

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

NVN Liquidation, Inc., *et al.*,
f/k/a NOVAN, INC.,¹

Debtors.

Chapter 11

Case No. 23-10937 (LSS)

(Jointly Administered)

Objection Deadline:

May 30, 2024, at 4:00 p.m. (ET)

**EIGHTH MONTHLY FEE APPLICATION OF MORRIS, NICHOLS, ARSHT &
TUNNELL LLP, AS BANKRUPTCY COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION, FOR ALLOWANCE OF MONTHLY
COMPENSATION AND FOR MONTHLY REIMBURSEMENT OF ALL
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD
MARCH 1, 2024 THROUGH AND INCLUDING MARCH 31, 2024**

Name of Applicant: MORRIS, NICHOLS, ARSHT & TUNNELL LLP

Authorized to Provide
Professional Services to: Debtors and Debtors in Possession

Date of Retention: August 21, 2023, *nunc pro tunc* to July 17, 2023

Period for which compensation and
reimbursement is sought: March 1, 2024 through March 31, 2024

Amount of compensation sought as
actual, reasonable and necessary: \$30,200.00

Amount of reimbursement sought as
actual, reasonable and necessary: \$18.90

This is a x monthly application final application

The total time expended for fee application preparation is approximately 7.5 hours and the corresponding compensation requested is approximately \$6,400.00.²

¹ The Debtors in these chapter 11 cases, along with the last four digitals of the Debtors' federal tax identification number (if applicable), are: NVN Liquidation, Inc., (f/k/a Novan, Inc.) (7682) and EPI Health, LLC (9118). The corporate headquarters and the mailing address for the Debtors is P.O. Box 64, Pittsboro, NC 27312.

² Allowance of compensation for such time is not requested in this application but will be sought in a subsequent fee application.



If this is not the first application filed, disclose the following for each prior application:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
10/2/23 D.I. 331	7/17/23-8/31/23	\$673,834.50/\$16,251.69	\$671,334.50/\$13,052.46
10/20/23 D.I. 373	9/1/23-9/30/23	\$266,596.50/\$9,208.06	\$266,596.50/\$2,698.61
11/30/23 D.I. 445	10/1/23-10/31/23	\$159,256.50/\$1,017.29	\$127,405.20/\$1,017.29
2/5/24 D.I. 580	11/1/23-11/30/23	\$140,973.00/\$765.90	\$112,778.40/\$765.90
2/5/24 D.I. 581	12/1/23-12/31/23	\$144,905.00/\$1,321.26	\$115,924.00/\$1,321.26
4/19/24 D.I. 671	1/1/24-1/31/24	\$231,977.00/\$2,705.06	\$185,581.60/\$2,705.06
5/9/24 D.I.680	2/1/24-2/29/24	\$122,473.00/\$681.90	Pending

COMPENSATION BY PROFESSIONAL**NVN Liquidation, Inc., et al.
(Case No. 23-10937 (LSS))****March 1, 2024 through March 31, 2024**

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Derek C. Abbott	Partner/Bankruptcy. Partner since 2003. Joined firm as an associate in 1995. Member of the DE Bar since 1995.	1,350	1.0	1,350.00
Daniel B. Butz	Senior Counsel/Bankruptcy. Joined the firm as an associate in 2002. Member of the DE Bar since 2002.	965	19.2	18,528.00
Tamara K. Mann	Special Counsel/Bankruptcy. Joined the firm as an associate in 2011. Member of the DE Bar since 2011.	965	3.4	3,281.00
Scott D. Jones	Associate/Bankruptcy. Joined the firm as an associate in 2023. Member of the DE Bar since 2019.	710	2.7	1,917.00
Casey B. Sawyer	Associate/Bankruptcy. Joined the firm as an associate in 2023. Member of the DE Bar since 2023.	545	4.3	2,343.50
Desiree M. Vale	Paralegal	395	2.1	829.50
Rebecca Weidman	Paralegal	395	4.4	1,738.00
Marie Reed	Legal Assistant	355	0.6	213.00
Total		801.06	37.7	30,200.00
BLENDED RATE: \$801.06				
ATTORNEY BLENDED RATE: \$896.06				

COMPENSATION BY PROJECT CATEGORY

NVN Liquidation, Inc., et al.
(Case No. 23-10937 (LSS))

March 1, 2024 through March 31, 2024

Project Category	Total Hours	Total Fees
Case Administration	0.90	564.00
Asset Dispositions/363 Sales	6.60	5,386.50
Fee Applications (MNAT - Filing)	2.30	1,763.50
Fee Applications (Others - Filing)	2.00	1,112.50
Executory Contracts/Unexpired Leases	0.10	39.50
Other Contested Matters	0.60	579.00
Governmental/Regulatory Matters	11.10	10,220.50
Employee Matters	0.20	193.00
Financing Matters/Cash Collateral	0.60	553.50
Vendor/Supplier Matters	0.30	289.50
Court Hearings	6.50	3,695.50
Claims Objections and Administration	0.20	193.00
Plan and Disclosure Statement	3.70	3,636.50
General Corporate Matters (including Corporate Governance)	0.20	193.00
General Case Strategy	0.30	247.50
Schedules/SOFA/U.S. Trustee Reports	2.10	1,533.00
TOTAL	37.70	\$30,200.00

EXPENSE SUMMARY

NVN Liquidation, Inc., et al.
(Case No. 23-10937 (LSS))

March 1, 2024 through March 31, 2024

Expense Category	Total Expenses
Pacer	16.00
In-House Printing - black & white	2.90
Grand Total Expenses	\$18.90

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In re:

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Chapter 11

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May 30, 2024, at 4:00 p.m. (ET)

**EIGHTH MONTHLY FEE APPLICATION OF MORRIS, NICHOLS, ARSHT &
TUNNELL LLP, AS BANKRUPTCY COUNSEL FOR THE DEBTORS AND
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COMPENSATION AND FOR MONTHLY REIMBURSEMENT OF ALL
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD
MARCH 1, 2024 THROUGH AND INCLUDING MARCH 31, 2024**

Morris, Nichols, Arsht & Tunnell LLP (“Morris Nichols”), as bankruptcy counsel for the debtors and debtors in possession in the above-captioned cases (the “Debtors”), submit this application (the “Application”) for monthly allowance of compensation for professional services rendered by Morris Nichols to the Debtors for the period of March 1, 2024 through March 31, 2024 (the “Application Period”) and reimbursement of actual and necessary expenses incurred by Morris Nichols during the Application Period pursuant to sections 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”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses*

¹ The Debtors in these chapter 11 cases, along with the last four digitals of the Debtors’ federal tax identification number (if applicable), are: NVN Liquidation, Inc., (f/k/a Novan, Inc.) (7682) and EPI Health, LLC (9118). The corporate headquarters and the mailing address for the Debtors is P.O. Box 64, Pittsboro, NC 27312.

of *Professionals* (D.I. 218) (the “Interim Compensation Procedures Order”). In support of this Application, Morris Nichols represents as follows:

JURISDICTION

1. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of these cases and the Application are proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016, Local Rule 2016-2, the Office of the United States Trustee Guidelines (the “U.S. Trustee Guidelines”), and the Interim Compensation Procedures Order.

BACKGROUND

3. On July 17, 2023 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in this Court. The Debtors continue to manage their assets as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. On July 28, 2023, the Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Committee”).

MORRIS NICHOLS’S RETENTION

5. Before commencing these chapter 11 cases, the Debtors retained Morris Nichols to provide advice regarding, among other things, preparing for, commencing, and prosecuting these cases under chapter 11 of the Bankruptcy Code. On July 31, 2023, the Debtors

filed the *Debtors' Application for Entry of an Order Under 11 U.S.C. §§ 327(a), 328(a), and 1107(b), Fed. R. Bankr. P. 2014 and 2016, and Del. Bankr. L.R. 2014-1 and 2016-1, Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Bankruptcy Counsel for the Debtors Nunc Pro Tunc to the Petition Date* (D.I. 84) (the "Morris Nichols Retention Application").

6. On August 21, 2023, this Court granted the Morris Nichols Retention Application pursuant to the *Order Authorizing the Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Bankruptcy Counsel for the Debtors Nunc Pro Tunc to the Petition Date* (D.I. 219) (the "Morris Nichols Retention Order").

INTERIM COMPENSATION PROCEDURES ORDER

7. The Court entered the Interim Compensation Procedures Order on August 21, 2023. The Interim Compensation Procedures Order sets forth the procedures for interim compensation and reimbursement of expenses for any professionals retained under section 327 and/or 1103 of the Bankruptcy Code in these chapter 11 cases (each a "Professional" and collectively, the "Professionals").

8. In particular, the Interim Compensation Procedures Order provides that Professionals may file and serve a Monthly Fee Application no earlier than the 15th day of each month following the month for which compensation is sought, for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month. Parties in interest will have 20 days after the service of a Monthly Fee Application to object to the requested compensation for services rendered and reimbursement of expenses incurred. Provided that there are no objections to such Monthly Fee Application filed

within 20 days after the service of the Monthly Fee Application, the Professional may file a certificate of no objection (the “Certificate of No Objection”) with the Court.

9. Upon the filing of a Certificate of No Objection, the Debtors are authorized to pay such Professional 80 percent of the fees and 100 percent of the expenses requested in such Monthly Fee Application. If a partial objection to the Monthly Fee Application is filed, then the Debtors are authorized to pay 80 percent of the fees and 100 percent of the expenses not subject to an objection.

RELIEF REQUESTED

10. Morris Nichols submits this Application for (a) allowance of reasonable compensation for the actual, reasonable, and necessary professional services that it has rendered as bankruptcy counsel for the Debtors in these cases during the Application Period and (b) reimbursement of actual, reasonable, and necessary expenses incurred by Morris Nichols in representing the Debtors during the Application Period.

11. During the Application Period, Morris Nichols incurred fees in the amount of \$30,200.00. For the same period, Morris Nichols incurred actual, reasonable, and necessary expenses totaling \$18.90. As of the date of this Application, Morris Nichols has received no payments with respect to these amounts.

12. Set forth on the foregoing “Compensation by Project Category” is a summary, by subject matter category, of the time expended by Morris Nichols’s timekeepers billing time to the Debtors’ cases during the Application Period.

13. **Exhibit A** attached hereto contains logs, sorted by case project category, which show the time recorded by professionals, paraprofessionals, and other support staff, as well as descriptions of the services provided.

14. **Exhibit B** attached hereto contains a breakdown of actual, reasonable, and necessary expenses incurred by Morris Nichols during the Application Period.

15. Morris Nichols charges \$.10 per page for black & white photocopying or printing.

16. Morris Nichols does not charge for outgoing domestic facsimiles or incoming facsimiles.

17. In accordance with Local Rule 2016-2, Morris Nichols has reduced its request for compensation for non-working travel, if any, to 50% of its normal rate.

18. Morris Nichols has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals, and other support staff at Morris Nichols so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, Morris Nichols has endeavored to coordinate with the other professionals involved in these cases so as to minimize any duplication of effort and to minimize attorneys' fees and expenses to the Debtors. Morris Nichols believes it has been successful in this regard.

19. No agreement or understanding exists between Morris Nichols and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

20. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of his information, knowledge, and belief that this Application complies with that Rule.

WHEREFORE, Morris Nichols respectfully requests that the Debtors pay Morris Nichols \$24,178.90, which is equal to the sum of 80% (\$24,160.00) of Morris Nichols's allowed interim compensation and 100% (\$18.90) of Morris Nichols's allowed expense reimbursement.

Dated: May 10, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Scott D. Jones

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

Derek C. Abbott (No. 3376)

Daniel B. Butz (No. 4227)

Tamara K. Mann (No. 5643)

Scott D. Jones (No. 6672)

1201 Market Street, 16th Floor

Wilmington, Delaware 19801

Telephone: (302) 658-9200

Facsimile: (302) 658-3989

Email: dabbott@morrisnichols.com

dbutz@morrisnichols.com

tmann@morrisnichols.com

sjones@morrisnichols.com

Counsel to the Debtors and Debtors in Possession

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

In re:)
) Chapter 11
NVN Liquidation, Inc., *et al.*,)
f/k/a NOVAN, INC.,) Case No. 23-10937 (LSS)
)
Debtors.) (Jointly Administered)
)
) **Objection Deadline:**
) **May 30, 2024 at 4:00 p.m. (ET)**

**NOTICE OF EIGHTH MONTHLY FEE APPLICATION OF MORRIS,
NICHOLS, ARSHT & TUNNELL LLP, AS BANKRUPTCY COUNSEL FOR THE
DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF
MONTHLY COMPENSATION AND FOR MONTHLY REIMBURSEMENT OF
ALL ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD
MARCH 1, 2024 THROUGH AND INCLUDING MARCH 31, 2024**

PLEASE TAKE NOTICE that today, Morris, Nichols, Arsht & Tunnell LLP, as bankruptcy counsel for the debtors and debtors in possession in the above-captioned cases, filed the attached *Eighth Monthly Fee Application of Morris, Nichols, Arsht & Tunnell LLP, as Bankruptcy Counsel for the Debtors and Debtors in Possession, for Allowance of Monthly Compensation and for Monthly Reimbursement of All Actual and Necessary Expenses Incurred for the Period March 1, 2024 Through and Including March 31, 2024* (the "Application").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application, must be: (a) filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, by **May 30, 2024, at 4:00 p.m. (Eastern Time)** (the "Objection Deadline"); and (b) served so as to be received on or before the Objection Deadline by:

- i. the applicant: Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, Delaware 19801, Attn: Derek C. Abbott (dabbott@morrisnichols.com), and Daniel B. Butz (dbutz@morrisnichols.com);
- ii. counsel to the Official Committee of Unsecured Creditors: (a) Womble Bond Dickinson (US) LLP, 950 Third Avenue, Suite 2400 New York, NY 10022, Attn: Donald J. Detweiler (don.detweiler@wbd-us.com), and (b) Goodwin Procter LLP, The New York Times Building 620 Eighth Avenue, New York, NY 10018, Attn: Howard S. Steel (hsteel@goodwinlaw.com); and
- iii. the Office of the United States Trustee: J. Caleb Boggs Federal Building, Room 2207, 844 N. King Street, Wilmington, Delaware 19801, Attn: Linda J. Casey (linda.casey@usdoj.gov).

A HEARING ON THE APPLICATION, IF NECESSARY, WILL BE HELD AT THE CONVENIENCE OF THE COURT AND NOTICE OF ANY SUCH HEARING WILL BE GIVEN ONLY TO THE OBJECTING PARTY OR PARTIES.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 10, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Scott D. Jones

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

Derek C. Abbott (No. 3376)

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1201 Market Street, 16th Floor

Wilmington, Delaware 19801

Telephone: (302) 658-9200

Facsimile: (302) 658-3989

Email: dabbott@morrisnichols.com

dbutz@morrisnichols.com

tmann@morrisnichols.com

sjones@morrisnichols.com

*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A**COMPENSATION BY PROJECT CATEGORY****NVN Liquidation, Inc., et al.****(Case No. 23-10937 (LSS))****March 1, 2024 through March 31, 2024**

Project Category	Total Hours	Total Fees
Case Administration	0.90	564.00
Asset Dispositions/363 Sales	6.60	5,386.50
Fee Applications (MNAT - Filing)	2.30	1,763.50
Fee Applications (Others - Filing)	2.00	1,112.50
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Employee Matters	0.20	193.00
Financing Matters/Cash Collateral	0.60	553.50
Vendor/Supplier Matters	0.30	289.50
Court Hearings	6.50	3,695.50
Claims Objections and Administration	0.20	193.00
Plan and Disclosure Statement	3.70	3,636.50
General Corporate Matters (including Corporate Governance)	0.20	193.00
General Case Strategy	0.30	247.50
Schedules/SOFA/U.S. Trustee Reports	2.10	1,533.00
TOTAL	37.70	\$30,200.00

Time Detail**Task Code:** B110 Case Administration

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/01/24	Jones, Scott	Update WIP	0.1	71.00
03/04/24	Weidman, Rebecca	Revise critical dates and coordinate calendar updates	0.1	39.50
03/04/24	Jones, Scott	Update WIP	0.1	71.00
03/15/24	Jones, Scott	Update WIP	0.1	71.00
03/26/24	Weidman, Rebecca	Revise critical dates and coordinate calendar updates	0.1	39.50
03/27/24	Weidman, Rebecca	Download Court entered order scheduling 4/10 omnibus hearing and coordinate service	0.1	39.50
03/27/24	Butz, Daniel B.	Review email from C Sawyer re: objection deadline extension (.1); review email from C Sawyer re: agenda (.1)	0.2	193.00
03/28/24	Weidman, Rebecca	Circulate interim and final DIP orders per D. Abbott to counsel	0.1	39.50
Total			0.9	564.00

Task Code: B130 Asset Dispositions/363 Sales

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/01/24	Weidman, Rebecca	Prepare and file certification of counsel re: Cloderm sale order (.2); Correspondence with C. Sawyer re: same (.1); Upload order to Court site (.1); Download Court entered order re: same and coordinate service (.1)	0.5	197.50
03/01/24	Sawyer, Casey	Confers with D. Butz re sale order COC (.2); confer with S. Jones re same (.1); coordinate service and filing of COC (.1).	0.4	218.00
03/01/24	Sawyer, Casey	Draft COC for Cloderm sale order.	0.4	218.00
03/01/24	Sawyer, Casey	Review emails with FDA and D. Butz re Dermix sale.	0.1	54.50
03/01/24	Sawyer, Casey	Confer with D. Butz re abandonment and sale motions, and agenda for 3/6 hearing.	0.1	54.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/01/24	Sawyer, Casey	Review Dermix sale order and email from Chambers re hearing cancellation (.1); confer with D. Butz and email Novan team re same (.1).	0.2	109.00
03/01/24	Sawyer, Casey	Email clients and Dermix re Cloderm sale order.	0.1	54.50
03/01/24	Mann, Tamara K.	Emails from D. Butz and M. Goodhead re potential sale and FDA recall	0.1	96.50
03/01/24	Mann, Tamara K.	Email from C. Sawyer re order approving Dermix sale and review same	0.1	96.50
03/01/24	Mann, Tamara K.	Emails from C. Sawyer and D. Butz re COC re Cloderm sale order (.1); review same (.1)	0.2	193.00
03/01/24	Butz, Daniel B.	Review email from E Slights re: FDA comments (.1); email to E Slights re: comments to order and hrg (.1); conf with C Sawyer re: same and CoC (.1)	0.3	289.50
03/01/24	Butz, Daniel B.	Review email from C Sawyer re: CoC (.1); review certification and email to C Sawyer re: comments to same (.1)	0.2	193.00
03/01/24	Butz, Daniel B.	Review email from J Donofrio re: Minolira	0.1	96.50
03/01/24	Butz, Daniel B.	Email from J Donofrio re: Minolira	0.1	96.50
03/01/24	Butz, Daniel B.	Review sale order (.1); review extension order (.1); confs with C Sawyer re: documents and agenda (.2); review email from C Sawyer re: sale order (.1); conf with C Sawyer re: same (.1)	0.6	579.00
03/01/24	Butz, Daniel B.	Review email from buyer re: closing (.1); review email from J Jolley re: same (.1)	0.2	193.00
03/01/24	Jones, Scott	Confer with C. Sawyer re sale order COC	0.1	71.00
03/01/24	Sawyer, Casey	Conf with D. Butz re: sale order	0.1	54.50
03/04/24	Butz, Daniel B.	Review email from A Novak re: address and closing (.1); email to A Novak re: same (.1)	0.2	193.00
03/04/24	Butz, Daniel B.	Review email from J Roberts re: Cloderm APA (.1); review email from J Jolley re: same (.1); review transfer document (.1)	0.3	289.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/04/24	Butz, Daniel B.	Review email from N Zanzot re: closing	0.1	96.50
03/06/24	Sawyer, Casey	Review emails from FDA, D. Butz, and clients re FDA settlement and abandonment motion.	0.1	54.50
03/07/24	Sawyer, Casey	Emails from FDA re settlement and recall.	0.1	54.50
03/07/24	Butz, Daniel B.	Review email from E Slights re: abandonment order (.1); email to E Slights re: same (.1)	0.2	193.00
03/08/24	Butz, Daniel B.	Review email from J Jolley re: Cloderm closing (.1); review email from P Stafford re: same (.1); receive email from J Jolley re: same (.1)	0.3	289.50
03/08/24	Butz, Daniel B.	Review execution copies from P Stafford re: closing	0.1	96.50
03/11/24	Butz, Daniel B.	Review email from N Zanzot re: closing (.1); review email from J Roberts re: same (.1)	0.2	193.00
03/13/24	Butz, Daniel B.	Review email from J Jolley re: closing of sale	0.1	96.50
03/15/24	Butz, Daniel B.	Review email from J Donofrio re: ligand/pricing issue (.1); email to J Donofrio re: same (.1)	0.2	193.00
03/15/24	Butz, Daniel B.	Review email from J Jolley re: closing of Cloderm sale (.1); review email from J Roberts re: same (.1)	0.2	193.00
03/18/24	Butz, Daniel B.	Call with S Novak re: transition issues (.1); review email from A Novak re: licensing (.1); email to A Novak re: same (.1); review email from A Novak re: website for recall and transition (.1).	0.4	386.00
03/18/24	Butz, Daniel B.	Review email from J Donofrio re: sale closing issues (.1); review email from J Roberts re: same (.1)	0.2	193.00
Total			6.6	5,386.50

Task Code: B160 Fee Applications (MNAT - Filing)

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/19/24	Vale, Desiree	Draft Morris Nichols January Fee Application	0.8	316.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/22/24	Mann, Tamara K.	Review and revise February pro forma	0.7	675.50
03/26/24	Mann, Tamara K.	Review and revise February pro forma	0.8	772.00
Total			2.3	1,763.50

Task Code: B165 Fee Applications (Others - Filing)

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/14/24	Jones, Scott	Review Smith Anderson CNO and email to D. Vale (.1); email as-filed copy to J. Jolley (.1); email as-filed copy to SCP (.1)	0.3	213.00
03/14/24	Vale, Desiree	Draft CNO to Smith Anderson January Fee Application (.2); e-file same (.2)	0.4	158.00
03/19/24	Vale, Desiree	Draft CNO to KCC January Fee Application (.2); e-file same (.2)	0.4	158.00
03/19/24	Vale, Desiree	Prepare and e-file Smith Anderson February Fee Application (.4); coordinate service (.1)	0.5	197.50
03/19/24	Mann, Tamara K.	Review Smith Anderson February fee app and Notice re same (.2); emails with D. Vale re same (.1)	0.3	289.50
03/19/24	Mann, Tamara K.	Review KCC January CNO and emails with D. Vale re same	0.1	96.50
Total			2.0	1,112.50

Task Code: B185 Executory Contracts/Unexpired Leases

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/01/24	Weidman, Rebecca	Download Court entered order extending removal deadline and coordinate service	0.1	39.50
Total			0.1	39.50

Task Code: B190 Other Contested Matters

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/01/24	Butz, Daniel B.	Email to ICS atty re: hrg and settlement (.1); review email from ICS atty re: same (.1)	0.2	193.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/14/24	Butz, Daniel B.	Review email from M Yurkweicz re: settlement (.1); email to same re: same with additional detail (.2)	0.3	289.50
03/14/24	Butz, Daniel B.	Emails with A Novak re: AR issue	0.1	96.50
Total			0.6	579.00

Task Code: B200 Governmental/Regulatory Matters

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/01/24	Sawyer, Casey	Review emails with ICS re FDA settlement.	0.1	54.50
03/01/24	Butz, Daniel B.	Review email from FDA atty re: order (.1); conf with S Jones re: same (.1); conf with C Sawyer re: same (.1); review emails from C Sawyer and B Weidman re: COC for same (.1)	0.4	386.00
03/01/24	Butz, Daniel B.	Conf with C Sawyer re: Certification for FDA objection to sale (.1); email to M Goodhead and J Donofrio re: recall FDA issues (.1)	0.2	193.00
03/01/24	Butz, Daniel B.	Review email from M Goodhead re: FDA plan (.1); email to E Slights re: same (.1); review email from E Slights re: same (.1); conf with C Sawyer re: agenda and other issues (.1)	0.4	386.00
03/06/24	Butz, Daniel B.	Review email from E Slights re: FDA (.1); email to FDA re: same (.2); emails with E Slights re: same (.1)	0.4	386.00
03/07/24	Butz, Daniel B.	Review email from E Slights re: FDA communications (.1); review email from D Abbott re: same (.1); conf with D Abbott re: same (.1); review email from J Donofrio re: same (.1); email to E Slights re: same (.2); email to J Donofrio and P Stafford re: same (.1); review email from E Slights re: same (.1)	0.8	772.00
03/07/24	Butz, Daniel B.	Review email from FDA atty re: recall (.1); email to client reps and MNAT group re: same (.1)	0.2	193.00
03/07/24	Abbott, Derek C.	Conf with D. Butz re: FDA communications	0.1	135.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/08/24	Butz, Daniel B.	Email from P Stafford re: FDA status (.1); emails with P Stafford re: same (.1)	0.2	193.00
03/08/24	Butz, Daniel B.	Email from J Lathrop re: FDA (.1); email to J Lathrop re: same (.1)	0.2	193.00
03/11/24	Butz, Daniel B.	Review email from J Lathrop re: FDA	0.1	96.50
03/11/24	Butz, Daniel B.	Review email from J Donofrio re: FDA status (.1); email to J Donofrio re: same (.1); review emails from D Abbott and J Donofrio re: same (.1)	0.3	289.50
03/12/24	Butz, Daniel B.	Call with J Lathrop re: FDA status	0.1	96.50
03/12/24	Butz, Daniel B.	Review email from P Stafford re: recall	0.1	96.50
03/12/24	Butz, Daniel B.	Review email from M Goodhead re: recall	0.1	96.50
03/12/24	Butz, Daniel B.	Revise order (.4); email to FDA and USAO re: revisions to same (.1)	0.5	482.50
03/13/24	Sawyer, Casey	Review emails re FDA settlement, recall and abandonment motion.	0.1	54.50
03/14/24	Butz, Daniel B.	Review email from E Slight re: comments to form of order	0.1	96.50
03/14/24	Butz, Daniel B.	Review email from E Slight re: hrg and language (.1); email to E Slight re: hrg (.1)	0.2	193.00
03/14/24	Butz, Daniel B.	Emails with E Slight re: hrg and language (.1); email to ICS atty re: same (.1)	0.2	193.00
03/18/24	Butz, Daniel B.	Review email from M Goodhead re: recall website	0.1	96.50
03/19/24	Butz, Daniel B.	Review email from A Novak re: website	0.1	96.50
03/19/24	Butz, Daniel B.	Review email from J Lathrop re: abandonment (.1); email to J Lathrop re: same (.1)	0.2	193.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/20/24	Butz, Daniel B.	Review email from E Slight re: FDA language (.1); email to MNAT group re: same and review email from D Abbott re: same (.1); email to committee re: same (.1); emails with C Sawyer re: same (.1); email to client reps re: same (.1); review email from M Goodhead re: same (.1); consider language (.1); review email from J Lathrop re: same (.1)	0.8	772.00
03/20/24	Butz, Daniel B.	Call to committee counsel re: Novan language	0.1	96.50
03/20/24	Butz, Daniel B.	Review email from A Novak re: order language (.1); review M Goodhead re: same (.1); proposed revised language to A Novak, M Goodhead and others re: same (.1)	0.3	289.50
03/20/24	Butz, Daniel B.	Review email from M Goodhead re: abandonment order	0.1	96.50
03/20/24	Sawyer, Casey	Revise abandonment order re FDA objection (.2); and review D. Butz and Client emails re same (.1).	0.3	163.50
03/20/24	Mann, Tamara K.	Email from E. Slight re abandonment order (.1); emails from D. Butz , J. Donofrio, A. Novak and M. Goodhead re same (.1)	0.2	193.00
03/21/24	Butz, Daniel B.	Review email from P Stafford re: Order	0.1	96.50
03/22/24	Sawyer, Casey	Emails from D. Butz and client re FDA settlement language.	0.1	54.50
03/22/24	Butz, Daniel B.	Draft response to P Stafford	0.2	193.00
03/22/24	Butz, Daniel B.	Review email from P Stafford re: language (.1); email to A Halperin and J Lathrop re: same (.1); review emails from A Halperin and J Lathrop re: same (.1); further emails with A Halperin and J Lathrop re: same (.1)	0.4	386.00
03/22/24	Mann, Tamara K.	Email from D. Butz re draft abandonment order (.1); emails from J. Lathrop and A. Halperin re same (.1)	0.2	193.00
03/22/24	Mann, Tamara K.	Email from P. Brown Stafford re abandonment order	0.1	96.50
03/25/24	Jones, Scott	Email from D. Butz re Abandonment Order	0.1	71.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/25/24	Sawyer, Casey	Call with D. Butz, UCC counsel, and Liq. trustee re abandonment order language.	0.6	327.00
03/25/24	Butz, Daniel B.	Call with A Halperin and J Lathrop re: FDA issues (.6); review and revise proposed language and email to same re: same (.2)	0.8	772.00
03/25/24	Butz, Daniel B.	Review emails from A Halperin re: language in abandonment order (.1); call with D Cohen re: same (.1); review email from D Cohen re: same (.1); work on additional language (.4); email to committee counsel and proposed trustee re: issues (.1)	0.8	772.00
03/25/24	Butz, Daniel B.	Review email from D Cohen re: revisions to language (.1); email to D Cohen re: same (.1)	0.2	193.00
03/26/24	Butz, Daniel B.	Email to J Lathrop re: language for order	0.1	96.50
03/27/24	Butz, Daniel B.	Review email from E Slights re: language (.1); email to E Slights and D Abbott re: same (.2)	0.3	289.50
03/28/24	Butz, Daniel B.	Review email from J Lathrop re: language for order	0.1	96.50
Total			11.1	10,220.50

Task Code: B220 Employee Matters

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/26/24	Butz, Daniel B.	Review email from P Stafford re: 401k issues	0.1	96.50
03/28/24	Butz, Daniel B.	Review email from A Halperin re: 401k issues	0.1	96.50
Total			0.2	193.00

Task Code: B230 Financing Matters/Cash Collateral

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/06/24	Jones, Scott	Review updated cash flow forecast	0.1	71.00
03/06/24	Butz, Daniel B.	Review email from A Novak re: cash position	0.1	96.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/26/24	Butz, Daniel B.	Review email from J Gay re: payment (.1); review email from P Stafford re: same (.1); review email from J Gay re: same (.1)	0.3	289.50
03/27/24	Butz, Daniel B.	Review email from A Novak re: paym,emt issues	0.1	96.50
Total			0.6	553.50

Task Code: B290 Vendor/Supplier Matters

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/12/24	Butz, Daniel B.	Review email from A Novak re: payment (.1); email to D Abbott, S Jones and others re: same (.1); email to A Novak re: same (.1)	0.3	289.50
Total			0.3	289.50

Task Code: B300 Court Hearings

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/01/24	Weidman, Rebecca	Revise 3/6 hearing agenda (.5); Correspondence with C. Sawyer re: same (.1); Draft certification of counsel re: 3/19 omnibus hearing date (.1); Correspondence with C. Sawyer re: same (.1); File same (.1)	0.9	355.50
03/01/24	Sawyer, Casey	Email with Chambers re March 6 and March 19 hearings.	0.1	54.50
03/01/24	Sawyer, Casey	Review agenda and COC re March 6th hearing.	0.1	54.50
03/04/24	Sawyer, Casey	Review and revise agenda for cancelled 3/6 hearing.	0.1	54.50
03/04/24	Sawyer, Casey	Confer with D. Butz re 3/6 hearing agenda.	0.2	109.00
03/04/24	Weidman, Rebecca	Revise 3/6 hearing agenda to cancel the hearing (.1); Correspondence with C. Sawyer re: same (.1); File same (.1); Coordinate service of same (.1); Download Court entered order re: 3/19 omnibus hearing date and coordinate service (.1)	0.5	197.50
03/07/24	Weidman, Rebecca	Draft 3/19 hearing agenda	0.5	197.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/12/24	Weidman, Rebecca	Correspondence with C. Sawyer re: 3/19 hearing agenda	0.1	39.50
03/12/24	Sawyer, Casey	Email with R. Weidman re 3/19 hearing agenda and review agenda re same.	0.1	54.50
03/14/24	Jones, Scott	Email from M. Yurkewicz re hearing	0.1	71.00
03/14/24	Sawyer, Casey	Review emails from D. Butz and ICS re FDA settlement and 3/19 hearing.	0.1	54.50
03/14/24	Sawyer, Casey	Email with MNAT team and Chambers re 3/19 hearing matters.	0.1	54.50
03/14/24	Sawyer, Casey	Call with D. Butz re 1/19 hearing and FDA settlement.	0.1	54.50
03/14/24	Butz, Daniel B.	Email from C Sawyer re: hrg (.1); email to C Sawyer re: same (.1); review emails from C Sawyer and D Abbott re: same (.1); email to client reps re: same (.1)	0.4	386.00
03/14/24	Butz, Daniel B.	Review email from J Donofrio re: hrg (.1); review email from P Stafford re: same (.1); email to E Slights re: same (.1)	0.3	289.50
03/14/24	Butz, Daniel B.	Call with C. Sawyer re 1/19 hearing and FDA settlement.	0.1	96.50
03/15/24	Sawyer, Casey	Confer with D. Butz agenda (.1), and call/email Chambers re same (.1); review draft agenda (.1).	0.3	163.50
03/15/24	Weidman, Rebecca	Revise 3/19 agenda to cancel the hearing (.3); Correspondence with D. Butz and C. Sawyer re: same (.2); Prepare and file same (.2); Coordinate service of same (.1)	0.8	316.00
03/15/24	Butz, Daniel B.	Review email from ICS atty re: hrg (.1); email to C Sawyer and S Jones re: same (.1); conf with C Sawyer re; same (.1)	0.3	289.50
03/15/24	Butz, Daniel B.	Review and revise agenda (.1); email to B Weidman and C Sawyer and review email from C Sawyer re: same (.1); review email from C Sawyer and conf with same re: finalization of agenda (.1)	0.3	289.50
03/15/24	Jones, Scott	Review agenda	0.1	71.00
03/15/24	Mann, Tamara K.	Email from M. Yurkewicz re 3/19 hearing	0.1	96.50
03/15/24	Sawyer, Casey	Email to D. Butz and conf with same re: finalization of agenda	0.1	54.50

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/26/24	Weidman, Rebecca	Draft 4/10 hearing agenda (.3); Draft certification of counsel re: 4/10 omnibus hearing date (.1); Correspondence with C. Sawyer re: same (.1); Prepare and file same (.1)	0.6	237.00
03/26/24	Sawyer, Casey	Review and revise COC re 4/10 hearing, and email R. Weidman re same.	0.1	54.50
Total			6.5	3,695.50

Task Code: B310 Claims Objections and Administration

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/18/24	Butz, Daniel B.	Review email from A Novak re: fees (.1); email to A Novak re: late claims (.1)	0.2	193.00
Total			0.2	193.00

Task Code: B320 Plan and Disclosure Statement

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/06/24	Butz, Daniel B.	Review email from OTC re: plan (.1); review email from J Jolley re: plan (.1); email to J Jolley re: same (.1); review email from J Jolley re: same (.1)	0.4	386.00
03/12/24	Abbott, Derek C.	Update call re: timeline/steps to effectiveness	0.8	1,080.00
03/12/24	Jones, Scott	Draft Notice of Effective Date	1.1	781.00
03/12/24	Butz, Daniel B.	Call with D Abbott, P Stafford and J Donofrio re: ongoing winddown issues and status update	0.8	772.00
03/18/24	Butz, Daniel B.	Emails with J Donofrio re: transition and termination	0.1	96.50
03/18/24	Butz, Daniel B.	Review email from A Novak re: website transition issues	0.1	96.50
03/20/24	Butz, Daniel B.	Conf with D Abbott re: transition issues (.1); email to Ligand re: same (.1); email to J Donofrio re: same (.1)	0.3	289.50
03/20/24	Abbott, Derek C.	Conf with D. Butz re: transition issues	0.1	135.00
Total			3.7	3,636.50

Task Code: B400 General Corporate Matters (including Corporate Governance)

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/15/24	Butz, Daniel B.	Review email from M Goodhead and J Gay re: website (.1); email to MNAT group and client reps re: same (.1)	0.2	193.00
Total			0.2	193.00

Task Code: B410 General Case Strategy

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/14/24	Butz, Daniel B.	Review email from J Lathrop re: case status (.1); email to J Lathrop re: same (.1)	0.2	193.00
03/20/24	Sawyer, Casey	Review D. Butz email re case status and plan confirmation.	0.1	54.50
Total			0.3	247.50

Task Code: B420 Schedules/SOFA/U.S. Trustee Reports

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/19/24	Butz, Daniel B.	Review email from S Corwen re: MORs	0.1	96.50
03/19/24	Mann, Tamara K.	Email from S. Corwen re draft MORs	0.1	96.50
03/20/24	Mann, Tamara K.	Email from S. Corwen re draft MORs and review same	0.2	193.00
03/20/24	Mann, Tamara K.	Email from D. Butz re February MORs	0.1	96.50
03/21/24	Reed, Marie	Review and respond to email from S. Jones re filing of MOR (.1); prepare and efile NVN MOR for February 2024 (.2)	0.3	106.50
03/21/24	Reed, Marie	Review and respond to email from S. Jones re filing of MOR (.1); prepare and efile EPI MOR for February 2024 (.2)	0.3	106.50
03/21/24	Jones, Scott	Review MORs (.2); email MORs to M. Reed for filing (.1); email to KCC for service (.1); email as-filed copy to S. Corwen (.1)	0.5	355.00
03/21/24	Butz, Daniel B.	Review email from S Corwen re: MORs (.1); review email from P Stafford re: same (.1)	0.2	193.00

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
03/21/24	Butz, Daniel B.	Review email from S Corwen re: MORs (.1); review email from S Jones re: same (.1)	0.2	193.00
03/21/24	Mann, Tamara K.	Email from S. Corwen re February MORs	0.1	96.50
		Total	2.1	1,533.00

EXHIBIT B**EXPENSE SUMMARY**

NVN Liquidation, Inc., *et al.*
(Case No. 23-10937 (LSS))

March 1, 2024 through March 31, 2024

Expense Category	Total Expenses
Pacer	16.00
In-House Printing - black & white	2.90
Grand Total Expenses	\$18.90

Cost Detail

<u>Date</u>	<u>Description</u>	<u>Quantity</u>	<u>Amount</u>
03/01/24	Pacer	13.0	1.30
03/04/24	Pacer	3.0	0.30
03/14/24	Pacer	16.0	1.60
03/15/24	Pacer	2.0	0.20
03/19/24	Pacer	47.0	4.70
03/21/24	Pacer	76.0	7.60
03/21/24	In-House Printing - black & white	29.0	2.90
03/26/24	Pacer	3.0	0.30
		Total	\$18.90