

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

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| In re: NVN Liquidation, Inc., <i>et al.</i> , f/k/a NOVAN, INC., ¹ Debtors. | Chapter 11 Case No. 23-10937 (LSS) (Jointly Administered) Objection Deadline: June 19, 2024 at 4:00 p.m. (ET) |
|---|--|

**SUMMARY OF SIXTH COMBINED MONTHLY FEE APPLICATION OF
GOODWIN PROCTER LLP FOR COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FEBRUARY 1, 2024 THROUGH APRIL 30, 2024**

| | |
|--|---|
| Name of Applicant: | <u>Goodwin Procter LLP</u> |
| Authorized to provide professional services to: | <u>Official Committee of Unsecured Creditors</u> |
| Petition Date: | <u>July 17, 2023</u> |
| Date of Retention: | <u>July 31, 2023 (approved September 7, 2023)</u> |
| Period for which compensation and reimbursement are sought: | <u>February 1, 2024 through April 30, 2024</u> |
| Amount of compensation sought as actual, reasonable, and necessary: | <u>\$35,939.52 (80% of \$44,924.40)</u> |
| Amount of expense reimbursement sought as actual, reasonable, and necessary: | <u>\$747.70</u> |
| This is a(n): | <input checked="" type="checkbox"/> monthly <input type="checkbox"/> interim <input type="checkbox"/> final application |

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



COMPENSATION BY PROFESSIONAL
FEBRUARY 1, 2024 THROUGH APRIL 30, 2024

| TIMEKEEPER NAME | POSITION (YEAR OF BAR ADMISSION) | AREA(S) OF PRACTICE | FEES BILLED IN THIS FEE APPLICATION | HOURS BILLED IN THIS FEE APPLICATION | HOURLY RATE BILLED IN THIS FEE APPLICATION |
|------------------------|---|---|--|---|---|
| Carl Metzger | Partner (1991) | Complex Litigation & Dispute Resolution | \$496.00 | 0.4 | \$1,240.00 |
| Howard S. Steel | Partner (2005) | Financial Restructuring | \$15,376.00 | 12.4 | \$1,240.00 |
| Julie Tibbets | Partner (2004) | Life Sciences Regulatory & Compliance | \$3,100.00 | 2.5 | \$1,240.00 |
| Richard Oetheimer | Partner (1981) | Complex Litigation & Dispute Resolution | \$360.00 | 0.3 | \$1,200.00 |
| Barry Bazian | Partner (2013) | Financial Restructuring | \$216.00 | 0.2 | \$1,080.00 |
| Brian Mukherjee | Counsel (2000) | Complex Litigation & Dispute Resolution | \$302.00 | 0.3 | \$1,006.67 |
| James Lathrop | Associate (2018) | Financial Restructuring | \$22,220.80 | 22.4 | \$992.00 |
| Meredith Mitnick | Associate (2022) | Financial Restructuring | \$2,853.60 | 4.1 | \$696.00 |
| TOTALS: | | | \$44,924.40 | 42.6 | |
| BLENDED RATE: | | | \$1,054.56 | | |

COMPENSATION BY PROJECT CATEGORY
FEBRUARY 1, 2024 THROUGH APRIL 30, 2024

| PROJECT CATEGORY CODE | PROJECT CATEGORY DESCRIPTION | TOTAL HOURS BILLED | TOTAL COMPENSATION BILLED |
|--------------------------------------|---|-----------------------------------|--|
| B601 | Creditors' Committee Meetings and Communications | 3.8 | \$4,303.20 |
| B605 | Fee Applications | 5.8 | \$4,614.40 |
| B607 | DIP/Cash Collateral/Factoring Agreement | 0.1 | \$99.20 |
| B608 | Sale of Assets | 2.4 | \$2,430.40 |
| B609 | Claims Administration | 0.2 | \$198.40 |
| B610 | Plan and Disclosure Statement | 18.8 | \$21,048.00 |
| B611 | Adversary Proceedings/Litigation | 0.4 | \$496.00 |
| B612 | General | 10.1 | \$10,742.80 |
| B613 | Non-Working Travel | 1.0 | \$992.00 |
| TOTALS: | | 42.6 | \$44,924.40 |

EXPENSE CATEGORY
FEBRUARY 1, 2024 THROUGH APRIL 30, 2024

| EXPENSE DESCRIPTION | EXPENSE SUBTOTAL |
|----------------------------|-------------------------|
| Travel | \$747.70 |
| TOTAL: | \$747.70 |

SUMMARY OF PREVIOUSLY FILED APPLICATIONS

| DATE FILED | PERIOD COVERED | TYPE | REQUESTED FEES | REQUESTED EXPENSES | APPROVED FEES (80 %) | APPROVED EXPENSES | REMAINING AMOUNT OWED |
|-------------------|---------------------------------|-------------|-----------------------|---------------------------|-----------------------------|--------------------------|------------------------------|
| Mar. 19, 2024 | Jan. 1, 2024 – Jan. 31, 2024 | Monthly | \$96,094.40 | \$33.00 | \$76,875.52 | \$33.00 | \$19,218.88 |
| Mar. 19, 2024 | Dec. 1, 2023 – Dec. 31, 2024 | Monthly | \$54,427.80 | \$809.22 | \$43,542.24 | \$809.22 | \$10,885.56 |
| Jan. 8, 2024 | Oct. 1, 2023 – Nov. 30, 2023 | Monthly | \$201,660.40 | \$10,013.80 | \$161,328.32 | \$10,013.80 | \$40,332.08 |
| Nov. 14, 2023 | July 31, 2023 Sept. 30, 2023 | Interim | N/A | N/A | \$139,149.60 | N/A | N/A |
| Oct. 24, 2023 | Sept. 1, 2023 – Sept. 30, 2023 | Monthly | \$167,023.20 | \$3,364.52 | \$133,618.56 | \$3,364.52 | N/A |
| Sept. 26, 2023 | July 31, 2023 – August 31, 2023 | Monthly | \$528,724.80 | \$2,352.28 | \$422,979.84 | \$2,352.28 | N/A |
| Total Outstanding | | | | | | | \$70,436.52 |

**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: June 19, 2024 at 4:00 p.m. (ET)

**SIXTH COMBINED MONTHLY FEE APPLICATION OF GOODWIN
PROCTER LLP FOR COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FEBRUARY 1, 2024 THROUGH APRIL 30, 2024**

Pursuant to Sections 330 and 331 of title 11 of the United States Code, §§ 101-1532 (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 of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), Goodwin Procter LLP (“Goodwin”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby files this sixth combined monthly fee application (the “Application”). By this Application, Goodwin seeks a monthly fee allowance pursuant to the Interim Compensation Order (defined below) for \$44,924.40 (80% of which equals \$35,939.52) as compensation for legal services rendered and \$747.70 for reimbursement of actual and necessary expenses, for a total of \$45,672.10 for the period February 1, 2024 through April 30, 2024 (the “Compensation Period”).

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

Background²

1. On July 17, 2023 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”), commencing these Chapter 11 Cases. Since the Petition Date, the Debtors have remained in possession of their assets and have continued to operate and manage their businesses as debtors-in-possession pursuant to Bankruptcy Code Sections 1107(a) and 1108. No trustee or examiner has been appointed in these Chapter 11 Cases.

2. On July 28, 2023, the Office of the United States Trustee appointed the Committee pursuant to Bankruptcy Code Section 1102(a)(1). Docket No. 72. The Committee is comprised of the following three (3) members: (i) Dr. Reddy’s Laboratories, Inc.; (ii) Truveris, Inc.; and (iii) Aclaris Therapeutics, Inc. On July 31, 2023, the Committee selected Goodwin Procter LLP and Womble Bond Dickinson (US) LLP (“WBD”) to represent the Committee as counsel.

3. On August 21, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [Docket No. 218].

4. On September 7, 2023, the Court entered the *Order Authorizing and Approving the Employment and Retention of Goodwin Procter LLP as Lead Counsel for the Official Committee of Unsecured Creditors Effective as of July 31, 2023* [Docket No. 266].

² All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the *Declaration of Paula Brown Stafford in Support of Debtors’ Chapter 11 Petitions and First Day Motions* (the “First Day Declaration”) [Docket No. 4].

5. Information regarding the Debtors' history, business operations, indebtedness, and the events leading up to the commencement of these Chapter 11 Cases can be found in the First Day Declaration.

Compensation Paid And Its Source

6. All services for which compensation are requested by Goodwin were performed for or on behalf of the Committee.

7. Goodwin has received no payment or promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Goodwin and any other person other than the Partners of Goodwin for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

Fee Statement

8. The fee statement for the Compensation Period is attached hereto as **Exhibit A**. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for the Compensation Period. To the best of Goodwin's knowledge, this Application complies with Bankruptcy Code Sections 330 and 331, the applicable Bankruptcy Rules, Local Rule 2016-2, and the Interim Compensation Order.

Actual And Necessary Expenses

9. A summary of actual and necessary expenses incurred by Goodwin during the Compensation Period is attached hereto as **Exhibit B**. Regarding online legal research (Westlaw, Lexis, etc.), Goodwin has negotiated discounted rates for searches through the provider. Based on the discounted rates, Goodwin's clients are billed a discount from the relevant provider's published retail rates. Goodwin's non-working travel time presented for review in the Goodwin invoices and the request for payment reflect a reduction of one-half the

charges for travel time.

Summary Of Services Rendered

10. Goodwin, by and through its professionals and on behalf of the Committee, has undertaken the following general legal services during the Compensation Period: (i) reviewed various pleadings, applications and orders; (ii) collaborated with the Debtors regarding the sale and abandonment of certain remaining assets post-confirmation; (iii) evaluated settlement proposals related to the accounts receivable owed to the Debtors; (iv) advised the Committee on a regular basis with respect to various matters in connection with these Chapter 11 Cases; and (v) performed other reasonable and necessary professional services.

| PROJECT CATEGORY CODE | PROJECT CATEGORY DESCRIPTION | TOTAL HOURS BILLED | TOTAL COMPENSATION BILLED |
|------------------------------|---|---------------------------|----------------------------------|
| B601 | Creditors' Committee Meetings and Communications | 3.8 | \$4,303.20 |
| B605 | Fee Applications | 5.8 | \$4,614.40 |
| B607 | DIP/Cash Collateral/Factoring Agreement | 0.1 | \$99.20 |
| B608 | Sale of Assets | 2.4 | \$2,430.40 |
| B609 | Claims Administration | 0.2 | \$198.40 |
| B610 | Plan and Disclosure Statement | 18.8 | \$21,048.00 |
| B611 | Adversary Proceedings/Litigation | 0.4 | \$496.00 |
| B612 | General | 10.1 | \$10,742.80 |
| B613 | Non-Working Travel | 1.0 | \$992.00 |
| TOTALS: | | 42.6 | \$44,924.40 |

Valuation Of Services

11. Attorneys and paraprofessionals of Goodwin have expended a total of 42.6 hours at a blended rate of \$1,054.56 in connection with these Chapter 11 Cases during the Compensation Period, as follows:

**COMPENSATION BY PROFESSIONAL
FEBRUARY 1, 2024 THROUGH APRIL 30, 2024**

| TIMEKEEPER NAME | POSITION (YEAR OF BAR ADMISSION) | AREA(S) OF PRACTICE | FEES BILLED IN THIS FEE APPLICATION | HOURS BILLED IN THIS FEE APPLICATION |
|------------------------|---|---|--|---|
| Carl Metzger | Partner (1991) | Complex Litigation & Dispute Resolution | \$496.00 | 0.4 |
| Howard S. Steel | Partner (2005) | Financial Restructuring | \$15,376.00 | 12.4 |
| Julie Tibbets | Partner (2004) | Life Sciences Regulatory & Compliance | \$3,100.00 | 2.5 |
| Richard Oetheimer | Partner (1981) | Complex Litigation & Dispute Resolution | \$360.00 | 0.3 |
| Barry Bazian | Partner (2013) | Financial Restructuring | \$216.00 | 0.2 |
| Brian Mukherjee | Counsel (2000) | Complex Litigation & Dispute Resolution | \$302.00 | 0.3 |
| James Lathrop | Associate (2018) | Financial Restructuring | \$22,220.80 | 22.4 |
| Meredith Mitnick | Associate (2022) | Financial Restructuring | \$2,853.60 | 4.1 |
| TOTALS: | | | \$44,924.40 | 42.6 |
| BLENDED RATE: | | | \$1,054.56 | |

12. The nature of the work performed is fully set forth in **Exhibit A** attached hereto. The reasonable value of the services rendered by Goodwin to the Committee during the Compensation Period is \$44,924.40.

13. In accordance with the factors enumerated in Bankruptcy Code Section 330, Goodwin respectfully submits that the professional services provided by Goodwin on behalf of the Committee during the Compensation Period were necessary and appropriate given the complexity of these Chapter 11 Cases, the time expended by Goodwin, the nature and extent of Goodwin's services provided, the value of Goodwin's services, and the cost of comparable services outside of bankruptcy. Moreover, Goodwin has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Rule. Accordingly, Goodwin respectfully submits that approval of the compensation sought herein is warranted and should be approved.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, Goodwin respectfully requests that the Court authorize an allowance be made to Goodwin pursuant to the terms of the Interim Compensation Order \$44,924.40 (80% of which equals \$35,939.52) as compensation for legal services rendered and \$747.70 for reimbursement of actual and necessary expenses, for a total of \$45,672.10 and this amount be authorized for payment in accordance with the Interim Compensation Order, and for such other and further relief as this Court may deem just and proper.

Dated: May 30, 2024

GOODWIN PROCTER LLP

/s/ Howard S. Steel

Howard S. Steel (admitted *pro hac vice*)

Barry Z. Bazian (admitted *pro hac vice*)

Stacy Dasaro (admitted *pro hac vice*)

James Lathrop (DE Bar 6492)

The New York Times Building

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sdasaro@goodwinlaw.com

jlathrop@goodwinlaw.com

*Counsel for the Official Committee of Unsecured
Creditors*

CERTIFICATION PURSUANT TO DEL. BANKR. LR 2016-2(g)

Howard S. Steel hereby certifies:

a) I am a partner at Goodwin Procter LLP, and have been admitted *pro hac vice* to appear before this Court.

b) I am familiar with the work performed on behalf of the Committee by the lawyers, paraprofessionals and other professionals of Goodwin Procter LLP.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Interim Compensation Order, and submit that the Application complies with the Local Rules and Interim Compensation Order.

Dated: May 30, 2024

/s/ Howard S. Steel
Howard S. Steel (admitted *pro hac vice*)

**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: June 19, 2024 at 4:00 p.m. (ET)

**NOTICE OF SIXTH COMBINED MONTHLY APPLICATION OF GOODWIN
PROCTER LLP FOR COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR THE PERIOD FROM
FEBRUARY 1, 2024 THROUGH APRIL 30, 2024**

PLEASE TAKE NOTICE that on May 30, 2024, the Official Committee of Unsecured Creditors (the “Committee”) of Novan, Inc., *et al.*, by and through the Committee’s undersigned counsel, filed the *Sixth Monthly Application of Goodwin Procter LLP for Compensation for Services Rendered and for Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from February 1, 2024 Through April 30, 2024* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 218] (the “Interim Compensation Order”), objections, if any, to the Application must be filed with the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and be served upon: (i) counsel for the

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

Debtors, Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, P.O. Box 1347, Wilmington, Delaware 19899, Attn: Derek C. Abbott (dabbott@morrisnichols.com) and Daniel B. Butz (dubtz@morrisnichols.com); (ii) counsel to the Committee, (a) Goodwin Procter LLP, The New York Times Building, 620 Eighth Street, New York 10018, Attn: Howard S. Steel (hsteel@goodwinlaw.com), Barry Z. Bazian (bbazian@goodwinlaw.com), Stacy Dasaro (sdasar@goodwinlaw.com); and James Lathrop (jlathrop@goodwinlaw.com) and (b) Womble Bond Dickinson (US) LLP, 1313 North Market Street, Suite 1200, Wilmington, DE 19801, Attn: Donald J. Detweiler (don.detweiler@wbd-us.com), David M. Banker (dbanker@wbd-us.com) and Edward L. Schnitzer (edward.schnitzer@wbd-us.com); and (iii) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801; Attn: Linda J. Casey (linda.casey@usdoj.gov) by no later than **June 19, 2024 at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”). A hearing on the Application shall be held only in the event timely objections are filed.

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

Dated: May 30, 2024
Wilmington, Delaware

WOMBLE BOND DICKINSON (US) LLP

/s/ Donald J. Detweiler

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Elazar A. Kosman (DE Bar No. 7077)
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- and-

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-and-

GOODWIN PROCTER LLP

Howard S. Steel (admitted *pro hac vice*)
Barry Z. Bazian (admitted *pro hac vice*)
Stacy Dasaro (admitted *pro hac vice*)
James Lathrop (DE Bar No. 6492)
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sdasaro@goodwinlaw.com
jlathrop@goodwinlaw.com

*Counsel to the Official Committee
of Unsecured Creditors*

EXHIBIT A



Fed. ID #: 04-1378465
 Invoice Number: 2335304
 Client Number: 155251

Matter: 387971 - Chapter 11 Bankruptcy

| Date | Name | Hours | Rate | Amount | Narrative |
|--|--------------------|-------|------------|----------|---|
| B601 (Creditors' Committee Meetings and Communications) | | | | | |
| 02/07/24 | Steel, Howard | 0.5 | \$1,240.00 | \$620.00 | Committee update. |
| | | | 0 | | |
| 02/07/24 | Lathrop, James | 0.3 | 992.00 | 297.60 | Update Committee re FDA Issues re Motion to Abandon. |
| 02/09/24 | Oetheimer, Richard | 0.3 | 1,200.00 | 360.00 | Review email from J. Tibbets regarding prescription drug recall in Ch. 7 bankruptcy liquidation and insurance issues and reply, and review replies from B. Mukherjee, C. Metzger. |
| 02/26/24 | Steel, Howard | 0.4 | 1,240.00 | 496.00 | Status update (.2); conference with committee member (.2). |
| 02/27/24 | Lathrop, James | 0.2 | 992.00 | 198.40 | Update committee re projected emergence date. |
| 03/12/24 | Lathrop, James | 0.3 | 992.00 | 297.60 | Review schedules re creditor inquiry (.1); confer with creditor re claim status and timing (.2). |
| 04/08/24 | Lathrop, James | 0.8 | 992.00 | 793.60 | Update committee regarding latest related to abandonment order (.3); update committee regarding substantial contribution order and decision (.5). |
| 04/18/24 | Steel, Howard | 0.3 | 1,240.00 | 372.00 | Response to committee member inquiry. |
| 04/30/24 | Steel, Howard | 0.7 | 1,240.00 | 868.00 | Committee call with Liquidating Trustee and post-effective date planning. |
| B605 (Fee Applications) | | | | | |
| 02/05/24 | Mitnick, Meredith | 0.6 | 696.00 | 417.60 | Revise interim fee application. |



Invoice Number: 2335304

| Date | Name | Hours | Rate | Amount | Narrative |
|---|-------------------|-------|----------|----------|--|
| 03/07/24 | Lathrop, James | 0.3 | 992.00 | 297.60 | Prepare December and January invoices (.2); correspond with M. Mitnick re fee applications (.1). |
| 03/07/24 | Mitnick, Meredith | 2.6 | 696.00 | 1,809.60 | Draft December and January fee applications. |
| 03/08/24 | Mitnick, Meredith | 0.4 | 696.00 | 278.40 | Finalize December and January fee applications. |
| 03/12/24 | Steel, Howard | 0.3 | 1,240.00 | 372.00 | Comments to fee application. |
| 03/12/24 | Lathrop, James | 0.5 | 992.00 | 496.00 | Review and revise December 2023 and January 2024 fee application (.3); correspond with H. Steel re same (.2). |
| 03/18/24 | Mitnick, Meredith | 0.4 | 696.00 | 278.40 | Revise January fee application. |
| 03/19/24 | Lathrop, James | 0.5 | 992.00 | 496.00 | Review and finalize fee application for filing (.3); review and revise dundon fee application for filing (.1); confer with Womble re same (.1). |
| 03/19/24 | Mitnick, Meredith | 0.1 | 696.00 | 69.60 | Attention to filing of December and January fee applications. |
| 04/09/24 | Lathrop, James | 0.1 | 992.00 | 99.20 | Review Goodwin fee CNO and correspond with Womble re same. |
| B607 (DIP/Cash Collateral/Factoring Agreement) | | | | | |
| 03/22/24 | Lathrop, James | 0.1 | 992.00 | 99.20 | Review February MOR. |
| B608 (Sales of Assets) | | | | | |
| 02/16/24 | Lathrop, James | 1.3 | 992.00 | 1,289.60 | Review Dermix APA (.5); review corresponding sale order (.3); correspond with J. Tibbets (.2); correspond with D. Butz re sale process (.1); research re label code issues (.2). |
| 02/22/24 | Lathrop, James | 0.6 | 992.00 | 595.20 | Confer with D. Butz re abandonment and sale status (.2); review APA re NDA issues (.2); draft update to goodwin team re same (.2). |



| Date | Name | Hours | Rate | Amount | Narrative |
|---|----------------|-------|----------|--------|---|
| 02/28/24 | Steel, Howard | 0.2 | 1,240.00 | 248.00 | Comments to revised Dermix order. |
| 03/01/24 | Lathrop, James | 0.3 | 992.00 | 297.60 | Correspond with D. Butz re certification of counsel (.1); draft committee summary re Dermix sale approval (.2). |
| B609 (Claims Administration) | | | | | |
| 03/14/24 | Lathrop, James | 0.2 | 992.00 | 198.40 | Correspond with D. Butz re emergence and abandonment order status (.1); review latest communications from FDA (.1). |
| B610 (Plan and Disclosure Statement) | | | | | |
| 02/01/24 | Steel, Howard | 0.5 | 1,240.00 | 620.00 | Work on motion to abandon issues. |
| 02/02/24 | Steel, Howard | 0.4 | 1,240.00 | 496.00 | Work on liquidation trust transition tasks. |
| 02/02/24 | Steel, Howard | 0.7 | 1,240.00 | 868.00 | Work on abandonment motion issues and conference with Debtors re same. |
| 02/06/24 | Steel, Howard | 0.8 | 1,240.00 | 992.00 | Work on issues re abandonment motion and proposed order. |
| 02/06/24 | Lathrop, James | 0.5 | 992.00 | 496.00 | Call with D. Butz re FDA issues (.3); confer with J. Tibbets re same (.2). |
| 02/07/24 | Steel, Howard | 0.8 | 1,240.00 | 992.00 | Work on abandonment issues. |
| 02/07/24 | Lathrop, James | 0.3 | 992.00 | 297.60 | Review issue re abandonment of assets (.2); confer with J. Tibbets re same (.1). |
| 02/08/24 | Steel, Howard | 0.5 | 1,240.00 | 620.00 | Work on abandonment issues. |
| 02/09/24 | Lathrop, James | 0.8 | 992.00 | 793.60 | Confer with Goodwin internal team re abandonment issues (.3); review Akorn case re same (.3); confer with D. Butz and D. Abbott re same (.2). |



| Date | Name | Hours | Rate | Amount | Narrative |
|----------|----------------|-------|----------|----------|---|
| 02/12/24 | Bazian, Barry | 0.2 | 1,080.00 | 216.00 | Call with J. Lathrop regarding abandonment. |
| 02/12/24 | Steel, Howard | 0.8 | 1,240.00 | 992.00 | Review and comments to FDA objection and responses thereto. |
| 02/12/24 | Lathrop, James | 0.6 | 992.00 | 595.20 | Review FDA objection re estimation (.3); summarize same for committee update (.3). |
| 02/14/24 | Steel, Howard | 0.8 | 1,240.00 | 992.00 | Work on motion to abandon issues (.4); review sale motion re Dermix (.4). |
| 02/14/24 | Lathrop, James | 0.4 | 992.00 | 396.80 | Confer with J. Tibbets re recall issues (.1); review correspondence re same (.2); confer with D. Butz re same (.1). |
| 02/16/24 | Steel, Howard | 0.5 | 1,240.00 | 620.00 | Work on Dermix and Cloderm / Minorola issues. |
| 02/22/24 | Steel, Howard | 0.4 | 1,240.00 | 496.00 | Work on abandonment motion issues. |
| 02/23/24 | Lathrop, James | 1.4 | 992.00 | 1,388.80 | Confer with D. Butz re Novan updates (.3); draft committee update re same (.7); confer with H. Steel re same (.1); follow up with D. Butz re committee follow up (.1); correspond with J. Tibbets re same (.2). |
| 02/27/24 | Lathrop, James | 0.2 | 992.00 | 198.40 | Correspond with A. Halperin re trust status. |
| 02/29/24 | Lathrop, James | 0.8 | 992.00 | 793.60 | Draft committee update re abandonment and dermix sale. |
| 03/01/24 | Lathrop, James | 0.2 | 992.00 | 198.40 | Draft committee update re emergence timing and motion to abandon approval. |
| 03/08/24 | Steel, Howard | 0.2 | 1,240.00 | 248.00 | Case status update. |



| Date | Name | Hours | Rate | Amount | Narrative |
|----------|----------------|-------|----------|--------|--|
| 03/13/24 | Steel, Howard | 0.2 | 1,240.00 | 248.00 | Update from Debtors. |
| 03/19/24 | Steel, Howard | 0.2 | 1,240.00 | 248.00 | Review Debtors' update. |
| 03/19/24 | Lathrop, James | 0.2 | 992.00 | 198.40 | Correspond with D. Butz re plan emergence timing and resolution of abandonment motion. |
| 03/20/24 | Lathrop, James | 0.4 | 992.00 | 396.80 | Review abandonment order language proposed by United States Government (.2); confer with D. Butz re same (.2). |
| 03/22/24 | Steel, Howard | 0.2 | 1,240.00 | 248.00 | Analysis and comments re abandonment order language. |
| 03/25/24 | Steel, Howard | 0.3 | 1,240.00 | 372.00 | Review and comments to revised abandonment order. |
| 03/28/24 | Lathrop, James | 0.4 | 992.00 | 396.80 | Review and revise abandonment order regarding Liquidating Trustee language (.3); correspond with D. Butz regarding same (.1). |
| 04/04/24 | Steel, Howard | 0.2 | 1,240.00 | 248.00 | Review and comments to abandonment order. |
| 04/08/24 | Steel, Howard | 0.6 | 1,240.00 | 744.00 | Review and analyze proposed updates to abandonment order (.2); review substantial contribution decision (.4). |
| 04/09/24 | Steel, Howard | 0.3 | 1,240.00 | 372.00 | Review and analysis re comments to abandonment order. |
| 04/10/24 | Steel, Howard | 0.4 | 1,240.00 | 496.00 | Review and comments on proposed final abandonment order language and hearing re same. |
| 04/10/24 | Lathrop, James | 1.0 | 992.00 | 992.00 | Confer with D. Butz and review final abandonment order (.2); draft committee update regarding same (.3); confer with D. Butz regarding plan effective date steps (.2); review most recent accounts |



| Date | Name | Hours | Rate | Amount | Narrative |
|--|----------------|-------|----------|--------|---|
| | | | | | receivable settlement options (.3). |
| 04/11/24 | Steel, Howard | 0.4 | 1,240.00 | 496.00 | Effective date planning. |
| 04/17/24 | Lathrop, James | 0.4 | 992.00 | 396.80 | Confer with D. Butz regarding latest settlement discussions with ICS (.3); correspond with H. Steel re same (.1). |
| 04/19/24 | Lathrop, James | 0.6 | 992.00 | 595.20 | Confer with H. Steel regarding accounts receivable issue (.2); coordinate with trustee regarding same (.1); correspond with committee regarding ICS settlement proposal and close out meeting (.3). |
| 04/23/24 | Steel, Howard | 0.4 | 1,240.00 | 496.00 | Analysis and recommendation re Amerisource A/R settlement. |
| 04/23/24 | Lathrop, James | 0.8 | 992.00 | 793.60 | Review final settlement proposal from ICS and correspond with D. Butz regarding same (.6); committee meeting regarding committee review of ICS settlement offer (.2). |
| B611 (Adversary Proceedings/Litigation) | | | | | |
| 04/19/24 | Steel, Howard | 0.4 | 1,240.00 | 496.00 | Review and analysis re ICS / Amerisource proposed settlement. |
| B612 (General) | | | | | |
| 02/02/24 | Lathrop, James | 1.0 | 992.00 | 992.00 | Review correspondence with FDA (.2); correspond with H Steel re FDA issue (.1); confer with D. Butz, D. Abbot re same (.3); research issue re abandonment (.4). |
| 02/06/24 | Tibbets, Julie | 0.2 | 1,240.00 | 248.00 | Review FDA closure considerations and discuss initial questions re same with J. Lathrop. |
| 02/07/24 | Tibbets, Julie | 0.3 | 1,240.00 | 372.00 | Discuss FDA matters with J. Lathrop. |



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| Date | Name | Hours | Rate | Amount | Narrative |
|----------|------------------|-------|----------|--------|--|
| 02/07/24 | Tibbets, Julie | 0.3 | 1,240.00 | 372.00 | Discuss review of FDA correspondence and closure/recall considerations with E. Caruso. |
| 02/08/24 | Tibbets, Julie | 0.2 | 1,240.00 | 248.00 | Review and provide FDA information re handling of Akorn closure to J. Lathrop. |
| 02/09/24 | Mukherjee, Brian | 0.3 | 1,006.67 | 302.00 | Attention to insurance related matters re motion to abandon. |
| 02/09/24 | Metzger, Carl | 0.4 | 1,240.00 | 496.00 | Emails with J. Tibbets, B. Mukherjee and other Goodwin team attorneys regarding liability and insurance coverage issues re motion to abandon. |
| 02/09/24 | Tibbets, Julie | 0.7 | 1,240.00 | 868.00 | Review insurance D&O considerations (0.4); participate in teleconference with team (0.3). |
| 02/14/24 | Tibbets, Julie | 0.3 | 1,240.00 | 372.00 | Review FDA correspondence and discuss same with J. Lathrop. |
| 02/16/24 | Tibbets, Julie | 0.3 | 1,240.00 | 372.00 | Review and discuss information and regulatory considerations re sale of dermatology products with J. Lathrop. |
| 02/21/24 | Lathrop, James | 0.3 | 992.00 | 297.60 | Review MORs re financial (.2); correspond with H. Steel re same (.1). |
| 02/28/24 | Tibbets, Julie | 0.2 | 1,240.00 | 248.00 | Review latest FDA correspondence and discuss with J. Lathrop. |
| 03/08/24 | Lathrop, James | 0.3 | 992.00 | 297.60 | Correspond with D. Butz regarding emergence status and abandonment status (.1); review update re same (.1); correspond with H. Steel re same (.1). |
| 03/15/24 | Lathrop, James | 0.4 | 992.00 | 396.80 | Correspond with D. Butz re hearing timing (.1); review latest FDA update (.1); review adjourned |



| Date | Name | Hours | Rate | Amount | Narrative |
|----------|----------------|-------|--------|--------|---|
| | | | | | hearing notice (.1); update calendar re same (.1). |
| 03/22/24 | Lathrop, James | 0.3 | 992.00 | 297.60 | Correspond with H. Steel regarding language for Abandonment order (.1); confer with A. Halperin regarding same (.2). |
| 03/25/24 | Lathrop, James | 0.4 | 992.00 | 396.80 | Confer with A. Halperin, D. Butz regarding abandonment order issues. |
| 03/27/24 | Lathrop, James | 0.4 | 992.00 | 396.80 | Review FDA Agreement and compare to order language (.2); correspond with D. Butz re liquidating trustee additions (.2). |
| 04/03/24 | Lathrop, James | 0.2 | 992.00 | 198.40 | Correspond with D. Butz re ICS Settlement. |
| 04/04/24 | Lathrop, James | 0.3 | 992.00 | 297.60 | Correspond with D. Butz regarding ICS settlement; draft email for committee regarding case emergence date status. |
| 04/05/24 | Lathrop, James | 0.3 | 992.00 | 297.60 | Correspond with D. Butz regarding abandonment order and ICS settlement status. |
| 04/09/24 | Lathrop, James | 0.6 | 992.00 | 595.20 | Review final order regarding abandonment motion (.2); confer with D. Butz regarding final issues (.1); draft update to committee regarding same (.3). |
| 04/11/24 | Lathrop, James | 0.6 | 992.00 | 595.20 | Review notice of effective date (.2); correspond with MNAT team regarding steps to effectiveness and related documents (.2); correspond with committee members regarding same (.2). |
| 04/18/24 | Lathrop, James | 0.5 | 992.00 | 496.00 | Confer with D. Butz regarding ICS Settlement and effective date timing (.3); correspond with A. Halperin regarding emergence timing and liquidating trust |



Invoice Number: 2335304

| Date | Name | Hours | Rate | Amount | Narrative |
|----------------------------------|----------------|-------------|-------------------|--------|--|
| | | | | | formation (.2). |
| 04/22/24 | Lathrop, James | 0.3 | 992.00 | 297.60 | Correspond with D. Butz regarding latest ICS settlement offer (.2); confer with A. Halperin regarding go-forward liquidating trust issues (.1). |
| 04/29/24 | Lathrop, James | 0.2 | 992.00 | 198.40 | Review effective date notice. |
| 04/30/24 | Lathrop, James | 0.8 | 992.00 | 793.60 | Review notice of effective date (.3); review final settlement agreement with ICS/Amerisource (.2); update committee regarding notice of effective date (.3). |
| B613 (Non-Working Travel) | | | | | |
| 04/10/24 | Lathrop, James | 1.0 | 992.00 | 992.00 | Partial Travel to Delaware for hearing (billed half time). |
| Total Hours | | 42.6 | Total Fees | | \$44,924.40 |

| Timekeeper Summary | Hours | Total |
|--|-------------|--------------------|
| Post Filing - Creditors' Committee Meetings and Communications | 3.8 | \$4,303.20 |
| Post Filing - Fee Applications | 5.8 | 4,614.40 |
| Post Filing - DIP/Cash Collateral/Factoring Agreement | 0.1 | 99.20 |
| Post Filing - Sales of Assets | 2.4 | 2,430.40 |
| Post Filing - Claims Administration | 0.2 | 198.40 |
| Post Filing - Plan and Disclosure Statement | 18.8 | 21,048.00 |
| Post Filing - Adversary Proceedings/Litigation | 0.4 | 496.00 |
| Post Filing - General | 10.1 | 10,742.80 |
| Post Filing - Non-Working Travel | 1.0 | 992.00 |
| Total | 42.6 | \$44,924.40 |

| Disbursement Summary | Total |
|----------------------------|-----------------|
| Travel | \$747.70 |
| Total Disbursements | \$747.70 |

| Invoice Summary | Amount |
|-----------------|-------------|
| Total Fees | \$44,924.40 |



Invoice Number: 2335304

| Invoice Summary | Amount |
|------------------------|--------------------|
| Total Disbursements | 747.70 |
| Amount Due | \$45,672.10 |

155251/387971
HS:bc

EXHIBIT B**Summary of Expenses**

| EXPENSE DESCRIPTION | EXPENSE SUBTOTAL |
|----------------------------|-------------------------|
| Travel | \$747.70 |
| TOTAL: | \$747.70 |

| <i>MATTER DISBURSEMENT DETAIL</i> | | | |
|--|-----------------|---------------|---|
| Date | Attorney | Disbs. | Description |
| 1/24/2024 | Lathrop, James | \$32.00 | LAWYERS TRAVEL: LATHROP/JAMES FRANCIS- - Ticket#: 1448559525 - |
| 1/24/2024 | Lathrop, James | \$122.40 | LAWYERS TRAVEL: LATHROP/JAMES FRANCIS- WIL NYP - Ticket#: 0884545338 - DATE: 45316 |
| 1/24/2024 | Lathrop, James | \$122.40 | LAWYERS TRAVEL: LATHROP/JAMES FRANCIS- NYP WIL - Ticket#: 0884541956 - DATE: 45315 |
| 1/24/2024 | Lathrop, James | \$32.00 | LAWYERS TRAVEL: LATHROP/JAMES FRANCIS- - Ticket#: 8712445671 - |
| 1/25/2024 | Lathrop, James | \$438.90 | LAWYERS TRAVEL: JAMES FRANCIS LATHROP- - Hotel Dupont Ticket#: 111209938 - DATE: 1/24/2024 |

CERTIFICATE OF SERVICE

I, Donald J. Detweiler, do hereby certify that on May 30, 2024, I caused a copy of the **Sixth Monthly Application of Goodwin Procter LLP for Compensation for Services Rendered and for Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from February 1, 2024 Through April 30, 2024** to be served on the parties listed on the attached service list via Electronic Mail.

/s/ Donald J. Detweiler _____

Donald J. Detweiler (DE Bar No. 3087)

SERVICE PARTIES

Counsel to the Debtors

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**Office of the United States Trustee
for the District of Delaware**

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Wilmington, DE 19801
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