UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re: **RM BAKERY LLC**, *et al.*	Chapter 11
Debtors.[1]	Case No. 20-11422 (MG) (Joint Administered)

ORDER AUTHORIZING THE RETENTION OF SHERWOOD PARTNERS, INC, AS FINANCIAL ADVISOR TO THE DEBTORS

Upon the application (the "**Application**") of the above-captioned debtors and debtors-in-possession (the "**Debtors**"), for entry of an order, pursuant to bankruptcy Code sections 327(a), bankruptcy Rules 2014(a) and 2016 and Local Rules 2014-1 and 2016-1, authorizing the employment and retention of Sherwood Partners, Inc. ("**Sherwood**") as financial advisor for the Debtors; and the Court having reviewed the Application, and the Johnson Declaration, and determined that Sherwood does not hold or represent any interest adverse to the Debtors or their estates, that it is a "disinterested person" as the term is defined in Bankruptcy Code section 101(14); and that its employment is necessary and in the best interest of the Debtors' estates, creditors, and other parties in interest; and due and sufficient notice of the Application having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

[1] The Debtors in these chapter 11 cases and the last four digits of each Debtor's taxpayer identification number are as follows: RM Bakery LLC (7954) and BKD Group LLC (0642).

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Application is GRANTED to the extent provided herein.

2. Pursuant to Bankruptcy Code sections 327(a), the Debtors, as debtors and debtors-in-possession, are authorized to employ and retain Sherwood as its financial advisor effective as of July 17, 2021, upon the terms and for the purposes set forth in the Application and the Engagement Agreement and to perform the professional services set forth in the Application and the Engagement Agreement.

3. Sherwood shall be compensated in accordance with section 330 and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules, the Local Rules, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New Your, dated June 17, 2013 (the "**Fee Guidelines**"), and any orders entered in these cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

4. Ten (10) business days' notice must be provided by Sherwood to the Debtors, the United States Trustee and any official committee prior to any increase in the rate set forth in the Application, the Johnson Declaration and the Engagement Letter, and such notice must be filed with the Court.

5. To the extent the Application, the Johnson Declaration, and the Engagement Letter are inconsistent with this Order, the terms of this Order shall govern.

6. Notwithstanding anything in the Application, the Johnson Declaration, or the Engagement Letter to the contrary, Sherwood shall (i) to the extent that Sherwood uses the services of independent contractors, subcontractors or employees of foreign affiliates or subsidiaries (collectively, the "**Contractors**") in these cases, Sherwood shall pass through the cost of such Contractors to the Debtors at the same rate that Sherwood pays the Contractor; (ii) seek

reimbursement for actual costs only; and (iii) ensure that the Contractors are subject to the same conflicts checks as required for Sherwood and (iv) shall file with the Court such disclosures required by Bankruptcy Rule 2014.

7. Such other services as may be requested by the Debtors and agreed by Sherwood shall be subject to separate approval by Court order.

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

IT IS SO ORDERED.
Dated: April 11, 2022
New York, New York

/s/ Martin Glenn
MARTIN GLENN
Chief United States Bankruptcy Judge