

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

EPIC! CREATIONS, INC.,¹

Debtors.

Chapter 11

Case No. 24-11161 (BLS)

**Hearing Date: April 30, 2025, at 11:00 a.m.
(Eastern)**

**Objection Deadline: April 22, 2025, at 4:00
p.m. (Eastern)**

**SUPPLEMENT TO THE SECOND INTERIM FEE APPLICATION OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP**

Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”), special counsel to Claudia Z. Springer, the Chapter 11 Trustee (the “Trustee”) for Epic! Creations, Inc., Neuron Fuel, Inc., and Tangible Play, Inc. (collectively, the “Debtors”), hereby supplements the *Second Interim Fee Applications of the Chapter 11 Professionals for the Period December 1, 2024, through February 28, 2025* (D.I. 605) (the “Second Interim Application”) for the period from December 1, 2024, through February 28, 2025 (the “Application Period”) by attaching, as Exhibits A through F hereto, certain schedules requested by the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the “UST Guidelines”). In addition, Quinn Emanuel respectfully states as follows to address the questions set forth under section C.5 of the UST Guidelines:

- a. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

Response: During the Application Period, Quinn Emanuel agreed to discount the fees in this case by 10%. Each monthly invoice reflects the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are Epic! Creations, Inc. (9113); Neuron Fuel, Inc. (8758); and Tangible Play, Inc. (9331).



10% discount. This is the only variation from its standard or customary billing rates, fees, or terms.

- b. If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher than 10% or more, did you discuss the reasons for the variation with the Client?

Response: Quinn Emanuel did not have a budget in this case, therefore the question of whether the fees were 10% higher than the fees budget is not applicable.

- c. Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

Response: The professionals included in the Second Interim Application did not vary their hourly rate based on the geographic location of the bankruptcy cases.

- d. Does this fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.

Response: The Second Interim Application did not include any fees for revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.

- e. Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: The time period covered by the Second Interim Application includes approximately 0.00 hours with a value of \$0.00 spent by Quinn Emanuel to ensure that the time entries subject to the Second Interim Application comply with the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information.

- f. If the fee application includes any rate increase since retention:
 - i. Did your client review and approve those rate increases in advance?
 - ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not to agree to modify rates or terms in order to have you continue the representation consistent with ABA Formal Ethics Opinion 11-458?

Response: The Second Interim Application does not include any rate increases.

Respectfully submitted this 1st day of April, 2025.

**QUINN EMANUEL URQUHART &
SULLIVAN, LLP**

By: /s/ Benjamin I. Finestone
Benjamin I. Finestone (admitted *pro hac vice*)
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Special Counsel to the Chapter 11 Trustee

EXHIBIT A**CUSTOMARY AND COMPARABLE
COMPENSATION DISCLOSURES**

Quinn Emanuel's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by similarly skilled bankruptcy attorneys. In addition, Quinn Emanuel's hourly rates for bankruptcy services are comparable to the rates charged by the Firm for other complex corporate and litigation matters in the U.S. The rates charged by the Firm for the services performed in the prior calendar year in the practice areas that are comparable to the services performed by the Bankruptcy and Corporate Restructuring section are set forth below. Also included below is the 2024 blended hourly rate information for all sections of the Firm.

Category of Timekeeper (using categories already maintained by the firm)	Blended Hourly Rate	
	Billed or Collected Firm or offices (U.S.) for preceding year excluding bankruptcy	Billed This Application (incorporating the 10% discount)
Partner	\$1,722.46	\$1,703.33
Counsel	\$1,500.01	\$1,570.00
Associate/Contract Attorneys/Law Clerks	\$1,106.63	\$1,422.00
Paraprofessional	\$402.23	\$535.50
All Timekeepers Aggregate	\$1,237.11	\$1,173.64

EXHIBIT B**SUMMARY OF TIMEKEEPERS INCLUDED IN THE
SECOND INTERIM APPLICATION¹**

Name	Title	Department	Date of First Admission	Fees Billed in the Application Period	Hours Billed in the Application Period	Hourly Rate in the Application Period
Nick Marsh	Partner	Civil Fraud Practice	2001	\$4,987.50	2.5	\$1,995.00
Benjamin Finestone	Partner	Bankruptcy and Restructuring	2005	\$3,620.00	2.0	\$1,810.00
Parnika Chaturvedi	Partner	International Commercial Arbitration	1010	\$1,991.00	1.1	\$1,810.00
Katherine A. Scherling	Counsel	Bankruptcy and Restructuring	2010	\$1099.00	.7	\$1,570.00
James Smithdale	Associate	Commercial Litigation and Arbitration	2016	\$30,810.00	19.5	\$1,580.00
Barbara Howell	Paralegal	Bankruptcy and Restructuring		\$7,437.50	12.5	\$595.00
Total				\$49,945.00	38.3	

¹ Fees are billed at 100% in Exhibit B.

EXHIBIT C

BUDGET AND STAFFING PLAN
QUINN EMANUEL DOES NOT HAVE A STAFFING PLAN

A budget was not prepared in this case. Quinn Emanuel continues to work the Trustee to ensure efficient and cost-effective service to the estates.

BUDGET		
Project Category	Estimated Hours	Estimated Fees
BY01-Case Administration		
BY02-Asset Analysis and Recovery		
BY05-Fee/Employment Application		
BY07-Avoidance Action Analysis		
BY08-Attend Court Hearings		
BY09-Adversary Proceedings		
BY10-Other Contested Matters		
Total		

STAFFING PLAN QUINN EMANUEL DOES NOT HAVE A STAFFING PLAN		
Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter During the Budgeted Period	Average Rate
Partner		
Counsel		
Associate (7 or more years since first admission)		
Associate (4-6 years since first admission)		
Associate (less than 4 years since first admission)		
Paralegal		

EXHIBIT D**SUMMARY OF COMPENSATION AND EXPENSE REIMBURSEMENTS**

SUMMARY OF COMPENSATION BY PROJECT CATEGORY²			
Project Category	Hours Billed	Fees Sought	Fees with 10% Discount
BY01-Case Administration	1.0	\$595.00	\$535.50
BY02-Asset Analysis and Recovery	23.3	\$37,710.50	\$33,939.45
BY05-Fee/Employment Application	11.5	\$7,282.50	\$6,554.25
BY08-Attend Court Hearings	1.8	\$3,258.00	\$2,932.20
BY14-Plan	.7	\$1,099.00	\$989.10
Total	38.3	\$49,945.00	\$44,950.50

² Travel billed at 50%.

EXHIBIT E
EXPENSES

EXPENSE	AMOUNT
Postage	
Local Business Travel	
Document Services	
Deposition Transcripts	
Air Travel	
Video Deposition	
Document Reproduction (Black & White at \$0.10 per page)	
Document Reproduction (Color at \$0.25 per page)	
Filing Fee	
Local Meals (for depositions)	
Travel	
Hotel	
Messenger	
Velobind	
Trial Materials	
Express Mail	
Professional Services	
Attorney Services	
3 inch binder	
Tabs	
Hyperlink	
Rel One User Fee	
Rel One Tiff (per page)	
Rel One Active Hosting (per GB)	
Rel One Processing	
Total	\$0.00

EXHIBIT F

SUMMARY OF SECOND INTERIM APPLICATION	
Name of Applicant	Quinn Emanuel Urquhart & Sullivan, LLP
Name of Client	Epic! Creations, Inc., <i>et al.</i>
Time period covered by Second Interim Application	December 1, 2024, through February 28, 2025
Total compensation sought during the Application Period	\$44,950.50
Total expenses sought during the Application Period	\$0.00
Petition Date (Involuntary)	June 4, 2024
Retention Date (Date of Appointment of the Chapter 11 Trustee)	September 23, 2024
Date of order approving employment	October 28, 2024
Total compensation approved by interim order to date	\$51,620.40
Total expenses approved by interim order to date	\$82.09
Total allowed compensation paid to date (at the time of filing this Second Interim Application)	\$82,724.04
Total allowed expenses paid to date (at the time of filing this Second Interim Application)	\$82.09
Blended rate in the Second Interim Application for all attorneys (using 90% fees)	\$1,482.82
Blended rate in the Second Interim Application for all timekeepers (using 90% fees)	\$1,173.64
Compensation sought in the Second Interim Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	\$31,103.64
Expenses sought in the Second Interim Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	\$0.00
Number of professionals included in the Second Interim Application	5
If applicable, number of professionals in the Second Interim Application not included in staffing plan approved by client	N/A
If applicable, difference between fees budgeted and compensation sought during the Application Period	N/A
Number of professionals billing fewer than 15 hours to the case during the Application Period	4
Are any rates higher than those approved or disclosed at retention?	No