

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

In re:)	
	)	Chapter 11
)	
PGX HOLDINGS, INC, <i>et al.</i> , ¹	)	Case No. 23-10718 (CTG)
)	
Debtors.	)	(Jointly Administered)

**FINAL FEE APPLICATION OF KLEHR HARRISON
HARVEY BRANZBURG LLP FOR PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE DEBTORS
FOR THE PERIOD FROM JUNE 4, 2023 THROUGH DECEMBER 31, 2023**

Name of Applicant:	<u>Klehr Harrison Harvey Branzburg LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors-In-Possession</u>
Date of Retention:	<u>Effective as of the Petition Date, June 4, 2023</u>
Period for which compensation and reimbursement is sought:	<u>June 4, 2023 through December 31, 2023</u>
Date of Order Approving Retention [Docket No. 199]	<u>July 19, 2023</u>
Amount of Final Compensation sought as actual, reasonable and necessary:	<u>\$954,590.50</u>
Amount of Final Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$16,657.40</u>
Total Final Fees and Expenses sought:	<u>\$971,247.90</u>
Total Compensation Approved by Interim Order to Date:	<u>\$500,369.00</u>
Total Expenses Approved by Interim Order to Date:	<u>\$7,414.58</u>

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: PGX Holdings, Inc. (2510); Credit Repair UK, Inc. (4798); Credit.com, Inc. (1580); Creditrepair.com Holdings, Inc. (7536); Creditrepair.com, Inc. (7680); eFolks Holdings, Inc. (5213); eFolks, LLC (5256); John C. Heath, Attorney At Law PC (8362); Progrexion ASG, Inc. (5153); Progrexion Holdings, Inc. (7123); Progrexion IP, Inc. (5179); Progrexion Marketing, Inc. (5073); and Progrexion Teleservices, Inc. (5110). The location of the Debtors' service address for purposes of these chapter 11 cases is: 257 East 200 South, Suite 1200, Salt Lake City, Utah 84111.



231071824022700000000002

Total Compensation Paid to Date for this period: \$763,672.40

Total Expenses Paid to Date for this period: \$16,657.40

Blended Rate in this Application for all Attorneys: \$635.71

Blended Rate in this Application for all Timekeepers: \$578.64

Compensation sought in this Application already paid pursuant to monthly compensation order but not yet allowed: \$263,303.40

Expenses sought in this Application already paid pursuant to monthly compensation order but not yet allowed: \$9,242.82

Number of Professionals included in this Application: 13

Number of Professionals billing fewer than 15 hours to the case during this period: 5

Are any rates higher than those approved or disclosed at retention? No

This is a(n): Monthly Interim Final application

This is the final fee application filed in this case.

Prior Applications relating to this Application:

Date Filed	Period Covered	Requested		Approved		Fee Holdback
		Fees	Expenses	Fees [80%]	Expenses [100%]	
First Monthly Filed 8/22/2023 DI No. 384 CNO DI No. 464 Filed 9/15/2023	6/4/2023- 7/31/2023	\$342,135.50	\$5,894.38	\$273,708.40	\$5,894.38	\$68,427.10
Second Monthly Filed 9/25/2023 DI No. 495 CNO DI No. 553 Filed 10/17/2023	8/1/2023- 8/31/2023	\$158,233.50	\$1,520.20	\$126,586.80	\$1,520.20	\$31,646.70
Third Monthly Filed 10/23/2023 DI No. 568 CNO DI No. 625 Filed 11/20/2023	9/1/2023- 9/30/2023	\$185,141.50	\$6,909.54	\$148,113.20	\$6,909.54	\$37,028.30
Fourth Monthly Filed 11/21/2023 DI No. 626 CNO DI No. 667 Filed 12/13/2023	10/1/2023- 10/31/2023	\$129,042.00	\$851.00	\$103,233.60	\$851.00	\$25,808.40
Fifth Monthly Filed 12/21/2023 DI No. 677 CNO DI No. 716 Filed 1/16/2024	11/1/2023- 11/30/2023	\$47,890.00	\$752.87	\$38,312.00	\$752.87	\$9,578.00
Sixth Monthly Filed 1/22/2024 DI No. 720 CNO DI No. 753 Filed 2/13/2024	12/1/2023- 12/31/2023	\$92,148.00	\$729.41	\$73,718.40	\$729.41	\$18,429.60
TOTALS:		\$954,590.50	\$16,657.40	\$763,672.40	\$16,657.40	\$190,918.10

TIME AND COMPENSATION BREAKDOWN

NAME OF PROFESSIONAL PERSON	POSITION/ NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Morton R. Branzburg	Bankruptcy & Restructuring Founding Partner Admitted to Bar 1976	\$850.00	40.20	\$34,170.00
Charles A. Ercole	Litigation Partner Admitted to Bar 1993	\$790.00	5.00	\$3,950.00
Domenic E. Pacitti	Bankruptcy & Restructuring Partner Admitted to Bar 1987	\$785.00	429.70	\$337,314.50
William W. Matthews	Corporate & Securities Partner Admitted to Bar 1993	\$745.00	21.20	\$15,794.00
Matthew M. McDonald	Corporate & Securities Partner Admitted to Bar 1999	\$730.00	6.00	\$4,380.00
Michael W. Yurkewicz	Bankruptcy & Restructuring Partner Admitted to Bar 1998	\$560.00	725.40	\$406,224.00
Lee D. Moylan	Litigation Partner Admitted to Bar 1997	\$545.00	0.50	\$272.50
Sally E. Veghte	Bankruptcy & Restructuring Of Counsel Admitted to Bar 2005	\$435.00	42.00	\$18,270.00
Elizabeth W. Bucilla	Corporate & Securities Associate Admitted to Bar 2017	\$495.00	62.20	\$30,789.00
Michael Oliano	Corporate & Securities Associate Admitted to Bar 2022	\$385.00	13.20	\$5,082.00
Alyssa M. Radovanovich	Bankruptcy & Restructuring Associate Admitted to Bar 2022	\$385.00	3.80	\$1,463.00
Celeste Stellabott	Corporate & Securities Paralegal	\$335.00	48.10	\$16,113.50
Melissa K. Hughes	Bankruptcy & Restructuring Paralegal	\$320.00	252.40	\$80,768.00
TOTALS			1649.70	<u>\$954,590.50</u>
BLENDED RATE				<u>\$578.64</u>

COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TASK CODES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Asset Disposition	AD	214.10	\$112,832.50
Assumption and Rejection of Leases and Contracts	AL	121.80	\$69,847.00
Business Operations	BU	66.80	\$38,835.50
Claims Administration and Objections	CB	21.90	\$12,584.50
Corporate Governance and Board Matters	CG	0.20	\$170.00
Case Administration	CS	416.80	\$211,326.00
Employment and Fee Applications	EF	229.30	\$131,354.50
Financing and Cash Collateral	FI	15.50	\$10,107.00
Litigation: Contested Matters and Adversary Proceedings	LC	215.90	\$146,148.00
Meetings and Communications with Creditors	MC	3.50	\$1,960.00
Plan and Disclosure Statement	PD	274.80	\$178,961.50
Real Estate	RE	0.20	\$170.00
Reporting	RG	68.90	\$40,294.00
TOTAL		1649.70	\$954,590.50

EXPENSE SUMMARY

EXPENSE CATEGORY	TOTAL COMPENSATION
Express Delivery	\$97.17
Filing Fees	\$388.00
Special Copy	\$13,003.18
Computerized Research	\$1,350.89
Meals	\$722.66
Pacer	\$1,095.50
TOTAL	\$16,657.40

C-1
BUDGET FOR THE PERIOD
JUNE 4, 2023 THROUGH DECEMBER 31, 2023
KLEHR HARRISON HARVEY BRANZBURG LLP

Matter Code	Project Category Description	Hours¹ Budgeted	Actual Hours	Total Compensation Budgeted	Actual Compensation
Bankruptcy Proceedings					
AD	Asset Disposition	250	214.40	\$150,000.00	\$112,832.50
AL	Assumption/Rejection of Leases and Contracts	150	121.80	\$100,000.00	\$69,847.00
CB	Claims Administration and Objections	50	21.90	\$25,000.00	\$12,584.50
CG	Corporate Governance and Board Matters	75	0.20	\$50,000.00	\$170.00
CS	Case Administration	500	416.80	\$250,000.00	\$211,326.00
EF	Employment & Fee Applications	150	229.30	\$100,000.00	\$131,354.50
MC	Meetings & Communications with Creditors	50	3.50	\$25,000.00	\$1,960.00
PD	Plan and Disclosure Statement	150	274.80	\$100,000.00	\$178,961.50
Operational Issues					
BU	Business Operations	75	66.80	\$50,000.00	\$38,835.50
FI	Financing/Cash Collateral	75	15.50	\$50,000.00	\$10,107.00
RE	Real Estate	0	0.20	\$0.00	\$170.00
RG	Reporting	100	68.90	\$75,000.00	\$40,294.00
Adversarial Matters					
LC	Litigation/Adversary Proceedings/Contested Matters	250	215.90	\$150,000.00	\$146,148.00
	TOTAL	1,875.00	1649.70	\$1,125,000.00	\$954,590.50

¹ Budget reflects period through December 2023

C-2
STAFFING PLAN FOR THE PERIOD
JUNE 4, 2023 THROUGH DECEMBER 31, 2023
KLEHR HARRISON HARVEY BRANZBURG LLP

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter Categories During the Budget Period	Number of Timekeepers Actually Worked on the Matter Categories During the Budget Period	Average Hourly Rate
Partner	3	7	\$715.00
Counsel	1	1	\$435.00
Associate	1	3	\$421.66
Paralegal	1	2	\$327.50
Total	6	13	\$578.64

C-3
CUSTOMARY AND COMPARABLE
COMPENSATION DISCLOSURES WITH FEE APPLICATIONS
KLEHR HARRISON HARVEY BRANZBURG LLP

Category of Timekeeper	Blended Hourly in comparable practice areas¹	Blended Hourly Firm-wide²	Blended Hourly Rate for this Case
Partner	\$649.00	\$558.00	\$653.17
Counsel	\$478.00	\$412.00	\$435.00
Associate	\$371.00	\$337.00	\$471.38
Paralegal	\$309.00	\$250.00	\$322.50
All Timekeepers	\$557.00	\$467.00	\$578.64

¹ Klehr Harrison's hourly rates for complex bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by similarly skilled bankruptcy attorneys. In addition, Klehr Harrison's hourly rates for bankruptcy services are comparable to the rates charged by the firm for other complex corporate, real estate, tax, and litigation matters. This column reflects the blended hourly rates charged by the firm for the services performed for the 12-month period ending June 30, 2023 in comparable practice areas.

² This column reflects the blended hourly rates charged by the firm for the services performed for the 12-month period ending June 30, 2023 in all practice areas which include discounted, contingent, or fixed rate practice areas and excludes the Bankruptcy and Restructuring group.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: Chapter 11
PGX HOLDINGS, INC, et al., Case No. 23-10718 (CTG)
Debtors. (Jointly Administered)

FINAL FEE APPLICATION OF KLEHR HARRISON HARVEY
BRANZBURG LLP FOR PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL FOR THE DEBTORS
FOR THE PERIOD FROM JUNE 4, 2023 THROUGH DECEMBER 31, 2023

Klehr Harrison Harvey Branzburg LLP ("Klehr Harrison"), co-counsel to PGX Holdings, Inc,
and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases
(collectively, the "Debtors"), hereby submits its final application (the "Final Application") for entry
of an order pursuant to section 331 of title 11 of the United States Code, 11 U.S.C. §§101 et seq, as
amended (the "Bankruptcy Code") granting it final compensation and reimbursement of expenses for
the period from June 4, 2023 through December 31, 2023. In support hereof, Klehr Harrison
respectfully represents as follows:

I. JURISDICTION, VENUE AND STATUTORY
PREDICATES FOR RELIEF SOUGHT

1. United States Bankruptcy Court for the District of Delaware (the "Court") has
jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order
of Reference from the United States District Court for the District of Delaware, dated February 29,
2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A) and (B).

1 The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: PGX
Holdings, Inc. (2510); Credit Repair UK, Inc. (4798); Credit.com, Inc. (1580); Creditrepair.com Holdings, Inc. (7536);
Creditrepair.com, Inc. (7680); eFolks Holdings, Inc. (5213); eFolks, LLC (5256); John C. Heath, Attorney At Law PC (8362);
Progrexion ASG, Inc. (5153); Progrexion Holdings, Inc. (7123); Progrexion IP, Inc. (5179); Progrexion Marketing, Inc. (5073);
and Progrexion Teleservices, Inc. (5110). The location of the Debtors' service address for purposes of these chapter 11 cases is:
257 East 200 South, Suite 1200, Salt Lake City, Utah 84111.

Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

2. The Debtors confirm their consent, pursuant to rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

II. BACKGROUND

3. On June 4, 2023, (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On June 16, 2023, the Court entered an order [Docket No. 55] authorizing the joint administration and procedural consolidation of the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No entity has requested the appointment of a trustee or examiner in these chapter 11 cases.

4. On June 14, 2023, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code [Docket No. 90] (the “Committee”).

5. A description of the Debtors’ businesses, the reasons for commencing the chapter 11 cases, and the relief sought from the Court to allow for a smooth transition into chapter 11 are set forth in the *Redacted Declaration of Chad Wallace, Chief Executive Officer of PGX Holdings, Inc., In Support of the Debtors’ Chapter 11 Petitions and First Day Motions*, filed on June 4, 2023 [Docket No. 12], and incorporated herein by reference.

6. On June 30, 2023, the Debtors filed the *Debtors’ Application Seeking an Order Authorizing the Retention and Employment of Klehr Harrison Harvey Branzburg LLP as Co-Counsel for the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 115]. On July 19, 2023, this Court entered an *Order Authorizing the Retention and Employment of Klehr*
10865434.v2

Harrison Harvey Branzburg LLP as Co-Counsel for the Debtors and Debtors in Possession Effective as of the Petition Date [Docket No. 199] approving the retention of Klehr Harrison as co-counsel to the Debtors effective as of the Petition Date.

7. On July 19, 2023, the Court entered the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 208] (the “Administrative Order”).

8. On August 25, 2023, the Court entered the *Order (I) Approving Progrexion Stalking Horse Purchase Agreement and Authorizing the Sale of Certain Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, and (IV) Granting Related Relief* [Docket No. 422] approving the sale of substantially all of the PGX Assets (as defined in therein) (the “PGX Sale”).

9. Also on August 25, 2023, the Court entered the *Order (I) Approving Lexington Law Stalking Horse Purchase Agreement and Authorizing the Sale of Certain Assets of the Debtors Outside the Ordinary Course of Business, (II) Authorizing the Sale of Assets Free and Clear of all Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith, and (IV) Granting Related Relief* [Docket No. 423] approving the sale of substantially all of the Lexington Law Assets (as defined in therein) (the “Lexington Law Sale” and together with the PGX Sale, the “Sales”).

10. On December 26, 2023, the Court entered an order [Docket No. 681] (the “Confirmation Order”) confirming the *Second Amended Joint Plan of PGX Holdings, Inc. and its Debtor Affiliate Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 570] (the “Plan”) and approving the *First Amended Disclosure Statement for the First Amended Joint Chapter 11 Plan of PGX Holdings, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*

[Docket No. 468] (the “Disclosure Statement”). The Plan was substantially consummated and the Reorganized Debtors emerged from chapter 11 on December 29, 2023 (the “Effective Date”).

11. In these chapter 11 cases, Klehr Harrison assisted the Debtors and its co-counsel Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “K&E”) in among other things, commencing these cases, obtaining critical operational and financing relief through the approval of numerous “first day” motions, implementing and obtaining approval of the sale of substantially all of the Debtors’ assets, obtaining approval of a disclosure statement, and obtaining confirmation of the Debtors’ Plan.

12. Klehr Harrison has continuously rendered services on behalf of the Debtors for the period from June 4, 2023 through December 31, 2023 (the “Final Compensation Period”), totaling 1649.70 hours of professional time.

13. The total sum due to Klehr Harrison for professional services rendered on behalf of the Debtors for the Final Compensation Period is \$954,590.50. Klehr Harrison submits that the professional services it rendered on behalf of the Debtor during this time were reasonable and necessary.

14. During the Final Compensation Period, Klehr Harrison represented the Debtors professionally and diligently, advising them on a variety of complex matters and issues, as a result of which the Debtors took action to maximize the value of their estates for the benefit of all parties in interest.

15. With Klehr Harrison’s advice and counsel and in conjunction with co-counsel Kirkland & Ellis LLP, the Debtors accomplished, among other things, the following achievements;

- (a) successfully filed for chapter 11 and secured approval of “first day” motions allowing the Debtors to smoothly transition operations into chapter 11;
- (b) obtained approval to use cash collateral and debtor-in-possession financing;
- (c) responded to numerous discovery requests from the Committee;

- (d) assisted in drafting and obtaining Court approval of Sale motions;
- (e) assisted with the work necessary to implement and close the court approved Sale transactions;
- (f) helped negotiate, draft, and file the Plan and related Disclosure Statement;
- (g) obtained a court order approving the adequacy of the Disclosure Statement and a court order confirming the Plan; and
- (h) consummated the transactions contemplated by the Plan and emerged from Chapter 11.

10. Klehr Harrison seeks approval in this Final Application of all fees and expenses incurred during the Final Compensation Period on a final basis.

11. During the Final Compensation Period, Klehr Harrison prepared and filing key first-day pleadings, stabilizing operations, negotiating with key stakeholders on several versions of a plan and litigation items, obtaining approval of and closing the Sale, and ultimately securing confirmation of the Plan. Furthermore, Klehr Harrison assisted the Debtors in satisfying the conditions precedent to the Effective Date.

12. Klehr Harrison submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services Klehr Harrison provided to the Debtors during the Final Compensation Period are reasonable and appropriate, commensurate with the scale, nature, and complexity of these chapter 11 cases, and should be approved.

13. Klehr Harrison's considerable time and effort during the Final Compensation Period on the Plan and other matters related to the chapter 11 cases positioned the Debtors to maximize value and confirm a plan of liquidation that went effective on December 29, 2023. These efforts allowed the Debtors to preserve their business and numerous jobs, thus maximizing the value of the estate for the benefit of all stakeholders. Klehr Harrison submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services Klehr Harrison provided to the Debtors during the Final Compensation Period are reasonable and appropriate,

commensurate with the scale, nature, and complexity of these chapter 11 cases, and should be approved.

14. Klehr Harrison has continuously rendered services on behalf of the Debtors for the Final Compensation Period, and by this Final Application, Klehr Harrison requests final allowance of compensation and reimbursement of expenses, for the Final Compensation Period, from June 4, 2023 through December 31, 2023, totaling 1649.70 hours of professional time for fees in the amount of \$954,590.50 and reimbursement of expenses totaling \$16,657.40.

III. SUMMARY OF LEGAL SERVICES RENDERED

15. Among other things, Klehr Harrison attorneys and paraprofessionals performed the following major categories of services for the Debtors during the Final Compensation Period:

Case Administration [CS] This Project Category includes time spent on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to the Debtors' chapter 11 cases. Specifically, Klehr Harrison attorneys and paraprofessionals spent time:

- a. managing and administering these chapter 11 cases on a daily basis, including tracking critical dates and establishing procedures for case administration and docket monitoring;
- b. researching Delaware precedent (except where related to a specific billing matter);
- c. organizing and maintaining document files for these cases;
- d. preparing and filing revised service lists as required by the Bankruptcy Rules and case management procedures;
- e. ensuring compliance with the service and notice requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules, including coordinating service of pleadings and other related notices with the notice and claims agent retained in these chapter 11 cases;
- f. ensuring compliance with all of the other applicable requirements of the Bankruptcy Code, Bankruptcy Rules, Local Bankruptcy Rules and orders or procedures issued by the Court;
- g. participating in status conferences both internally and with the Debtors, advisors, and counsel with other constituents in the cases;

- h. filing numerous pleadings in these chapter 11 cases during the Final Compensation Period. In connection with these filings, Klehr Harrison drafted pleadings, prepared notices of motions, proposed orders, exhibits, and schedules, as applicable, and coordinated with the noticing agent to ensure the delivery of such pleadings to the Court, the U.S. Trustee, and other appropriate parties;
- i. addressing the U.S. Trustee's comments to first-day motions and orders; and
- j. monitoring the dockets for these chapter 11 cases to track the filing of pleadings and to remain apprised of critical dates, including those related to such pleadings. For each pleading filed, Klehr Harrison paraprofessionals ensured that the appropriate attorneys and personnel of the Debtors and the Debtors' other advisors remained apprised of the filed documents and relevant objection and response deadlines, hearing dates, and other critical dates.

Employment & Fee Applications [EF] This Project Category includes time spent by Klehr Harrison attorneys and paraprofessionals providing services related to the retention of Klehr Harrison and the Debtors' other professionals in these chapter 11 cases and the preparation and filing of fee applications and associated notices for Klehr Harrison and the Debtors' other professionals in these chapter 11 cases.

Asset Disposition [AD] This Project Category includes time spent by Klehr Harrison attorneys and paraprofessionals providing services related to (i) negotiating, drafting and seeking approval of the Sale of the Debtors' assets, (ii) addressing the U.S. Trustee's and other constituents' comments to the sale, and (iii) coordinating, drafting and implementing the transactions necessary to close the Sale transactions.

Assumption/Rejection of Leases and Contracts [AL] This Project Category includes time spent by Klehr Harrison attorneys and paraprofessionals providing services related to the assumption and assignment of virtually all of the Debtors' contracts and leases to the purchaser of the Debtors' assets.

Business Operations [BU] This Project Category includes time spent by Klehr Harrison attorneys and paraprofessionals providing services related to assisting the Debtors in addressing business operational issues throughout the cases.

Claims Administration and Objections [CB] This Project Category includes time spent by Klehr Harrison attorneys and paraprofessionals providing services related to addressing claims filed in the cases as well as addressing two class action litigation actions that resulted in agreed orders to address payment of these claims through available insurance proceeds.

Financing and Cash Collateral [FI] This Project Category includes time spent by Klehr Harrison attorneys and paraprofessionals in securing access to the use of cash collateral and obtaining debtor-in-possession financing during these chapter 11 cases. Specifically, Klehr Harrison attorneys and paraprofessionals spent time (i) assisting in preparing and revising the documenting the consensual use of cash collateral and debtor-in-possession financing; and (ii) preparing and/or revising the pleadings necessary to obtain an order of the Court authorizing the Debtors' use of cash collateral and debtor-in-possession financing.

Litigation: Contested Matters and Adversary Proceedings [LC] This Project Category includes time spent by Klehr Harrison attorneys and paraprofessionals preparing for and attending the hearings throughout these cases. Klehr Harrison was intimately involved in the preparation of testimony, exhibits and arguments. This Project Category includes time spent by Klehr Harrison attorneys and paraprofessionals, along with the Debtors' special employment counsel, addressing the litigation commenced against the Debtors pursuant to the Worker Adjustment and Retraining Notification Act, 29 U.S.C. § 2101 et seq. (the "WARN Act").

Plan and Disclosure Statement [PD] This Project Category includes time spent by Klehr Harrison attorneys and paraprofessionals negotiating, drafting, and filing the Plan and related Disclosure Statement and obtaining approval of the Disclosure Statement and Plan.

Reporting [RG] This Project Category includes time spent by Klehr Harrison attorneys and paraprofessionals corresponding with the U.S. Trustee with respect to: (i) coordinating efforts, the Debtors and their other professionals to address comments raised by the U.S. Trustee with respect to reporting requirements of the Debtors; (ii) assisting the Debtors in preparation of reporting materials;

(iii) attending the Initial Debtor Interview; and (iv) addressing the U.S. Trustee's comments and participating in telephone conferences associated therewith and the initial reporting and other requirements of the U.S. Trustee.

16. Klehr Harrison also expended costs on behalf of the Debtor in the sum of \$16,657.40 during the Final Compensation Period. In accordance with Local Bankruptcy Rule 2016-2(e)(iii), the line designated "Photocopying" represents in-house copying based on a cost of \$0.10 per page.

17. Klehr Harrison accordingly seeks allowance of the sum of \$954,590.50 in fees and \$16,657.40 in expenses, for a total of \$971,247.90.

18. In support of the Final Application, Klehr Harrison further submits its budget and staffing plan for the Chapter 11 cases; its customary and comparable disclosures and the Certification of Domenic E. Pacitti. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Final Application conforms to such requirements.

[Remainder of page intentionally left blank.]

WHEREFORE, Klehr Harrison hereby requests that this Court enter an Order: (i) granting the Final Application and authorizing final allowance of compensation in the amount of \$954,590.50 for professional services rendered and final approval of \$16,657.40 for actual and necessary expenses incurred for a total of \$971,247.90 for the Final Compensation Period; (ii) authorization for the Debtors to pay the full amounts requested and allowed; and (iii) such other relief as this Court deems just and proper.

Dated: February 27, 2024
Wilmington, Delaware

/s/ Domenic E. Pacitti

KLEHR HARRISON HARVEY
BRANZBURG LLP
Domenic E. Pacitti (DE Bar No. 3989)
Michael W. Yurkewicz (DE Bar No. 4165)
919 North Market Street, Suite 1000
Wilmington, Delaware 19801
Telephone: (302) 426-1189
Facsimile: (302) 426-9193
Email: dpacitti@klehr.com
myurkewicz@klehr.com

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
601 Lexington Ave
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com

- and -

-and-
Morton R. Branzburg
1835 Market Street, Suite 1400
Philadelphia, Pennsylvania 19103
Telephone: (215) 569-3007
Facsimile: (215) 568-6603
Email: mbranzburg@klehr.com

Spencer Winters (admitted *pro hac vice*)
Alison J. Wirtz (admitted *pro hac vice*)
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: spencer.winters@kirkland.com
alison.wirtz@kirkland.com

Co-Counsel to the Wind-Down Debtors

Co-Counsel to the Wind-Down Debtors

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

In re:)	
	)	Chapter 11
)	
PGX HOLDINGS, INC, <i>et al.</i> , ¹	)	Case No. 23-10718 (CTG)
)	
Debtors.	)	(Jointly Administered)
)	

CERTIFICATION OF DOMENIC E. PACITTI

I, Domenic E. Pacitti, under penalty of perjury, declare as follows:

1. I am a partner in the firm of Klehr Harrison Harvey Branzburg LLP (“Klehr Harrison”), Counsel to the Debtors and Debtors in Possession in these cases (the “Debtors”).

2. I have read the foregoing *Final Fee Application of Klehr Harrison Harvey Branzburg LLP for Allowance of Compensation and Reimbursement of Expenses as Co-Counsel for the Debtors for the Period from June 4, 2023 through December 31, 2023* 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 Klehr Harrison and am thoroughly familiar with all other work performed on behalf of the Debtors by the attorneys and paraprofessionals in Klehr Harrison.

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

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PGX Holdings, Inc. (2510); Credit Repair UK, Inc. (4798); Credit.com, Inc. (1580); Creditrepair.com Holdings, Inc. (7536); Creditrepair.com, Inc. (7680); eFolks Holdings, Inc. (5213); eFolks, LLC (5256); John C. Heath, Attorney At Law PC (8362); Progrexion ASG, Inc. (5153); Progrexion Holdings, Inc. (7123); Progrexion IP, Inc. (5179); Progrexion Marketing, Inc. (5073); and Progrexion Teleservices, Inc. (5110). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 257 East 200 South, Suite 1200, Salt Lake City, Utah 84111.

Harrison 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 Local Rule 2016-2 of the United States Bankruptcy Court for the District of Delaware, and to the best of my knowledge, information and belief, this Application complies with Local Rule 2016-2.

6. Klehr Harrison did not agree to any variations from, or alternatives to, its standard and customary billing arrangements for the proposed engagement by the Debtors pursuant to the Application.

7. None of the professionals at Klehr Harrison included in the proposed engagement by the Debtors pursuant to the Application vary their rates based on geographic location of the bankruptcy case.

8. Other than an annual rate increase effective January 1 of each calendar year, during the twelve months prior to the filing of the Debtors' chapter 11 petitions, the billing rates of Klehr Harrison with respect to the Debtors was not different than those sought under the Application. The rates effective as of January 1, 2023 are the rates charged to the Debtors in the Application

9. The Application does not include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices.

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

Executed on February 27, 2024

/s/ Domenic E. Pacitti
Domenic E. Pacitti (DE Bar No. 3989)

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	
	)	Chapter 11
)	
PGX HOLDINGS, INC, <i>et al.</i> , ¹	)	Case No. 23-10718 (CTG)
)	
Debtors.	)	(Jointly Administered)
)	
	)	Objection Deadline: March 19, 2024 at 4:00 p.m.
	)	Hearing Date: April 8, 2024 at 10:00 a.m.

NOTICE OF APPLICATION

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Final Fee Application of Klehr Harrison Harvey Branzburg LLP for Payment of Compensation and Reimbursement of Expenses as Co-Counsel for the Debtors for the Period from June 4, 2023 through December 31, 2023* (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”).

PLEASE TAKE FURTHER NOTICE that the Application is submitted pursuant to the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* [Docket No. 208] (the “Administrative Order”) dated July 19, 2023.

PLEASE TAKE FURTHER NOTICE that any objection or response to the Application must be made in writing and be filed with the Bankruptcy Court, on or before **March 19, 2024 at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that at the same time, you must also serve a copy of the response or objection upon the following: (a) the Debtors, PGX Holdings, Inc., 257 East 200 South, Suite 1200, Salt Lake City, UT 84111, Attn.: Eric Kamerath; (b) counsel to the Debtors (i) Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Joshua A. Sussberg, P.C., (ii) Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois, 60654, Attn.: Spencer Winters and Alison J. Wirtz, (iii) Klehr Harrison Harvey Branzburg LLP, 919 North Market Street, Suite 1000, Wilmington, Delaware 19801, Attn.: Domenic E. Pacitti and Michael W. Yurkewicz, and (iv) Klehr Harrison Harvey Branzburg LLP, 1835 Market Street, Suite 1400, Philadelphia, Pennsylvania 19103, Attn.: Morton R. Branzburg; (c) counsel for (i) the Prepetition First Lien Agent for the Prepetition First Lien Lenders and (ii) the DIP Agent for the DIP Lenders, King & Spalding

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PGX Holdings, Inc. (2510); Credit Repair UK, Inc. (4798); Credit.com, Inc. (1580); Creditrepair.com Holdings, Inc. (7536); Creditrepair.com, Inc. (7680); eFolks Holdings, Inc. (5213); eFolks, LLC (5256); John C. Heath, Attorney At Law PC (8362); Progrexion ASG, Inc. (5153); Progrexion Holdings, Inc. (7123); Progrexion IP, Inc. (5179); Progrexion Marketing, Inc. (5073); and Progrexion Teleservices, Inc. (5110). The location of the Debtors’ service address for purposes of these chapter 11 cases is: 257 East 200 South, Suite 1200, Salt Lake City, Utah 84111.

LLP, 1185 Avenue of the Americas, 34th Floor, New York, New York 10036 (Attn.: Roger Schwartz, Geoffrey King, and Robert Nussbaum); (d) counsel for the Prepetition Third Lien Agent and the Prepetition Third Lien Lenders, Proskauer Rose LLP, 11 Times Square, New York, New York, 10036 (Attn: David M. Hillman and Libbie B. Osaben); (e) the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn.: Jane M. Leamy; and (f) counsel to the Committee, (i) ArentFox Schiff LLP, 1301 Avenue of the Americas, 42nd Floor, New York, New York 10019, Attn.: Andrew I. Silfen and Beth M. Brownstein; (ii) ArentFox Schiff LLP, 800 Boylston Street, 32nd Floor, Boston, Massachusetts 02199, Attn.: Justin A. Kesselman; (iii) Morris James LLP, 500 Delaware Avenue, Suite 1500, Wilmington, Delaware 19801, Attn.: Eric J. Monzo, Brya M. Keilson, and Jason S. Levin (collectively, the “Application Recipients”).

PLEASE TAKE FURTHER NOTICE THAT IF AN OBJECTION IS PROPERLY FILED AND SERVED ON THE NOTICE PARTIES IN ACCORDANCE WITH THE ABOVE PROCEDURES, A HEARING WILL BE HELD BEFORE THE HONORABLE CRAIG T. GOLDBLATT, UNITED STATES BANKRUPTCY JUDGE FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 3RD FLOOR, COURTROOM #7, WILMINGTON, DELAWARE 19801 ON **APRIL 8, 2024 10:00 A.M. (PREVAILING EASTERN TIME). ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF DEMANDED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: February 27, 2024
Wilmington, Delaware

/s/ Domenic E. Pacitti

KLEHR HARRISON HARVEY
BRANZBURG LLP
Domenic E. Pacitti (DE Bar No. 3989)
Michael W. Yurkewicz (DE Bar No. 4165)
919 North Market Street, Suite 1000
Wilmington, Delaware 19801
Telephone: (302) 426-1189
Facsimile: (302) 426-9193
Email: dpacitti@klehr.com
myurkewicz@klehr.com

-and-

Morton R. Branzburg
1835 Market Street, Suite 1400
Philadelphia, Pennsylvania 19103
Telephone: (215) 569-3007
Facsimile: (215) 568-6603
Email: mbranzburg@klehr.com

Co-Counsel to the Wind-Down Debtors

KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
601 Lexington Ave
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com

- and -

Spencer Winters (admitted *pro hac vice*)
Alison J. Wirtz (admitted *pro hac vice*)
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200
Email: spencer.winters@kirkland.com
alison.wirtz@kirkland.com

Co-Counsel to the Wind-Down Debtors