

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

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

Debtors.

Chapter 11

Case No. 23-10937 (LSS)

(Jointly Administered)

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

Hearing Date: June 26, 2024 at 2:00 p.m. (ET)

**SUMMARY OF FINAL 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 JULY 31, 2023 THROUGH APRIL 30, 2024**

Name of Applicant:	Goodwin Procter LLP
Authorized to provide professional services to:	Official Committee of Unsecured Creditors
Petition Date:	July 17, 2023
Date of Retention:	July 31, 2023 (approved September 7, 2023)
Period for which compensation and reimbursement are sought:	July 31, 2023 through April 30, 2024
Amount of compensation sought as actual, reasonable, and necessary:	\$1,105,975.00 <sup>2</sup>
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$17,320.52
Holdback Amount of compensation sought as actual, reasonable, and necessary as part of this Final Application:	\$79,321.40
This is a(n):	<input type="checkbox"/> monthly <input type="checkbox"/> interim <input checked="" type="checkbox"/> final application

<sup>1</sup> 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

<sup>2</sup> This amount includes an additional \$15,000.00, which reflects Goodwin's estimated fees incurred after April 30, 2024 through the remainder of this case. This amount is subject to augmentation based on the fees actually incurred by Goodwin. To the extent Goodwin's fees exceed this estimate, Goodwin may file a supplement to this final fee application. Goodwin also voluntarily waived \$1,880.00 in fees billed related to non-working travel in the *First Omnibus Order Granting Interim Allowance of Fees and Expenses for Certain Professionals* [D.I. 486] (the "First Interim Fee Order") that reduced the total amount during this Compensation Period from \$1,107,855.00 to \$1,105,975.00.



**COMPENSATION BY PROFESSIONAL**  
**JULY 31, 2023 THROUGH APRIL 30, 2024**

TIMEKEEPER NAME	BILLING YEAR	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
2024						
Howard S. Steel	2024	Partner (2005)	Financial Restructuring	\$51,584.00	41.6	\$1,240.00
Carl Metzger	2024	Partner (1991)	Complex Litigation & Dispute Resolution	\$496.00	0.4	\$1,240.00
Julie Tibbets	2024	Partner (2004)	Life Sciences Regulatory & Compliance	\$3,100.00	2.5	\$1,240.00
Richard Oetheimer	2024	Partner (1981)	Complex Litigation & Dispute Resolution	\$360.00	0.3	\$1,200.00
Barry Bazian	2024	Partner (2013)	Financial Restructuring	\$216.00	0.2	\$1,080.00
Brian Mukherjee	2024	Counsel (2000)	Complex Litigation & Dispute Resolution	\$302.00	0.3	\$1,006.67
James Lathrop	2024	Associate (2018)	Financial Restructuring	\$78,070.40	78.7	\$992.00
Meredith Mitnick	2024	Associate (2022)	Financial Restructuring	\$2,853.60	4.1	\$696.00
Devon Allgood	2024	Associate (2023)	Business Law Department	\$4,036.80	5.8	\$696.00
2023						
Meghan Spillane	2023	Partner (2009)	Complex Litigation & Dispute Resolution	\$30,960.00	25.8	\$1,200.00

<b>TIMEKEEPER NAME</b>	<b>BILLING YEAR</b>	<b>POSITION (YEAR OF BAR ADMISSION)</b>	<b>AREA(S) OF PRACTICE</b>	<b>FEES BILLED IN THIS FEE APPLICATION</b>	<b>HOURS BILLED IN THIS FEE APPLICATION</b>	<b>HOURLY RATE BILLED IN THIS FEE APPLICATION</b>
Howard S. Steel	2023	Partner (2005)	Financial Restructuring	\$293,828.00	253.3	\$1,160.00
Barry Bazian	2023	Partner (2013)	Financial Restructuring	\$69,336.00	64.2	\$1,080.00
Timothy Holahan	2023	Partner (2008)	Complex Litigation & Dispute Resolution	\$324.00	0.3	\$1,080.00
Anne Bandes	2023	Partner (2004)	Business Law Department	\$5,380.80	5.7	\$944.00
Stacy Dasaro	2023	Partner (2014)	Financial Restructuring	\$117,688.00	125.2	\$940.00
James Lathrop	2023	Associate (2018)	Financial Restructuring	\$257,456.40	293.9	\$876.00
Kimberly Pageau	2023	Associate (2018)	Financial Restructuring	\$91,717.20	104.7	\$876.00
Jason Lawrence	2023	Associate (2018)	Business Law Department	\$4,029.60	4.6	\$876.00
Meredith Mitnick	2023	Associate (2022)	Financial Restructuring	\$923.00	1.3	\$710.00
Casey Wright	2023	Associate (2023)	Litigation Department	\$5,055.20	8.9	\$568.00

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Devon Allgood	2023	Associate (2023)	Business Law Department	\$71,170.40	125.3	\$568.00
Troy Root	2023	Sr. Paralegal	Business Law Department	\$2,669.60	7.1	\$376.00
David Marbach	2023	eDiscovery Project Manager	Litigation Admin Department	\$1,298.00	5.9	\$220.00
<b>SUBTOTALS:</b>				<b>\$1,090,975.00<sup>1</sup></b>	<b>1,160.1</b>	
<b>Post-Effective Estimate</b>				<b>\$15,000.00</b>		
<b>TOTAL:</b>				<b>\$1,105,975.00</b>		
<b>BLENDED RATE:</b>				<b>\$942.03</b>		

<sup>1</sup> Goodwin voluntarily waived \$1,880.00 in fees billed related to non-working travel in the First Interim Fee Order that reduced the total amount during this Compensation Period from \$1,092,855.00 to \$1,090,975.00.

**COMPENSATION BY PROJECT CATEGORY**  
**JULY 31, 2023 THROUGH APRIL 30, 2024**

<b>PROJECT CATEGORY CODE</b>	<b>PROJECT CATEGORY DESCRIPTION</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION BILLED</b>
B601	<b>Creditors' Committee Meetings and Communications</b>	94.1	\$97,038.80
B602	<b>Communications With Other Creditors</b>	0.3	\$303.60
B603	<b>Executory Contract/Leases</b>	5.4	\$4,750.80
B604	<b>Committee Investigation</b>	58.2	\$57,548.80
B605	<b>Fee Applications</b>	58.1	\$47,694.40
B606	<b>Retention</b>	19.4	\$16,536.40
B607	<b>DIP/Cash Collateral/Factoring Agreement</b>	52.6	\$50,361.20
B608	<b>Sale of Assets</b>	173.5	\$173,802.80
B609	<b>Claims Administration</b>	14.3	\$14,756.00
B610	<b>Plan and Disclosure Statement</b>	158.6	\$163,470.60
B611	<b>Adversary Proceedings/Litigation</b>	156.7	\$149,424.00
B612	<b>General</b>	157.1	\$123,461.20
B613	<b>Non-Working Travel</b>	22.3	\$22,580.00
B614	<b>Hearings</b>	49.9	\$52,410.00
B615	<b>First Day and Second Day Orders</b>	139.6	\$118,716.40
<b>SUB-TOTALS:</b>		<b>1160.1</b>	<b>\$1,090,975.00<sup>1</sup></b>
<b>Post-Effective Estimate</b>			<b>\$15,000.00</b>
<b>TOTAL:</b>			<b>\$1,105,975.00</b>

<sup>1</sup> Goodwin voluntarily waived \$1,880.00 in fees billed related to non-working travel in the First Interim Fee Order that reduced the total amount during this Compensation Period from \$1,092,855.00 to \$1,090,975.00.

**EXPENSE CATEGORY**  
**JULY 31, 2023 THROUGH APRIL 30, 2024**

<b>EXPENSE DESCRIPTION</b>	<b>EXPENSE SUBTOTAL</b>
Lien Search Fees	\$1,953.00
Expert Fees	\$3,118.87
Filing Fees	\$210.13
Legal Research	\$7,359.00
Travel	\$4,644.80
Miscellaneous	\$34.72
<b>TOTAL:</b>	<b>\$17,320.52</b>

**SUMMARY OF PREVIOUSLY FILED APPLICATIONS**

APPLICATION N	DATE FILED	PERIOD COVERED	REQUESTED FEES	REQUESTED EXPENSES	APPROVED FEES	HOLDBACK AMOUNT OWED
6th Monthly <sup>1</sup>	May [ ], 2024	Feb. 1, 2024 – Apr. 30, 2024	\$44,924.40	\$747.70	\$35,939.52	\$8,884.88
5th Monthly <sup>2</sup>	Mar. 19, 2024	Jan. 1, 2024 – Jan. 31, 2024	\$96,094.40	\$33.00	\$76,875.52	\$19,218.88
4th Monthly <sup>3</sup>	Mar. 19, 2024	Dec. 1, 2023 – Dec. 31, 2024	\$54,427.80	\$809.22	\$43,542.24	\$10,885.56
3rd Monthly <sup>4</sup>	Jan. 8, 2024	Oct. 1, 2023 – Nov. 30, 2023	\$201,660.40	\$10,013.80	\$161,328.32	\$40,332.08
1st Interim <sup>5</sup>	Nov. 14, 2023	July 31, 2023 Sept. 30, 2023	\$137,269.60	N/A	\$135,389.60	N/A
2nd Monthly <sup>6</sup>	Oct. 24, 2023	Sept. 1, 2023 – Sept. 30, 2023	\$167,023.20	\$3,364.52	\$133,618.56	N/A
1st Monthly <sup>7</sup>	Sept. 26, 2023	July 31, 2023 – August 31, 2023	\$528,724.80	\$2,352.28	\$422,979.84	N/A
			\$1,092,855.00	\$17,320.52	\$1,090,975.00 <sup>8</sup>	\$79,321.40

<sup>1</sup> Sixth Combined 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 (filed concurrently herewith).

<sup>2</sup> Fifth 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 January 1, 2024 Through January 31, 2024 [D.I. 640].

<sup>3</sup> Fourth 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 December 1, 2023 Through December 31, 2023 [D.I. 639].

<sup>4</sup> Third Combined 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 October 1, 2023 Through November 30, 2023 [D.I. 513].

<sup>5</sup> First Interim Application of Goodwin Procter LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from July 31, 2023 Through September 30, 2023 [D.I. 425].

<sup>6</sup> Second 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 September 1, 2023 Through September 30, 2023 [D.I. 383].

<sup>7</sup> First 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 July 31, 2023 Through August 31, 2023. [D.I. 322].

<sup>8</sup> Goodwin voluntarily waived \$1,880.00 in fees billed related to non-working travel in the First Interim Fee Order that reduced the total amount during this Compensation Period from \$1,092,855.00 to \$1,090,975.00.

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

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PROCTER LLP FOR COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR THE PERIOD JULY 31, 2023 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 final fee application (the “Application”). By this Application, Goodwin seeks a final fee allowance pursuant to the Interim Compensation Order (defined below) of \$1,090,975.00 as compensation for legal services rendered, plus \$15,000.00 for estimated time incurred after the Effective Date, and \$17,320.52 for reimbursement of actual and necessary expenses, for a total of \$1,123,295.52 for the period July 31, 2023 through April 30, 2024 (the “Compensation Period”).

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<sup>1</sup> 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



### **Background**<sup>2</sup>

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].

5. On January 26, 2024 (the “Confirmation Date”), the Court entered the Order (I) Approving Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation

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<sup>2</sup> 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].

Proposed by the Debtors as Containing Adequate Information on a Final Basis and (II) Confirming Combined Disclosure Statement and Chapter 11 Plan of Liquidation Proposed by the Debtors (D.I. 568) (the “Confirmation Order”), thereby confirming the Amended Combined Disclosure Statement and Chapter 11 Plan of Liquidation Proposed by the Debtors, dated January 26, 2024 (D.I. 568-1) (together with the Plan Supplement (D.I. 522) including the amendment thereto (D.I. 543), the “Plan”).

6. The Plan became effective and was substantially consummated on April 30, 2024 (the “Effective Date”), which provided that all final requests for payment of fee claims for services rendered prior to the Effective Date (each a “Final Fee Application”) shall be filed by May 30, 2024.

7. 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**

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

9. 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**

10. A detailed statement of fees incurred by Goodwin during the Final Application Period were attached to as Exhibit A to each of the previously filed monthly fee

applications. These statements 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**

11. A detailed statement of expenses incurred on behalf of Committee during the Final Application Period were attached Exhibit B to each of the of the previously filed monthly fee applications. Goodwin's itemized records comply with the requirements set forth in Local Rule 2016-2(e), including an itemization of the expenses by category, the date the expense was incurred, and the individual incurring the expense, where available. The rates charged by Goodwin for computerized research vary according to the type of research conducted and the specific files researched, but, in any event, such charges are billed at cost.

**Summary Of Services Rendered**

12. 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 of the Debtors' assets to Ligand and Mayne; (iii) negotiated the Plan and Confirmation Order that was approved by all classes of unsecured creditors; (iv) drafted liquidating trust documents; (v) advised the Committee regarding post-confirmation emergence issues, including the collection of certain accounts receivable payments and abandonment of certain assets; (vi) advised the

Committee on a regular basis with respect to various matters in connection with these Chapter 11 Cases; and (vii) performed other reasonable and necessary professional services.

<b>PROJECT CATEGORY CODE</b>	<b>PROJECT CATEGORY DESCRIPTION</b>	<b>TOTAL HOURS BILLED</b>	<b>TOTAL COMPENSATION BILLED</b>
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B615	<b>First Day and Second Day Orders</b>	139.6	\$118,716.40
<b>SUB-TOTALS:</b>		<b>1160.1</b>	<b>\$1,090,975.00<sup>3</sup></b>
<b>Post-Effective Estimate</b>			<b>\$15,000.00</b>
<b>TOTAL:</b>			<b>\$1,105,975.00</b>

<sup>3</sup> Goodwin voluntarily waived \$1,880.00 in fees billed related to non-working travel in the First Interim Fee Order that reduced the total amount during this Compensation Period from \$1,092,855.00 to \$1,090,975.00.

**Valuation Of Services**

13. Attorneys and paraprofessionals of Goodwin have expended a total of 1,160.1 hours at a blended rate of \$942.03 in connection with these Chapter 11 Cases during the Compensation Period, as follows:

**COMPENSATION BY PROFESSIONAL  
JULY 31, 2023 THROUGH APRIL 30, 2024**

<b>TIMEKEEPER NAME</b>	<b>BILLING YEAR</b>	<b>POSITION (YEAR OF BAR ADMISSION)</b>	<b>AREA(S) OF PRACTICE</b>	<b>FEES BILLED IN THIS FEE APPLICATION</b>	<b>HOURS BILLED IN THIS FEE APPLICATION</b>	<b>HOURLY RATE BILLED IN THIS FEE APPLICATION</b>
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David Marbach	2023	eDiscovery Project Manager	Litigation Admin Department	\$1,298.00	5.9	\$220.00
<b>SUBTOTALS:</b>				<b>\$1,090,975.00<sup>4</sup></b>	<b>1,160.1</b>	

<sup>4</sup> Goodwin voluntarily waived \$1,880.00 in fees billed related to non-working travel in the First Interim Fee Order that reduced the total amount during this Compensation Period from \$1,092,855.00 to \$1,090,975.00.

TIMEKEEPER NAME	BILLING YEAR	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
Post-Effective Estimate				\$15,000.00		
TOTAL:				\$1,105,975.00		

14. The nature of the work performed is fully set forth in Exhibit A annexed to the previously filed monthly fee applications. The reasonable value of the services rendered by Goodwin to the Committee during the Compensation Period is \$1,090,975.00.<sup>5</sup>

15. 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.

16. Professionals that have billed less than fifteen (15) hours ("Transitory Billers") are attorneys who worked on discrete tasks to provide technical advice to the Committee regarding complex legal issues during the Compensation Period. Each of the Transitory Billers either: (i) provided services within an area of expertise that is not possessed by any of the other Professionals listed in this Application; or (ii) already worked on certain tasks during the first

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interim compensation period, thereby resulting in efficiency savings for the Committee and by extension the Bankruptcy Estate (the “Estate”).

17. Since the Court approved the First Interim Fee Order for the period from July 31, 2023 through September 30, 2023, Goodwin seeks compensation for five additional attorneys that have billed under 15.0 total hours during the Compensation Period. Goodwin has otherwise written off timekeepers who have billed under 15.0 total hours during the Compensation Period.

18. Attorney Mitnick is an associate in the financial restructuring group who helped draft the Committee’s solicitation letter, fee applications, and other discrete tasks related to the Debtors’ emergence from these Chapter 11 Cases.

19. Attorneys Metzger, Oetheimer, and Mukherjee are partners in the Complex Litigation & Dispute Resolution Group that collectively provided 1.0 hours of advice regarding director and officer insurance issues. Their collective counsel efficiently aided the Committee in responding to certain requests by the Debtors without the need to incur additional billable hours researching discrete, complex issues.

20. Attorney Tibbets is a Partner in Goodwin’s Life Science Regulatory & Compliance Practice. Attorney Tibbets provided valuable guidance on the Debtors’ abandonment of certain assets and advised the Committee regarding regulatory issues related to the Food and Drug Administration.

WHEREFORE, Goodwin respectfully requests that the Court authorize an allowance be made to Goodwin pursuant to the terms of the Interim Compensation Order of \$1,090,975.00 as compensation for legal services rendered, plus \$15,000.00 for estimated time incurred after the Effective Date, and \$17,320.52 for reimbursement of actual and necessary expenses, for a total of



\$1,123,295.52 (of which a Holdback Amount of \$79,321.40 remains due and owing as part of this Final Application) 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*)

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*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.,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10937 (LSS)

(Jointly Administered)

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

**Hearing Date: June 26, 2024 at 2:00 p.m. (ET)**

**NOTICE OF FINAL APPLICATION OF GOODWIN PROCTER LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL FOR THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS FOR THE PERIOD FROM  
JULY 31, 2023 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 *Final Application of Goodwin Procter LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from July 31, 2023 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 Debtors, Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, P.O. Box

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<sup>1</sup> 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

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 (sdasaro@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. (ET)** (the “Objection Deadline”). A hearing on the Application shall be held only in the event timely objections are filed.

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider this Application will be held before The Honorable Laurie S. Silverstein at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6<sup>th</sup> Floor, Courtroom No. 2, Wilmington, Delaware 19801 on **June 26, 2024 at 2:00 p.m. (ET)**.

**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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- and-

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-and-

**GOODWIN PROCTER LLP**

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*Counsel to the Official Committee  
of Unsecured Creditors*

**CERTIFICATE OF SERVICE**

I, Donald J. Detweiler, do hereby certify that on May 30, 2024, I caused a copy of the **Final Application of Goodwin Procter LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from July 31, 2023 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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dubtz@morrisnichols.com

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

J. Caleb Boggs Federal Building  
Attn: Linda J. Casey  
844 King Street, Suite 2207  
Wilmington, DE 19801  
Email: linda.casey@usdoj.gov