**ORDER GRANTING DEBTORS' MOTION FOR  
ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS  
105(A), 327, 330 AND 331 AUTHORIZING THE DEBTORS TO EMPLOY  
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

THIS CASE came on for consideration upon the motion (the “**Motion**”)<sup>2</sup> of Stein Mart, Inc. (“**SM**”), Stein Mart Buying Corp. (“**SMB**”) and Stein Mart Holding Corp. (“**SMHC**” and together with SM and SMB, the “**Debtors**” or the “**Company**”), as Debtors and Debtors-in-Possession in the above-captioned chapter 11 cases pursuant to sections 105(a), 327, 330 and 331 of the Bankruptcy Code, for an order authorizing, but not directing, the Debtors to: (i) employ

---

<sup>1</sup> The tax identification numbers of the Debtors are as follows: Stein Mart, Inc. 6198; Stein Mart Buying Corp. 1114; and Stein Mart Holding Corp. 0492. The address of the Debtors’ principal offices: 1200 Riverplace Blvd., Jacksonville, FL 32207. The Debtors’ claims agent maintains a website, <https://cases.stretto.com/SteinMart>, which provides copies of the Debtors’ first day pleadings and other information related to the case.

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

professionals utilized in the ordinary course of business, including, but not limited to those set forth on Exhibit A attached to the Motion (collectively, the “**OCB Professionals**”); and (ii) pay OCB Professionals 100% of postpetition fees and expenses subject to the monthly cap of \$30,000 per OCB Professional; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, its estate, its creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED:**

1. The Motion is GRANTED, as set forth herein.
2. Pursuant to Bankruptcy Code sections 105(a) and 327, the Debtors are authorized to employ and retain the OCB Professionals listed on the attached Exhibit A, without the need to file individual retention applications and obtain retention orders for each such OCB Professional.
3. Within five business days after the date of entry of this Order, the Debtors shall serve this Order upon each OCB Professional listed on Exhibit A hereto. Thereafter, no later than 30 days after the date of entry hereof, each OCB Professional that provides legal advice and services shall file with the Court, and serve upon (i) Stein Mart, Inc., 1200 Riverplace Blvd., Jacksonville, Florida 32207; (ii) Foley & Lardner LLP, One Independent Drive, Suite 1300, Jacksonville, Florida 32202, Attn: Gardner F. Davis, Esq.; (iii) the Office of the United States Trustee, 400 West Washington Street, Orlando, Florida 32801; and (iv) counsel to any statutory committee appointed in the case (collectively, the “**Notice Parties**”), a declaration of proposed professional and disclosure statement (the “**Declaration**”) in substantially the form attached hereto

as Exhibit B, which shall include an explanation of prepetition services rendered, and postpetition services to be provided, to the Debtor.

4. The Notice Parties shall have 20 days after service of each OCB Professional's Declaration (the "**Objection Deadline**") to object to the retention of such professional. Objections, if any, shall be filed with the Court and served upon the OCB Professional and the Notice Parties by the Objection Deadline. If any such objection cannot be resolved and withdrawn within 20 days after service, the matter shall be scheduled for hearing before the Court at the next regularly-scheduled omnibus hearing date or a date otherwise agreeable to the OCB Professional, the Debtor, and the objecting party. If no objection is received on or before the Objection Deadline, if any objection is withdrawn, or if any objection submitted is timely resolved, the Debtor shall be authorized to retain the OCB Professional as a final matter without further order of the Court.

5. The Debtors are authorized, without need for further hearing or order from the Court, to employ and retain OCB Professionals not currently listed on Exhibit A hereto (the "**Additional OCB Professionals**") by filing with the Court, and serving on the Notice Parties, a supplement to Exhibit A (the "**Supplement**"), listing the name of the Additional OCB Professional, together with a brief description of the services to be rendered, and by otherwise complying with the terms of this Order. For purposes of complying with the Declaration requirement above, for each Additional OCB Professional that provides legal advice and services, the 30 day deadline for the filing of Declarations by the Additional OCB Professionals shall run from the filing of the Supplement with the Court, but all other requirements and deadlines shall remain the same.

6. Pursuant to Bankruptcy Code sections 330 and 331, the Debtor is authorized, but not directed, to make monthly payments for postpetition compensation and reimbursement of

postpetition expenses to each of the OCB Professionals in the manner customarily made by the Debtor prior to the commencement of its chapter 11 case, in the full amount billed by any such OCB Professional, upon receipt therefrom of an affidavit of disinterestedness and reasonably detailed invoices indicating the nature of the professional services rendered and calculated in accordance with such professional's standard billing practices (without prejudice to the Debtor's rights to dispute any such invoices); provided, however, without further order of the Court, the Debtor shall not pay any individual OCB Professional amounts in excess of \$30,000 per month for postpetition compensation.

7. Subject to confirmation of a plan of reorganization, approximately every 120 days, the Debtor shall file with this Court, and serve upon the Notice Parties, a statement that includes the following information for each OCB Professional: (i) the name of the OCB Professional, (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such OCB Professional during the statement period, and (iii) a general description of the services rendered by such OCB Professional.

8. This Order shall not apply to any professional retained by the Debtor under a separate order of this Court.

9. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order

Debtors' counsel is directed to serve a copy of this order on interested parties who do not receive service by CM/ECF and file a proof of service within three days of entry of this order.

**EXHIBIT A****(Schedule of OCB Professionals)**

| <b>Name</b>                      | <b>Services Provided</b> |
|----------------------------------|--------------------------|
| DLA Piper LLP (US)               | Legal                    |
| Hirschfeld Kraemer LP            | Legal                    |
| Baker & Hostetler LLP            | Legal                    |
| Abel Bean Law P.A.               | Legal                    |
| Smith Gambrell & Russell LLP     | Legal                    |
| Bradley Arant Boult Cummings LLP | Legal                    |
| Holland & Knight LLP             | Legal                    |
| Jackson Lewis P.C.               | Legal                    |
| Constantine Cannon               | Legal                    |
| Lockton Companies                | Insurance                |
| Deloitte Tax LLP                 | Tax                      |
| Ernst & Young US LLP             | Accounting/Consulting    |
| Peggy Israel                     | Legal/Real Estate        |
| SJ Rothschild LLC                | Legal/Real Estate        |
| KPMG LLP                         | Accounting/Audit/Tax     |

**EXHIBIT B**

**Form of Declaration**

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
JACKSONVILLE DIVISION  
[www.flmb.uscourts.gov](http://www.flmb.uscourts.gov)

In re:

STEIN MART, INC.<sup>3</sup>

STEIN MART BUYING CORP.

STEIN MART HOLDING CORP.,

Debtors.

Chapter 11

Case No. :20-bk-2387

Case No. 3:20-bk-2388

Case No. 3:20-bk-2389

Joint Administration Requested

**DECLARATION OF \_\_\_\_\_ IN SUPPORT OF  
EMPLOYMENT OF \_\_\_\_\_ AS A  
PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, \_\_\_\_\_, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a \_\_\_\_\_ of \_\_\_\_\_, located at \_\_\_\_\_ (the “Firm”).

2. On \_\_\_\_\_, 2020, Stein Mart, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), retained the Firm to provide \_\_\_\_\_ services (the “Services”).

3. The Services include the following:

<sup>3</sup> The tax identification numbers of the Debtors are as follows: Stein Mart, Inc. 6198; Stein Mart Buying Corp. 1114; and Stein Mart Holding Corp. 0492. The address of the Debtors’ principal offices: 1200 Riverplace Blvd., Jacksonville, FL 32207. The Debtors’ claims agent maintains a website, <https://cases.stretto.com/SteinMart>, which provides copies of the Debtors’ first day pleadings and other information related to the case.

4. The arrangements for compensation and reimbursement of the Firm include the following (hourly/contingent, etc.): \_\_\_\_\_

(a) Average hourly rate (if applicable):

\_\_\_\_\_

(b) Estimated average monthly compensation based on prepetition retention (if Firm was employed prepetition):

\_\_\_\_\_

5. The Firm may have performed services in the past, and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants, employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, except as set forth below, the Firm does not have any relationship with any such persons, their attorneys, or their accountants that would be adverse to the Debtors or their estates:

\_\_\_\_\_  
\_\_\_\_\_.

6. Neither I nor any principal of or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

7. Except as set forth below, neither I nor any principal of or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates: \_\_\_\_\_.

8. As of \_\_\_\_\_, 2020 (the "Petition Date"), the Debtors owed the Firm \$ \_\_\_\_\_ in respect of prepetition services provided to the Debtors on \_\_\_\_\_, 2020.

9. As of the Petition Date, the Firm held a prepetition retainer of \$ \_\_\_\_\_.

10. As of the Petition Date, the Firm [was/was not] party to an agreement for indemnification with certain of the Debtors. [A copy of that indemnification agreement is attached as Exhibit A to this Declaration.]

11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and, upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT.

Dated: \_\_\_\_\_, 2020

\_\_\_\_\_  
Name:

Title:

Firm:

Address:

Telephone: