

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

In re:	)	Chapter 11
)	
OTB HOLDINGS LLC, <i>et. al.</i> , ¹	)	Case No. 25-52415 (SMS)
)	
Debtors.	)	(Jointly Administered)
)	

NOTICE OF HEARING AND NOTICE OF FILING OF
FIRST INTERIM FEE APPLICATION OF
EVERSHEDS SUTHERLAND (US) LLP FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM MARCH 19, 2025
THROUGH AND INCLUDING JUNE 30, 2025

PLEASE TAKE NOTICE that, on September 8, 2025, Eversheds Sutherland (US) LLP (the “Applicant”) filed the *First Interim Fee Application of Eversheds Sutherland (US) LLP for Allowance of Compensation and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from March 19, 2025 Through and Including June 30, 2025* (the “Application”)² with the United States Bankruptcy Court for the Northern District of Georgia, Atlanta Division (the “Court”) seeking an order granting the Application and approving the amounts asserted therein.

PLEASE TAKE FURTHER NOTICE that the Court will hold a hearing on the Application at **10:00 a.m. (prevailing Eastern Time) on October 1, 2025, in Courtroom 1201, United States Courthouse, 75 Ted Turner Drive, SW, Atlanta, Georgia 30303**, which must be attended in person, unless the Court orders otherwise.

Your rights may be affected by the Court’s ruling on these pleadings. You should read these pleadings carefully and discuss them with your attorney, if you have one in this bankruptcy case. (If you do not have an attorney, you may wish to consult one.) If you do not want the Court to grant the relief sought in these pleadings or if you want the Court to consider your views, then you and/or your attorney must attend the hearing. You may also file a written response to the pleadings with the Clerk at the address stated below, but you are not required to do so. If you file a written response, you must attach a certificate stating when, how and on whom (including addresses) you served the response. **Mail or deliver your response so that it is received by the**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: OTB Holding LLC (3213), OTB Acquisition LLC (8500), OTB Acquisition of New Jersey LLC (1506), OTB Acquisition of Howard County LLC (9865), Mt. Laurel Restaurant Operations LLC (5100), OTB Acquisition of Kansas LLC (9014), OTB Acquisition of Baltimore County, LLC (6963). OTB Holding LLC’s service address is One Buckhead Plaza, 3060 Peachtree Road, NW, Atlanta, GA 30305.

² Capitalized terms used but not otherwise defined herein shall have their meanings ascribed in the Application.



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Clerk before the hearing. The address of the Clerk's Office is: Clerk, U.S. Bankruptcy Court, Suite 1340, 75 Ted Turner Drive, SW, Atlanta, Georgia 30303. You must also mail a copy of your response to the undersigned at the address stated below.

Date: September 8, 2025
Atlanta, GA

Respectfully submitted,

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Counsel to the Official Committee of Unsecured Creditors

Certificate of Service

I hereby certify that on September 8, 2025, I electronically filed the above Notice, the foregoing Application, and all documents related thereto, using the Bankruptcy Court's Electronic Case Filing program, which sends a notice of this document and an accompanying link to this document to all parties who have appeared in this case under the Bankruptcy Court's Electronic Case Filing program.

I further certify that, on that same day, I caused a copy of the same to be served via First Class Mail, postage prepaid, on the Limited Service List at the addresses set forth below.

Dated: September 8, 2025

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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:	)	Chapter 11
)	
OTB HOLDINGS LLC, <i>et. al.</i> , ¹	)	Case No. 25-52415 (SMS)
)	
Debtors.	)	(Jointly Administered)
)	

**SUMMARY OF FIRST INTERIM FEE APPLICATION OF EVERSLEDs
SUTHERLAND (US) LLP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR THE PERIOD FROM MARCH 19, 2025
THROUGH AND INCLUDING JUNE 30, 2025**

Name of Applicant:	Eversheds Sutherland (US) LLP (“ <u>Eversheds</u> ”)
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Name of Certifying Professional:	Todd C. Meyers
Effective Date of Retention:	March 19, 2025, by order entered on April 21, 2025 [Docket No. 286]
Period for Which Compensation and Reimbursement are Sought:	March 19, 2025 through June 30, 2025
Total Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$781,193.00
Total Amount of Expenses Sought as Actual, Reasonable and Necessary:	\$1,344.48
Type of Application:	Interim Fee Application

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: OTB Holding LLC (3213), OTB Acquisition LLC (8500), OTB Acquisition of New Jersey LLC (1506), OTB Acquisition of Howard County LLC (9865), Mt. Laurel Restaurant Operations LLC (5100), OTB Acquisition of Kansas LLC (9014), OTB Acquisition of Baltimore County, LLC (6963). OTB Holding LLC’s service address is One Buckhead Plaza, 3060 Peachtree Road, NW, Atlanta, GA 30305.

Payment of Monthly Fee Statements

Time Period	Fees Requested	Expenses Requested	Date of Payment	Fees Paid	Expenses Paid
March 19, 2025 through March 31, 2025	\$262,093.00	0.00	6/9/2025	\$262,093.50	0.00
April 1, 2025 through April 30, 2025 ²	\$131,751.50	\$1,288.65	6/9/2025	\$131,751.50	\$1,288.65
May 1, 2025 through May 31, 2025	\$156,971.00	\$26.85	6/24/2025	\$156,971.00	\$26.85
June 1, 2025 through June 30, 2025	\$230,377.50	\$28.98	7/29/2025	\$230,377.50	\$28.98
Total	\$781,193.00	\$1,344.48		\$781,193.00	\$1,344.48

Exhibits

Exhibit A – Declaration of Todd C. Meyers

Exhibit B – Summary of Hours and Fees by Project Category for Application Period

Exhibit C – Summary of Hours and Fees by Professional for Application Period

Exhibit D – Itemized Time Records by Professional and Itemized Time Records of Expenses for Application Period

Exhibit E – Proposed Order

² The services provided and expenses incurred for the periods of March 19, 2025 through March 31, 2025 and April 1, 2025 through April 30, 2025 are combined into one invoice.

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

In re:	)	Chapter 11
)	
OTB HOLDINGS LLC, <i>et. al.</i> , ¹	)	Case No. 25-52415 (SMS)
)	
Debtors.	)	(Jointly Administered)
)	

**FIRST INTERIM FEE APPLICATION OF EVERSHEDES SUTHERLAND (US) LLP
FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM MARCH 19, 2025 THROUGH
AND INCLUDING JUNE 30, 2025**

Pursuant to sections 105(a), 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 the *Second Amended and Restated General Order 26-2019, Procedures for Complex Chapter 11 Cases*, dated February 6, 2023 (the “Complex Case Procedures”), Eversheds Sutherland (US) LLP (“Eversheds”), counsel to the Official Committee of Unsecured Creditors (the “Committee”), hereby submits its first interim fee application (the “Application”) for compensation and reimbursement of expenses for the period from March 19, 2025 through and including June 30, 2025 (the “Application Period”). By this Application, Eversheds seeks interim allowance in the amount of \$781,193.00 and reimbursement of expenses of \$1,344.48 for the Application Period for an aggregate total of \$782,537.48. This Application meets all of the requirements set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330*, adopted on January 30, 1996 (the “UST Guidelines”). In support of this Application, Eversheds submits the Declaration of Todd C. Meyers attached hereto as **Exhibit A**, and respectfully states as follows:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: OTB Holding LLC (3213), OTB Acquisition LLC (8500), OTB Acquisition of New Jersey LLC (1506), OTB Acquisition of Howard County LLC (9865), Mt. Laurel Restaurant Operations LLC (5100), OTB Acquisition of Kansas LLC (9014), OTB Acquisition of Baltimore County, LLC (6963). OTB Holding LLC’s service address is One Buckhead Plaza, 3060 Peachtree Road, NW, Atlanta, GA 30305.

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.
2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding within the meaning of 28 U.S.C. § 157(b).
3. The statutory predicates for the relief requested herein are sections 105(a), 330 and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, Rule 9013-2 of the Local Rules of the United States Bankruptcy Court for the Northern District of Georgia (the “Local Rules”), and Procedure J of the Complex Case Procedures.

BACKGROUND

4. On March 4, 2025 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the Court (collectively, the “Chapter 11 Cases”).
5. The Debtors have continued in possession of their properties and have continued to operate and manage their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request has been made for the appointment of a trustee or examiner in these cases.
6. The factual background relating to the Debtors’ commencement of these cases is set forth in the *Declaration of Jonatham M. Tibus in Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 18] filed on or about the Petition Date and incorporated herein by reference.
7. On March 17, 2025, the United States Trustee (the “U.S. Trustee”) appointed the official committee of unsecured creditors (the “Committee”). [See Docket No. 111].
8. On April 21, 2025, the Court entered its order, subject to objection, approving the retention of Eversheds as counsel to the Committee effective as of March 19, 2025 [Docket No. 286] (the “Retention Order”). No objections to the Retention Order were filed, and, as a result, the Retention Order became a final order as of April 21, 2025.
9. This Application has been prepared in accordance with the UST Guidelines.

10. Eversheds represents that the Committee has received and reviewed this Application. The Committee has found that this Application accurately represents the work done by Eversheds on its behalf and approves the request for interim approval of the compensation and reimbursement sought in this Application.

RELIEF REQUESTED

11. By this Application, Eversheds seeks entry of an order, in a form substantially similar to the proposed order attached hereto as **Exhibit E**, (a) allowing Eversheds interim compensation in the amount of \$781,193.00 for legal services rendered to the Committee and reimbursement of expenses in the amount of \$1,344.48 for an aggregate total of \$782,537.48; and (b) granting such other and further relief that the Court deems just and proper.

SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT OF EXPENSES

12. All services for which compensation is requested by Eversheds were performed for or on behalf of the Committee, and Eversheds expended a total of 643.30 hours during the Application Period for which compensation is requested.

13. During the Application Period and except as disclosed herein, Eversheds has received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application.

14. There is no agreement or understanding between Eversheds and any other person for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

15. The fees charged by Eversheds in these Chapter 11 Cases are billed in accordance with the Retention Order and are comparable to those fees charged by Eversheds for professional services rendered in connection with similar chapter 11 cases and non-bankruptcy matters. Eversheds submits that such fees are reasonable based upon the customary compensation charged by similarly skilled practitioners in comparable bankruptcy cases and non-bankruptcy matters in a competitive national market. Other than as may be disclosed herein, Eversheds did not agree to

any variations from, or alternatives to, its standard or customary billing arrangements in connection with the services rendered during the Application Period.

16. Attached hereto as **Exhibit B** is a summary by project category of the services performed by Eversheds during the Application Period.

17. Attached hereto as **Exhibit C** is a summary setting forth all Eversheds' professionals who have performed services during the Application Period, the title for each professional, year of admission to practice, individual hourly rate, and the aggregate number of hours expended by each professional during the Application Period.

18. Attached hereto as **Exhibit D** are Eversheds' itemized time records detailing (a) time records of Eversheds' professionals during the Application Period, organized in project billing categories in accordance with the UST Guidelines, and maintained pursuant to Eversheds' computerized time records of the time spent by all professionals in connection with its representation of the Committee, and (b) expenses incurred during the Application Period. As set forth in **Exhibit D**, Eversheds' professionals expended a total of 643.30 hours during the Application Period for which approval of compensation is requested. All time entries and requested expenses comply with applicable Bankruptcy Rules.

SUMMARY OF PROFESSIONAL SERVICES RENDERED

19. In connection with its efforts during the Application Period, Eversheds now seeks interim allowance of \$781,193.00 in fees calculated at the hourly billing rates of the firm's personnel who have worked on this case, and \$1,344.48 in charges and disbursements of actual and necessary expenses incurred by Eversheds while providing services to the Committee during the Application Period.

20. Pursuant to the terms of the Complex Case Procedures, Eversheds has submitted monthly statements for services rendered during the Application Period and has received payments in respect of such monthly statements totaling \$782,537.48, of which \$781,193.00 has been applied to fees and \$1,344.48 has been applied to expenses.

21. All services rendered for which approval of compensation is requested and all costs incurred for which reimbursement is requested by Eversheds in this Application were reasonable, necessary, and appropriate and were performed for or incurred on behalf of the Committee during the Application Period. In addition, Eversheds worked closely with the Committee's financial advisor, Deloitte Transactions and Business Analytics LLP ("Deloitte"), to ensure that there was no duplication of services and that all matters were appropriately and diligently handled for the Committee in a timely and efficient manner.

22. To the best of Eversheds' knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, the UST Guidelines, and the Complex Case Procedures. Moreover, Eversheds' charges for its professional services are based upon the time, nature, extent, and value of such services and the cost of comparable services in a case other than under the Bankruptcy Code.

23. The following is a summary of professional services rendered by Eversheds during the Application Period.²

A. Asset Disposition (BK 110)

Fees: \$205,752.00

Total Hours: 166.40

24. This billing category encompasses services related to active participation in the sales of certain of the Debtors' assets (collectively, the "Assets"). During the Chapter 11 Cases, the Debtors proposed and the Court approved sales of the Assets after a comprehensive bidding and auction process. [See Docket No. 264, 265]. Eversheds was actively involved in negotiating the bidding procedures and the sale timeline with the Debtors. Eversheds coordinated with the Committee's financial advisor, Deloitte, to market the Debtors' Assets to potentially interested bidders and correspond with Debtors' counsel, among others, regarding the same pursuant to the *Order Pursuant to Bankruptcy Code Sections 105, 363 and 365: (A) Scheduling an Auction; (B)*

²The following task codes and time categories are the primary categories in which Eversheds billed time during the Application Period and do not reflect every single time category in which time was billed during the Application Period as reflected on Exhibits B and D.

Scheduling the Date, Time and Place for a Hearing on the Proposed Sale Motion; (C) Approving the Form and Manner of the Notice of (I) the Proposed Sale of the Debtors' Assets, the Auction and the Sale Hearing, and (II) Proposed Assumption and Assignment of Executory Contracts and Leases; and (D) Approving (I) Bidding Procedures and (II) Bid Protections [Docket No. 192] (the "Bidding Procedures Order") and the auction held pursuant to the Bidding Procedures Order.

25. Eversheds' participation also included, *inter alia*, (i) preparing an objection to the Bidding Procedures Motion; (ii) filing a reply to CrossFirst Bank's request for immediate payment of its indebtedness from the proceeds of the sale [*see* Docket No. 392] and negotiations resolving the same; (iii) negotiations with Debtors' counsel and other interested parties in connection with the sale of the Debtors' Assets and proceedings related thereto; (iv) coordinating with the Committee and Deloitte on strategies to resolve issues in connection with the same; (v) reviewing bids and the proposed forms of asset purchase agreements; (vi) attending the auction held pursuant to the Bidding Procedures Order; (vii) attending the sale hearing on May 16, 2025; (viii) negotiating and reviewing the provisions of sale order; (ix) coordinating with the Debtors' professionals and other interested parties in connection with the sales proceeds waterfall; and (x) analyzing potential contract assumption and rejection issues.

B. Case Administration and Analysis (BK 130)

Fees: \$79,277.00

Total Hours: 66.90

26. This billing category encompasses services related to general case administration including, *inter alia*, reviewing and commenting on the Debtors' first day pleadings and relief granted in relation thereto, reviewing the Debtors' schedules of assets and liabilities and statements of financial affairs, developing the Committee's case strategy and communicating with the Committee's other professionals regarding the same. This billing category also encompasses time expended on preparing and sending informal document requests to the Debtors.

C. Claims Administration and Objections (BK 140)

Fees: \$22,017.50

Total Hours: 19.40

27. This billing category encompasses services related to the Debtors' claim pool in the Chapter 11 Cases, including analyses of claims at each individual Debtor, analyses of the conversion of parent debt into equity, and the impacts of certain rejection and tax claims on the claim pool.

D. Lien Investigation (BK 141)

Fees: \$26,674.50

Total Hours: 23.10

28. This billing category encompasses services related to the Committee's review of and diligence concerning the existence, validity, priority, and extent of liens against the Debtors' assets. The investigation encompassed an analysis of the Debtors' credit facilities and assets at each respective Debtor and its respective parent, review of applicable debt instruments and related documents, review of any potential unencumbered assets, research related thereto, and correspondence with the Committee's other professionals, counsel to the Debtors, and other interested parties.

E. Fee/Employment Applications (BK 160)

Fees: \$40,769.50

Total Hours: 38.70

29. This billing category encompasses services related to the employment and compensation of various of the Committee's professionals, including, *inter alia*, (i) drafting and filing a retention application for Eversheds; (ii) reviewing and revising retention applications of Deloitte; and (iii) drafting and filing fee applications in accordance with Bankruptcy Code, Complex Case Procedures, and other applicable authority.

F. Fee/Employment Objections (BK 170)

Fees: \$17,232.50

Total Hours: 13.90

30. This billing category encompasses services rendered in connection with (i) the review and analysis of the fee and retention applications and related motions filed by the Debtors'

professionals in these Chapter 11 Cases; and (ii) negotiations regarding proposed provisions in such motions and agreements, including those related to success fee entitlements and indemnification.

G. Financing (BK 180)

Fees: \$88,572.50

Total Hours: 73.20

31. This billing category encompasses services rendered related to *Debtors' Emergency Motion for Interim and Final Orders (I) Authorizing the Debtors to Obtain Senior Secured Superpriority Postpetition Financing; (II) Granting (A) Liens and Superpriority Administrative Expense Claims and (B) Adequate Protection; (III) Authorizing Use of Cash Collateral; (IV) Modifying the Automatic Stay; (V) Scheduling a Final Hearing; and (VI) Granting Related Relief* [Docket No. 17] (the "DIP Motion"). Upon its retention, Eversheds immediately reviewed and analyzed the terms of the proposed DIP financing and expended significant time negotiating with the Debtors and the DIP lender regarding the final DIP order and preparing an objection to the DIP Motion. The Debtors, the DIP lender, and the Committee were ultimately able to reach a consensual resolution of the Committee's objection regarding the proposed DIP financing and form of order approving the DIP loan, which was reflected in the final order approving the DIP Motion [Docket No. 191] ("Final DIP Order"). The negotiations reflected in the Final DIP Order ensured that, in the event of a successful sale process, certain excess sale proceeds would be unencumbered and available for the Debtors' estates and, potentially, unsecured creditors. The services rendered in connection therewith include, inter alia, reviewing and analyzing the proposed DIP Facility, the interim order approving the DIP Motion and related budget, negotiations with the Debtors and DIP lender over various provisions of the DIP Facility, drafting an objection to the DIP Motion, preparing information requests, negotiating and documenting the agreed upon terms between the Debtors and the Committee, providing comments on several iterations of the proposed final DIP order, preparing and participating in the DIP hearing, and corresponding with the Committee's other professionals and the Debtors' counsel regarding various financing issues and settlement.

H. Litigation General (BK 190)

Fees: \$10,142.50

Total Hours: 7.5

32. This billing category encompasses services rendered in connection with (i) the review of and negotiations related to the challenge periods with respect to the Debtors' prepetition lenders' liens and claims; and (ii) propounding various informal document requests to the Debtors and negotiations concerning the same.

I. Meeting of Creditors (BK 200)

Fees: \$82,137.50

Total Hours: 67.10

33. This billing category encompasses services rendered related to meetings of the Committee and other correspondence with general unsecured creditors. For each meeting, Eversheds prepared and circulated an agenda and other relevant materials in advance to foster productive discussions on relevant case issues. Eversheds also corresponded regularly via email with the Committee and its other professionals regarding the status of settlement negotiations with the Debtors and their lenders, pleadings filed and to be filed, the outcomes of hearings, the Debtors' sale process, and other pertinent matters pending before the Court. This category also includes discussions with individual committee members and creditors regarding various case issues. Furthermore, this billing category also encompasses time spent on various administrative matters on behalf of the Committee, such as drafting Committee Bylaws and negotiating a non-disclosure agreement with the Debtors.

J. Plan and Disclosure Statement (BK 210)

Fees: \$191,312.50

Total Hours: 151.90

34. This billing category encompasses services related to, *inter alia*, the Debtors' Joint Chapter 11 Plan as of July 1, 2025 [Docket No. 493], subsequently amended in the Debtors' Amended Joint Chapter 11 Plan as of July 21, 2025 [Docket No. 522] (the "Plan") and the Disclosure Statement with Respect to the Joint Chapter 11 Plan Dated as of July 1, 2025 [Docket No. 494], subsequently amended in the Disclosure Statement with Respect to the Amended Joint Chapter 11 Plan Dated as of July 21, 2025 [Docket No. 523] (the "Disclosure Statement," together

with the Plan, the “Plan Documents”), including reviewing and commenting on numerous drafts of the Plan Documents and negotiations related thereto. This category also includes Eversheds’ (i) preparation of a motion to terminate the Debtors’ exclusivity and discussions related thereto with Debtor’s counsel and the Committee; and (ii) drafting and revising the liquidating trust agreement. Moreover, Eversheds corresponded regularly regarding the Plan Documents and related issues and potential recovery scenarios with the Committee and its other professionals as well as the Debtors and their professionals.

K. Relief from Stay Proceedings (BK 220)

Fees: \$2,547.50

Total Hours: 2.3

35. This billing category encompasses services rendered related to, *inter alia*, reviewing and analyzing motions seeking relief from the automatic stay and pleadings related thereto.

L. Insurance (BK 900)

Fees: \$13,967.50

Total Hours: 10.90

36. This billing category encompasses services rendered related to, *inter alia*, reviewing the Debtors’ prepetition insurance policies, including director and officer liability coverage, and corresponding with Debtors’ and other Committee professionals regarding the same.

EXPENSES

37. Eversheds incurred reasonable, necessary, and documented expenses in the amount of \$1,344.48 during the Application Period in connection with its representation of the Committee. Expenses incurred include charges for travel and lien searches.

BASIS FOR THE RELIEF REQUESTED

38. Section 330(a)(1) of the Bankruptcy Code provides for the payment of:

- (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and
- (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1).

39. Section 330 sets forth the criteria for the award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). Reasonableness is determined by applying a lodestar analysis, looking at the hours reasonably spent and the reasonable hourly charge. *See Norman v. Housing Authority of the City of Montgomery*, 836 F.2d 1292, 1299 (11th Cir. 1988). “To determine whether the hourly rates and numbers of hours expended are reasonable, the Court must take into account all relevant factors, including those specified in section 330” of the Bankruptcy Code. *In re Sugarloaf Centre, LLC*, Case No. 15-58442-WLH, 2020 Bankr. LEXIS 3223, at *17 (Bankr. N.D. Ga. Nov. 17, 2020).

40. Eversheds has calculated its compensation requested in this Application by applying its standard hourly rates. Eversheds’ calculation is based upon hourly rates that are well within the range of rates that are charged by comparable firms in similar bankruptcy cases.

Accordingly, Eversheds' rates should be determined to be reasonable under section 330 of the Bankruptcy Code.

41. Eversheds' fees during the Application Period are also reasonable under the prevailing legal standard and should be allowed. The amount of these fees is not unusual given the complexity, accelerated deadlines, and size of these Chapter 11 Cases. Eversheds' fees are commensurate with fees that other attorneys of comparable experience and expertise have charged and been awarded in similar chapter 11 cases. Accordingly, Eversheds' fees are reasonable pursuant to section 330 of the Bankruptcy Code.

42. Section 330(a)(1)(B) of the Bankruptcy Code permits reimbursement for actual, necessary expenses. Eversheds' legal services and expenses incurred during the Application Period are set forth in this Application and constitute only those necessary expenses that were incurred for the benefit of the Committee. Eversheds has properly requested reimbursement of only actual, necessary, and appropriate legal expenses.

43. As set forth herein, except as permitted by Bankruptcy Rule 2016, no agreement or understanding exists between Eversheds and/or any third person for the sharing or division of compensation in connection with the Chapter 11 Cases. All of the services for which compensation is requested in this Application were rendered at the request of and solely on behalf of the Committee.

44. Pursuant to the standards set forth in sections 330 and 331 of the Bankruptcy Code, Eversheds submits that the compensation requested is for actual and necessary services and expenses and is reasonable based upon the nature, extent, and value of such services, the time spent thereon, the quality and skill that the situation required, and the costs of comparable services in a case under the Bankruptcy Code. When two or more professionals participated in any activity, such joint participation was necessary as a result of either the complexity of the problems involved, the need to familiarize each professional with the matters at issue so that each professional could perform further necessary work, or the expedited nature of these Chapter 11 Cases. Eversheds

submits, therefore, that its fees and expenses were actual, necessary, reasonable, and justified, and should be allowed in full.

NOTICE AND NO PRIOR APPLICATION

45. Notice of this Application has been provided to the Limited Service List through electronic notice or as otherwise indicated. In light of the nature of the relief requested, Eversheds submits that no further notice is necessary.

46. No previous application for the relief sought herein has been made to this or any other Court.

CONCLUSION

47. **WHEREFORE**, Eversheds respectfully requests that this Court enter an order substantially in the form attached hereto as **Exhibit E**: (a) approving an interim allowance to Eversheds in the sum of \$781,193.00 as compensation for necessary and reasonable professional services rendered and the sum of \$1,344.48 for reimbursement of actual and necessary costs and expenses; (b) authorizing and directing the Debtors to pay Eversheds the sum of \$781,193.00 as compensation for necessary and reasonable professional services rendered and \$1,344.48 for reimbursement of actual and necessary costs and expenses in full in cash, less any amounts received by Eversheds during the Application Period for payment of such services, costs, or expenses; and (c) providing for such other and further relief as this Court may deem just and proper.

[Signature on next page]

Dated: September 8, 2025

EVERSHEDS SUTHERLAND (US) LLP

/s/ Todd C. Meyers

Todd C. Meyers (Ga. Bar No. 503756)
Nathaniel T. DeLoatch (Ga Bar. 216330)
999 Peachtree Street NE, Suite 2300
Atlanta, Georgia 30309
Telephone: (404) 868-6645
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natedeloatch@eversheds-sutherland.com

-and-

EVERSHEDS SUTHERLAND (US) LLP

Erin E. Broderick (admitted *pro hac vice*)
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Chicago, Illinois 60606
Telephone: (312) 724-9006
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Email: erinbroderick@eversheds-sutherland.com

Counsel to the Official Committee of Unsecured Creditors

EXHIBIT A

(Declaration of Todd C. Meyers)

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

In re:	)	Chapter 11
)	
OTB HOLDINGS LLC, <i>et. al.</i> , ¹	)	Case No. 25-52415 (SMS)
)	
Debtors.	)	(Jointly Administered)
)	

DECLARATION OF TODD C. MEYERS IN SUPPORT OF FIRST INTERIM FEE APPLICATION OF EVERSLED SUTHERLAND (US) LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD FROM MARCH 19, 2025 THROUGH AND INCLUDING JUNE 30, 2025

I, Todd C. Meyers, under penalty of perjury declare as follows:

1. I am a partner in the law firm of Eversheds Sutherland (US) LLP (“Eversheds”), counsel for the Official Committee of Unsecured Creditors (the “Committee”).

2. I have read the *First Interim Fee Application of Eversheds Sutherland (US) LLP For Allowance of Compensation and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from March 19, 2025 through and including June 30, 2025*, and know the contents thereof. The same contents are true to the best of my knowledge, except as to matters therein alleged to be upon information and belief, and as to those matters, I believe them to be true. I have personally performed many of the legal services rendered by Eversheds and am thoroughly familiar with all other work performed on behalf of the Committee by the attorneys and paraprofessionals at Eversheds.

3. In accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and Section 504 of Title 11 of the United States Code, no agreement or understanding exists between

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: OTB Holding LLC (3213), OTB Acquisition LLC (8500), OTB Acquisition of New Jersey LLC (1506), OTB Acquisition of Howard County LLC (9865), Mt. Laurel Restaurant Operations LLC (5100), OTB Acquisition of Kansas LLC (9014), OTB Acquisition of Baltimore County, LLC (6963). OTB Holding LLC’s service address is One Buckhead Plaza, 3060 Peachtree Road, NW, Atlanta, GA 30305.

Eversheds and any other person for the sharing of compensation to be received in connection with the above-captioned cases.

4. I have reviewed the requirements of Rule 2016 of the Federal Rules of Bankruptcy Procedure, the applicable local rules for the United States Bankruptcy Court for the Northern District of Georgia, and to the best of my knowledge, information and belief, this Application complies with the same.

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

Dated: September 8, 2025

/s/ Todd C. Meyers

Todd C. Meyers

EXHIBIT B

(Compensation by Project Category)

Project Category	Total Hours	Total Fees
BK 110 - Asset Disposition	166.40	\$205,752.00
BK 130 – Case Administration and Analysis	66.90	\$79,277.00
BK 140 – Claims Administration and Objections	19.40	\$22,017.50
BK 141 – Lien Investigation	23.10	\$26,674.50
BK 160 – Fee/ Employment Applications	38.70	\$40,769.50
BK 170 - Fee/ Employment Objections	13.90	\$17,232.50
BK 180 – Financing	73.20	\$88,572.50
BK 190 – Litigation General	7.5	\$10,142.50
BK 200 – Meetings of Creditors	67.10	\$82,137.50
BK 210 – Plan and Disclosure Statement	151.90	\$191,312.50
BK 220 – Relief from Stay Proceedings	2.3	\$2,547.50
BK 270 – Litigation Consulting	2.0	\$790.00
BK 900 – Insurance	10.90	\$13,967.50
TOTAL	643.30	\$781,193.00

EXHIBIT C

(Summary of Billing By Professional)

Name of Attorney or Other Professional	Title	Year Admitted to Practice	Hourly Rate	Hours Billed	Total Individual Fees
Todd C. Meyers	Partner	1991	\$1,525.00	182.00	\$277,550.00
Erin Broderick	Partner	2008	\$1,400.00	167.20	\$234,080.00
Jennifer B. Kimble	Counsel	2005	\$1,075.00	0.90	\$967.50
Rebecca A. Gelfand	Counsel	2002	\$1,095.00	13.60	\$14,892.00
Lynn W. Holbert	Counsel	1988	\$1,250.00	9.20	\$11,500.00
Andrew J. Polansky	Senior Attorney	2018	\$785.00	32.80	\$25,748.00
M. Kyle Brown	Senior Attorney	2018	\$1,025.00	1.60	\$1,640.00
Sameer M. Alifarag	Associate	2019	\$925.00	38.40	\$35,520.00
Nathaniel T. DeLoatch	Associate	2017	\$925.00	188.10	\$173,992.50
Michael A. Rogers	Associate	2021	\$685.00	5.10	\$3,493.50
Devorah Hirsch	Paraprofessional	-	\$340.00	1.30	\$442.00
Shawne M. Keenan	Paraprofessional	-	\$525.00	1.10	\$577.50
Dianne Chambers	Paraprofessional	-	\$395.00	2.00	\$790.00
TOTAL				643.30	\$781,193.00

Blended Hourly Rate: \$1,003.85

EXHIBIT D

**(Itemized Time Records By Professional and Itemized Time Records of Expenses For
Application Period)**

EVERSHEDS
SUTHERLAND

Eversheds Sutherland (US) LLP

999 Peachtree Street NE
Suite 2300
Atlanta, GA 30309-3996

T: +1 404 853 8000

eversheds-sutherland.com

IRS Employer ID No: 58-0619407

Electronic Remittance Instructions:

Bank Name: Wells Fargo Bank, N.A.
Acct Name: Eversheds Sutherland (US) LLP
Acct Number: 5233576718
Wire Routing/ABA: 121000248
ACH Routing: 061000227
SWIFT Code: WFBIUS6S

Check Remittance Instructions:

Eversheds Sutherland (US) LLP
PO Box 931885
Atlanta, GA 31193-1885

On the Border Official Committee
VEREIT, Inc. (Realty Income Corporation)
c/o Kyle Campbell
11995 El Camino Real
San Diego, CA 92130

Bill No. 1345663
Bill Date May 22, 2025

Matter No: 17734.0001
RE: On the Border Official Committee

FOR LEGAL SERVICES RENDERED THROUGH April 30, 2025

Fees	\$393,844.50
Total Current Disbursements	\$1,288.65
Total Current Bill	\$395,133.15

FOR LEGAL SERVICES RENDERED THROUGH April 30, 2025**FEE DETAIL**

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
BK110 - Asset Disposition					
03/20/25	Todd C. Meyers	Exchange with Kelley Drye regarding lease issues.	BK110	0.10	152.50
03/20/25	Nathaniel T. DeLoatch	Analyze draft of Bid Procedure issues list (.3); correspond with Andrew Polansky regarding same (.1)	BK110	0.40	370.00
03/20/25	Erin E. Broderick	Review sale motion issues.	BK110	1.00	1,400.00
03/21/25	Erin E. Broderick	Review and analyze bidding procedures motion and order and email to A. Polansky and N. DeLoatch on points for issues list (1.5); follow-up emails with T. Meyers regarding same (.4); draft/revise bidding procedures issues list and review of DIP issues list/first days in connection with same (1.2).	BK110	3.10	4,340.00
03/21/25	Todd C. Meyers	Review CIM (.2); review bid history (.1); exchanges with Ballard Spahr regarding landlord issues and status (.2); Kelley Drye email regarding same (.1); conference with Erin Broderick regarding bid procedures (.2).	BK110	0.80	1,220.00
03/21/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick regarding Sale Procedures issues list (.2); correspond with Andrew Polansky regarding drafting Sale Procedure issues list (.1); correspond with Todd Meyers regarding open Bid Procedures issues (.1); correspond with Erin Broderick regarding Sales Procedures issues (.1); correspond with Debtors regarding same (.1).	BK110	0.60	555.00
03/21/25	Andrew J. Polansky	Draft issues list regarding bid procedures (1.0); correspond with N. DeLoatch regarding same (.3).	BK110	1.30	1,020.50
03/22/25	Todd C. Meyers	Review sale motion, proposed bid procedures and order and email comments to Erin Broderick (1.5); review Ballard Spahr bid issues (.1); exchanges with Erin Broderick regarding bid issues (.2); exchange with Jeff Dutson regarding same (.1).	BK110	1.90	2,897.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/22/25	Erin E. Broderick	Review and incorporate comments on bidding procedures motion issues list (.5); emails with N. DeLoatch regarding further changes (.2).	BK110	0.70	980.00
03/23/25	Erin E. Broderick	Revise bidding procedures issues list and send to T. Meyers (.8); incorporate further comments and emails with T. Meyers regarding same and other relief items (.6).	BK110	1.40	1,960.00
03/23/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding sales procedure issues (.3); revise draft of Sale Procedures issues list (1.1); correspond with Debtors' counsel regarding sale issues (.1); correspond with Committee regarding draft of Bid Procedures issues (.2).	BK110	1.70	1,572.50
03/23/25	Todd C. Meyers	Review bid procedures and email Erin Broderick regarding same.	BK110	1.10	1,677.50
03/24/25	Todd C. Meyers	Call with Ryan Maupin regarding bid status.	BK110	0.20	305.00
03/24/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers regarding Sales Procedures issues (.1); correspond with team regarding drafting objections to DIP and Sales Procedure motions (.1); analyze draft of objection to sale procedure (.1); correspond with Erin Broderick and Andrew Polansky regarding same (.1).	BK110	0.40	370.00
03/24/25	Andrew J. Polansky	Review, analyze precedent regarding bid procedures (.4); review, analyze bid procedures (.3); draft bid procedures objection (2.6).	BK110	3.30	2,590.50
03/24/25	Erin E. Broderick	Work on outline for bidding procedures objection and emails with team regarding same.	BK110	1.00	1,400.00
03/25/25	Erin E. Broderick	Review updates on DIP and sale motion objections (.2); work on bidding procedures objection and research in 11th Circuit (1.5); emails with A. Polansky and N. DeLoatch regarding same (.3); review case law (.4).	BK110	2.40	3,360.00
03/25/25	Andrew J. Polansky	Draft bid procedures objection (3.8); review, analyze case law regarding same (1.4); correspond with E. Broderick, N. DeLoatch regarding same (.6).	BK110	5.80	4,553.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/26/25	Andrew J. Polansky	Revise bid procedures objection (2.1); correspond with E. Broderick regarding same (.4); review, analyze precedent regarding same (.3); legal research regarding same (1.3).	BK110	4.10	3,218.50
03/26/25	Erin E. Broderick	Review and comment on bidding procedures objection draft (1.5); emails with A. Polansky regarding same (.3).	BK110	1.80	2,520.00
03/27/25	Erin E. Broderick	Review revised bidding procedures objection and draft preliminary statement/comments to A. Polansky on remaining sections.	BK110	1.50	2,100.00
03/27/25	Andrew J. Polansky	Revise bidding procedures objection (1.8); legal research regarding same (.8).	BK110	2.60	2,041.00
03/28/25	Andrew J. Polansky	Revise bid procedures objection (1.7); correspond with E. Broderick, N. DeLoatch regarding same (.3).	BK110	2.00	1,570.00
03/28/25	Erin E. Broderick	Review comments to bidding procedures objection and emails with T. Meyers regarding same (.5); review revised draft and emails with A. Polansky regarding further edits to same (.4); further edits to bidding procedures objection (.6).	BK110	1.50	2,100.00
03/28/25	Jennifer B. Kimble	Email with T. Meyers and S. Alifarag regarding precedent for purchase of avoidance actions language.	BK110	0.10	107.50
03/29/25	Andrew J. Polansky	Revise bid procedures objection (1.2); correspond with E. Broderick regarding same (.3).	BK110	1.50	1,177.50
03/29/25	Todd C. Meyers	Work on bid procedures objection and exchanges with team regarding same.	BK110	1.50	2,287.50
03/29/25	Erin E. Broderick	Review and analyze revised APA, bidding procedures order and DIP order to conform objections (.5); review and revise bidding procedures objection (2.6); emails with T. Meyers and incorporate changes to bidding procedures objection (.4).	BK110	3.50	4,900.00
03/30/25	Erin E. Broderick	Email to J. Dutson regarding additional APA and bidding procedures changes (.2); emails with T. Meyers and N. DeLoatch regarding status of resolutions (.2); revise bidding procedures objection and emails with A. Polansky regarding case cites and additional checks (.5).	BK110	0.90	1,260.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/30/25	Todd C. Meyers	Email regarding bid procedure order (.1); call with Ryan Maupin regarding same (.1).	BK110	0.20	305.00
03/30/25	Andrew J. Polansky	Revise bid procedures objection (.6); correspond with E. Broderick regarding same (.3); review, analyze revised APA (.2); correspond with T. Meyers regarding same (.1).	BK110	1.20	942.00
03/31/25	Andrew J. Polansky	Revise bid procedures objection (.4); review, analyze case law regarding same (.3); conference, correspond with E. Broderick regarding same (.4); correspond with N. DeLoatch regarding same (.3); finalize bid procedures objection (.2).	BK110	1.60	1,256.00
03/31/25	Erin E. Broderick	Review and comment on revised APA draft (.4); follow-up emails with ES team and Deloitte team regarding same (.3); call with A. Polansky regarding revisions to bidding procedures objection (.2); review and revise same for filing (.3); further review and comment to bidding procedures objection (.3).	BK110	1.50	2,100.00
03/31/25	Todd C. Meyers	Exchanges with Ryan Maupin and Jeff Dutson regarding bid procedures (.2); review revised APA (.3); email with Jeff Dutson regarding same (.1); call with Jeff Dutson regarding same (.1); exchange with Nate DeLoatch regarding draft objection (.1); additional call with Jeff Dutson regarding same (.2); exchange with Deloitte regarding bid status (.1); review further revised APA (.1); call with Jeff Dutson regarding settlement of bid procedures issues (.4); review revised bid procedures and emails regarding same (.2).	BK110	1.80	2,745.00
04/01/25	Andrew J. Polansky	Review, analyze APA (.4); correspond with T. Meyers regarding same (.2).	BK110	0.60	471.00
04/01/25	Todd C. Meyers	Exchanges regarding APA and review filed version.	BK110	0.20	305.00
04/01/25	Erin E. Broderick	Review and analyze filed APA and e-mails with T. Meyers regarding same.	BK110	0.30	420.00
04/02/25	Todd C. Meyers	Review revised bid procedures order and call with Jeff Dutson regarding same (.3); email with Erin Broderick regarding Hilco agreement (.1); further exchanges regarding order (.1).	BK110	0.50	762.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/02/25	Andrew J. Polansky	Review, analyze revised DIP Order and revised Bid Procedures Order (.3); correspond with N. DeLoatch regarding same (.2).	BK110	0.50	392.50
04/02/25	Nathaniel T. DeLoatch	Correspond with Sameer Alifarag and Andrew Polansky regarding proposed DIP and APA agreements (.1); correspond with Debtors regarding same (.1); analyze Debtors' filed proposed changes regarding DIP and Sales Procedures orders and related agreements (1.1); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK110	1.40	1,295.00
04/03/25	Nathaniel T. DeLoatch	Analyze Debtors' changes to DIP and Sales Procedures final orders (.4); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK110	0.50	462.50
04/03/25	Andrew J. Polansky	Review, analyze revised bidding procedures.	BK110	0.20	157.00
04/03/25	Todd C. Meyers	Call with Jeff Dutson regarding bid order changes (.1); review revised order and exchanges regarding same (.2); call with Ryan Maupin regarding sale issues (.2); further emails regarding bid procedures (.1).	BK110	0.60	915.00
04/03/25	Erin E. Broderick	Analyze sale order and APA to summarize/address terms with N. DeLoatch and T. Meyers (.5); confirm additional changes to bidding procedures with K&S (.3).	BK110	0.80	1,120.00
04/08/25	Nathaniel T. DeLoatch	Call with landlord regarding sales procedures (.2); email to Todd Meyers and Erin Broderick regarding same (.1).	BK110	0.30	277.50
04/08/25	Sameer M. Alifarag	Review of sale notice.	BK110	0.10	92.50
04/08/25	Todd C. Meyers	Review landlord email regarding cure claim (.1); exchange with debtor and Deloitte regarding section 365 Rejection Motion (.2).	BK110	0.30	457.50
04/09/25	Todd C. Meyers	Review cure schedule (.1); email Deloitte regarding rejection motion diligence (.1); exchange with Debtor regarding same (.1).	BK110	0.30	457.50
04/10/25	Todd C. Meyers	Review rejection motion (.1); exchange with Chambers regarding hearing (.1).	BK110	0.20	305.00
04/14/25	Todd C. Meyers	Review cure objection.	BK110	0.10	152.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/16/25	Todd C. Meyers	Review cure objection.	BK110	0.10	152.50
04/17/25	Todd C. Meyers	Review cure objections.	BK110	0.30	457.50
04/18/25	Todd C. Meyers	Review cure objection.	BK110	0.10	152.50
04/21/25	Todd C. Meyers	Review cure objections (.2); emails regarding sale status (.1).	BK110	0.30	457.50
04/22/25	Todd C. Meyers	Review various cure objections (.2); email Nate DeLoatch regarding cure objection summary (.1).	BK110	0.30	457.50
04/23/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding creditor cure questions (.1); return call to creditor regarding its objection to cure amount (.2); analyze cure objections (1.0); correspond with Todd Meyers regarding same (.1).	BK110	1.40	1,295.00
04/23/25	Todd C. Meyers	Email exchanges with Nate DeLoatch regarding cure objections and memo regarding same (.2); voice mail from landlord regarding extension and email Nate DeLoatch regarding same (.1).	BK110	0.30	457.50
04/23/25	Erin E. Broderick	Emails with N. DeLoatch regarding cure objections.	BK110	0.10	140.00
04/24/25	Nathaniel T. DeLoatch	Analyze cure objections (.4); correspond with creditor regarding cure objection (.2); correspond with Todd Meyers regarding same (.1); correspond with Todd Meyers and Erin Broderick regarding sale process (.1).	BK110	0.80	740.00
04/24/25	Todd C. Meyers	Email from landlord regarding cure amount.	BK110	0.10	152.50
04/25/25	Todd C. Meyers	Emails regarding NDA change.	BK110	0.10	152.50
04/26/25	Todd C. Meyers	Review supplemental cure list (.1); review NDA markup and call with Jeff Dutson regarding same (.2); email exchange with Jeff Dutson regarding same (.1); further call regarding same (.2).	BK110	0.60	915.00
04/27/25	Todd C. Meyers	Call with Jeff Dutson regarding Sun issues (.2); email team regarding same (.1); email Jeff Dutson regarding confidentiality of lease deals (.1).	BK110	0.40	610.00
04/28/25	Todd C. Meyers	Calls with Jeff Dutson regarding debt purchase issues (.2); call with Deloitte regarding sale status (.2).	BK110	0.40	610.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/30/25	Todd C. Meyers	Call with Jeff Dutson regarding sale status (.2); email team regarding same (.1).	BK110	0.30	457.50
Fees for BK110 - Asset Disposition				67.00	76,604.50

BK130 - Case Administration and Analysis

03/19/25	Erin E. Broderick	Review case background and action items.	BK130	2.00	2,800.00
03/19/25	Nathaniel T. DeLoatch	Draft and review notice of appearance (.4); file NOA (.1); correspond with ES team regarding engagement (.4); conference with Erin Broderick regarding engagement (.4); review and comment on PHV materials for Erin Broderick (.3); draft memo regarding fiduciary duties of committee members (1.1); analyze draft of proposed NDA (.3).	BK130	3.00	2,775.00
03/19/25	Todd C. Meyers	Calls and emails with team regarding to-do list (.9); review NOA (.1).	BK130	1.00	1,525.00
03/19/25	Andrew J. Polansky	Review, analyze NDA and comment on same (.7); correspond with E. Broderick regarding same (.1).	BK130	0.80	628.00
03/20/25	Andrew J. Polansky	Review, analyze First Day motions (.4); correspond with E. Broderick regarding same (.3).	BK130	0.70	549.50
03/20/25	Todd C. Meyers	Exchange with Erin Broderick regarding status (.1); numerous exchanges with team and Deloitte regarding open issues (.3); review document request and exchange with Deloitte regarding same (.3).	BK130	0.70	1,067.50
03/20/25	Erin E. Broderick	Review and comment on NDA draft (.5); comment on Deloitte information requests to Debtors (.4); review and analyze other First Day motions (1.2).	BK130	2.10	2,940.00
03/20/25	Nathaniel T. DeLoatch	Revise draft of memo for UCC regarding fiduciary duties (.2); revise draft of memo on First Day Motions' issues (1.3); correspond with Todd Meyers and Erin Broderick regarding drafts of First Day Motions (.1).	BK130	1.60	1,480.00
03/21/25	Nathaniel T. DeLoatch	Prepare for and attend meeting with Sameer Alifarag and Erin Broderick regarding open issues (.5); revise draft of memo regarding First Day Motions (.4).	BK130	0.90	832.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/21/25	Erin E. Broderick	Prepare for and attend call with S. Alifarag and N. DeLoatch regarding case background/open items (.5); emails with N. DeLoatch regarding first-day relief review and memo for committee members and brief review of docket items in connection with same (.3).	BK130	0.80	1,120.00
03/21/25	Todd C. Meyers	Deloitte email regarding call with A&M (.1); exchange with Ryan Maupin regarding budget (.1); Chambers email regarding hearing date (.1); A&M email regarding status (.1); exchange with UST regarding First Day hearing (.1); call with Deloitte team regarding case strategy (.7).	BK130	1.20	1,830.00
03/21/25	Sameer M. Alifarag	Call with E. Broderick and N. DeLoatch regarding case background and open items.	BK130	0.30	277.50
03/22/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding meeting with Debtors' professionals.	BK130	0.10	92.50
03/23/25	Erin E. Broderick	Emails with N. DeLoatch on action items for committee (.2); review first day motions and emails with N. DeLoatch on points for memo (1.5).	BK130	1.70	2,380.00
03/24/25	Nathaniel T. DeLoatch	Analyze First Day Motions and revise draft memo regarding same (3.8); prepare for Committee meeting (.1);.	BK130	3.90	3,607.50
03/25/25	Nathaniel T. DeLoatch	Correspond with Debtors' FA regarding charter documents for Debtors (.1); correspond with Todd Meyers regarding Debtors deadline to file schedules (.1); revise memo regarding First Day Motions (.7).	BK130	0.90	832.50
03/25/25	Todd C. Meyers	Exchanges with team regarding First Day memo.	BK130	0.20	305.00
03/25/25	Erin E. Broderick	Comments on first day relief for memo.	BK130	1.20	1,680.00
03/26/25	Erin E. Broderick	Initial review and comment on First Day memo and follow-up with Debtors' counsel regarding changes to orders.	BK130	1.20	1,680.00
03/26/25	Todd C. Meyers	Review and revise memo regarding First Day motions issues (.4); exchanges with Nathaniel DeLoatch regarding same (.2); review and make further comments to same (.3).	BK130	0.90	1,372.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/26/25	Nathaniel T. DeLoatch	Revise draft of First Day memo (2.8); correspond with Committee regarding revised objection deadline and hearing dates (.1); review revised hearing dates and objection periods (.1); prepare for and attend meeting with Debtors counsel regarding First Day motions (.8).	BK130	3.80	3,515.00
03/27/25	Todd C. Meyers	Review revised First Day memo (.1); review debtor responses on First Day issues list (.2); exchanges with Erin Broderick and Ryan Maupin regarding First Day issues (.2); numerous conferences and exchanges regarding same (.5).	BK130	1.00	1,525.00
03/27/25	Nathaniel T. DeLoatch	Prepare for and attend meeting with Debtors regarding First Day issues (.8); revise memo regarding Debtors First Day Motions (1.3).	BK130	2.10	1,942.50
03/27/25	Erin E. Broderick	Finish review of all First Day motions and orders and draft e-mail to K&S regarding same (.8); emails with Deloitte regarding same (.2); call with R. Maupin regarding same (.3); emails with K&S regarding same (.2); attend call with K&S and N. DeLoatch regarding First Day motion changes (.8); follow-up with N. DeLoatch regarding order changes and committee memo (.5).	BK130	2.80	3,920.00
03/28/25	Erin E. Broderick	Emails with R. Maupin, T. Meyers, and K&S regarding changes to first day orders, DIP and bidding procedures order (.5); attend call with K&S and N. DeLoatch regarding same (.5); further emails with K&S to memorialize agreed-to changes (.3); emails with N. DeLoatch regarding mark-ups to first day orders based on negotiations/discussions with UCC members (.6).	BK130	1.90	2,660.00
03/28/25	Todd C. Meyers	Various exchanges with Debtor regarding First Day orders comments.	BK130	0.30	457.50
03/28/25	Devorah Hirsch	Prepare signature pages of NDA and Bylaws for Todd Meyers and download from DocuSign signature of NDA and Bylaw by Mohan and send to Nathan DeLoatch.	BK130	0.30	102.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/28/25	Nathaniel T. DeLoatch	Review and correspond with Erin Broderick regarding Debtors' drafts of First Day Motion (.1); revise and comment on Debtors' proposed order regarding Customer Programs Motion (.5); review and revise Debtors' proposed Final Order regarding wages motion (.6); review and revise proposed order for Debtors' cash management motion (.4); review and revise draft of Debtors' proposed final order regarding 503(b)(9) claims (.3); prepare for and attend meeting with Debtors regarding First Day Motion (.5); correspond with Erin Broderick regarding same (.1).	BK130	2.50	2,312.50
03/29/25	Nathaniel T. DeLoatch	Revise issues regarding First Day motions.	BK130	0.80	740.00
03/29/25	Todd C. Meyers	Nate DeLoatch email regarding proposed First Day orders.	BK130	0.10	152.50
03/30/25	Erin E. Broderick	Review and comment on all first day orders and emails with Debtors' professionals and N. DeLoatch regarding same.	BK130	0.20	280.00
03/30/25	Nathaniel T. DeLoatch	Revise drafts of proposed orders on First Day motions (.5); correspond with Todd Meyers regarding same (.1); call with Todd Meyers regarding same (.6) finalize comments to proposed final orders on First Day motions (.7); correspond with Debtors' team regarding same (.1).	BK130	2.00	1,850.00
03/30/25	Todd C. Meyers	Call with Nate DeLoatch and work on First Day order issues and settlement of same.	BK130	0.90	1,372.50
03/31/25	Erin E. Broderick	Review, analyze and comment on revised orders (.5); emails with team to confirm open items and status of negotiations to resolve all objections (.3); review and respond to correspondence amongst Debtors' and UCC's professionals regarding same (.2); e-mails with team regarding terms of resolution and objection filings (.2).	BK130	1.20	1,680.00
03/31/25	Nathaniel T. DeLoatch	Analyze Debtors' comments to First Day motions (.4); correspond with Todd Meyers and Erin Broderick regarding same (.1); correspond with Todd Meyers regarding anticipated filing of objections (.1); correspond with Andrew Polansky regarding same (.1).	BK130	0.70	647.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/31/25	Sameer M. Alifarag	Review of recently filed papers and pleadings.	BK130	0.20	185.00
03/31/25	Todd C. Meyers	Review revised First Day orders and exchanges with Debtor regarding same (.4); review hearing agenda (.1); review revised orders (.4); review further revised CV order (.1).	BK130	1.00	1,525.00
04/01/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers regarding draft of KERP proposed order (.1); correspond with Todd Meyers regarding hearing attendance (.1); prepare hearing binder for April 3 hearing (.6); travel to and from and attend hearing on various first day motions (1.9); draft correspondence to the Committee regarding case updates (.1)	BK130	2.80	2,590.00
04/01/25	Todd C. Meyers	Review amended hearing agenda (.1); exchange with Nathan DeLoatch regarding KERP (.1); travel to and from court and attend hearing on First Day motions (1.9); prepare for same (.2).	BK130	2.30	3,507.50
04/02/25	Nathaniel T. DeLoatch	Correspond with Committee's FA regarding hearing.	BK130	0.10	92.50
04/02/25	Erin E. Broderick	Emails regarding resolutions to final orders, including DIP stub rent coverage and updates on April 1st hearing.	BK130	0.20	280.00
04/03/25	Nathaniel T. DeLoatch	Prepare hearing binders for April 3 hearing (.5); correspond with Todd Meyers regarding same (.1).	BK130	0.60	555.00
04/03/25	Todd C. Meyers	Review email to Chambers regarding orders.	BK130	0.10	152.50
04/04/25	Nathaniel T. DeLoatch	Review and calendar objection deadlines, sale milestones and hearing dates.	BK130	0.20	185.00
04/08/25	Todd C. Meyers	Exchange with Nathaniel DeLoatch regarding hearing next week.	BK130	0.10	152.50
04/08/25	Erin E. Broderick	Emails from N. DeLoatch and A. Polansky regarding motion updates and committee question.	BK130	0.20	280.00
04/16/25	Nathaniel T. DeLoatch	Prepare for hearing (.2); travel to and from and attend hearing (1.0).	BK130	1.20	1,110.00
04/16/25	Sameer M. Alifarag	Email correspondences with Eversheds team regarding hearing recap.	BK130	0.10	92.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/16/25	Erin E. Broderick	Review N. DeLoatch's update on hearing outcome and brief review of other case updates (.2); emails with internal team regarding status of information requests to Debtors and review of same (.2).	BK130	0.40	560.00
04/16/25	Todd C. Meyers	Nathan DeLoatch email regarding hearing.	BK130	0.10	152.50
04/18/25	Todd C. Meyers	Exchange with Erin Broderick regarding schedules.	BK130	0.10	152.50
04/19/25	Erin E. Broderick	Review and analyze schedules, SOFAs and disclosures regarding insider payments and other areas of investigation.	BK130	2.00	2,800.00
04/23/25	Todd C. Meyers	Email exchanges with Erin Broderick regarding status of various items.	BK130	0.20	305.00
04/25/25	Erin E. Broderick	Review emails regarding funding/other updates from N. DeLoatch and T. Meyers.	BK130	0.20	280.00
04/28/25	Nathaniel T. DeLoatch	Analysis of Debtors' schedules regarding valuations of assets and drafting memo regarding same (1.1); correspond with Todd Meyers regarding same (.2).	BK130	1.30	1,202.50
04/28/25	Nathaniel T. DeLoatch	Analyze ownership of Debtors.	BK130	0.70	647.50
Fees for BK130 - Case Administration and Analysis				59.90	69,739.50

BK140 - Claims Adm. and Objections

03/27/25	Nathaniel T. DeLoatch	Review Debtors' draft of claims bar date motion.	BK140	0.20	185.00
03/28/25	Sameer M. Alifarag	Review of bar date motion, order and notice (.7); incorporate comments to same (.5); email correspondences with T. Meyers, E. Broderick, and N. DeLoatch regarding same (.1); follow up email correspondences with debtors' counsel regarding same (.1).	BK140	1.40	1,295.00
03/28/25	Todd C. Meyers	Exchange regarding bar date motion.	BK140	0.10	152.50
03/31/25	Sameer M. Alifarag	Research regarding critical vendor provisions and reporting.	BK140	0.40	370.00
04/01/25	Sameer M. Alifarag	Email correspondences with debtors' counsel and Eversheds team regarding updated bar date motion and order (.1); review of same (.2).	BK140	0.30	277.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/02/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers regarding outreach from GUC (.1); correspond with GUC regarding matter (.1).	BK140	0.20	185.00
04/02/25	Todd C. Meyers	Exchange with creditor regarding inquiry (.1); exchange with Sameer Alifarag regarding bar date order (.1).	BK140	0.20	305.00
04/03/25	Todd C. Meyers	Exchange with Bob Lehane regarding bar date motion (.1); review critical vendor payment schedule (.1).	BK140	0.20	305.00
04/03/25	Nathaniel T. DeLoatch	Analyze critical vendor data and send to Deloitte team.	BK140	0.10	92.50
04/12/25	Todd C. Meyers	Review email regarding CV payments.	BK140	0.10	152.50
04/17/25	Todd C. Meyers	Debtor email regarding CV payments.	BK140	0.10	152.50
04/21/25	Todd C. Meyers	Exchange with Erin Broderick regarding claims pool.	BK140	0.10	152.50
04/21/25	Nathaniel T. DeLoatch	Correspond with unsecured creditor regarding questions about case.	BK140	0.20	185.00
04/24/25	Todd C. Meyers	Critical vendor report.	BK140	0.10	152.50
Fees for BK140 - Claims Adm. and Objections				3.70	3,962.50

BK141 - Lien Investigation

03/19/25	Todd C. Meyers	Call with Becky Gelfand regarding reviewing loan documents.	BK141	0.20	305.00
03/19/25	Rebecca A. Gelfand	Review existing documentation and analyze lien search order.	BK141	0.30	328.50
03/21/25	Rebecca A. Gelfand	Prepare lien search order.	BK141	0.80	876.00
03/21/25	Todd C. Meyers	Exchange with Becky Gelfand regarding debtor locations for UCC-1s.	BK141	0.10	152.50
03/21/25	Nathaniel T. DeLoatch	Correspond with Becky Gelfand regarding lien searches (.1); analyze information relative to lien search (.3); conference with Becky Gelfand regarding same (.3).	BK141	0.70	647.50
03/24/25	Rebecca A. Gelfand	Arrange for lien searches.	BK141	0.50	547.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/24/25	Nathaniel T. DeLoatch	Correspond with Debtors' FA regarding lien searches (.1); correspond with Becky Gelfand regarding same (.1); attention to lien documents (.4).	BK141	0.60	555.00
03/25/25	Rebecca A. Gelfand	Advise on lien search order and coordinate same.	BK141	1.50	1,642.50
03/25/25	Shawne M. Keenan	Prepare summary of proposed lien searches, research jurisdictions for searches and submit request.	BK141	0.80	420.00
03/26/25	Shawne M. Keenan	Submit lien search order with instructions and forward lien search results to R. Gelfand.	BK141	0.30	157.50
03/26/25	Nathaniel T. DeLoatch	Review Debtors' articles of formation (.2); correspond with Becky Gelfand regarding lien searches (.1).	BK141	0.30	277.50
03/26/25	Rebecca A. Gelfand	Advise on lien searches (.3); begin reviewing lien searches (.6).	BK141	0.90	985.50
03/26/25	Todd C. Meyers	Exchanges with Becky Gelfand regarding lien searches.	BK141	0.20	305.00
03/28/25	Rebecca A. Gelfand	Advise on lien searches.	BK141	0.30	328.50
03/30/25	Rebecca A. Gelfand	Collateral review and analysis of OTB bridge note and related UCC financing statements.	BK141	2.50	2,737.50
03/30/25	Todd C. Meyers	Exchanges with Becky Gelfand regarding lien review.	BK141	0.20	305.00
03/31/25	Todd C. Meyers	Exchanges with Becky Gelfand regarding CrossFirst liens.	BK141	0.20	305.00
04/14/25	Todd C. Meyers	Email Becky Gelfand regarding status of Cross First lien review.	BK141	0.10	152.50
04/16/25	Nathaniel T. DeLoatch	Review DIP Order for release challenge period and correspond with Todd Meyers and Becky Gelfand regarding same.	BK141	0.20	185.00
04/16/25	Todd C. Meyers	Exchanges regarding challenge deadline for claims against bridge lender (.2); email with Becky Gelfand regarding statements and schedules for Cross First lien review (.1).	BK141	0.30	457.50
04/19/25	Erin E. Broderick	Review final DIP Order regarding challenge period and status of bridge financing information requests (.2); e-mails with T. Meyers regarding same to follow-up with Debtors (.1).	BK141	0.30	420.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/19/25	Rebecca A. Gelfand	Research schedule of assets and liabilities.	BK141	0.10	109.50
04/20/25	Rebecca A. Gelfand	Review asset schedules.	BK141	0.50	547.50
04/21/25	Erin E. Broderick	Call with Debtors to negotiate DIP challenge release period (.5); follow up on CrossFirst lien analysis and information requests updates (.3).	BK141	0.80	1,120.00
04/22/25	Erin E. Broderick	Review and analyze disclosed drafts of bridge loan documents and emails with T. Meyers regarding same.	BK141	1.60	2,240.00
04/22/25	Rebecca A. Gelfand	Begin review of CrossFirst documents.	BK141	0.50	547.50
04/24/25	Erin E. Broderick	Emails with T. Meyers regarding CrossFirst debt.	BK141	0.50	700.00
04/24/25	Rebecca A. Gelfand	Arrange for lien searches.	BK141	0.10	109.50
04/24/25	Todd C. Meyers	Email with Becky Gelfand regarding CrossFirst lien review.	BK141	0.10	152.50
04/27/25	Rebecca A. Gelfand	Review credit agreement, note and guaranty for CrossFirst.	BK141	2.50	2,737.50
04/28/25	Erin E. Broderick	Review and analyze initial CrossFirst lien findings (.5); emails with team regarding same and review of diligence, including schedules and SOFAs in connection with same (.5).	BK141	1.00	1,400.00
04/28/25	Rebecca A. Gelfand	Review security agreement and UCC financing statements for CrossFirst; analyze collateral issues.	BK141	2.80	3,066.00
04/28/25	Todd C. Meyers	Review CrossFirst Bank lien memo and exchanges with Becky Gelfand regarding same (.6); exchanges with Nate DeLoatch regarding asset values for unencumbered assets (.2).	BK141	0.80	1,220.00
Fees for BK141 - Lien Investigation				22.60	26,041.00

BK160 - Fee/Employment Applications

03/19/25	Nathaniel T. DeLoatch	Analyze materials for ES retention application.	BK160	0.20	185.00
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FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/20/25	Nathaniel T. DeLoatch	Analyze conflicts materials for retention application (.4); correspond with Michael Rogers regarding draft of retention application (.1).	BK160	0.50	462.50
03/20/25	Michael A. Rogers	Correspond with N. DeLoatch regarding retention application, and precedent for same (.4); review documents and draft list of needed information for retention application (.2); call with N. DeLoatch regarding employment and retention application (.3); draft and revise employment and retention application and send same to N. DeLoatch (4.2).	BK160	5.10	3,493.50
03/21/25	Erin E. Broderick	Emails with N. DeLoatch and M. Rogers regarding retention application instructions (.2); emails with T. Meyers regarding Deloitte retention (.1).	BK160	0.30	420.00
03/24/25	Nathaniel T. DeLoatch	Correspond with Committee FA regarding potential parties-in-interest (.1); call to FA regarding same (.1); analyze data regarding potential parties in interest and committee (.1); revise draft of PHV application for Erin Broderick (.1); correspond with Tonya Black and Cathy Brown regarding same (.1).	BK160	0.50	462.50
03/27/25	Nathaniel T. DeLoatch	Revise draft of ES employment application (1.5); correspond with committee members regarding same (.2); correspond with Tonya Black regarding parties in interest and conflicts (.1).	BK160	1.80	1,665.00
03/28/25	Nathaniel T. DeLoatch	Revise draft of ES employment application (.3); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK160	0.40	370.00
03/29/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick regarding draft of ES retention application (.1); revise draft of ES retention application (.2); revise ES retention application (.5); correspond with Todd Meyers regarding same (.1).	BK160	0.90	832.50
03/29/25	Todd C. Meyers	Exchange with team regarding committee retention applications.	BK160	0.10	152.50
03/31/25	Nathaniel T. DeLoatch	Revise draft of retention application.	BK160	0.40	370.00
03/31/25	Erin E. Broderick	Follow-up on retention application and pro hac filings.	BK160	0.20	280.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/01/25	Erin E. Broderick	Review and complete pro hac vice application.	BK160	0.10	140.00
04/02/25	Nathaniel T. DeLoatch	Continue drafting ES retention application (.6); update disclosure schedules regarding same (.9); correspond with Erin Broderick and Todd Meyers regarding same (.1); correspond with Committee FA regarding draft of Retention Application for FA (.1).	BK160	1.70	1,572.50
04/02/25	Erin E. Broderick	Work on retention application (1.0); emails with N. DeLoatch regarding same (.2); emails with N. DeLoatch regarding further instruction for Deloitte retention application (.2); follow-up on Eversheds and Deloitte retention applications (.2).	BK160	1.60	2,240.00
04/03/25	Erin E. Broderick	Emails with N. DeLoatch regarding Eversheds and Deloitte retention applications.	BK160	0.30	420.00
04/04/25	Andrew J. Polansky	Draft Deloitte retention application (1.7); review, analyze precedent regarding same (.4).	BK160	2.10	1,648.50
04/04/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick regarding FA retention application.	BK160	0.10	92.50
04/05/25	Nathaniel T. DeLoatch	Review draft Deloitte engagement letter (.1); correspond with Deloitte regarding retention application (.1); correspond with Todd Meyers regarding ES retention application (.1); call with Erin Broderick and draft disclosures for retention application (1.2).	BK160	1.50	1,387.50
04/05/25	Erin E. Broderick	Review Eversheds' retention application and e-mails with N. DeLoatch and T. Meyers regarding disclosures (.3); call with N. DeLoatch regarding same (.4).	BK160	0.70	980.00
04/05/25	Todd C. Meyers	Exchanges regarding retention application.	BK160	0.20	305.00
04/06/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick regarding ES retention application (.2); revise draft of retention application (1.3).	BK160	1.50	1,387.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/06/25	Erin E. Broderick	Review and analyze schedules for Meyers declaration in support of Eversheds' retention application (1.5); review and revise retention application (.5); emails with N. DeLoatch regarding diligence on client matters and applicable disclosure thresholds (.2); review Deloitte engagement letter and follow-up with A. Polansky regarding Deloitte retention application (.3).	BK160	2.50	3,500.00
04/07/25	Andrew J. Polansky	Draft Deloitte retention application.	BK160	1.80	1,413.00
04/07/25	Todd C. Meyers	Review Deloitte engagement letter and email Erin Broderick regarding same (.2); exchange with Erin Broderick regarding Eversheds Sutherland retention application (.1); review and revise same and email Erin Broderick regarding same (.7).	BK160	1.00	1,525.00
04/07/25	Erin E. Broderick	Review and additional revisions to Eversheds retention application (.6); comment on Deloitte retention application (.5).	BK160	1.10	1,540.00
04/08/25	Todd C. Meyers	Revise and edit retention application (.2); exchange regarding Deloitte retention application (.1).	BK160	0.30	457.50
04/08/25	Andrew J. Polansky	Revise Deloitte retention application (.6); correspond with Deloitte team regarding same (.1).	BK160	0.70	549.50
04/08/25	Erin E. Broderick	Emails with A. Polansky and N. DeLoatch regarding retention applications.	BK160	0.20	280.00
04/09/25	Andrew J. Polansky	Revise Deloitte retention application.	BK160	0.20	157.00
04/10/25	Todd C. Meyers	Exchange with Deloitte regarding retention application.	BK160	0.10	152.50
04/10/25	Erin E. Broderick	Follow-up with T. Meyers, A. Polansky and Deloitte regarding retention application and comment on same (.4); confirm timing under local rules and approvals with N. DeLoatch (.1).	BK160	0.50	700.00
04/10/25	Andrew J. Polansky	Correspond with Deloitte team regarding Deloitte retention application.	BK160	0.10	78.50
04/11/25	Andrew J. Polansky	Revise Deloitte retention application (.3); correspond with Deloitte team regarding same (.1).	BK160	0.40	314.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/11/25	Todd C. Meyers	Exchange with Erin Broderick regarding retention applications.	BK160	0.10	152.50
04/13/25	Todd C. Meyers	Exchanges regarding retention applications.	BK160	0.10	152.50
04/14/25	Erin E. Broderick	Review and comment on Deloitte retention application and order (.4); call with A. Polansky regarding same (.2).	BK160	0.60	840.00
04/15/25	Andrew J. Polansky	Revise Deloitte retention application (.4); correspond with E. Broderick and Deloitte team regarding same (.2); finalize Deloitte retention application (.2).	BK160	0.80	628.00
04/15/25	Erin E. Broderick	Review and revise Eversheds and Deloitte retention applications and comments for A. Polansky to follow up on (.7); emails with A. Polansky, T. Meyers and Deloitte team regarding same (.2); follow-up with N. DeLoatch regarding co-chair approvals (.1); call with J. Moore regarding Deloitte engagement letter revisions (.2); call with R. Maupin regarding same (.2); emails with T. Meyers regarding same (.1).	BK160	1.50	2,100.00
04/15/25	Todd C. Meyers	Exchanges and review committee retentions.	BK160	0.30	457.50
04/16/25	Nathaniel T. DeLoatch	Revise Eversheds retention application (.3); correspond with Erin Broderick regarding same (.1).	BK160	0.40	370.00
04/16/25	Todd C. Meyers	Various exchanges and review committee retention applications.	BK160	0.30	457.50
04/16/25	Erin E. Broderick	Follow-up with N. DeLoatch regarding pro hac admission (.1); review and comment on Deloitte and Eversheds filings and cover e-mails to UCC members (.2); emails and call with R. Maupin regarding changes to Deloitte declaration (.1); emails to N. DeLoatch and A. Polansky regarding UCC approvals and filings (.1).	BK160	0.50	700.00
04/17/25	Erin E. Broderick	Follow-up with N. DeLoatch, T. Meyers and Deloitte team regarding retention application filings (.1); review same for filing (.1).	BK160	0.20	280.00
04/17/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding drafts of retention applications.	BK160	0.10	92.50
04/17/25	Todd C. Meyers	Exchanges regarding filing committee retentions.	BK160	0.20	305.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/21/25	Nathaniel T. DeLoatch	Revise proposed orders per court's direction.	BK160	0.30	277.50
04/21/25	Nathaniel T. DeLoatch	Prepare retention orders and applications for service (.4); facilitate service of same (.2).	BK160	0.60	555.00
04/22/25	Todd C. Meyers	Exchange regarding retention orders.	BK160	0.10	152.50
04/23/25	Nathaniel T. DeLoatch	Draft certificate of service for retention applications and order (.2); filing of same (.1).	BK160	0.30	277.50
Fees for BK160 - Fee/Employment Applications				35.50	37,332.00

BK170 - Fee/Employment Objections

03/28/25	Todd C. Meyers	Review Debtor retention applications and exchanges regarding same.	BK170	0.30	457.50
03/28/25	Nathaniel T. DeLoatch	Correspond with Debtors regarding extension of objection period for employment applications (.1); review application to employ A&M and K&S (.4); review and correspond with Todd Meyers regarding same (.1).	BK170	0.60	555.00
03/29/25	Todd C. Meyers	Brief review of debtor retention application and exchanges with team and Jeff Dutson regarding same.	BK170	0.50	762.50
03/29/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick regarding debtors' retention applications (.1); analyze authority for potential standards of employment objections (.3); analyze order regarding applications and draft issues list regarding Debtors' retention applications (1.3).	BK170	1.70	1,572.50
03/29/25	Erin E. Broderick	Review and provide comments to Debtors' retention applications.	BK170	0.40	560.00
03/30/25	Erin E. Broderick	Review Debtors' retention issues list and emails with T. Meyers and N. DeLoatch regarding same.	BK170	0.20	280.00
03/30/25	Nathaniel T. DeLoatch	Analyze issues list for Debtors' retention applications (.3); correspond with Todd Meyers regarding same (.1).	BK170	0.40	370.00
03/30/25	Todd C. Meyers	Work on Debtor retention application review and issues list (1.4); exchanges with Jeff Dutson regarding same (.2).	BK170	1.60	2,440.00
04/01/25	Todd C. Meyers	Review proposed order on debtor retentions.	BK170	0.10	152.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/02/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick regarding Hilco retention (.1); analyze docket regarding same (.1); analyze APA regarding Hilco Real Estate (.1); analyze Hilco Real Estate agreement with Debtors (.2); correspond with Committee FA regarding same (.1); analyze relevant cases for appropriate retention terms for Hilco regarding (.4).	BK170	1.00	925.00
04/03/25	Todd C. Meyers	Exchange with Erin Broderick regarding Hilco Lease Consultant application.	BK170	0.30	457.50
04/03/25	Erin E. Broderick	Review and analyze Hilco real estate retention terms, coverage under APA and DIP, and compare against retention terms in recent cases (1.1); summarize changes for Deloitte team and emails regarding consolidation of comments (.4); emails with T. Meyers, K&S and Deloitte regarding same (.2).	BK170	1.70	2,380.00
04/04/25	Erin E. Broderick	Emails with K&S regarding comments to Hilco retention agreement to K&S and further revisions to same (.3); follow-up call with C. Coleman regarding same (.2).	BK170	0.50	700.00
04/04/25	Todd C. Meyers	Exchange regarding Hilco lease application (.1); review comments to same (.1).	BK170	0.20	305.00
04/05/25	Todd C. Meyers	Email regarding Hilco retention.	BK170	0.10	152.50
04/05/25	Erin E. Broderick	Review revised orders regarding Hilco real estate retention and emails with comments on same to C. Coleman and T. Meyers.	BK170	0.20	280.00
04/07/25	Erin E. Broderick	Review and revise Hilco engagement letter and draft emails regarding same (.3); emails with T. Meyers regarding same (.1).	BK170	0.40	560.00
04/10/25	Todd C. Meyers	Brief review of A&M fees and email Deloitte.	BK170	0.10	152.50
04/17/25	Todd C. Meyers	Email Deloitte regarding Verita invoice.	BK170	0.10	152.50
Fees for BK170 - Fee/Employment Objections				10.40	13,215.00

BK180 - Financing

03/20/25	Erin E. Broderick	Review, analyze and summarize DIP.	BK180	1.00	1,400.00
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FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/20/25	Todd C. Meyers	Exchange with Jeff Dutson regarding DIP objection and hearing (.1); call with Jeff Dutson regarding hearing continuance (.2) email team regarding same and DIP issues list (.1); email to Dianne Chambers regarding hearing (.1); exchange with Erin Broderick regarding DIP issues (.2).	BK180	0.70	1,067.50
03/21/25	Todd C. Meyers	Review draft DIP issues list (.7); review DIP order and revise DIP issues list (1.0); review and draft additional revisions to DIP issues list (1.0); email to Jeff Dutson regarding DIP issues (.1); exchange with Jeff Dutson regarding response to same (.1).	BK180	2.90	4,422.50
03/21/25	Erin E. Broderick	Review and incorporate T. Meyers' comments to DIP financing issues list (1.0); emails with N. DeLoatch to make further changes to same (.6).	BK180	1.60	2,240.00
03/21/25	Nathaniel T. DeLoatch	Revise draft of DIP Issues list (1.2); correspond with Committee regarding DIP Issues (.1).	BK180	1.30	1,202.50
03/22/25	Erin E. Broderick	Review and analyze emails with Deloitte, committee, Debtors, and T. Meyers on DIP issues (.5); attend call with Debtors team regarding DIP (1.1).	BK180	1.60	2,240.00
03/22/25	Nathaniel T. DeLoatch	Prepare for and attend meeting with Debtors counsel regarding DIP issues.	BK180	1.10	1,017.50
03/22/25	Todd C. Meyers	Exchange with Jeff Dutson regarding DIP issues (.1); prepare for call with debtor regarding DIP issues (.2); call regarding same (1.1).	BK180	1.40	2,135.00
03/24/25	Todd C. Meyers	Exchanges with Jeff Dutson regarding status including continued hearing.	BK180	0.20	305.00
03/24/25	Sameer M. Alifarag	Review of DIP motion and documents (3.1); begin draft of DIP objection (2.9).	BK180	6.00	5,550.00
03/25/25	Sameer M. Alifarag	Further work on DIP objection (4.7); legal research regarding same (2.0).	BK180	6.70	6,197.50
03/25/25	Todd C. Meyers	Work on DIP objection and exchanges regarding same (.8); exchanges with K&S regarding hearing dates (.2); numerous exchanges with Jeff Dutson regarding DIP issues (.6).	BK180	1.60	2,440.00
03/26/25	Nathaniel T. DeLoatch	Research regarding DIP issues.	BK180	0.80	740.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/26/25	Sameer M. Alifarag	Review of comments to DIP objection (.1); further work on revisions to DIP objection (2.5); research regarding same (1.2); review of updated final DIP order (.5).	BK180	4.30	3,977.50
03/26/25	Todd C. Meyers	Exchanges with Debtor regarding DIP order (.2); exchanges with Erin Broderick regarding same (.2); revise same (.6); exchange with Erin Broderick regarding stub rent issue (.1).	BK180	1.10	1,677.50
03/27/25	Nathaniel T. DeLoatch	Correspond with Sameer Alifarag regarding DIP Issues.	BK180	0.10	92.50
03/27/25	Todd C. Meyers	Revise DIP objection, including analysis of interim DIP order and motion (3.0); draft email to Jeff Dutson responding to various DIP issues (.5); call with Debtor regarding DIP issues (.8).	BK180	4.30	6,557.50
03/27/25	Sameer M. Alifarag	Review of additional comments to draft DIP objection (.1); further work on same (3.2); research in connection with same (1.6).	BK180	4.90	4,532.50
03/28/25	Sameer M. Alifarag	Review of markup to DIP order (.4); email correspondences with T. Meyers and debtors' counsel regarding same (.1); review of DIP documentation (.3).	BK180	0.80	740.00
03/28/25	Todd C. Meyers	Exchanges with Nathaniel DeLoatch regarding DIP issues (.4); various exchanges with Sameer Alifarag regarding DIP objection (.4); work on DIP objection and various exchanges regarding same (2.6).	BK180	3.40	5,185.00
03/28/25	Erin E. Broderick	Review emails between T. Meyers and Debtors on concessions on DIP/bidding procedures.	BK180	0.40	560.00
03/29/25	Todd C. Meyers	Work on DIP objection (2.0); revise DIP order (1.5); exchanges Ballard Spahr regarding stub rent (.2); call with Jeff Dutson regarding settlement (.2); exchange with Jeff Dutson regarding same (.1); additional work on order (.8); further revise objection (.8); various additional email exchanges with all parties regarding same (.5).	BK180	6.10	9,302.50
03/29/25	Sameer M. Alifarag	Further work on DIP objection.	BK180	3.50	3,237.50
03/29/25	Jennifer B. Kimble	Emails with T. Meyers and S. Alifarag regarding DIP objection issue.	BK180	0.30	322.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/30/25	Sameer M. Alifarag	Finalize DIP objection (.2); review of updated final DIP order (.2).	BK180	0.40	370.00
03/30/25	Todd C. Meyers	Review revised DIP order and emails regarding same (.4); revise DIP objection (.3); call with Jeff Dutson regarding same (.3); numerous exchanges and calls with Debtor regarding settlement of DIP objection (.8).	BK180	1.80	2,745.00
03/31/25	Sameer M. Alifarag	Email correspondences with N. DeLoatch and A. Polansky regarding DIP objection draft and related research (.2); updates to same (.3); prepare exhibit pages to same (.3); legal research in connection with same (1.6).	BK180	2.40	2,220.00
03/31/25	Nathaniel T. DeLoatch	Correspond with team regarding finalizing objections to DIP and Sales Procedures (.2); correspond with Todd Meyers regarding drafts of DIP and Sales Procedures objections (.1); correspond with Debtors regarding same (.1); draft certificate of service for objections to DIP and Sales Procedures motion (.3).	BK180	0.70	647.50
03/31/25	Erin E. Broderick	Review emails regarding status of agreements on DIP and bidding procedures orders.	BK180	0.20	280.00
03/31/25	Todd C. Meyers	Email with Jeff Dutson regarding DIP objection (.1); email with Sameer Alifarag regarding same (.1); review revised DIP order (.3).	BK180	0.50	762.50
04/01/25	Todd C. Meyers	Jeff Dutson email regarding landlord objections (.1); review same (.4).	BK180	0.50	762.50
04/02/25	Erin E. Broderick	Further review of DIP order regarding treatment of stub rent and carve out carry over.	BK180	0.30	420.00
04/02/25	Todd C. Meyers	Review DIP budget (.1); exchange with Nathan DeLoatch regarding orders (.1); review agenda for DIP hearing (.1); email with Bob LeHane regarding stub rent resolution (.1).	BK180	0.40	610.00
04/02/25	Nathaniel T. DeLoatch	Correspond with Committee's FA regarding pending objections to the DIP.	BK180	0.10	92.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/02/25	Sameer M. Alifarag	Review of proposed final DIP order and redline against interim DIP order (.4); email correspondences with N. DeLoatch regarding same (.1).	BK180	0.50	462.50
04/03/25	Nathaniel T. DeLoatch	Review Debtors proposed budget and correspond with Todd Meyers and Deloitte regarding same (.1); travel to and from and attend April 3 hearing (2.0).	BK180	2.10	1,942.50
04/03/25	Sameer M. Alifarag	Review of revised proposed DIP budget.	BK180	0.10	92.50
04/03/25	Erin E. Broderick	Analyze DIP order and budget and emails regarding same with T. Meyers and S. Alifarag (.3); review landlord objections/demands and resolutions regarding same (.3); further emails/short call regarding hearing on DIP and bidding procedures and landlord compromise (.4).	BK180	1.00	1,400.00
04/03/25	Todd C. Meyers	Email with Jeff Dutson regarding DIP upsize and email with Ryan Maupin regarding same (.2); email with Bob LeHane regarding same (.1); review revised DIP order and exchanges regarding same (.2); review revised budget (.1); travel to and from court and attend DIP hearing (2.0) .	BK180	2.60	3,965.00
04/19/25	Todd C. Meyers	Exchange with Deloitte regarding cash position.	BK180	0.10	152.50
04/20/25	Todd C. Meyers	Exchanges with Deloitte regarding effect of delay in funding on operations.	BK180	0.20	305.00
04/21/25	Todd C. Meyers	Email exchanges with Deloitte regarding possible challenge extension effect on DIP draw delay.	BK180	0.20	305.00
04/21/25	Nathaniel T. DeLoatch	Prepare for and attend meeting with Debtors regarding Release Challenge Period.	BK180	0.50	462.50
04/21/25	Erin E. Broderick	Emails with Deloitte and T. Meyers regarding challenge period extension and DIP draw needs and confirm same (.3); confirm estimates on claims pool and confirmation on DIP order/budget points (.5).	BK180	0.80	1,120.00
04/22/25	Todd C. Meyers	Deloitte email regarding borrowing necessity (.1); call with Ryan Maupin regarding same (.2).	BK180	0.30	457.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/22/25	Erin E. Broderick	Emails with T. Meyers and Deloitte regarding negotiations on challenge period/review K&S emails (.3); call with T. Meyers regarding same (.2).	BK180	0.50	700.00
04/23/25	Todd C. Meyers	Exchanges with Jeff Dutson regarding challenge deadline deal.	BK180	0.20	305.00
04/23/25	Erin E. Broderick	Emails with T. Meyers regarding resolution of release period extension.	BK180	0.10	140.00
04/24/25	Todd C. Meyers	Email with Deloitte regarding funding requirements.	BK180	0.10	152.50
04/29/25	Nathaniel T. DeLoatch	Analyze documents relative to DIP agreement and apportionment of Professionals' carve out.	BK180	0.30	277.50
04/29/25	Erin E. Broderick	Review DIP order and credit agreement regarding carveout reversion and emails regarding same.	BK180	0.20	280.00
Fees for BK180 - Financing				73.20	88,572.50

BK190 - Litigation General

04/16/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding outstanding document requests (.1); correspond with Deloitte regarding document requests (.1).	BK190	0.20	185.00
04/16/25	Todd C. Meyers	Exchanges with team regarding document request status and bridge lender challenge period.	BK190	0.20	305.00
04/17/25	Todd C. Meyers	Review document request email and exchange with Erin Broderick regarding same.	BK190	0.20	305.00
04/17/25	Erin E. Broderick	Emails with team regarding status of information requests and review information tracker regarding same.	BK190	0.20	280.00
04/18/25	Erin E. Broderick	Emails with team regarding outstanding information requests and additional diligence ahead of release challenge period and status of production from Debtors.	BK190	0.30	420.00
04/19/25	Todd C. Meyers	Exchanges and email to debtor regarding document requests and challenge extension.	BK190	0.30	457.50
04/19/25	Erin E. Broderick	Revise information requests to Debtors with draft cover email (.5); emails with T. Meyers and Deloitte team regarding next steps (.2).	BK190	0.70	980.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/20/25	Erin E. Broderick	Emails with K&S and team regarding information requests and scheduling call.	BK190	0.10	140.00
04/21/25	Todd C. Meyers	Prepare for call with debtor (.1); call with debtor regarding challenge extension and document request (.5).	BK190	0.60	915.00
04/21/25	Nathaniel T. DeLoatch	Analyze information requests to Debtors and updated schedules.	BK190	1.00	925.00
04/22/25	Todd C. Meyers	Call with Jeff Dutson regarding challenge period and document request (.2); email with Erin Broderick regarding same (.1); call with Erin Broderick regarding challenge period issues (.2); call with Jeff Dutson regarding challenge period issues (.2).	BK190	0.70	1,067.50
04/24/25	Todd C. Meyers	Exchanges with Jeff Dutson regarding Pappas deal regarding challenge (.2); call with Jeff Dutson regarding same (.2).	BK190	0.40	610.00
04/25/25	Todd C. Meyers	Email with Jeff Dutson regarding challenge deal (.1); email regarding Pappas declaration (.1).	BK190	0.20	305.00
04/26/25	Todd C. Meyers	Exchange with Jeff Dutson regarding challenge deal (.1); review Pappas declaration and exchange with Erin Broderick regarding same (.2); revise declaration (.2).	BK190	0.50	762.50
04/26/25	Erin E. Broderick	Further revise Pappas declaration and draft summary of bidding requirements for T. Meyers (.2); review further emails (.1).	BK190	0.30	420.00
04/28/25	Todd C. Meyers	Exchange with Jeff Dutson regarding challenge release deal.	BK190	0.10	152.50
04/29/25	Todd C. Meyers	Email regarding Carveout funds settlement (.1); exchanges regarding Pappas declaration and review executed version (.2).	BK190	0.30	457.50
Fees for BK190 - Litigation General				6.30	8,687.50

BK200 - Meetings of Creditors

03/19/25	Nathaniel T. DeLoatch	Draft bylaws for UCC (1.5); analyze materials for financial advisors (.6); facilitate meetings for financial advisors (.4).	BK200	2.50	2,312.50
03/19/25	Todd C. Meyers	Call with committee (.3); review FA pitch books and numerous calls and emails with FA candidates (1.9); email to committee (.1).	BK200	2.30	3,507.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/20/25	Todd C. Meyers	Exchange with Nathaniel DeLoatch regarding bylaws (.1); committee meeting to interview FAs (2.2); call with Bob Lehane regarding status (.1); review bylaws and email Nathaniel DeLoatch regarding comments to same (.4); review duties memo for committee (.1); review NDA and exchange with Erin Broderick regarding same (.3); email to committee regarding status (.1).	BK200	3.30	5,032.50
03/20/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick regarding draft NDA (.1); revise draft of NDA (.6); correspond with Erin Broderick and Todd Meyers regarding draft NDA (.1); prepare for UCC call (.2) attend UCC call regarding FA and other case issues (2.2); revise draft of UCC bylaws (1.2); correspond with Committee regarding pending drafts of objections and memos (.2).	BK200	4.60	4,255.00
03/20/25	Erin E. Broderick	Prepare for FA interview call (1.0); attend committee FA interview call (2.2); review and revise bylaws, NDA further, and fiduciary duties memo (.8).	BK200	4.00	5,600.00
03/20/25	Andrew J. Polansky	Revise NDA (.3); correspond with E. Broderick regarding same (.2).	BK200	0.50	392.50
03/21/25	Erin E. Broderick	Emails regarding committee governance documents.	BK200	0.20	280.00
03/21/25	Nathaniel T. DeLoatch	Correspond with Committee regarding standing meeting (.1); correspond with Committee member regarding NDA (.1).	BK200	0.20	185.00
03/21/25	Todd C. Meyers	Committee email.	BK200	0.10	152.50
03/21/25	Jennifer B. Kimble	Consult with N. DeLoatch and E. Broderick on necessary Committee documents (bylaws, first day memo, contact list, non-disclosure agreement and work plan) (.3); gather and send documents to N. DeLoatch and E. Broderick (.2).	BK200	0.50	537.50
03/24/25	Nathaniel T. DeLoatch	Draft Committee meeting agenda (.2); call with Todd Meyers regarding same (.1); revise draft of bylaws (.5); attend Committee meeting (.7).	BK200	1.50	1,387.50
03/24/25	Todd C. Meyers	Draft call agenda and exchange with team regarding same (.2); prepare for committee call (.3); attend same (.7); exchange with Bob Lehane regarding status (.1).	BK200	1.30	1,982.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/24/25	Erin E. Broderick	Prepare for Committee weekly call (.2); attend Committee weekly call (.7); emails regarding NDA and bylaws revisions (.2).	BK200	1.10	1,540.00
03/25/25	Todd C. Meyers	Emails to Committee regarding hearing dates and bylaws.	BK200	0.10	152.50
03/25/25	Devorah Hirsch	Revise and finalize Bylaws and NDA and prepare and send to committee members via DocuSign.	BK200	1.00	340.00
03/25/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding draft of objection and bylaws (.1); correspond with Committee regarding anticipated new hearing dates (.1).	BK200	0.20	185.00
03/25/25	Erin E. Broderick	Emails with N. DeLoatch regarding bylaws and NDA (.3); review and comment on same (.4).	BK200	0.70	980.00
03/26/25	Todd C. Meyers	Exchange with Ryan Maupin regarding NDA (.1); committee email (.1); exchange with UST regarding 341 meeting (.1).	BK200	0.30	457.50
03/27/25	Nathaniel T. DeLoatch	Draft agenda for committee meeting.	BK200	0.10	92.50
03/27/25	Todd C. Meyers	Email regarding call agenda (.1); email with Ryan Maupin regarding NDA (.1); exchange with Deloitte team regarding committee meeting (.1).	BK200	0.30	457.50
03/28/25	Todd C. Meyers	Exchange with Nathaniel DeLoatch regarding agenda for call (.1); email with Deloitte regarding deck for committee call (.1); committee email regarding status (.1); exchange with Ryan Maupin and review Deloitte NDA markup (.2); exchange with Erin Broderick regarding committee call (.1); prepare for committee call (.3); review Deloitte deck (.1); attend committee call (1.0); exchanges with Nathaniel DeLoatch regarding bylaws (.2); further exchanges regarding NDA (.2)	BK200	2.40	3,660.00
03/28/25	Nathaniel T. DeLoatch	Review signatures of Committee member regarding bylaws and NDA (.1); attend meeting with Committee regarding case status and next steps (1.0).	BK200	1.10	1,017.50
03/28/25	Erin E. Broderick	Attend weekly Committee meeting.	BK200	1.00	1,400.00
03/29/25	Todd C. Meyers	Exchanges regarding Deloitte NDA.	BK200	0.10	152.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
03/30/25	Todd C. Meyers	Draft email memo to Committee summarizing all negotiations and issues (.8); exchange with Nate DeLoatch regarding section 341 meeting questions (.1).	BK200	0.90	1,372.50
03/30/25	Nathaniel T. DeLoatch	Draft meeting agenda (.1); correspond with Todd Meyers regarding same (.1); draft update to Committee regarding status of First Day Motions and correspond with Todd Meyers regarding same (.1); correspond with Erin Broderick and Todd Meyers regarding 341 meeting (.1).	BK200	0.40	370.00
03/31/25	Nathaniel T. DeLoatch	Prepare for and attend 341 meeting (2.4); draft summary to Todd Meyers and Erin Broderick (.1); prepare for and attend Committee meeting (.4).	BK200	2.90	2,682.50
03/31/25	Erin E. Broderick	Attend UCC weekly call.	BK200	0.40	560.00
03/31/25	Todd C. Meyers	Exchange with Nate DeLoatch regarding 341 meeting (.1); exchanges with committee members regarding 341 meeting (.2); prepare for committee call (.2); attend committee call (.4); exchange with committee member regarding same (.1).	BK200	1.00	1,525.00
04/01/25	Todd C. Meyers	Email to Committee regarding hearing.	BK200	0.10	152.50
04/02/25	Sameer M. Alifarag	Email correspondences with Committee, Eversheds team, and Deloitte team regarding second day hearing recap and general updates.	BK200	0.10	92.50
04/02/25	Nathaniel T. DeLoatch	Correspond with Committee regarding hearing update.	BK200	0.10	92.50
04/03/25	Nathaniel T. DeLoatch	Draft correspondence to Committee regarding April 3 hearing and correspond with Todd Meyers regarding same.	BK200	0.10	92.50
04/03/25	Todd C. Meyers	Committee email (.1); exchange regarding Deloitte NDA (.1).	BK200	0.20	305.00
04/06/25	Nathaniel T. DeLoatch	Draft meeting agenda and correspond with Todd Meyers regarding same.	BK200	0.10	92.50
04/06/25	Todd C. Meyers	Review call agenda and exchange with Deloitte regarding same (.1); review Deloitte engagement letter and exchange with Erin Broderick regarding same (.2).	BK200	0.30	457.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/07/25	Erin E. Broderick	Review Deloitte updates and case update emails (.2); attend creditors' committee weekly call (.4).	BK200	0.60	840.00
04/07/25	Todd C. Meyers	Review Deloitte deck for committee call (.2); prepare for same (.2); committee call (.4).	BK200	0.80	1,220.00
04/13/25	Nathaniel T. DeLoatch	Draft agenda for Committee meeting (.1); correspond with Todd Meyers regarding same (.1).	BK200	0.20	185.00
04/13/25	Todd C. Meyers	Exchange regarding next committee call.	BK200	0.10	152.50
04/14/25	Todd C. Meyers	Email committee regarding status (.1); exchange with Deloitte regarding same (.1).	BK200	0.20	305.00
04/14/25	Erin E. Broderick	Correspondence with N. DeLoatch regarding member approvals and review bylaws and summarize same.	BK200	0.20	280.00
04/16/25	Todd C. Meyers	Exchange with K&S regarding Rangers request (.1); committee emails regarding retention applications (.2); review Deloitte committee update (.2).	BK200	0.50	762.50
04/17/25	Nathaniel T. DeLoatch	Draft notes regarding Committee agenda and correspond with Todd Meyers regarding same.	BK200	0.10	92.50
04/21/25	Nathaniel T. DeLoatch	Prepare for and attend 341 meeting (1.4); draft meeting agenda for Committee meeting (.1); correspond with Todd Meyers regarding same (.1); draft update to Committee (.7); correspond with Todd Meyers and Erin Broderick regarding same (.1); correspond with Committee regarding case update and meeting (.1).	BK200	2.50	2,312.50
04/21/25	Todd C. Meyers	Exchange with Nate DeLoatch regarding email to committee and review and revise same (.2); review Deloitte deck and email Ryan Maupin regarding same (.3).	BK200	0.50	762.50
04/23/25	Todd C. Meyers	Draft email to committee regarding deal in exchange for challenge release.	BK200	0.30	457.50
04/25/25	Nathaniel T. DeLoatch	Draft and revise meeting agenda (.2); correspond with Todd Meyers regarding same (.1).	BK200	0.30	277.50
04/26/25	Nathaniel T. DeLoatch	Revise draft of Committee meeting agenda (.1); correspond with Deloitte regarding same (.1).	BK200	0.20	185.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/26/25	Todd C. Meyers	Email with Deloitte regarding deck for Committee call.	BK200	0.10	152.50
04/27/25	Todd C. Meyers	Review Deloitte deck.	BK200	0.10	152.50
04/28/25	Todd C. Meyers	Prepare for committee call (.2); committee call (.5).	BK200	0.70	1,067.50
04/28/25	Nathaniel T. DeLoatch	Analyze materials provided by Deloitte for Committee meeting and revise same (.2); correspond with Deloitte regarding same (.1); correspond with Committee's professionals regarding same (.1); attend meeting with Committee (.5).	BK200	0.90	832.50
Fees for BK200 - Meetings of Creditors				44.30	53,892.50

BK210 - Plan and Disclosure Statement

04/14/25	Todd C. Meyers	Call with Jeff Dutson regarding plan.	BK210	0.10	152.50
04/16/25	Todd C. Meyers	Email regarding possible plan terms.	BK210	0.10	152.50
04/21/25	Todd C. Meyers	Brooke Bean email regarding plan and trust agreement.	BK210	0.10	152.50
Fees for BK210 - Plan and Disclosure Statement				0.30	457.50

BK220 - Relief from Stay Proceedings

04/28/25	Todd C. Meyers	Review stay relief motion.	BK220	0.20	305.00
04/28/25	Nathaniel T. DeLoatch	Analyze Motion for Relief from Stay of Ferrel et al.	BK220	0.30	277.50
Fees for BK220 - Relief from Stay Proceedings				0.50	582.50

BK270 - Litigation Consulting

03/25/25	Dianne Chambers	Legal research regarding debtor in possession financing cases related to bankruptcy matters for Sameer Alifarag.	BK270	2.00	790.00
Fees for BK270 - Litigation Consulting				2.00	790.00

BK900 - Insurance

04/18/25	Todd C. Meyers	Email with Deloitte regarding D&O insurance policies.	BK900	0.10	152.50
04/20/25	Erin E. Broderick	Follow-up on D&O insurance policies.	BK900	0.10	140.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
04/21/25	Lynn W. Holbert	Review Westchester MCL, EPL and FL policy terms generally (.8); analyze and summarize terms related to coverage limits, sublimits, insureds, employees, and related terms (3.2); review provisions on extended reporting and claims notice deadline (.3).	BK900	4.30	5,375.00
04/21/25	Todd C. Meyers	Brief review of D&O policies and email with Lynn Holbert regarding same.	BK900	0.20	305.00
04/21/25	Erin E. Broderick	Initial review of insurance policies and emails with T. Meyers to confirm scope of review and summary needed.	BK900	0.20	280.00
04/22/25	Lynn W. Holbert	Summarize exclusions and coverage terms of Westchester EPL and FL policy parts (1.8); analyze and summarize same for MCL coverage as well as extended reporting periods, costs and option deadline (2.0).	BK900	3.80	4,750.00
04/25/25	Todd C. Meyers	Lynn Holbert email regarding D&O policies.	BK900	0.10	152.50
04/29/25	Lynn W. Holbert	Review T. Meyers and E. Broderick questions regarding policy summary and coverage under side a for committee actions (.2); review and consider policy summary, exclusions and limits (.3); revert with conclusions (.1); continue discussion with E. Broderick and T. Meyers regarding insurance available to UCC and liquidating trustee and merits of extended reporting in OTB ch 11 circumstances (.5).	BK900	1.10	1,375.00
04/29/25	Todd C. Meyers	Review D&O insurance analysis and emails regarding same.	BK900	0.30	457.50
04/29/25	Erin E. Broderick	Review and analyze insurance memorandum from L. Holbert and follow-up emails to confirm takeaway conclusions (.5); confirm D&O collateral point (.2).	BK900	0.70	980.00
Fees for BK900 - Insurance				10.90	13,967.50
Total Hours/Fees				336.60	\$393,844.50

SUMMARY OF LEGAL SERVICES

TIMEKEEPER	HOURS	RATE	AMOUNT
Erin E. Broderick	76.00	1,400.00	106,400.00
Todd C. Meyers	81.80	1,525.00	124,745.00
Jennifer B. Kimble	0.90	1,075.00	967.50
Rebecca A. Gelfand	13.30	1,095.00	14,563.50
Lynn W. Holbert	9.20	1,250.00	11,500.00
Andrew J. Polansky	32.80	785.00	25,748.00
Sameer M. Alifarag	32.50	925.00	30,062.50
Nathaniel T. DeLoatch	80.60	925.00	74,555.00
Michael A. Rogers	5.10	685.00	3,493.50
Devorah Hirsch	1.30	340.00	442.00
Shawne M. Keenan	1.10	525.00	577.50
Dianne Chambers	2.00	395.00	790.00
	<u>336.60</u>		<u>393,844.50</u>

DISBURSEMENTS

Postage	422.94
Lien searches/Cogency Global Inc.; Shawne Keenan – Search Fees	781.50
Meyers, Todd C. - Lunch with Deloitte prior to hearing Todd C. Meyers 04/03/25 - Working Meals	51.47
DeLoatch, Nathaniel T. - Taxi - Uber from courthouse after OTB hearing - Courthouse / Home - Uber 04/16/25 – Travel	14.09
DeLoatch, Nathaniel T. - Taxi - Uber to courthouse for OTB hearing - Office / Courthouse - Uber 04/16/25 – Travel	18.65

Total Current Disbursements	\$1,288.65
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TOTAL CURRENT BILLING	\$395,133.15
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EVERSHEDS
SUTHERLAND

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IRS Employer ID No: 58-0619407

Electronic Remittance Instructions:

Bank Name: Wells Fargo Bank, N.A.
Acct Name: Eversheds Sutherland (US) LLP
Acct Number: 5233576718
Wire Routing/ABA: 121000248
ACH Routing: 061000227
SWIFT Code: WFBIUS6S

Check Remittance Instructions:

Eversheds Sutherland (US) LLP
PO Box 931885
Atlanta, GA 31193-1885

On the Border Official Committee
VEREIT, Inc. (Realty Income Corporation)
c/o Kyle Campbell
11995 El Camino Real
San Diego, CA 92130

Bill No. 1348980
Bill Date June 11, 2025

Matter No: 17734.0001
RE: On the Border Official Committee

FOR LEGAL SERVICES RENDERED THROUGH May 31, 2025

Fees	\$156,971.00
Total Current Disbursements	\$26.85
Total Current Bill	\$156,997.85

FOR LEGAL SERVICES RENDERED THROUGH May 31, 2025**FEE DETAIL**

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
BK110 - Asset Disposition					
05/01/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding termination provisions of APA (.1); analyze APA and relevant documents regarding purchasing of debt and provide summary of findings to Todd Meyers and Erin Broderick (2.8); correspond with Todd Meyers regarding various deadlines (.1); analyze sale deadlines (.2).	BK110	3.20	2,960.00
05/01/25	Todd C. Meyers	Email with Jeff Dutson regarding bid status (.1); call with Ryan Maupin regarding same (.2); calls with Jeff Dutson regarding same and debt purchase issues (.2); email team regarding status (.1); brief review of bid (.3); exchange with team regarding same (.1).	BK110	1.00	1,525.00
05/01/25	Erin E. Broderick	Review sale order, APA, bidding procedures, and DIP regarding requirements for qualified bids and emails with T. Meyers and Deloitte regarding same (.7); review bids received and emails regarding same (.4); review and revise email to UCC members regarding sale status and updates on CrossFirst analysis (.4).	BK110	1.50	2,100.00
05/02/25	Erin E. Broderick	Emails with T. Meyers and N. DeLoatch regarding qualified bids and requirements (.3); review of Salud Brands APA and comments to same from internal team and K&S (1.2); review updates from K&S/final Salud APA (.2); review emails regarding and form of adequate assurance provided to bidders (.2); review APA for schedules/calculations for assumed liabilities (.4).	BK110	2.30	3,220.00
05/02/25	Todd C. Meyers	Various exchanges with team regarding bidding (.2); analyze bid procedures and DIP order regarding late bids and emails regarding same (.2); call with Jeff Dutson and email Deloitte regarding same (.2); exchange with Jeff Dutson regarding APA language (.1); review APA and emails regarding bid issues (.5); further exchanges with debtor regarding APA and review revisions (.4); exchanges with Brooke Bean regarding status (.3); various exchanges with Deloitte regarding bidding (.2).	BK110	2.10	3,202.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/02/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick and Todd Meyers regarding bid review (.1); analyze APA and DIP Credit Agreement regarding events of default (.6).	BK110	0.70	647.50
05/03/25	Nathaniel T. DeLoatch	Analyze exhibits and schedules to APA (.3); correspond with Todd Meyers, Erin Broderick, and Deloitte regarding same (.1).	BK110	0.40	370.00
05/03/25	Todd C. Meyers	Exchanges with Jeff Dutson and Deloitte regarding sale status.	BK110	0.30	457.50
05/03/25	Erin E. Broderick	Review emails between Deloitte, T. Meyers, N. DeLoatch regarding inputs for calculating recoveries for purchase price received at auction (.3); follow-up on the GUC estimates and K&S prior responses (.2).	BK110	0.50	700.00
05/04/25	Todd C. Meyers	Exchange with Erin Broderick regarding attendance at auction.	BK110	0.10	152.50
05/05/25	Todd C. Meyers	Numerous calls and emails with debtor, Deloitte, and team regarding bidding issues, and review APAs, schedules and auction rules (1.9); review Deloitte deck (.2); email Deloitte regarding cash at closing (.1).	BK110	2.20	3,355.00
05/05/25	Erin E. Broderick	Emails with team, K&S, and UCC members regarding sale updates (.5); review of revised APA to reflect agreements on cash at closing (.8); emails with T. Meyers and Deloitte team regarding same (.2).	BK110	1.50	2,100.00
05/05/25	Nathaniel T. DeLoatch	Correspond with Committee regarding auction (.1); analyze Deloitte's update regarding case and sale (.1); prepare for and attend meeting with Debtors' counsel regarding bids and auction (.5); correspond with Deloitte regarding same (.2); correspond with Todd Meyers regarding same (.1); correspond with Debtors' counsel regarding same (.1); create auction binder (.3).	BK110	1.40	1,295.00
05/06/25	Nathaniel T. DeLoatch	Prepare auction binder with relevant documents (.1); correspond with Todd Meyers regarding same (.1); travel to and from auction (.5); attend auction (2.9).	BK110	3.60	3,330.00
05/06/25	Erin E. Broderick	Emails regarding auction outcome and next steps regarding recovery analysis.	BK110	0.30	420.00
05/06/25	Sameer M. Alifarag	Discussion with N. DeLoatch regarding auction recap (.1); email correspondences with Eversheds team regarding same (.1).	BK110	0.20	185.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/06/25	Todd C. Meyers	Review revised APAs (1.4); various calls with Jeff Dutson and Ryan Maupin regarding sale issues (.7); travel to and from King and Spalding offices and attend auction (2.9); review notices of winning and backup bidder (.2).	BK110	5.20	7,930.00
05/07/25	Todd C. Meyers	Email exchanges with Jeff Dutson regarding Hilco success fee (.2); review as filed APA and email Jeff Dutson regarding same (.2); review redline APA (.1); review analysis of extension budget for buyer (.2); email exchanges regarding emergency rejection motion (.2).	BK110	0.90	1,372.50
05/07/25	Erin E. Broderick	Review e-mails regarding new lease rejections.	BK110	0.10	140.00
05/08/25	Erin E. Broderick	Review APA and respond to T. Meyers regarding questions regarding same.	BK110	0.30	420.00
05/08/25	Todd C. Meyers	Various exchanges with Deloitte and debtor regarding sale issues, payoff and TSA.	BK110	0.70	1,067.50
05/08/25	Nathaniel T. DeLoatch	Analyze Debtors' rejection motion and motion to shorten time (.2); Analyze Asset Purchase Agreement and Transition Services Agreement (.2); correspond with Erin Broderick and Todd Meyers regarding same (.1).	BK110	0.50	462.50
05/09/25	Erin E. Broderick	Emails with K&S regarding tax liabilities under APA (.2); review and comment on insert for sale order from CrossFirst (.1).	BK110	0.30	420.00
05/09/25	Todd C. Meyers	Review cure objections (.2); review Texas objection and exchange with debtor regarding same (.2); voicemail from Ryan Maupin regarding sale issues (.1); exchange regarding tax liabilities (.1); review backup bidder filing (.1).	BK110	0.70	1,067.50
05/10/25	Todd C. Meyers	Revise CrossFirst insert to sale order (.3); email Lisa Wolgast regarding insert to sale order (.1); review revisions to backup bidder APA (.1).	BK110	0.50	762.50
05/10/25	Erin E. Broderick	Review backup bidder APA and UCC comments.	BK110	0.20	280.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/10/25	Nathaniel T. DeLoatch	Review CrossFirst's comments to Debtors' proposed Sale Order (.3); review Todd Meyers' changes to same (.1); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK110	0.50	462.50
05/11/25	Todd C. Meyers	Call with Ryan Maupin regarding closing and waterfall issues.	BK110	0.20	305.00
05/12/25	Erin E. Broderick	Review, analyze and comment on sale order draft (2.0); review CrossFirst objection (.4); emails regarding CrossFirst and provisions of sale order/APA treatment with T. Meyers and N. DeLoatch (.5); review emails with K&S and T. Meyers (.1).	BK110	3.00	4,200.00
05/12/25	Nathaniel T. DeLoatch	Analyze objections to sale (.7); correspond with Todd Meyers regarding same (.1); analyze Debtors' proposed sale order (.2); communicate with Todd Meyers regarding same (.1).	BK110	1.10	1,017.50
05/12/25	Todd C. Meyers	Review CrossFirst objection and email Jeff Dutson (.3); exchanges with debtor regarding sale order (.2); call with Jeff Dutson regarding same (.2); email Erin Broderick regarding status (.1); exchange regarding sale order provision regarding CrossFirst (.1).	BK110	0.90	1,372.50
05/13/25	Todd C. Meyers	Various calls with debtor and Lisa Wolgast, and emails regarding CrossFirst payoff issue (.8); review sale order and exchanges regarding same (1.2).	BK110	2.00	3,050.00
05/13/25	Erin E. Broderick	Finish review and comments on proposed sale order and draft summary for T. Meyers and K&S (1.2); emails with T. Meyers regarding CrossFirst objection (.2); emails with T. Meyers regarding changes to sale order and further revise of same/confirm APA points (.7); call with T. Meyers and CrossFirst counsel regarding objection (.3); emails with K&S regarding changes to the sale order (.4); emails with N. DeLoatch and Deloitte team regarding reply in support of sale order and potential resolution of same (.4); review emails with CrossFirst (.2); call with T. Meyers regarding same (.1).	BK110	3.50	4,900.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/13/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding CrossFirst Bank's claim and objection to proposed sale (.3); analyze CrossFirst's objection and draft Committee's response to the same (3.7); correspond with Deloitte regarding CrossFirst's proposal regarding payment of its secured claim (.1); prepare binder for Sale Hearing (.4); correspond with Todd Meyers regarding same (.1).	BK110	4.60	4,255.00
05/14/25	Erin E. Broderick	Call with K&S team and e-mails to confirm accepted changes to sale order (.6); call to T. Meyers regarding same (.1); revise reply brief in support of sale motion/response to CrossFirst objection (1.5); further review and comment on reply draft (.6); review CrossFirst request for payment and emails with T. Meyers and N. DeLoatch regarding same (.5); work on reply brief revisions and call with N. DeLoatch regarding same (1.5); call/emails with K&S regarding sale order and outstanding cure objections (.3).	BK110	5.10	7,140.00
05/14/25	Nathaniel T. DeLoatch	Draft Reply to CrossFirst's Objection to the proposed sale (3.2); correspond with Todd Meyers and Erin Broderick regarding same (.2); revise draft of Reply to CrossFirst's Objection (2.6); call with Erin Broderick regarding revisions to Reply to CrossFirst's objection (.1).	BK110	6.10	5,642.50
05/14/25	Todd C. Meyers	Various exchanges with Lisa Wolgast and Jeff Dutson regarding CrossFirst payoff (.8); revise various versions of reply to CrossFirst objection and calls and emails regarding same (1.5); review withdrawal of objection and request for payment (.2); numerous exchanges team and Jeff Dutson regarding same (.5); review withdrawal of cure objections (.1); exchanges with Erin Broderick and Jeff Dutson regarding sale order (.3); call with Ryan Maupin regarding various issues (.2); exchange with Nate DeLoatch regarding additional cure objections (.1).	BK110	3.70	5,642.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/15/25	Todd C. Meyers	Work on reply (1.0); review sale proceeds for waterfall (.2); exchanges regarding sale order (.2); review amended agenda (.1); exchanges with Lisa Wolgast regarding payment (.4); review revised waterfall (.2); exchanges regarding sale order (.2); review sale declarations (.2); calls with Ryan Maupin and Bob Lehane regarding CrossFirst payoff (.2); exchanges regarding Hilco success fee payment by buyer (.2).	BK110	2.90	4,422.50
05/15/25	Erin E. Broderick	Review and revise reply to CrossFirst objection for filing (.5); review and analyze revised sale order and e-mails with K&S and T. Meyers regarding same (.5); follow up with Deloitte regarding tax changes in sale order (.2); emails regarding outstanding cure objections and CrossFirst resolution and review further changes to sale order and comment on same (.4).	BK110	1.60	2,240.00
05/15/25	Nathaniel T. DeLoatch	Revise Reply to CrossFirst's Objection to Sale and its motion for payment (2.3); correspond with Todd Meyers and Erin Broderick regarding same (.4); analyze claims docket for CrossFirst's proof of claim (.2); finalize and file Reply to CrossFirst's Objection (.5); analyze draft waterfall provided by Deloitte (.2); correspond with Todd Meyers regarding same (.1).	BK110	3.70	3,422.50
05/16/25	Erin E. Broderick	Emails regarding CrossFirst settlement (.3); review additional changes to sale order and sign off on same (.4); review UST comment on sale order and e-mail to K&S team regarding same/cure objection adjournments (.2); attend sale hearing by Zoom (1.0); review and comment on sale order with CrossFirst settlement language (.1).	BK110	2.00	2,800.00
05/16/25	Nathaniel T. DeLoatch	Travel to and from and attend May 16, 2025 sale hearing (2.4); analyze proposed sale order resolving CrossFirst's secured claim (.2); communicate with unsecured creditor regarding APA and recovery (.1).	BK110	2.70	2,497.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/16/25	Todd C. Meyers	Various exchanges and review sale order (.5); exchanges with Lisa Wolgast regarding payoff and call with Lisa Wolgast regarding same (.3); call with Jeff Dutson regarding same (.1); Brooke Beane email regarding Texas escrow and exchange with Deloitte regarding same (.1); review amended hearing agenda (.1); review email to Chambers (.1); travel to and from court and attend sale hearing, including conferring with parties (2.3); call with Ryan Maupin and exchanges regarding same (.2).	BK110	3.70	5,642.50
05/21/25	Todd C. Meyers	Exchange regarding TSA (.1); email Erin Broderick regarding same (.1).	BK110	0.20	305.00
05/21/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding Debtors' Interim Management Agreement and Transition Services Agreement.	BK110	0.10	92.50
05/22/25	Erin E. Broderick	Review, analyze and comment on TSA and IMA (2.0); review comments from corporate team and summarize all comments in e-mail to K&S (.5); emails with T. Meyers, K. Brown, and R. Maupin to finalize comments to IMA and TSA and additional case issues (.5).	BK110	3.00	4,200.00
05/22/25	Todd C. Meyers	Exchanges with Erin Broderick regarding TSA and plan issues (.2); exchanges with Kyle Brown regarding TSA and interim management agreement (.2); review TSA and interim management agreement and exchange with Erin Broderick regarding same (.5).	BK110	0.90	1,372.50
05/22/25	M. Kyle Brown	Attention to TSA.	BK110	0.40	410.00
05/23/25	Todd C. Meyers	Work on transition agreements and calls with Erin Broderick and Ryan Maupin regarding same (.7); exchanges with debtor regarding same (.2); email Jeff Dutson regarding plan (.1); call with Ryan Maupin regarding same (.2); further exchanges with Erin Broderick and Kyle Brown regarding same (.2).	BK110	1.40	2,135.00
05/23/25	Erin E. Broderick	Further review and comment on TSA and IMA per additional group questions (.9); emails and revise cover note to K&S (.3); additional e-mails with T. Meyers and K&S regarding same (.4).	BK110	1.60	2,240.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/26/25	Erin E. Broderick	Review revised drafts of TSA and IMA and draft email with comments to K. Brown, R. Maupin and T. Meyers (.6); review and respond to comments of T. Meyers to same (.4); further review of agreements and APA and sale order to respond to questions and revise comments (.9); further emails with team and emails/short call with K&S (.4).	BK110	2.30	3,220.00
05/26/25	Todd C. Meyers	Exchanges regarding revised agreements and closing (.6); review and revise agreements (.2).	BK110	0.80	1,220.00
05/26/25	M. Kyle Brown	Preliminary review of revised TSA draft.	BK110	0.30	307.50
05/27/25	Erin E. Broderick	Review and comment on revised drafts of TSA and IMA and emails with K&S, T. Meyers, and K. Brown regarding same.	BK110	0.50	700.00
05/27/25	M. Kyle Brown	Reviewing and commenting on draft of TSA.	BK110	0.70	717.50
05/27/25	Todd C. Meyers	Jordan Moore email regarding waterfall (.1); exchange with Kyle Brown regarding TSA (.1); prepare for call with debtors counsel (.2); call with debtors counsel regarding plan and TSA (.5); exchange with Erin Broderick regarding same (.1).	BK110	1.00	1,525.00
05/28/25	Erin E. Broderick	E-mails with K. Brown and T. Meyers regarding damages provisions in IMA and TSA (.2); further comments/review of interim revised drafts and emails with K&S (.5).	BK110	0.70	980.00
05/28/25	M. Kyle Brown	Attention to TSA.	BK110	0.20	205.00
05/28/25	Todd C. Meyers	Review revisions to buyer agreements and exchanges regarding same (.3); call with Jeff Dutson regarding bank account issues and email Erin Broderick regarding same (.5).	BK110	0.80	1,220.00
05/29/25	Todd C. Meyers	Various exchanges regarding buyer agreements (.3); exchange with Jeff Dutson regarding bank account issue (.1).	BK110	0.40	610.00
05/29/25	Erin E. Broderick	Review and comment on several turns of the TSA and IMA incorporating buyer/debtor-side comments and related emails with K&S and T. Meyers.	BK110	1.30	1,820.00
05/30/25	Todd C. Meyers	Further exchanges regarding agreements and closing.	BK110	0.30	457.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/30/25	Erin E. Broderick	Review further revisions to TSA and IMA and comments on same (.3); calls and emails with B. Bean and J. Dutson (.3); follow-up with T. Meyers (.2).	BK110	0.80	1,120.00
05/31/25	Todd C. Meyers	Review notice of closing (.1); review third rejection motion (.1).	BK110	0.20	305.00
Fees for BK110 - Asset Disposition				95.90	124,117.50

BK130 - Case Administration and Analysis

05/07/25	Erin E. Broderick	Follow-up on claim estimates and recoveries with Deloitte team and T. Meyers/review schedules regarding same (.6); review and update information requests (.6).	BK130	1.20	1,680.00
05/07/25	Todd C. Meyers	Exchanges and calls with Deloitte regarding claims pool.	BK130	0.60	915.00
05/08/25	Erin E. Broderick	Emails and analysis on claims estimates and recoveries (.5); emails with N. DeLoatch regarding information requests updates (.2).	BK130	0.70	980.00
05/09/25	Todd C. Meyers	Deloitte email regarding waterfall.	BK130	0.10	152.50
05/11/25	Erin E. Broderick	E-mails with T. Meyers and N. DeLoatch regarding claims bar date and waterfall analysis (.2); emails regarding UCC call and open items (.1).	BK130	0.30	420.00
05/12/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick regarding case file.	BK130	0.10	92.50
05/12/25	Erin E. Broderick	E-mails with N. DeLoatch regarding receipt of diligence items from Debtors and review of same (.4); updates to information request (.3); email to Deloitte regarding same (.1).	BK130	0.80	1,120.00
05/15/25	Nathaniel T. DeLoatch	Analyze recent filings regarding updated hearings and calendaring of same (.1); prepare hearing binder for May 16, 2025 hearing (.3).	BK130	0.40	370.00
05/17/25	Todd C. Meyers	Deloitte email regarding revised waterfall.	BK130	0.20	305.00
05/18/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick regarding work in progress chart and court filings.	BK130	0.10	92.50
05/19/25	Erin E. Broderick	Review case updates from B. Bean and respond to same.	BK130	0.20	280.00
05/19/25	Todd C. Meyers	Email regarding new bank accounts.	BK130	0.10	152.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/20/25	Todd C. Meyers	Exchange with Nate DeLoatch regarding attending hearing.	BK130	0.10	152.50
05/20/25	Erin E. Broderick	Review and analyze docket no. 409 for UCC position and confirm response with K&S.	BK130	0.50	700.00
05/20/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers regarding hearing attendance.	BK130	0.10	92.50
05/27/25	Erin E. Broderick	Email to B. Bean regarding update on Debtors' position on stay motion and lease rejections/cure objections.	BK130	0.10	140.00
05/30/25	Nathaniel T. DeLoatch	Analyze recent filings in main case.	BK130	0.20	185.00
Fees for BK130 - Case Administration and Analysis				5.80	7,830.00

BK140 - Claims Adm. and Objections

05/01/25	Todd C. Meyers	Email regarding CV payments.	BK140	0.10	152.50
05/05/25	Nathaniel T. DeLoatch	Analyze critical vendor weekly tracking information.	BK140	0.10	92.50
05/07/25	Todd C. Meyers	Respond to creditor inquiry (.1); email exchanges regarding US Foods secured claim (.2).	BK140	0.30	457.50
05/07/25	Nathaniel T. DeLoatch	Analyze CrossFirst's claim and supporting documents.	BK140	0.40	370.00
05/08/25	Todd C. Meyers	Exchanges with Lisa Wolgast regarding CrossFirst payoff (.2); exchanges with debtor and Deloitte regarding US Foods secured claim (.3).	BK140	0.50	762.50
05/08/25	Nathaniel T. DeLoatch	Analyze Debtors' critical vendor reporting (.1); correspond with Todd Meyers regarding same (.1).	BK140	0.20	185.00
05/09/25	Todd C. Meyers	Lisa Wolgast email regarding payoff language.	BK140	0.10	152.50
05/16/25	Todd C. Meyers	Debtor email regarding CV payments.	BK140	0.10	152.50
05/22/25	Todd C. Meyers	Email regarding CV payments.	BK140	0.10	152.50
05/29/25	Nathaniel T. DeLoatch	Call with unsecured creditor regarding asset distribution.	BK140	0.20	185.00
Fees for BK140 - Claims Adm. and Objections				2.10	2,662.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
BK141 - Lien Investigation					
05/15/25	Rebecca A. Gelfand	Analyze CrossFirst UCC filings.	BK141	0.30	328.50
05/15/25	Todd C. Meyers	Email Becky Gelfand regarding CrossFirst lien review.	BK141	0.10	152.50
05/16/25	Todd C. Meyers	Becky Gelfand email regarding CrossFirst liens.	BK141	0.10	152.50
Fees for BK141 - Lien Investigation				0.50	633.50
BK160 - Fee/Employment Applications					
05/13/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Eversheds' Resource team regarding service of Eversheds and Deloitte employment applications.	BK160	0.10	92.50
05/15/25	Todd C. Meyers	Email regarding fee application.	BK160	0.10	152.50
05/15/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick and Todd Meyers regarding Committee's request for compensation for professionals.	BK160	0.10	92.50
05/15/25	Erin E. Broderick	Emails with N. DeLoatch regarding status and requirements for professional fee applications.	BK160	0.10	140.00
05/16/25	Nathaniel T. DeLoatch	Compile templates for interim fee application and review of general orders and local rules.	BK160	0.50	462.50
05/20/25	Nathaniel T. DeLoatch	Analyze General Order No. 26-2019 regarding compensation process (.2); calls to Erin Broderick regarding same (.2); correspond with Todd Meyers and Erin Broderick regarding fee application (.3).	BK160	0.70	647.50
05/20/25	Erin E. Broderick	Call with N. DeLoatch regarding general order requirements for fee submissions (.1); review same and email to confirm requirements (.2).	BK160	0.30	420.00
05/21/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding General Order governing fee payment and drafting fee application (.1); provide Todd Meyers and Erin Broderick a summary of Gen. Order 26-2019 (.1); draft cover letter for service to Notice Parties as set forth in Gen. Order 26-2019 (.1); correspond with Deloitte team regarding status of its invoices (.1).	BK160	0.40	370.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/21/25	Todd C. Meyers	Exchanges regarding monthly fee application.	BK160	0.20	305.00
05/22/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding March and April invoices.	BK160	0.10	92.50
05/23/25	Erin E. Broderick	Review and comment on March and April invoice submission.	BK160	0.10	140.00
Fees for BK160 - Fee/Employment Applications				2.70	2,915.00

BK170 - Fee/Employment Objections

05/10/25	Todd C. Meyers	Review debtor professional April fees and email Nathan DeLoatch regarding same.	BK170	0.20	305.00
05/12/25	Nathaniel T. DeLoatch	Analyze Debtors' monthly invoices and local rules (.9); correspond with Todd Meyers regarding same (.1).	BK170	1.00	925.00
05/20/25	Todd C. Meyers	Review Porter Hedges bill.	BK170	0.10	152.50
Fees for BK170 - Fee/Employment Objections				1.30	1,382.50

BK190 - Litigation General

05/05/25	Todd C. Meyers	Exchange with Erin Broderick regarding document production.	BK190	0.10	152.50
05/08/25	Nathaniel T. DeLoatch	Analyze information request to Debtors (.3); correspond with Erin Broderick regarding same (.1).	BK190	0.40	370.00
05/19/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick regarding information request tracker to Debtors' counsel.	BK190	0.10	92.50
Fees for BK190 - Litigation General				0.60	615.00

BK200 - Meetings of Creditors

05/01/25	Erin E. Broderick	Review and revise email to UCC members regarding sale status and updates on CrossFirst analysis.	BK200	0.40	560.00
05/01/25	Nathaniel T. DeLoatch	Draft update to Committee (.1); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK200	0.20	185.00
05/02/25	Todd C. Meyers	Email committee regarding bidding (.1); further email updates to committee (.2).	BK200	0.30	457.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/02/25	Nathaniel T. DeLoatch	Correspond with Committee regarding bid update.	BK200	0.20	185.00
05/04/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers regarding update to Committee (.1); draft update to Committee (.4).	BK200	0.50	462.50
05/04/25	Todd C. Meyers	Exchange with Nathan DeLoatch regarding committee meeting and review committee email regarding same.	BK200	0.20	305.00
05/05/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding draft update for Committee.	BK200	0.10	92.50
05/06/25	Nathaniel T. DeLoatch	Schedule meeting with Committee regarding auction results.	BK200	0.10	92.50
05/06/25	Todd C. Meyers	Draft committee email regarding auction.	BK200	0.40	610.00
05/07/25	Todd C. Meyers	Prepare for committee call (.2); committee call (.5); exchange with John Elrod regarding same (.1).	BK200	0.80	1,220.00
05/07/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers regarding Committee meeting (.1); prepare for and attend meeting with Committee (.5).	BK200	0.60	555.00
05/07/25	Erin E. Broderick	Prepare for and attend UCC weekly meeting (.7); address member inquiries regarding claims submissions (.2).	BK200	0.90	1,260.00
05/08/25	Todd C. Meyers	Committee email.	BK200	0.10	152.50
05/11/25	Todd C. Meyers	Email Nate DeLoatch regarding next committee call (.1); review committee email regarding update (.1).	BK200	0.20	305.00
05/11/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding meeting with Committee (.1); draft update to Committee regarding case status and sale hearing (.4).	BK200	0.50	462.50
05/12/25	Nathaniel T. DeLoatch	Schedule meeting with Committee.	BK200	0.10	92.50
05/15/25	Nathaniel T. DeLoatch	Correspond with Committee member regarding attendance at meetings (.1); prepare for and attend meeting with Committee regarding sale hearing and recovery (.7); correspond with Committee regarding the draft Reply to CrossFirst Bank and meeting (.1).	BK200	0.90	832.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/15/25	Erin E. Broderick	Prepare for and attend meeting with UCC members.	BK200	0.70	980.00
05/15/25	Todd C. Meyers	Committee email (.1); prepare for committee call (.2); committee call (.7).	BK200	1.00	1,525.00
05/16/25	Todd C. Meyers	Exchanges with committee regarding deal with CrossFirst.	BK200	0.40	610.00
05/16/25	Erin E. Broderick	Email to UCC members regarding CrossFirst settlement.	BK200	0.10	140.00
05/18/25	Nathaniel T. DeLoatch	Correspond with Committee regarding scheduling for meetings.	BK200	0.10	92.50
05/26/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding update to Committee (.1); correspond with Deloitte team regarding same (.1).	BK200	0.20	185.00
05/26/25	Todd C. Meyers	Exchange regarding committee call.	BK200	0.10	152.50
05/27/25	Todd C. Meyers	Review email to committee.	BK200	0.10	152.50
05/27/25	Nathaniel T. DeLoatch	Draft update to Committee (.3); correspond with Todd Meyers and Erin Broderick regarding same (.1); correspond with Committee regarding update (.1).	BK200	0.50	462.50
05/27/25	Erin E. Broderick	Update to UCC members.	BK200	0.10	140.00
05/30/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding update to Committee.	BK200	0.20	185.00
Fees for BK200 - Meetings of Creditors				10.00	12,455.00

BK210 - Plan and Disclosure Statement

05/08/25	Todd C. Meyers	Call with Jeff Dutson regarding plan structure.	BK210	0.20	305.00
05/09/25	Todd C. Meyers	Email Nathan DeLoatch regarding precedent plan language.	BK210	0.10	152.50
05/11/25	Todd C. Meyers	Call with Bob Lehane regarding plan.	BK210	0.10	152.50
05/20/25	Todd C. Meyers	Email exchanges with Jeff Dutson regarding plan.	BK210	0.20	305.00
05/21/25	Todd C. Meyers	Research regarding appointment of plan administrator (.3); email exchange with Jeff Dutson regarding same (.2); call with Jeff Dutson regarding same and other issues (.3).	BK210	0.80	1,220.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
05/27/25	Erin E. Broderick	Prepare for and attend call with K&S and T. Meyers regarding plan structure (.5); follow-up regarding plan precedent, review of same and emails with T. Meyers (.3).	BK210	0.80	1,120.00
Fees for BK210 - Plan and Disclosure Statement				2.20	3,255.00
BK220 - Relief from Stay Proceedings					
05/14/25	Todd C. Meyers	Review notice of rescheduled hearing.	BK220	0.10	152.50
05/20/25	Todd C. Meyers	Nate DeLoatch email regarding stay relief motion (.1); exchange with Erin Broderick regarding same (.1).	BK220	0.20	305.00
05/20/25	Nathaniel T. DeLoatch	Review motion for relief at docket no. 409 (.3); provide summary of same to Todd Meyers and Erin Broderick (.1).	BK220	0.40	370.00
05/22/25	Nathaniel T. DeLoatch	Correspond with Erin Broderick regarding Vancini stay relief motion (.1); analyze the same (.2).	BK220	0.30	277.50
Fees for BK220 - Relief from Stay Proceedings				1.00	1,105.00
Total Hours/Fees				122.10	\$156,971.00

SUMMARY OF LEGAL SERVICES

TIMEKEEPER	HOURS	RATE	AMOUNT
Erin E. Broderick	39.70	1,400.00	55,580.00
Todd C. Meyers	41.60	1,525.00	63,440.00
Rebecca A. Gelfand	0.30	1,095.00	328.50
M. Kyle Brown	1.60	1,025.00	1,640.00
Sameer M. Alifarag	0.20	925.00	185.00
Nathaniel T. DeLoatch	38.70	925.00	35,797.50
	122.10		156,971.00

DISBURSEMENTS

DeLoatch, Nathaniel T. - Taxi - Uber to courthouse for OTB hearing - Office / Courthouse - Uber 05/16/25 – Travel	14.01
DeLoatch, Nathaniel T. - Taxi - Uber after OTB hearing - Courthouse / Home - Uber 05/16/25 – Travel	12.84

Total Current Disbursements **\$26.85**

TOTAL CURRENT BILLING **\$156,997.85**

EVERSHEDS
SUTHERLAND

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IRS Employer ID No: 58-0619407

Electronic Remittance Instructions:

Bank Name: Wells Fargo Bank, N.A.
Acct Name: Eversheds Sutherland (US) LLP
Acct Number: 5233576718
Wire Routing/ABA: 121000248
ACH Routing: 061000227
SWIFT Code: WFBIUS6S

Check Remittance Instructions:

Eversheds Sutherland (US) LLP
PO Box 931885
Atlanta, GA 31193-1885

On the Border Official Committee
VEREIT, Inc. (Realty Income Corporation)
c/o Kyle Campbell
11995 El Camino Real
San Diego, CA 92130

Bill No. 1353417
Bill Date July 15, 2025

Matter No: 17734.0001
RE: On the Border Official Committee

FOR LEGAL SERVICES RENDERED THROUGH June 30, 2025

Fees	\$230,377.50
Total Current Disbursements	\$28.98
Total Current Bill	\$230,406.48

FOR LEGAL SERVICES RENDERED THROUGH June 30, 2025**FEE DETAIL**

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
BK110 - Asset Disposition					
06/01/25	Erin E. Broderick	Review Warwick rejection motion and email correspondence with T. Meyers and Deloitte team (.2); call with Brooke Bean stipulation regarding same and third rejection motion (.2).	BK110	0.40	560.00
06/04/25	Erin E. Broderick	Review and analyze updates from Deloitte team on lease rejection and claim calculations.	BK110	0.30	420.00
06/04/25	Todd C. Meyers	Exchanges with debtor and Deloitte regarding lease rejection.	BK110	0.20	305.00
06/12/25	Todd C. Meyers	Review rejection motion.	BK110	0.10	152.50
06/13/25	Todd C. Meyers	Exchanges regarding rejection order.	BK110	0.10	152.50
06/13/25	Erin E. Broderick	Review and approve Warwick lease motion.	BK110	0.10	140.00
06/17/25	Todd C. Meyers	Brooke Bean email regarding contract cure issues (.1); exchange regarding hearing dates (.1).	BK110	0.20	305.00
06/17/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers regarding potential hearing on contract assumption and assignment issues (.1); correspond with Debtors regarding same (.1).	BK110	0.20	185.00
06/17/25	Erin E. Broderick	Emails with B. Bean and Deloitte regarding lease open matters and review same.	BK110	0.30	420.00
06/22/25	Erin E. Broderick	Emails to B. Bean regarding status of pending sale cure objections.	BK110	0.10	140.00
06/22/25	Todd C. Meyers	Exchanges regarding lease/cure objection open issues.	BK110	0.10	152.50
06/23/25	Erin E. Broderick	Review de minimis asset sale motion and update from T. Meyers regarding same (.1); review and follow-up regarding open contract/lease objections and June 26th hearing (.2).	BK110	0.30	420.00
06/23/25	Todd C. Meyers	Emails regarding lease assumption issues and review notice of outstanding cures.	BK110	0.20	305.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/24/25	Todd C. Meyers	Review contract rejection list and email Ryan Maupin regarding same (.2); review cure notice (.1); email with Brooke Bean regarding cure hearing (.1); review notice regarding same (.1).	BK110	0.50	762.50
06/27/25	Todd C. Meyers	Additional notice and exchange with Nate DeLoatch regarding executory contract issues.	BK110	0.20	305.00
06/30/25	Todd C. Meyers	Review rejection motions and exchange with Deloitte regarding same.	BK110	0.20	305.00
Fees for BK110 - Asset Disposition				3.50	5,030.00

BK130 - Case Administration and Analysis

06/05/25	Nathaniel T. DeLoatch	Correspond with Debtors' counsel regarding omnibus hearing dates.	BK130	0.10	92.50
06/07/25	Todd C. Meyers	Exchanges with Deloitte regarding budget and waterfall analysis.	BK130	0.20	305.00
06/10/25	Todd C. Meyers	Review Deloitte analysis of cash.	BK130	0.20	305.00
06/10/25	Erin E. Broderick	Emails regarding professional fee reserve, CrossFirst LC, IRS claims, cash reserves and other confirmations.	BK130	0.50	700.00
06/13/25	Todd C. Meyers	Jordan Moore email regarding professional fees against budget.	BK130	0.10	152.50
06/30/25	Todd C. Meyers	Exchange regarding Omnibus hearing dates.	BK130	0.10	152.50
Fees for BK130 - Case Administration and Analysis				1.20	1,707.50

BK140 - Claims Adm. and Objections

06/05/25	Todd C. Meyers	Emails regarding CV payments.	BK140	0.10	152.50
06/10/25	Nathaniel T. DeLoatch	Analyze claims filed against Debtors (.7); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK140	0.80	740.00
06/11/25	Erin E. Broderick	Emails with UCC professional team regarding tax claims and review of prior recovery analysis regarding assumptions on priority claims.	BK140	0.50	700.00
06/12/25	Todd C. Meyers	Review federal tax POCs and email Erin Broderick regarding same.	BK140	0.20	305.00
06/13/25	Todd C. Meyers	Review tax objections.	BK140	0.40	610.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/14/25	Todd C. Meyers	Exchanges regarding tax objection.	BK140	0.20	305.00
06/14/25	Erin E. Broderick	Review and analyze filed claim objections and impact upon creditor recoveries (.4); emails with N. DeLoatch and T. Meyers regarding same (.1).	BK140	0.50	700.00
06/14/25	Nathaniel T. DeLoatch	Analyze claim objections filed by the Debtors and summarize same (1.2); correspond with Todd Meyers and Erin Broderick regarding same (.2).	BK140	1.40	1,295.00
06/15/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding objection to IRS's claims.	BK140	0.10	92.50
06/15/25	Todd C. Meyers	Review summary of tax objections and emails regarding same.	BK140	0.30	457.50
06/15/25	Erin E. Broderick	Review and analyze IRS claims objections and emails with T. Meyers and N. DeLoatch regarding same.	BK140	0.50	700.00
06/16/25	Nathaniel T. DeLoatch	Analyze IRS's claims and Debtors' omnibus objection thereto (.3); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK140	0.40	370.00
06/17/25	Todd C. Meyers	Email regarding tax objections.	BK140	0.10	152.50
06/19/25	Todd C. Meyers	Debtor email regarding claims objection procedures.	BK140	0.10	152.50
06/19/25	Nathaniel T. DeLoatch	Analyze and provide comments to draft of omnibus claims objection procedures (1.9); correspond with Todd Meyers and Erin Broderick regarding same (.1); revise comments to draft of omnibus claims objections procedures (.1); correspond with Debtors' counsel regarding same (.2).	BK140	2.30	2,127.50
06/20/25	Erin E. Broderick	Call with J. Dutson regarding administrative claims update and follow-up review of Deloitte estimates (.5); review, analyze and comments on omnibus claim procedures motion (.7); review of claims register and estimates for plan recovery purposes (.4).	BK140	1.60	2,240.00
06/20/25	Nathaniel T. DeLoatch	Comment on draft of omnibus objection procedures motion (1.3); correspond with Todd Meyers and Erin Broderick regarding same (.2); correspond with Erin Broderick regarding same (.1); correspond with Debtors' counsel regarding same (.2).	BK140	1.80	1,665.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/21/25	Todd C. Meyers	Debtor email regarding CV payments.	BK140	0.10	152.50
06/21/25	Erin E. Broderick	Emails with N. DeLoatch and B. Bean regarding claims procedures motion changes.	BK140	0.30	420.00
06/22/25	Todd C. Meyers	Emails regarding claims objection procedure motion.	BK140	0.10	152.50
06/24/25	Nathaniel T. DeLoatch	Review revised draft of omnibus claims procedures (.2); correspond with Erin Broderick and Todd Meyers regarding same (.2); correspond with Debtors' counsel regarding same (.2).	BK140	0.60	555.00
06/25/25	Nathaniel T. DeLoatch	Review Debtors' notice of amended hearing for objections to cure notices (.1); analyze scheduled claims (.6).	BK140	0.70	647.50
06/25/25	Erin E. Broderick	Analyze scheduled/filed claims and emails with N. DeLoatch regarding same.	BK140	0.50	700.00
Fees for BK140 - Claims Adm. and Objections				13.60	15,392.50

BK160 - Fee/Employment Applications

06/05/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding fee objection period (.1); correspond with Debtors' counsel regarding same (.1).	BK160	0.20	185.00
06/06/25	Todd C. Meyers	Exchange with Deloitte regarding monthly fees.	BK160	0.10	152.50
06/06/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers, Erin Broderick and Andrew Polansky regarding Deloitte fee invoice and provided documents.	BK160	0.10	92.50
06/11/25	Nathaniel T. DeLoatch	Correspond with Debtors' counsel and UST regarding May 2025 invoice.	BK160	0.10	92.50
Fees for BK160 - Fee/Employment Applications				0.50	522.50

BK170 - Fee/Employment Objections

06/06/25	Todd C. Meyers	Brief review of K&S invoice.	BK170	0.10	152.50
06/09/25	Nathaniel T. DeLoatch	Review Gen. Order 26-2019 regarding invoice payment (.1); correspond with Todd Meyers regarding same (.1).	BK170	0.20	185.00
06/10/25	Todd C. Meyers	Review Hilco fee application (.2); brief review of A&M fees and email Deloitte (.2).	BK170	0.40	610.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/11/25	Todd C. Meyers	Exchange regarding retention of OCB professional.	BK170	0.10	152.50
06/11/25	Nathaniel T. DeLoatch	Analysis of Debtors' further revised ordinary course professionals motion and retention of financial advisor and related order (.1); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK170	0.20	185.00
06/12/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers regarding proposed retention of JTM Consulting Group and correspond with Debtors' counsel regarding same.	BK170	0.10	92.50
06/16/25	Nathaniel T. DeLoatch	Analyze fee application by Alvarez & Marsal North America, LLC (.2); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK170	0.30	277.50
06/16/25	Todd C. Meyers	Debtor email regarding A&M completion fee.	BK170	0.10	152.50
06/17/25	Nathaniel T. DeLoatch	Analysis of Debtors' professional invoices relative to DIP budget (.3); call with Todd Meyers regarding same (.1).	BK170	0.40	370.00
06/17/25	Todd C. Meyers	Review Deloitte analysis and analyze fees to budget.	BK170	0.30	457.50
Fees for BK170 - Fee/Employment Objections				2.20	2,635.00

BK190 - Litigation General

06/11/25	Erin E. Broderick	Review documents provided by Debtors in response to information requests and emails with T. Meyers regarding same.	BK190	0.60	840.00
Fees for BK190 - Litigation General				0.60	840.00

BK200 - Meetings of Creditors

06/01/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding update to Committee (.2); draft update to and correspond with Committee regarding same (.3).	BK200	0.50	462.50
06/01/25	Todd C. Meyers	Exchange regarding committee email.	BK200	0.10	152.50
06/02/25	Todd C. Meyers	Committee email update.	BK200	0.10	152.50
06/04/25	Nathaniel T. DeLoatch	Correspond with Committee regarding upcoming meeting.	BK200	0.10	92.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/09/25	Nathaniel T. DeLoatch	Draft update for Committee (.2); correspond with Todd Meyers and Erin Broderick regarding same (.2); correspond with Committee regarding meeting (.1).	BK200	0.50	462.50
06/09/25	Todd C. Meyers	Review committee call agenda (.1); exchange with Deloitte regarding same (.1); exchange with Deloitte regarding deck for committee call (.1).	BK200	0.30	457.50
06/10/25	Nathaniel T. DeLoatch	Analyze Deloitte's materials in preparation for meeting with Committee (.2); attend call with Committee (.7).	BK200	0.90	832.50
06/10/25	Todd C. Meyers	Prepare for committee call (.3); attend committee call (.7).	BK200	1.00	1,525.00
06/10/25	Erin E. Broderick	Prepare for (.1) and attend Committee call (.7).	BK200	0.80	1,120.00
06/12/25	Todd C. Meyers	Exchange with Nate DeLoatch regarding committee call.	BK200	0.10	152.50
06/12/25	Nathaniel T. DeLoatch	Review and correspond with Todd Meyers and Erin Broderick regarding update to Committee.	BK200	0.10	92.50
06/15/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding update to Committee.	BK200	0.10	92.50
06/16/25	Nathaniel T. DeLoatch	Correspond with Committee regarding case update.	BK200	0.20	185.00
06/16/25	Todd C. Meyers	Exchanges regarding Committee email.	BK200	0.20	305.00
06/18/25	Nathaniel T. DeLoatch	Draft agenda for Committee meeting (.2); correspond with Todd Meyers and Erin Broderick regarding same (.1); analyze Second Amended and Restated APA for committee call (.2); correspond with Committee regarding case (.1); attention to correspondence from Committee member (.1); attend call with Committee (.5).	BK200	1.20	1,110.00
06/18/25	Erin E. Broderick	Attend Committee call.	BK200	0.50	700.00
06/18/25	Todd C. Meyers	Review call agenda (.1); prepare for committee call (.3); committee call (.5); review CrossFirst L/C and email committee (.2).	BK200	1.10	1,677.50
06/21/25	Todd C. Meyers	Email Bob Lehane regarding status.	BK200	0.10	152.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/22/25	Nathaniel T. DeLoatch	Draft meeting agenda (.1); correspond with Committee regarding meeting (.1).	BK200	0.20	185.00
06/23/25	Todd C. Meyers	Email committee regarding status.	BK200	0.20	305.00
06/24/25	Todd C. Meyers	Emails to Committee regarding plan and objection status.	BK200	0.30	457.50
06/24/25	Nathaniel T. DeLoatch	Attention to draft of update for Committee (.4); correspond with Todd Meyers regarding same (.1); corresponded with Committee regarding draft of motion to terminate Debtors' exclusivity (.2).	BK200	0.70	647.50
06/25/25	Erin E. Broderick	Prepare for (.2) and attend Committee call (.5).	BK200	0.70	980.00
06/25/25	Todd C. Meyers	Prepare for committee call (.3); committee call (.5); call with member regarding same (.1).	BK200	0.90	1,372.50
06/25/25	Nathaniel T. DeLoatch	Prepare for (.1) and attend Committee call (.5).	BK200	0.60	555.00
06/27/25	Todd C. Meyers	Email committee regarding status.	BK200	0.10	152.50
06/28/25	Nathaniel T. DeLoatch	Draft agenda for Committee meeting (.1); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK200	0.20	185.00
06/29/25	Todd C. Meyers	Draft email to committee (.2); review Deloitte deck for committee and emails regarding same (.3).	BK200	0.50	762.50
06/29/25	Nathaniel T. DeLoatch	Draft update to committee (.3); correspond with Todd Meyers and Erin Broderick regarding same (.1); correspond with Committee regarding case update (.1).	BK200	0.50	462.50
Fees for BK200 - Meetings of Creditors				12.80	15,790.00

BK210 - Plan and Disclosure Statement

06/04/25	Erin E. Broderick	Review, analyze and comment on plan term sheet and emails with T. Meyers regarding same.	BK210	0.60	840.00
06/04/25	Nathaniel T. DeLoatch	Analyze plan term sheet (.2); correspond with Todd Meyers regarding same (.1).	BK210	0.30	277.50
06/04/25	Todd C. Meyers	Exchange regarding plan (.1); review term sheet (.3); email debtor and exchange with Erin Broderick regarding same (.3).	BK210	0.70	1,067.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/05/25	Todd C. Meyers	Exchanges with Erin Broderick regarding the term sheet (.2); analyze same and other plans for precedent (.5); exchange with Nate DeLoatch regarding excluded claims definition (.1).	BK210	0.80	1,220.00
06/06/25	Todd C. Meyers	Exchange with Dahni Barav-Johnson regarding plan term sheet (.2); exchanges regarding liquidating trust agreement (.2).	BK210	0.40	610.00
06/06/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding draft of liquidating trust agreement.	BK210	0.10	92.50
06/06/25	Erin E. Broderick	Review of emails between T. Meyers and J. Dutson (.2); further review of plan term sheet and email to T. Meyers with suggested comments and additional plan considerations (.5); emails with Todd Meyers regarding liquidating trust agreement (.1); emails with Sameer Alifarag regarding same (.2); review and comment on conforming precedent to OTB case (.4).	BK210	1.40	1,960.00
06/07/25	Todd C. Meyers	Email with Jeff Dutson regarding further comments to term sheet.	BK210	0.30	457.50
06/07/25	Sameer M. Alifarag	Draft form of liquidating trust agreement (3.9); email correspondences with T. Meyers and E. Broderick regarding same (.1).	BK210	4.00	3,700.00
06/08/25	Erin E. Broderick	Review and initial comments on draft liquidating trust agreement and further related analysis on open plan points (1.4); emails with T. Meyers, S. Alifarag and K&S regarding same (.3).	BK210	1.70	2,380.00
06/08/25	Todd C. Meyers	Emails regarding form liquidating trust agreement.	BK210	0.10	152.50
06/09/25	Erin E. Broderick	Review and further comments on liquidating trust agreement (.4); emails with Todd Meyers and K&S regarding plan points and open issues (.2); call with Todd Meyers and Deloitte team regarding recovery analysis (.5); call with K&S, Todd Meyers and N. DeLoatch regarding plan term sheet (.6).	BK210	1.70	2,380.00
06/09/25	Nathaniel T. DeLoatch	Analyze Debtors' draft of plan term sheet and research related to same (1.1); prepare for and attend meeting with Debtors' counsel and Todd Meyers and Erin Broderick regarding plan (.6).	BK210	1.70	1,572.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/09/25	Sameer M. Alifarag	Email correspondences with E. Broderick regarding comments to liquidating trust agreement (.1); further revisions to same (1.4).	BK210	1.50	1,387.50
06/09/25	Todd C. Meyers	Exchanges regarding liquidating trust agreement (.2); call with Deloitte regarding plan issues (.5); call with debtors counsel regarding same (.6); call with Bob Lehane regarding same (.2).	BK210	1.50	2,287.50
06/10/25	Nathaniel T. DeLoatch	Analyze Debtors' proposal regarding claims payment provision in plan.	BK210	0.30	277.50
06/10/25	Todd C. Meyers	Email with Jeff Dutson regarding status (.1); various exchanges with Jeff Dutson regarding plan (.3); exchanges with Deloitte and research FICA tax liability for plan opposition/debtor conflicts (.4).	BK210	0.80	1,220.00
06/11/25	Nathaniel T. DeLoatch	Analyze Debtors' counsel's proposals regarding issues with draft plan.	BK210	0.20	185.00
06/11/25	Todd C. Meyers	Email with Jeff Dutson regarding plan status (.1); various additional exchanges with Jeff Dutson regarding plan issues (.3).	BK210	0.40	610.00
06/11/25	Erin E. Broderick	Emails with T. Meyers and review of emails between T. Meyers and K&S regarding comments to plan term sheet.	BK210	0.40	560.00
06/12/25	Nathaniel T. DeLoatch	Analyze caselaw and bankruptcy rules regarding Debtors' conversion rights (.7); correspond with Todd Meyers regarding same (.2).	BK210	0.90	832.50
06/12/25	Todd C. Meyers	Call with Jeff Dutson regarding plan issues (.2); exchange with Erin Broderick regarding same (.1); email exchanges with Nate DeLoatch regarding plan issue research (.2); additional call with Jeff Dutson regarding plan issues (.2); revise term sheet and email Jeff Dutson regarding same (1.5); call with Ryan Maupin regarding plan (.1).	BK210	2.30	3,507.50
06/12/25	Erin E. Broderick	Review, analyze and comment on plan term sheet.	BK210	0.50	700.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/13/25	Erin E. Broderick	Review and analyze mark-up to plan term sheet and emails with T. Meyers regarding same (.5); review correspondence between T. Meyers and J. Dutson regarding open points in plan term sheet (.2); review proposed creditor release and cited support (.4).	BK210	1.10	1,540.00
06/13/25	Nathaniel T. DeLoatch	Correspond with Todd Meyers and Erin Broderick regarding plan issues (.2); correspond with Todd Meyers and Erin Broderick regarding revisions to plan term sheet (.1).	BK210	0.30	277.50
06/13/25	Todd C. Meyers	Various exchanges and calls regarding term sheet/plan issues.	BK210	0.70	1,067.50
06/14/25	Todd C. Meyers	Email Jeff Dutson regarding term sheet (.1); exchange with Erin Broderick regarding same (.1).	BK210	0.20	305.00
06/14/25	Erin E. Broderick	E-mails with T. Meyers regarding plan and disclosure statement next steps and considerations.	BK210	0.20	280.00
06/16/25	Nathaniel T. DeLoatch	Attention to draft plan circulated by Debtors (.1); correspond with Todd Meyers regarding same (.1).	BK210	0.20	185.00
06/16/25	Todd C. Meyers	Exchanges with Jeff Dutson regarding plan.	BK210	0.20	305.00
06/17/25	Todd C. Meyers	Exchange with Jeff Dutson regarding plan (.1); draft email to Nate DeLoatch outlining 1121 motion (.3); revise term sheet (.5); work on plan comments/review (2.8); further exchanges with Jeff Dutson regarding term sheet (.2); exchanges with Nate DeLoatch regarding plan research issues (.2).	BK210	4.10	6,252.50
06/17/25	Nathaniel T. DeLoatch	Analyze release precedent in other plans (.5); correspond with Todd Meyers regarding same (.1); attention to draft plan (.2); correspond with Todd Meyers and Erin Broderick regarding drafting of motion to terminate exclusivity period (.2).	BK210	1.00	925.00
06/17/25	Erin E. Broderick	Review, analyze and comment on draft plan of reorganization (1.5); emails with T. Meyers and J. Dutson regarding same (.2); review Deloitte fee analysis and related emails regarding fee budgeting (.3); emails with T. Meyers and N. DeLoatch regarding grounds to terminate exclusivity (.2).	BK210	2.20	3,080.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/18/25	Todd C. Meyers	Email Deloitte regarding status (.1); further review and draft comments to plan including review of precedent plans (4.8).	BK210	4.90	7,472.50
06/18/25	Erin E. Broderick	Review, analyze and comment on draft plan of reorganization.	BK210	1.50	2,100.00
06/18/25	Nathaniel T. DeLoatch	Attention to plan precedent (.1); research and drafting of motion to terminate exclusivity (.5); analyze draft plan (.6); correspond with Todd Meyers regarding same (.1).	BK210	1.30	1,202.50
06/19/25	Nathaniel T. DeLoatch	Analyze de minimis distribution and exculpation provisions of draft plan and related precedent (.8); analyze provisions related to dissolution of the committee (.5); correspond with Todd Meyers regarding same (.2); correspond with Debtors' counsel regarding same (.1); draft motion to terminate exclusivity (1.7).	BK210	3.30	3,052.50
06/19/25	Erin E. Broderick	Finish review of the plan and compare/revise comments of T. Meyers (.8); review and revise liquidating trust agreement (.9).	BK210	1.70	2,380.00
06/19/25	Todd C. Meyers	Email Erin Broderick regarding Liquidating Trust Agreement (.1); review regarding plan comments and revise draft response to debtor (1.0); email debtor regarding committee dissolution language (.1).	BK210	1.20	1,830.00
06/19/25	Sameer M. Alifarag	Review of updates to liquidating trust agreement.	BK210	0.20	185.00
06/20/25	Todd C. Meyers	Various exchanges regarding plan and timeline.	BK210	0.40	610.00
06/20/25	Erin E. Broderick	Review and analyze solicitation motion and contemplated timeline thereunder (.5); review of local case management order and email to N. DeLoatch to confirm same (.2); review revised timeline from K&S (.1); review of revised plan and emails between T. Meyers and K&S team regarding same (.7); follow-up with Deloitte regarding DS (.1).	BK210	1.60	2,240.00
06/20/25	Nathaniel T. DeLoatch	Draft motion to terminate exclusivity (.4); attention to draft disclosure statement (.1); correspond with Todd Meyers regarding draft disclosure statement (.1).	BK210	0.60	555.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/21/25	Todd C. Meyers	Review plan markup, draft detailed comments and email debtor regarding same (4.5); call with Jeff Dutson regarding plan issues (.5); various exchanges with team regarding plan, 1121 motion and disclosure statement review (.7).	BK210	5.70	8,692.50
06/21/25	Erin E. Broderick	Emails with T. Meyers and N. DeLoatch regarding motion to terminate exclusivity (.4); review, analyze, and initial comments on plan, disclosure statement and solicitation motion (2.2).	BK210	2.60	3,640.00
06/21/25	Nathaniel T. DeLoatch	Attention to question from Todd Meyers regarding post-effective date professionals retention (.3); correspond with Todd Meyers regarding same (.1); draft motion to terminate exclusivity (7.2); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK210	7.70	7,122.50
06/22/25	Erin E. Broderick	Review motion to terminate exclusivity draft from N. DeLoatch (.5); review precedent motions and authority in support (1.5); revise motion to terminate exclusivity (4.2); follow-up emails with N. DeLoatch and T. Meyers regarding same and status of plan negotiations (.3).	BK210	6.50	9,100.00
06/22/25	Nathaniel T. DeLoatch	Draft and revise motion to terminate exclusivity (8.1); correspond with Todd Meyers and Erin Broderick regarding same (.1); correspond with Erin Broderick regarding draft of same (.6); attention to procedural requirements for filing motion to terminate exclusivity (.4).	BK210	9.20	8,510.00
06/22/25	Todd C. Meyers	Various exchanges regarding 1121 motion.	BK210	0.30	457.50
06/23/25	Erin E. Broderick	Review comments of T. Meyers to motion to terminate exclusivity (.5); call and emails with N. DeLoatch regarding same (.3); review, revise and conduct research to revise motion (1.3); review IRS claims and claim register for data inputs to motion (.4); emails with DeLoatch and T. Meyers regarding discussions with K&S and next steps with Committee (.3); review revised plan of reorganization, initial comments from T. Meyers and provide additional comments thereto with emails regarding same (1.8).	BK210	4.60	6,440.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/23/25	Todd C. Meyers	Work on exclusivity termination motion (1.7); call with Jeff Dutson regarding plan (.3); emails to team regarding same (.2) ; email with Jeff Dutson regarding release issue (.1); exchange with Nate DeLoatch regarding same (.1); call with Rupiah Maupin regarding plan issues (.2); further revise motion (1.5); exchanges with Nate DeLoatch and Erin Broderick regarding same (.2); further exchanges with Jeff Dutson regarding plan (.2); work on plan changes (2.0); review plan redline and draft comments to same (2.0).	BK210	8.50	12,962.50
06/23/25	Nathaniel T. DeLoatch	Call with Erin Broderick (.1); correspond with Todd Meyers and Erin Broderick regarding draft plan and termination motion (.2); revise draft of termination motion (5.2); review revised draft of plan (.2); correspond with Todd Meyers regarding draft of plan (.2).	BK210	5.90	5,457.50
06/24/25	Nathaniel T. DeLoatch	Revise draft of termination motion (2.8); correspond with Erin Broderick and Todd Meyers regarding same (.3); correspond with Todd Meyers regarding draft of termination motion (.1); review potential hearing dates for disclosure statement and plan (.2); correspond with Todd Meyers and Erin Broderick regarding potential hearing dates (.1).	BK210	3.50	3,237.50
06/24/25	Erin E. Broderick	Review final mark-up of plan (.4); emails with T. Meyers regarding disclosure statement comments (.2); follow-up regarding solicitation motion and review of proposed timeline (.2); review and comment on exclusivity motion (.3); emails with members, K&S, and internal team regarding next steps and timing (.2).	BK210	1.30	1,820.00
06/24/25	Todd C. Meyers	Review Erin Broderick plan comments (.3); email with Jeff Dutson regarding markup of plan (.1); revise plan and call with Jeff Dutson regarding same (.7); analyze preferences for waiver provision (.2); review air pros release objection for precedent (.2); revise procedures motion and emails regarding same (.7); further exchanges regarding procedures motion (.3); exchanges regarding disclosure statement (.2); exchanges with Jeff Dutson regarding plan status (.2); exchange with Steve Yachik regarding plan comment (.2).	BK210	3.10	4,727.50

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/25/25	Todd C. Meyers	Call with Jeff Dutson regarding plan issues (.5); email with Bob Lehane regarding trustee role (.1); call with Bob Lehane regarding same (.2); call with John Elrod regarding same (.1); email with Jeff Dutson regarding same (.1); review plan revisions and draft comments (.9).	BK210	1.90	2,897.50
06/25/25	Nathaniel T. DeLoatch	Revise draft of liquidating trust agreement.	BK210	1.90	1,757.50
06/25/25	Erin E. Broderick	Review, analyze and comment on plan documents and review of comments from T. Meyers and responses thereto and related emails regarding same.	BK210	2.30	3,220.00
06/26/25	Todd C. Meyers	Exchange regarding hearing date (.1); exchange with Erin Broderick regarding disclosure statement (.1); review revised plan (.8); exchange regarding liquidation analysis (.1); exchange with Erin Broderick regarding plan and disclosure statement (.2).	BK210	1.30	1,982.50
06/26/25	Nathaniel T. DeLoatch	Review proposed hearing date on Debtors' Disclosure Statement and Plan (.1); continued review of liquidating trust agreement (.9).	BK210	1.00	925.00
06/26/25	Erin E. Broderick	Review revised disclosure statement for incorporation of plan comments and further comments (.6); emails with T. Meyers and K&S team regarding open plan points (.4); emails with Deloitte team regarding DS assumptions (.2).	BK210	1.20	1,680.00
06/27/25	Todd C. Meyers	Exchange with Erin Broderick regarding plan (.3); call with Erin Broderick regarding same (.3); exchanges with Deloitte regarding claims pool analysis for DS (.3); exchanges regarding draft committee letter (.2).	BK210	1.10	1,677.50
06/27/25	Erin E. Broderick	Review and analyze further revised plan (.5); call with J. Dutson regarding same (.7); call with T. Meyers regarding same (.2); work on comments to disclosure statement, plan and confirm plan timeline for updated solicitation motion (1.7); further emails regarding changes to plan (.4); revise language further per comments from T. Meyers (.5); review updates on committee support letter and emails with N. DeLoatch regarding changes to DS motion for conforming to plan updates (.5).	BK210	5.00	7,000.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/28/25	Todd C. Meyers	Revise committee support letter (.5); call with Jeff Dutson regarding plan (.3); review various plan revisions and comments to same (1.4); exchanges with Deloitte and emails regarding plan issues (.5).	BK210	2.70	4,117.50
06/28/25	Nathaniel T. DeLoatch	Draft letter of Committee in support of plan confirmation (.6); correspond with Todd Meyers and Erin Broderick regarding draft letter (.2); correspond with Todd Meyers and Erin Broderick regarding revisions to draft disclosure statement (.1); correspond with Deloitte regarding plan and recovery analysis (.2); correspond with Todd Meyers and Erin Broderick regarding outstanding cure objections (.1).	BK210	1.20	1,110.00
06/28/25	Erin E. Broderick	Review and respond with additional comments to revised plan documents (.5); analyze issues with respect to same under plan and APA (.5); calls with J. Dutson (.5); emails with T. Meyers, N. DeLoatch and K&S team regarding further plan and DS changes (.4); follow-up with Deloitte team regarding DS recoveries (.2); further emails with T. Meyers regarding changes to plan and open issues (.3); emails to N. DeLoatch regarding updates to DS motion (.2).	BK210	2.60	3,640.00
06/29/25	Todd C. Meyers	Exchanges with Erin Broderick regarding DS comments (.2); exchanges regarding committee letter (.2); revise committee letter for plan (.3); email with Brooke Bean regarding plan timeline (.1).	BK210	0.80	1,220.00
06/29/25	Nathaniel T. DeLoatch	Revise drafts of Disclosure Statement and Solicitation Procedures Motion (3.5); correspond with Erin Broderick regarding same (.2); correspond with Debtors' counsel regarding revisions to Disclosure Statement and Solicitation Procedures Motion (.1); revise draft of committee letter in support of plan (.5); correspond with Todd Meyers and Erin Broderick regarding committee's support letter (.1); attention to notice period for combined disclosure statement and plan hearing (.2).	BK210	4.60	4,255.00
06/29/25	Erin E. Broderick	Final review and comment on disclosure statement updated for current plan draft/T. Meyer's comments thereto (.8); review of N. DeLoatch's mark-up of solicitation motion and send same to K&S (.3).	BK210	1.10	1,540.00

FEE DETAIL

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
06/30/25	Todd C. Meyers	Various exchanges, calls and review of drafts of plan, disclosure statement and motion.	BK210	3.90	5,947.50
06/30/25	Nathaniel T. DeLoatch	Revise draft of solicitation procedures motion (.2); correspond with Todd Meyers and Erin Broderick regarding same (.1); correspond with Debtors' counsel regarding same (.1); revise draft of liquidating trust agreement (5.5); correspond with Todd Meyers and Erin Broderick regarding draft of liquidating trust agreement (.2); correspond with Debtors' counsel regarding draft of liquidating trust agreement (.1); review draft of plan (.2); correspond with Todd Meyers regarding draft of plan (.1); review draft of disclosure statement (.6); correspond with Debtors' counsel regarding draft of solicitation motion (.1).	BK210	7.20	6,660.00
06/30/25	Erin E. Broderick	Review, analyze, comment and confirm incorporation of comments to all plan documents prior to filing.	BK210	1.20	1,680.00

Fees for BK210 - Plan and Disclosure Statement 149.40 187,600.00

BK220 - Relief from Stay Proceedings

06/11/25	Todd C. Meyers	Review notice rescheduling stay relief hearing.	BK220	0.10	152.50
06/11/25	Nathaniel T. DeLoatch	Review renoticed hearings for outstanding motions for stay relief (.1); correspond with Erin Broderick regarding same (.1).	BK220	0.20	185.00
06/19/25	Todd C. Meyers	Review Nathan DeLoatch's summary of stay relief motion.	BK220	0.10	152.50
06/19/25	Nathaniel T. DeLoatch	Analyze motion for stay relief (.3); correspond with Todd Meyers and Erin Broderick regarding same (.1).	BK220	0.40	370.00

Fees for BK220 - Relief from Stay Proceedings 0.80 860.00

Total Hours/Fees 184.60 \$230,377.50

SUMMARY OF LEGAL SERVICES

TIMEKEEPER	HOURS	RATE	AMOUNT
Erin E. Broderick	51.50	1,400.00	72,100.00
Todd C. Meyers	58.60	1,525.00	89,365.00
Sameer M. Alifarag	5.70	925.00	5,272.50
Nathaniel T. DeLoatch	68.80	925.00	63,640.00
	<hr/> 184.60		<hr/> 230,377.50

DISBURSEMENTS

GMS Courier Service: Delivery to USBC on 4/16/GEORGIA MESSENGER SERVICES, LLC; Patrick Hally – Local Courier/Messenger Service	28.98
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Total Current Disbursements	\$28.98
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TOTAL CURRENT BILLING	\$230,406.48
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EXHIBIT E

(Proposed Order)

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION

In re:	)	Chapter 11
)	
OTB HOLDINGS LLC, <i>et. al.</i> , ¹	)	Case No. 25-52415 (SMS)
)	
Debtors.	)	(Jointly Administered)
)	

**ORDER APPROVING FIRST INTERIM FEE APPLICATION OF EVERSHEDS
SUTHERLAND (US) LLP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR THE PERIOD FROM MARCH 19, 2025
THROUGH AND INCLUDING JUNE 30, 2025**

Upon consideration of the *First Interim Fee Application of Eversheds Sutherland (US) LLP For Allowance of Compensation and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from March 19, 2025 through and including June 30, 2025* (the “Application”), requesting (a) allowance of reasonable compensation for professional services rendered by Eversheds Sutherland (US) LLP (“Eversheds”) to the Official Committee of Unsecured Creditors (the “Committee”) for the period from March 19, 2025 through June 30, 2025 (the “Application Period”), and (b) reimbursement of actual and necessary charges and disbursements incurred by Eversheds in the rendition of required professional services on behalf of the Committee during the Application Period; and a hearing regarding the Application having been held on October 1, 2025; and good and sufficient cause appearing therefor; and capitalized terms used in this Order being given the same meanings as are ascribed to those terms in the Application, it is hereby ORDERED as followed:

1. The Application [Docket No. [●]] is hereby granted in its entirety.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, include: OTB Holding LLC (3213), OTB Acquisition LLC (8500), OTB Acquisition of New Jersey LLC (1506), OTB Acquisition of Howard County LLC (9865), Mt. Laurel Restaurant Operations LLC (5100), OTB Acquisition of Kansas LLC (9014), OTB Acquisition of Baltimore County, LLC (6963). OTB Holding LLC’s service address is One Buckhead Plaza, 3060 Peachtree Road, NW, Atlanta, GA 30305.

2. An interim allowance shall be made to Eversheds in the sum of **\$781,193.00** as compensation for necessary and reasonable professional services rendered during the Application Period and the sum of **\$1,344.48** for reimbursement of actual and necessary costs and expenses incurred during the Application Period.

3. Eversheds is authorized to apply against such amounts the amounts that have been paid to it by the Debtors for the Application Period pursuant to the Complex Case Procedures.

4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the requirements of Bankruptcy Rule 6004(a), the Local Rules, and the Complex Case Procedures are satisfied by such notice.

6. The court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

7. Kurtzman Carson Consultants, LLC d/b/a Verita Global ("Verita") shall, within three (3) days of the entry of this Order, cause a copy of this Order to be served by electronic mail or first-class mail, as applicable, on all parties served with the Application, and Verita shall file promptly thereafter a certificate of service confirming such service.

[END OF ORDER]

Prepared and presented by:

EVERSHEDS SUTHERLAND (US) LLP

/s/

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-and-

EVERSHEDS SUTHERLAND (US) LLP

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