

Exhibit A

(Verified Statement of Bonnie Glantz Fatell)

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

In re : Chapter 7
:
The TSG GROUP, INC., *et al.*,¹ : Case No. 07-11337 (KG)
: (Jointly Administered)
Debtors. :
:

**VERIFIED STATEMENT OF BONNIE GLANTZ FATELL IN SUPPORT OF
THE APPLICATION OF THE CHAPTER 7 TRUSTEE FOR ENTRY OF AN
ORDER PURSUANT TO SECTIONS 327(a),(b) AND 330 OF THE BANKRUPTCY
CODE, BANKRUPTCY RULES 2014(a) AND 2016, AND LOCAL RULE 2014-1
AUTHORIZING THE EMPLOYMENT OF BLANK ROME LLP AS COUNSEL
TO THE CHAPTER 7 TRUSTEE NUNC PRO TUNC TO AUGUST 28, 2012**

STATE OF DELAWARE)
)
)
COUNTY OF NEW CASTLE)

I, **BONNIE GLANTZ FATELL**, verify and say:

1. I am an attorney in the law firm of Blank Rome LLP ("Blank Rome"), with offices at 1201 Market Street, Suite 800, Wilmington, Delaware 19801, and other locations, and I am duly authorized to make this verified statement (the "Verified Statement") on behalf of Blank Rome. I make this Verified Statement in support of the *Application of the Chapter 7 Trustee for Entry of an Order Pursuant to Sections 327(a), (b) and 330 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rule 2014-1 Authorizing the Employment of Blank Rome LLP as Counsel to the Chapter 7 Trustee Nunc Pro Tunc to August 28, 2012* (the "Application").²

1 The Debtors and the last four digits of each of the Debtors' federal tax identification numbers are as follows: (a) The TSG Group, Inc., a Delaware corporation, Fed. Tax Id. #2823; and (b) TSG Operations, Inc., a Delaware corporation, Fed. Tax Id. #7393.

2 Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

2. This Verified Statement is given in part on personal knowledge and in part on information and belief based on discussions with individuals at Blank Rome whom I consider reliable for the purposes of the matters discussed, and in part on reviewing records provided to me by Blank Rome colleagues and employees.

3. Blank Rome is a nationally recognized firm with extensive experience in bankruptcy and reorganization proceedings, including, without limitation, representing debtors and debtors in possession, trustees, creditors and creditors' committees, and others in chapter 11 and chapter 7 cases. Its sophisticated practice also spans many other areas of law, including, without limitation, corporate, environmental, securities, commercial litigation, white collar crime, employee benefits, tax, and intellectual property matters. Blank Rome is well qualified to represent the Trustee in these chapter 7 cases (the "Chapter 7 Cases").

4. The Trustee has selected Blank Rome as counsel to represent him in the Chapter 7 Cases because of the firm's experience in reorganization cases, and its ability to perform the services needed effectively, expeditiously and efficiently for the benefit of the Trustee and these estates. In addition, Blank Rome represented the Trustee in his role as Chapter 11 Trustee for these debtors and has familiarity and experience with these companies.

5. As set forth in the Application, Blank Rome will provide services to the Trustee to assist him in carrying out his duties as set forth in Bankruptcy Code section 704.

6. As counsel to the Trustee, in his capacity as Chapter 11 Trustee, Blank Rome undertook an extensive examination of its database of existing and former clients to determine whether it had any connections with parties in interest in the Chapter 11 Cases. Specifically, Blank Rome's analysis included an examination of the entities set forth on the list of potential parties in interest which were attached as Exhibit 1 to the *Application of Chapter 11 Trustee for*

Entry of an Order Pursuant to Sections 327(a), 328, 330 and 331 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Local Rule 2014-1 Authorizing the Employment of Blank Rome LLP as Counsel to the Chapter 11 Trustee Nunc Pro Tunc to August 25, 2009.

7. Based on the database examination of the entities specified on Exhibit 1, Blank Rome concluded that it did not represent any entity in the Chapter 11 Cases which had an adverse interest in connection with those cases. In the Chapter 7 Cases, the only known potentially adverse parties to the Debtors are IBM and Red Hat Inc. Blank Rome does not represent either of those parties. Other than outstanding amounts for its fees for services rendered in connection with the Chapter 11 Cases, Blank Rome is a disinterested person as such term is defined in the Bankruptcy Code. *See* 11 U.S.C. §§ 101(14) and 327(a).

8. It is possible that Blank Rome may have represented or may continue to represent creditors, or interest holders of the Debtors in unrelated matters from time to time, but Blank Rome is not representing (and will not represent) any such persons in the Chapter 7 Cases.

9. Except as disclosed above, Blank Rome is a “disinterested person” as that term is defined in 11 U.S.C. § 101(14) in that Blank Rome, its members, of counsel and associates:

a) are not creditors of the Debtors, equity security holders of the Debtors, or insiders³ of the Debtors;

b) are not and were not, within 2 years before the Petition Date, directors, officers, or employees of the Debtors; and

c) do not have an interest materially adverse to the interest of the Debtors’ estates or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason.

³ The term “insider” as used herein shall have the same meaning ascribed to it in 11 U.S.C. § 101(31).

10. Additionally, neither Blank Rome, any member of Blank Rome, any attorney who is of counsel to Blank Rome, nor any associate of Blank Rome, insofar as I have been able to ascertain:

a) presently represents a creditor or equity interest holder of the Debtors, or a person otherwise adverse or potentially adverse to the Debtors or the Debtors' estates on any matter that is related to the Debtors or the Debtors' estates or on any matter that is unrelated to the Debtors or the Debtors' estates;

b) has any other connection with the Debtors, their creditors, the Office of the United States Trustee or any employee of that office or any other parties in interest; or

c) has any other interest, direct or indirect, which may affect or be affected by the proposed representation.

11. Blank Rome will represent no entity other than the Trustee in connection with the Chapter 7 Cases.

12. Blank Rome has not received a retainer.

13. As part of its practice, Blank Rome appears in cases, proceedings and transactions involving many different attorneys, financial advisors, accountants and creditors, some of which may represent the Debtors in these cases or may represent creditors or parties in interest or be claimants and parties in interest in the Chapter 7 Cases. Blank Rome does not and will not represent any such entity in connection with the Chapter 7 Cases. Further, also as part of its practice, Blank Rome has on a regular basis interacted with the Office of the United States Trustee and its authorized counsel and representatives.

14. Blank Rome's customary hourly rates, subject to change from time to time, are \$305 to \$940 for partners, \$250 to \$565 for associates and counsel to the firm, and \$100 to \$355 for paraprofessionals.

15. No promises have been made or received by Blank Rome nor any partner, counsel or associate thereof as to payment or compensation in connection with these Chapter 7 Cases. Blank Rome has no agreement with any entity to share with such entity any compensation received by Blank Rome in these cases.

16. The Trustee requests that the employment of Blank Rome be deemed effective as of the Appointment Date, in light of the continuing nature of the services which must be performed in order for Blank Rome to properly represent the Trustee and in order to avoid any prejudice resulting from any administrative delay in the signing of an employment order.

17. No agreement or understanding exists between Blank Rome and any other person (other than members or employees of the firm) to share compensation received for services to be rendered in connection with this representation.

18. By reason of the foregoing, I believe that Blank Rome is eligible for employment and retention by the Trustee, pursuant to 11 U.S.C. §§ 327 and applicable Bankruptcy Rules.

19. On behalf of Blank Rome, I reserve the right to amend or supplement this Verified Statement from time to time, as deemed necessary or appropriate.



Bonnie Glantz Fatell

Sworn to and subscribed before me on
this 8th day of October, 2012.



NOTARY PUBLIC

