

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

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| In re:                                   | Chapter 11                                       |
| FULCRUM BIOENERGY, INC., <i>et al.</i> , | Case No. 24-12008 (TMH)                          |
| Debtors. <sup>1</sup>                    | (Jointly Administered)                           |
|  | Obj. Deadline: March 10, 2025, at 4:00 p.m. (ET) |

**COMBINED THIRD MONTHLY FEE APPLICATION OF DUNDON ADVISERS LLC  
FOR ALLOWANCE OF COMPENSATION AS FINANCIAL ADVISOR TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM  
DECEMBER 1, 2024 THROUGH AND INCLUDING JANUARY 31, 2025**

|   |   |
|---|---|
| Name of Applicant:  | Dundon Advisers LLC (“ <u>Dundon</u> ”)             |
| Authorized to Provide Professionals Services to:                | Official Committee of Unsecured Creditors           |
| Effective Date of Retention:                                    | September 21, 2024 (Order entered October 22, 2024) |
| Period for Which Compensation and Reimbursement are Sought:     | December 1, 2024 through January 31, 2025           |
| Total Amount of Fees Requested:                                 | \$8,165.00  |
| Less 20% Holdback:  | \$1,633.00  |
| 80% of Compensation Sought as Actual, Reasonable and Necessary: | \$6,532.00  |
| Total Amount of Expenses Requested:                             | \$0.00  |
| Fees Previously Paid Pursuant to Interim Compensation Order:    | \$169,119.25  |
| Expenses Previously Pursuant to Interim Compensation Order:     | \$2,850.70  |
| Type of Application:  | Monthly Fee Application                             |

<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with each debtor’s federal tax identification numbers are: Fulcrum BioEnergy, Inc. (3733); Fulcrum Sierra BioFuels, LLC (1833); Fulcrum Sierra Finance Company, LLC (4287); and Fulcrum Sierra Holdings, LLC (8498). The location of the Debtors’ service address is: Fulcrum BioEnergy Inc., P.O. Box 220 Pleasanton, CA 94566.



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

In re:

Chapter 11

FULCRUM BIOENERGY, INC., *et al.*,

Case No. 24-12008 (TMH)

Debtors.<sup>1</sup>

(Jointly Administered)

Obj. Deadline: March 10, 2025, at 4:00 p.m. (ET)

**COMBINED THIRD MONTHLY FEE APPLICATION OF DUNDON ADVISERS LLC  
FOR ALLOWANCE OF COMPENSATION AS FINANCIAL ADVISOR TO THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM  
DECEMBER 1, 2024 THROUGH AND INCLUDING JANUARY 31, 2025**

Pursuant to sections 105(a), 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), Dundon Advisers LLC (“Dundon”), financial advisor to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits its combined third monthly fee application (the “Application”) for compensation for the period from December 1, 2024 through and including January 31, 2025 (the “Application Period”). By this Application, Dundon seeks a monthly interim allowance and payment of compensation in the amount of \$6,532.00 (80% of its total fees of \$8,165.00) in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [D.I. 170] (the “Interim Compensation Order”) and the *Order Authorizing and Approving the Retention of Dundon Advisers LLC as*

<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with each debtor’s federal tax identification numbers are: Fulcrum BioEnergy, Inc. (3733); Fulcrum Sierra BioFuels, LLC (1833); Fulcrum Sierra Finance Company, LLC (4287); and Fulcrum Sierra Holdings, LLC (8498). The location of the Debtors’ service address is: Fulcrum BioEnergy Inc., P.O. Box 220 Pleasanton, CA 94566.

*Financial Advisor to the Official Committee of Unsecured Creditors of Fulcrum BioEnergy, Inc., et al., Effective as of September 21, 2024* [D.I. 189] (the “Retention Order”). In support of the Application, Dundon respectfully states as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of the above-captioned cases (the “Chapter 11 Cases”) and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 105(a), 330 and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, and Rule 2016-2 of the Local Rules.

### **BACKGROUND**

3. On September 9, 2024, (the “Petition Date”), the above-captioned debtors (the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).

4. The Debtors have continued in possession of their property and have continued to operate and manage their businesses as Debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases.

5. On September 19, 2024, the United States Trustee for Region 3 (the “United States Trustee”) filed its *Notice of Appointment* of a five (5) member Committee pursuant to section 1102(a)(1) of the Bankruptcy Code. *See* D.I. 74. On September 21, 2024, the Committee selected

Eversheds Sutherland (US) LLP (“Eversheds”) to serve as counsel to the Committee and Dundon to serve as its financial advisor. On September 23, 2024, the Committee selected Morris James LLP (“Morris James”) to serve as its co-counsel. On October 14, 2024, the Committee selected Layer 7 Capital, LLC to serve as its investment banker.

6. On October 15, 2024, the Court entered the Interim Compensation Order, which established procedures by which Professionals (as defined in the Interim Compensation Order) may seek compensation for services rendered and reimbursement for expenses incurred in connection with the Chapter 11 Cases. *See* D.I. 170.

7. On October 22, 2024, the Court entered the Retention Order, approving the retention and employment of Dundon as financial advisor to the Committee.

### **PROFESSIONAL SERVICES RENDERED**

8. Subject to Court approval, Dundon seeks payment for compensation on an hourly basis during the Application Period. The rates charged by Dundon in these Chapter 11 Cases do not differ from the rates charged to Dundon’s non-bankruptcy clients.

9. A summary of the hours spent, the names of each professional rendering services to the Committee during the Application Period, the regular customary billing rates and the total value of time incurred by each of Dundon’s professionals rendering services to the Committee is attached hereto as **Exhibit A**. A summary of time recorded by project billing category is attached hereto as **Exhibit B**. An export of Dundon’s time tracking software with detailed time entries by professional is attached hereto as **Exhibit C**. All time entries are in compliance with Local Rule 2016-1.

10. Pursuant to the Interim Compensation Order, Dundon and other estate professionals retained in the Chapter 11 Cases are authorized to file and serve upon the Debtors and other Notice

Parties identified in the Interim Compensation Order monthly fee applications (each, a “Monthly Fee Application”) for their fees and expenses. After the expiration of a fourteen (14) day objection period, the Debtors are authorized to promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the relevant Monthly Fee Application, unless an objection has been filed to the requested fees and/or expenses or the Court orders otherwise.

11. In accordance with the Interim Compensation Order, Dundon served upon the Debtors and the other Notice Parties identified in the Interim Compensation Order this Application regarding its fees incurred during the Application Period.

12. All services rendered for which compensation is requested by Dundon in this Application were reasonable, necessary and appropriate and were performed for or incurred on behalf of the Committee during the Application Period. In addition, Dundon worked closely with the Committee’s co-counsels, Eversheds and Morris James, to ensure that there was no duplication of services and that all matters were appropriately and diligently handled for the Committee in a timely and efficient manner.

### **CONCLUSION**

13. Dundon has necessarily and properly recorded 10.30 hours of services in the performance of its duties as financial advisor to the Committee during the Application Period. Dundon respectfully requests an interim fee allowance for professional services rendered in the amount of \$6,532.00 (comprising 80% of \$8,165.00).

14. As stated in the Declaration of Joshua Nahas, annexed hereto as **Exhibit D**, Dundon has not agreed to share any compensation to be received with any other person.

**WHEREFORE**, Dundon respectfully requests an interim award of \$6,532.00 (80% of its total fees of \$8,165.00) and for such other and further relief as the Court deems just and proper.

Dated: February 24, 2025

**DUNDON ADVISERS LLC**

/s/ Joshua Nahas

Joshua Nahas

10 Bank Street, Suite 1100

White Plains, NY 10606

Telephone: (914) 341-1188

Email: jn@dundon.com

*Financial Advisor to the Official Committee of  
Unsecured Creditors*

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

In re:

FULCRUM BIOENERGY, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-12008 (TMH)

(Jointly Administered)

**Obj. Deadline: March 10, 2025, at 4:00 p.m. (ET)**

**NOTICE OF COMBINED THIRD MONTHLY FEE APPLICATION OF DUNDON  
ADVISERS LLC FOR ALLOWANCE OF COMPENSATION AS FINACIAL ADVISOR  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD  
FROM DECEMBER 1, 2024 THROUGH AND INCLUDING JANUARY 31, 2025**

**PLEASE TAKE NOTICE** that, on February 24, 2025, Dundon Advisers LLC, financial advisor of the Official Committee of Unsecured Creditors (the “Committee”), filed the *Combined Third Monthly Fee Application of Dundon Advisers LLC for Allowance of Compensation as Financial Advisor to the Official Committee of Unsecured Creditors for the Period from December 1, 2024 Through and Including January 31, 2025* (the “Application”).

If you object to the relief sought by the Application, you are required to file a response to the Application on or before **March 10, 2025, at 4:00 p.m. (ET)**. At the same time, you must also serve a copy of the response upon the Committee’s counsel:

Jeffrey R. Waxman  
Eric J. Monzo  
Christopher M. Donnelly  
**MORRIS JAMES LLP**  
500 Delaware Avenue, Suite 1500  
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Todd C. Meyers  
Jennifer B. Kimble  
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**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN 80% OF THE FEES AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION MAY BE PAID PURSUANT TO THE INTERIM COMPENSATION ORDER WITHOUT FURTHER HEARING OR ORDER OF THE COURT.**

**A HEARING ON THE APPLICATION WILL BE HELD ONLY IF OBJECTIONS ARE FILED, OR IF THE COURT DIRECTS OTHERWISE AT A DATE AND TIME TO BE SCHEDULED BY THE COURT.**

Dated: February 24, 2025  
Wilmington, Delaware

**MORRIS JAMES LLP**

*/s/ Jeffrey R. Waxman*  
Jeffrey R. Waxman (DE Bar No. 4159)  
Eric J. Monzo (DE Bar No. 5214)  
Christopher M. Donnelly (DE Bar No. 7149)  
500 Delaware Avenue, Suite 1500  
Wilmington, DE 19801  
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-and-

Todd C. Meyers (admitted *pro hac vice*)  
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-and-

Todd C. Meyers (admitted *pro hac vice*)  
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*Counsel to the Official Committee of Unsecured  
Creditors*



**EXHIBIT A****SUMMARY OF BILLING BY PROFESSIONAL**

| <b>Timekeeper</b> | <b>Title</b>      | <b>Hourly<br/>Rate</b> | <b>Total<br/>Hours</b> | <b>Amount</b>     |
|-------------------|-------------------|------------------------|------------------------|-------------------|
| Matthew Dundon    | Principal         | \$960.00               | 0.50                   | \$480.00          |
| Joshua Nahas      | Managing Director | \$850.00               | 5.50                   | \$4,675.00        |
| Gregory Hill      | Director          | \$700.00               | 4.30                   | \$3,010.00        |
| <b>Total</b>      |                   |                        | <b>10.30</b>           | <b>\$8,165.00</b> |

**Blended Hourly Rate: \$792.72**

**EXHIBIT B**

**COMPENSATION BY PROJECT CATEGORY**

| Project Category  | Total Hours | Amount     |
|---|-------------|------------|
| Business Analysis                                       | 3.60        | \$2,970.00 |
| Retention and Fee Applications                          | 3.40        | \$2,380.00 |
| Committee Member/Professional Meetings & Communications | 1.80        | \$1,485.00 |
| Plan and Disclosure Statement                           | 1.50        | \$1,330.00 |
| Total   | 10.30       | \$8,165.00 |

**EXHIBIT C****TIME ENTRY DETAIL**

| Professional                   | Entry Date | Client         | Project Category  | Description   | Billable Time | Hourly Rate  | Billable Amt      |
|--------------------------------|------------|----------------|---|---|---------------|--------------|-------------------|
| Gregory Hill                   | 12/02/2024 | Fulcrum Sierra | Business Analysis                                       | Call with Jack from DSI on winddown budget                                    | 0.10          | \$700.00 /hr | \$70.00           |
| Gregory Hill                   | 12/04/2024 | Fulcrum Sierra | Business Analysis                                       | Review of revised sale waterfall  | 0.50          | \$700.00 /hr | \$350.00          |
| Gregory Hill                   | 12/11/2024 | Fulcrum Sierra | Retention and Fee Applications                          | Drafting second monthly fee applications                                      | 1.80          | \$700.00 /hr | \$1,260.00        |
| Gregory Hill                   | 12/11/2024 | Fulcrum Sierra | Committee Member/Professional Meetings & Communications | Participated in weekly UCC call   | 0.30          | \$700.00 /hr | \$210.00          |
| Gregory Hill                   | 12/18/2024 | Fulcrum Sierra | Retention and Fee Applications                          | Drafting first interim fee application  | 1.60          | \$700.00 /hr | \$1,120.00        |
| <b>Totals For Gregory Hill</b> |            |                |   |   | <b>4.30</b>   |              | <b>\$3,010.00</b> |
| Joshua Nahas                   | 12/04/2024 | Fulcrum Sierra | Business Analysis                                       | Review sale proceeds waterfall  | 0.50          | \$850.00 /hr | \$425.00          |
| Joshua Nahas                   | 12/30/2024 | Fulcrum Sierra | Committee Member/Professional Meetings & Communications | Participate in committee call   | 0.40          | \$850.00 /hr | \$340.00          |
| Joshua Nahas                   | 01/13/2025 | Fulcrum Sierra | Business Analysis                                       | Review UCC statement on plan term sheet                                       | 0.10          | \$850.00 /hr | \$85.00           |
| Joshua Nahas                   | 01/15/2025 | Fulcrum Sierra | Plan and Disclosure Statement                           | Review draft plan and DS  | 1.00          | \$850.00 /hr | \$850.00          |
| Joshua Nahas                   | 01/30/2025 | Fulcrum Sierra | Committee Member/Professional Meetings & Communications | All hands professional call on budget   | 0.50          | \$850.00 /hr | \$425.00          |
| Joshua Nahas                   | 01/30/2025 | Fulcrum Sierra | Business Analysis                                       | Precall with DSI on budget  | 0.40          | \$850.00 /hr | \$340.00          |
| Joshua Nahas                   | 01/30/2025 | Fulcrum Sierra | Committee Member/Professional Meetings & Communications | Call with counsel to discuss budget proposal                                  | 0.60          | \$850.00 /hr | \$510.00          |
| Joshua Nahas                   | 01/30/2025 | Fulcrum Sierra | Business Analysis                                       | Analyze budget for cost savings   | 1.00          | \$850.00 /hr | \$850.00          |
| Joshua Nahas                   | 01/30/2025 | Fulcrum Sierra | Business Analysis                                       | Review revised DSI budget for April exit from BK for incremental cost savings | 1.00          | \$850.00 /hr | \$850.00          |
| <b>Totals For Joshua Nahas</b> |            |                |   |   | <b>5.50</b>   |              | <b>\$4,675.00</b> |

|                                  |            |                |                               |   |              |              |                   |
|----------------------------------|------------|----------------|-------------------------------|---|--------------|--------------|-------------------|
| Matthew Dundon                   | 01/02/2025 | Fulcrum Sierra | Plan and Disclosure Statement | Discussion of Plan dynamics with T. Meyers. | 0.20         | \$960.00 /hr | \$192.00          |
| Matthew Dundon                   | 01/02/2025 | Fulcrum Sierra | Plan and Disclosure Statement | Plan structure discussion with Todd Meyers. | 0.30         | \$960.00 /hr | \$288.00          |
| <b>Totals For Matthew Dundon</b> |            |                |                               |   | <b>0.50</b>  |              | <b>\$480.00</b>   |
| <b>Grand Total</b>               |            |                |                               |   | <b>10.30</b> |              | <b>\$8,165.00</b> |

**EXHIBIT D**

**DECLARATION OF JOSHUA NAHAS**

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

In re:

FULCRUM BIOENERGY, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-12008 (TMH)

(Jointly Administered)

**DECLARATION OF JOSHUA NAHAS IN SUPPORT OF COMBINED THIRD  
MONTHLY FEE APPLICATION OF DUNDON ADVISERS LLC FOR ALLOWANCE  
OF COMPENSATION AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS FOR THE PERIOD FROM DECEMBER 1, 2024  
THROUGH AND INCLUDING JANUARY 31, 2025**

I, Joshua Nahas, under penalty of perjury declare as follows:

1. I am a managing director in the financial advisory firm of Dundon Advisers LLC (“Dundon”), financial advisor to the Official Committee of Unsecured Creditors (the “Committee”).

2. I have read the *Combined Third Monthly Fee Application of Dundon Advisers LLC for Allowance of Compensation as Financial Advisor to the Official Committee of Unsecured Creditors for the Period from December 1, 2024 Through and Including January 31, 2025* and know the contents thereof. The same contents are true to the best of my knowledge, except as to matters therein alleged to be upon information and belief, and as to those matters, I believe them to be true. I have personally performed many of the services rendered by Dundon and am thoroughly familiar with all other work performed on behalf of the Committee by the professionals at Dundon.

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3. In accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and Section 504 of Title 11 of the United States Code, no agreement or understanding exists between Dundon and any other person for the sharing of compensation to be received in connection with the above-captioned cases.

4. I have reviewed the requirements of Rule 2016-1 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and to the best of my knowledge, information and belief, this Application complies with Local Rule 2016-1.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 24, 2025

/s/ Joshua Nahas  
Joshua Nahas

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

In re:

FULCRUM BIOENERGY, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-12008 (TMH)

(Jointly Administered)

**CERTIFICATE OF SERVICE**

I hereby certify that on this 24<sup>th</sup> day of February, 2025, I caused to be filed with the Court electronically, and I caused to be served a true and correct copy of the *Combined Third Monthly Fee Application of Dundon Advisors LLC for Allowance of Compensation as Financial Advisor to the Official Committee of Unsecured Creditors for the Period from December 1, 2024 Through and Including January 31, 2025* upon the parties that are registered to receive notice via the Court's CM/ECF notification system, and an additional service was competed via electronic mail on the parties listed on the attached service list.

/s/ Jeffrey R. Waxman

Jeffrey R. Waxman (DE Bar No. 4159)

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**Service List**

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*United States Trustee*