

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

THE CHRISTIAN BROTHERS' INSTITUTE, *et al.*,
Debtors.

Chapter 11

Case No. 11-22820 (RDD)

(Jointly Administered)

**DECLARATION OF ERIC SCHWARZ IN SUPPORT OF
APPOINTMENT OF OMNI MANAGEMENT ACQUISITION CORP. AS
TRUSTEE OF THE CHRISTIAN BROTHERS' INSTITUTE AND THE
CHRISTIAN BROTHERS OF IRELAND, INC. TRUST**

I, Eric Schwarz, hereby declare that the following is true and correct to the best of my knowledge, information and belief:

1. I am the Executive Vice President of Omni Management Acquisition Corp. ("Omni") and I am authorized to submit this Declaration on behalf of Omni. I submit this Declaration in support of the appointment of Omni as trustee ("Trustee") of The Christian Brothers' Institute and The Christian Brothers of Ireland, Inc. Trust Agreement ("Trust Agreement") pursuant to the First Amended Joint Chapter 11 Plan of Reorganization (the "Plan").¹ Except as otherwise noted, I have personal knowledge of the matters set forth herein.

2. Omni specializes in providing services to liquidating trusts in connection with claims processing, claims reconciliation, and management and distribution of trust assets. Omni (or affiliates and predecessors in interest) have served as the trustee of liquidating trusts under the confirmed Chapter 11 plans of The Catholic

¹ Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to such terms in the Plan.

Bishop of Northern Alaska, the Diocese of Davenport and the Society of Jesus, Oregon Province.

3. As Trustee, Omni shall provide the services set forth in the Trust Agreement and the Plan.

4. Pursuant to this Court's order (Docket No. 87), Omni Management Group, an affiliated entity that was Omni's predecessor in interest, was appointed as the Noticing and Balloting Agent for the Debtors. As such, Omni may be an administrative creditor for its fees and expenses as Noticing and Balloting Agent.

5. Omni has conducted a conflicts analysis and, to the best of its knowledge, Omni neither holds nor represents an interest adverse to the Debtors' estates nor has a connection to the Debtors, their creditors or their related parties with respect to any matter for which Omni will be employed, except as set forth herein. Omni may have relationships with certain of the Debtors' creditors as vendors or in connection with cases in which Omni serves or has served in a neutral capacity as claims and noticing agent for another Chapter 11 debtor. To the best of my knowledge, such relationships are completely unrelated to these Chapter 11 cases. Omni personnel may have relationships with some of the Debtors' creditors or other parties in interest or their attorneys.

However, to the best of my knowledge, such relationships, to the extent they exist, are of a personal nature and completely unrelated to these Chapter 11 cases. In addition, Omni has had and will continue to have relationships in the ordinary course of its business with certain vendors, professionals and other parties in interest that may be involved in the Debtors' cases in matters unrelated to these cases.

6. Counsel for the Creditors Committee in this case served as committee counsel in the Chapter 11 cases of The Catholic Bishop of Northern Alaska, the Diocese of Davenport and the Society of Jesus, Oregon Province, where Omni (or affiliates or predecessors in interest) has served as trustee of liquidating trusts under those debtors' confirmed Chapter 11 plans. Omni Management Group (a predecessor of Omni) also served as noticing agent for the debtor in the Chapter 11 case of the Society of Jesus, Oregon Province.

7. To the best of my knowledge, as of the Effective Date under the Plan and except to the extent that Omni (or its affiliate or predecessor in interest) has an unpaid administrative claim for its services as Noticing and Balloting Agent, Omni will be a "disinterested person" as that term is defined in section 101(4) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, in that its members and employees

- a. are not creditors, equity security holders or insiders of the Debtors; and
- b. are not and were not, within 2 years before the date of the filing of the petition, a director, officer, or employee of the Debtors.

8. Accordingly, I believe Omni is well qualified to act as Trustee.

9. As compensation for its services, Omni will charge the rates set forth in the pricing schedule attached to the Trust Agreement which is Exhibit 2.120 to the Plan. These rates are comparable to those charged by other providers of similar

services and they are at least as favorable as the rates Omni charges for other similar services.

Executed on this 30th day of December, 2013.

/s/ Eric Schwarz

Eric Schwarz