

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

In re:) Chapter 11
)
NVN Liquidation, Inc., <i>et al.</i> ,) Case No. 23-10937 (LSS)
f/k/a NOVAN, INC., ¹) Jointly Administered
)
Debtors.) Re: D.I. 698, 699, 700, 702, 704, 705, 706
)

**CERTIFICATION OF COUNSEL REGARDING FINAL OMNIBUS
ORDER GRANTING FINAL ALLOWANCE OF FEES AND
EXPENSES FOR CERTAIN PROFESSIONALS**

The undersigned counsel hereby certifies as follows:

1. On May 30, 2024, the retained professionals (the “Professionals”) filed the following final fee applications (collectively, the “Final Fee Applications”) in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (D.I. 218).

- a. *Final Fee Application of Morris, Nichols, Arsht & Tunnell LLP, as Bankruptcy Counsel for the Debtors and Debtors In Possession, for Allowance of Compensation and Reimbursement of All Actual and Necessary Expenses Incurred for the Period July 17, 2023 Through and Including April 30, 2024 (D.I. 698);*
- b. *Final Fee Application of Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, LLP, as Corporate Counsel for the Debtors and Debtors In Possession, for Allowance of Compensation and Reimbursement of All Actual and Necessary Expenses Incurred for the Period July 17, 2023 Through and Including April 30, 2024 (D.I. 699);*
- c. *Final Fee Application of Kurtzman Carson Consultants LLC, as Administrative Advisor to the Debtors, for the Period from July 17, 2023 Through and Including April 30, 2024 (D.I. 700);*

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).



- d. *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 ([D.I. 702](#));*
- e. *Combined Fifth Monthly and Final Application of Womble Bond Dickinson (US) LLP for Compensation for Services Rendered and Reimbursement of Expenses as Co-Counsel for the Official Committee of Unsecured Creditors for the (I) Monthly Period from March 1, 2024 Through April 30, 2024; and (II) Final Period from August 1, 2023 Through April 30, 2024 ([D.I. 704](#));*
- f. *Final Fee Application of Dundon Advisers LLC, Financial Advisor for the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses for the Period from August 2, 2023 to April 30, 2024 ([D.I. 705](#)); and*
- g. *Combined Sixth Monthly (for the Period from January 1, 2024 Through April 30, 2024) and Final Fee Application of SierraConstellation Partners, LLC, as Financial Advisor to the Debtors and Debtors In Possession, for Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred for the Period July 17, 2023 Through and Including April 30, 2024 ([D.I. 706](#)).*

2. Pursuant to the Final Fee Applications, objections to the Final Fee Applications were to be filed and served no later than June 19, 2024, at 4:00 p.m. (ET).

3. No objection or other responsive pleading to the Final Fee Applications appear on the Court's docket.

4. Each of the Professionals were provided with an opportunity to review the Proposed Order and do not object to its entry.

WHEREFORE, the Professionals respectfully request that the Court enter the Proposed Order attached hereto as **Exhibit A** at its earliest convenience.

Dated: June 24, 2024
Wilmington, Delaware

Respectfully submitted,

/s/ Scott D. Jones

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Counsel to the Debtors and

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Exhibit A

Proposed Order

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

In re:)	Chapter 11
)	
NVN Liquidation, Inc., <i>et al.</i> ,)	Case No. 23-10937 (LSS)
f/k/a NOVAN, INC., ¹)	Jointly Administered
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Debtors.)	Re: D.I. 698, 699, 700, 702, 704, 705, 706
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**FINAL OMNIBUS ORDER GRANTING FINAL ALLOWANCE OF FEES AND
EXPENSES FOR CERTAIN PROFESSIONALS**

These matters come to be heard, in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 218] (the “Interim Compensation Order”), on the Final Fee Applications filed by the Professionals identified on **Schedule 1** and **Schedule 2** hereto for the periods set forth on such exhibits; and this Court having determined that proper and adequate notice of these matters has been given and that no other or further notice is necessary; and the requested compensation for the services detailed in the applicable Final Fee Applications being for reasonable and necessary services rendered by the applicable Professionals; the reimbursements for expenses detailed in the Final Fee Applications representing actual and necessary expenses incurred by the applicable Professionals in connection with these cases; the legal and factual bases set forth in the Final Fee Applications having established just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor;

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).

IT IS HEREBY ORDERED:

1. Final compensation and reimbursement of expenses for the Professionals are hereby allowed as set forth in this Order, including **Schedule 1** and **Schedule 2** attached hereto.
2. Unless otherwise ordered by the Court or agreed by the Professional, the entry of this Order is without prejudice to the right of the Professionals at a future hearing to request the allowance and payment of compensation and/or expenses in amounts in excess of those allowed pursuant to the first decretal paragraph of this Order for the periods covered by the Final Fee Applications for allowance and payment of compensation and expenses considered at the hearing.
3. The Liquidating Trustee is authorized and directed to promptly disburse to each Professional payment in the amount of the total fees and expenses allowed herein for such Professional as set forth in Column (7) on **Schedule 1** and **Schedule 2** less (i) any and all amounts previously paid on account of such fees and expenses and (ii) any outstanding retainers held by the respective Professionals, subject to the terms of each Professional's engagement agreement.
4. This Order shall be deemed a separate order with respect to each of the Final Fee Applications, and the appeal of any order with respect to any Final Fee Application shall have no effect on the authorized fees and expenses of any other Professional.
5. The Liquidating Trustee is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.
6. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Schedule 1

DEBTORS' PROFESSIONALS						
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Applicant	Final Period	Total Fees Requested for the Final Period	Total Expenses Requested for the Final Period	Total Amount Requested for the Final Period (Fees and Expenses)	Total Amount Disallowed or Waived for the Final Period	Total Amount Authorized for the Final Period
Morris, Nichols, Arshat & Tunnell LLP	7/17/23-4/30/24	\$1,906,522.00 ¹	\$24,472.38	\$1,930,994.38	\$0.00	\$1,930,994.38
Sierra Constellation Partners, LLC	7/17/23-4/30/24	\$732,716.00	\$0.00	\$732,716.00	\$0.00	\$732,716.00
Smith, Anderson, Blount, Dorsett, Mitchell & Jernigan, LLP	7/17/23-4/30/24	\$283,670.27	\$1,778.92	\$285,449.19	\$0.00	\$285,449.19
Kurtzman Carson Consultants LLC	7/17/23-4/30/24	\$58,374.89	\$0.00	\$58,374.89	\$0.00	\$58,374.89
SUB TOTALS		\$2,981,283.16	\$26,251.30	\$3,007,534.46	\$0.00	\$3,007,534.46

¹ This amount includes an additional \$80,000.00, which reflects Morris Nichols' estimated fees incurred after April 30, 2024, through the remainder of this case. To the extent that Morris Nichols' fees and expenses are less than this estimate, the remaining funds will be transferred to the Liquidating Trust.

Schedule 2

OFFICIAL COMMITTEE OF UNSECURED CREDITORS						
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Applicant	Final Period	Total Fees Requested for the Final Period	Total Expenses Requested for the Final Period	Total Amount Requested for the Final Period (Fees and Expenses)	Total Amount Disallowed or Waived for the Final Period	Total Amount Authorized for the Final Period
Goodwin Procter LLP	7/31/23-4/30/24	\$1,105,975.00 ¹	\$17,320.52	\$1,123,295.52	\$0.00	\$1,123,295.52
Womble Bond Dickinson (US) LLP	8/1/23-4/30/24	\$214,623.00	\$5,039.85	\$219,662.85	\$0.00	\$219,662.85
Dundon Advisers LLC	8/2/23-4/30/24	\$279,352.80	\$0.00	\$279,352.80	\$0.00	\$279,352.80
SUB TOTALS		\$1,599,950.80	\$22,360.37	\$1,622,311.17	\$0.00	\$1,622,311.17
GRAND TOTAL		\$4,581,233.96	\$48,611.67	\$4,629,845.63	\$0.00	\$4,629,845.63

¹ 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. To the extent that Goodwin's fees and expenses are less than this estimate, the remaining funds will be transferred to the Liquidating Trust