

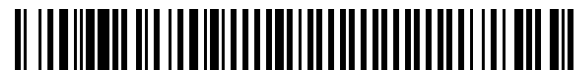
**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: PGX HOLDINGS, INC., <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 23-10718 (CTG) (Jointly Administered) Obj. Deadline: March 19, 2024 at 4:00 p.m. (ET) Hearing Date: April 8, 2024 at 10:00 a.m. (ET)
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SUMMARY OF COMBINED SECOND INTERIM AND FINAL APPLICATION OF MORRIS JAMES LLP, AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR (I) THE INTERIM PERIOD FROM SEPTEMBER 1, 2023 THROUGH DECEMBER 25, 2023 AND (II) THE FINAL PERIOD FROM JUNE 16, 2023 THROUGH DECEMBER 25, 2023

Name of Applicant	<u>Morris James LLP</u>
Authorized to provide professional services to:	Official Committee of Unsecured Creditors of <u>PGX Holdings, Inc., et al.</u>
Date of retention order:	<u>August 2, 2023 nunc pro tunc to June 16, 2023</u>
Interim Period for which compensation and reimbursement sought:	<u>September 1, 2023 through December 25, 2023</u>
Compensation sought as actual, reasonable, and necessary:	<u>\$54,343.50</u>
Expense reimbursement sought as actual, reasonable, and necessary:	<u>\$424.08</u>

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors' 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.



Final Period for which compensation and reimbursement sought: June 16, 2023 through December 25, 2023

Compensation sought as actual, reasonable, and necessary: \$311,275.00

Expense reimbursement sought as actual, reasonable, and necessary: \$28,525.49

Estimated Amount of Compensation Sought as Actual, Reasonable, And Necessary Incurred from December 26, 2023 Through and Including the Date of the Hearing on the Final Fee Applications (“Post-Confirmation Date Period”)² \$21,460.00

Estimated Amount of Expense Reimbursement Sought as Reasonable and Necessary Incurred During the Post-Confirmation Date Period: \$500.00

Amount of Final Compensation sought as actual, reasonable, and necessary: \$332,735.00³

Amount of Final Expense Reimbursement sought as actual, reasonable, and necessary: \$29,025.49⁴

This is a(n): ___ monthly X interim X final

² In addition to the fees incurred on previously filed monthly applications Morris James is estimating fees for the period from December 26, 2023 through and including the date of the final fee hearing. In connection with the preparation of fee applications for the Committees’ professionals, attendance at the final fee hearing and certain required case administration after the effective date, Morris James LLP estimates that it will incur approximately \$21,460.00 in fees during this period. Notwithstanding these estimates, Morris James will only seek payment from the Debtors for fees and expenses actually incurred by Morris James during this period.

³This amount includes an additional \$21,460.00 in estimated fees for the Post-Confirmation Date Period.

⁴ This amount includes an additional \$500.00 in estimated expenses for the Post-Confirmation Date Period.

Previous Applications:

Monthly Fee Application Filing Date & Docket No.	Period Covered	Total Fees Requested	Total Expenses Requested	CNO Filing Date & Docket No.	Amount of Fees Authorized to be Paid	Amount of Expenses Authorized to be Paid
9/15/2023 [D.I. 472]	June 16, 2023 – June 30, 2023	\$23,677.50	\$0.00	9/15/2023 [D.I. 538]	\$23,677.50	\$0.00
9/15/2023 [D.I. 474]	July 1, 2023 – July 31, 2023	\$195,188.50	\$573.14	9/15/2023 [D.I. 540]	\$195,188.50	\$573.14
10/17/2023 [D.I. 555]	August 1, 2023 – August 31, 2023	\$38,065.50	\$27,528.27	11/9/2023 [D.I. 620]	\$38,065.50	\$27,528.27
11/21/2023 [D.I. 629]	September 1, 2023 – September 30, 2023	\$11,969.50	\$187.76	12/13/2023 [D.I. 665]	\$9,575.60	\$187.76
12/20/2023 [D.I. 673]	October 1, 2023 – October 31, 2023	\$23,070.00	\$64.85	1/11/2023 [D.I. 709]	\$18,456.00	\$64.85
2/16/2024 [D.I. 758]	November 1, 2023 – November 30, 2023	\$7,155.00	\$119.29		<i>pending</i>	<i>pending</i>
2/16/2024 [D.I. 761]	December 1, 2023 – December 25, 2023	\$12,149.00	\$52.18		<i>pending</i>	<i>pending</i>
TOTALS		\$311,275.00	\$28,525.49		\$233,576.80	\$28,354.02

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

In re:

PGX HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10718 (CTG)

(Jointly Administered)

Obj. Deadline: March 19, 2024 at 4:00 p.m. (ET)

Hearing Date: April 8, 2024 at 10:00 a.m. (ET)

**COMBINED SECOND INTERIM AND FINAL APPLICATION OF
MORRIS JAMES LLP, AS DELAWARE COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR (I) THE INTERIM
PERIOD FROM SEPTEMBER 1, 2023 THROUGH DECEMBER 25, 2023 AND
(II) THE FINAL PERIOD FROM JUNE 16, 2023 THROUGH DECEMBER 25, 2023**

Morris James LLP (“Morris James”), Delaware Counsel to the Official Committee of Unsecured Creditors (the “Committee”) of PGX Holdings, Inc., the above-captioned Debtors (the “Debtors”), hereby submits its *Combined Second Interim and Final Application of Morris James LLP, as Delaware Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for (I) the Interim Period from September 1, 2023 through December 25, 2023 and (II) the Final Period from June 16, 2023 through December 25, 2023* (the “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”) for (i) for allowance of compensation in the amount of \$54,343.50 and reimbursement of expenses in the amount of \$424.08 for the period September 1, 2023 through December 25, 2023 (the “Interim Compensation”

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ 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.

Period”); and (ii) allowance of compensation in the amount of \$311,275.00 and reimbursement of expenses in the amount of \$28,525.49 for the period June 16, 2023 through December 25, 2023 (the “Final Compensation Period”), in support thereof, Morris James respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B).
2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409.
3. The statutory predicate for the relief sought herein is sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

4. On June 4, 2023, (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (collectively the “Chapter 11 Cases”). The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).
5. The Debtors have continued in the possession of their property 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 trustee or examiner has been appointed in the Chapter 11 Cases.
6. On June 14, 2023, the United States Trustee for the District of Delaware (the “United States Trustee”) filed its notice of appointment of the three (3) member Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.² On or about June 16, 2023, the

² The Committee members are the following: (1) Hawthorne Direct, LLC; (2) Site Selection Group, LLC; and (3) Argano, LLC.

Committee selected ArentFox Schiff LLP (“ArentFox”) as its lead counsel, and soon thereafter Morris James was selected to serve as Delaware counsel to the Committee.

7. On June 30, 2023, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* (the “Interim Compensation Motion”) [Docket No. 127], and on July 19, 2023, the Court entered an Order approving the Interim Compensation Motion (the “Interim Compensation Order”) [Docket No. 208].

8. On July 14, 2023, the Committee filed the *Application for Entry of an Order Authorizing the Retention and Employment of Morris James LLP as Delaware Counsel to The Official Committee of Unsecured Creditors Nunc Pro Tunc to June 16, 2023* (the “Retention Application”) [Docket No. 149]. On August 2, 2023, the Court entered an order approving the Retention Application, *Nunc Pro Tunc to June 16, 2023* [Docket No. 320].

9. On December 26, 2023, the Court entered an order [Docket No. 681] confirming the *Second Amended Joint Chapter 11 Plan of PGX Holdings, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 570] (the “Plan”). On December 29, 2023, the Debtors’ Plan went effective.

SERVICES PROVIDED BY MORRIS JAMES

10. Since its retention, Morris James, in its capacity as Delaware Counsel to the Committee, undertook, the following:

- Provided legal advice and assistance to the Committee in its consultation with the Debtors relative to the Debtors’ administration of its reorganization and the Chapter 11 Cases;
- Reviewed and analyzed all applications, motions, orders, statements of operations, and schedules filed with the Court by the Debtors or third parties, advised the Committee as to their propriety, and after consultation with the Committee, took appropriate action;

- Prepared necessary applications, motions, responses, answers, orders, reports, and other legal papers on behalf of the Committee;
- Represented the Committee at hearings held before the Court and communicate with the Committee regarding the issues raised, as well as the decisions of the Court; and
- Performed such other legal services to the Committee in connection with the prosecution of the Chapter 11 Cases as are necessary and appropriate.

MONTHLY APPLICATIONS

11. On November 21, 2023, Morris James filed its fourth monthly application for compensation and reimbursement of expenses [Docket No. 629] (the “Fourth Monthly Application”). By the Fourth Monthly Application, Morris James sought approval of compensation of \$11,969.50 and reimbursement of expenses in the amount of \$187.76 for the period of September 1, 2023 through September 30, 2023. On December 13, 2023 Morris James filed a certificate of no objection regarding the Fourth Monthly Application [Docket No. 665].

12. On December 20, 2023, Morris James filed its fifth monthly application for compensation and reimbursement of expenses [Docket No. 673] (the “Fifth Monthly Application”). By the Fifth Monthly Application, Morris James sought approval of compensation of \$23,070.00 and reimbursement of expenses in the amount of \$64.85 for the period of October 1, 2023 through October 31, 2023. On January 11, 2024 Morris James filed a certificate of no objection regarding the Fifth Monthly Application [Docket No. 709].

13. On February 16, 2024, Morris James filed its sixth monthly application for compensation and reimbursement of expenses [Docket No. 758] (the “Sixth Monthly Application”). By the Sixth Monthly Application, Morris James sought approval of compensation of \$7,155.00 and reimbursement of expenses in the amount of \$119.29 for the period of November

1, 2023 through November 30, 2023. The deadline to Object to the Sixth Monthly Application is March 8, 2024 at 4:00 p.m. (ET).

14. On February 16, 2024, Morris James filed its seventh monthly application for compensation and reimbursement of expenses [Docket No. 761] (the “Seventh Monthly Application”). By the Seventh Monthly Application, Morris James sought approval of compensation of \$12,149.00 and reimbursement of expenses in the amount of \$52.18 for the period of December 1, 2023 through December 25, 2023. The deadline to Object to the Seventh Monthly Application is March 8, 2023 at 4:00 p.m. (ET).

15. The total sum due to Morris James for professional services rendered on behalf Debtors during for the Interim Compensation Period is \$54,343.50 and for the Final Compensation Period, \$311,275.00 (collectively, the “Compensation Periods”). A chart detailing the fees in each of the applications during the Compensation Periods, by professional and by category is attached as **Exhibit A**. Morris James submits that the professional services it rendered on behalf of the Debtors during this time were both reasonable and necessary.

16. Morris James incurred \$424.08 of expenses during the Interim Compensation Period and for the Final Compensation Period, \$28,525.49. A chart detailing the specific disbursements is attached hereto as **Exhibit B**.

17. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements, including that travel time was not billed at more than half rate and copying charges were only \$0.10 per page.

18. In accordance with the United States Trustee Large Case Fee Guidelines (“Fee Guidelines”), Morris James has attached the Answers to Questions C.5 of the Fee

Guidelines, Customary and Comparable Compensation Disclosures and the Budget and Staffing Plan as **Exhibit C**.

WHEREFORE, Morris James hereby requests pursuant to the procedures allowed in the Interim Compensation Order: (i) approval of allowance and payment on an interim basis, of Morris James' compensation necessary and valuable professional services rendered to the Committee in the sum of \$54,343.50 and reimbursement of expenses in the sum of \$424.08 for the period September 1, 2023 through December 25, 2023; (ii) approval of allowance and payment on an final basis, of Morris James' compensation necessary and valuable professional services rendered to the Committee in the sum of \$332,735.00³ and reimbursement of expenses in the sum of \$29,025.49⁴ for the period June 16, 2023 through and including December 25, 2023; and (iii) payment of any 20% holdback that was withheld from payment under the monthly fee application; and (iv) such other and further relief as is just and proper.

Dated: February 27, 2024

MORRIS JAMES LLP

/s/ Jason S. Levin

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*Counsel to the Official Committee of Unsecured
Creditors*

³ This amount includes \$21,460.00 in estimated fees for the Post-Confirmation Date Period.

⁴ This amount includes \$500.00 in estimated expenses for the Post-Confirmation Date Period

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Debtors.

Chapter 11

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Obj. Deadline: March 19, 2024 at 4:00 p.m. (ET)

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NOTICE OF COMBINED SECOND INTERIM AND FINAL APPLICATION OF MORRIS JAMES LLP, AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR (I) THE INTERIM PERIOD FROM SEPTEMBER 1, 2023 THROUGH DECEMBER 25, 2023 AND (II) THE FINAL PERIOD FROM JUNE 16, 2023 THROUGH DECEMBER 25, 2023

PLEASE TAKE NOTICE that on February 27, 2024, Morris James LLP (“Morris James”), Delaware Counsel to the Official Committee of Unsecured Creditors appointed in the above-referenced bankruptcy cases (the “Committee”), pursuant to the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and (II) Granting Related Relief* [Docket No. 208] (the “Interim Compensation Order”), filed its Combined Second Interim and Final Application (“Application”) seeking allowance of fees in the amount of \$54,343.50 and reimbursement of expenses in the amount of \$424.08 for the period from September 1, 2023 through December 25, 2023 (the “Interim Compensation Period”) and in the amount of \$311,275.00 and reimbursement of expenses in the amount of \$28,525.49 for the period from June 16, 2023 through December 25, 2023 (the “Final Compensation Period”).

If you object to the relief sought by the Application, you are required to file a response to the Application, on or before **March 19, 2024 at 4:00 p.m. (ET)**. At the same time, you must also serve a copy of the response upon Committee’s counsel:

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PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN ALL FEES AND EXPENSES REQUESTED IN THE APPLICATION, INCLUDING ANY 20% HOLDBACK, MAY BE PAID PURSUANT TO THE INTERIM COMPENSATION ORDER WITHOUT FURTHER HEARING OR ORDER OF THE COURT.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE APPLICATION WILL BE HELD ON APRIL 8, 2024 AT 10:00 A.M. (ET).

Dated: February 27, 2024

/s/ Jason S. Levin

Jason S. Levin (DE Bar No. 6434)

EXHIBIT A**Compensation By Category – Second Interim Compensation Period**

	Fourth Monthly Application		Fifth Monthly Application		Sixth Monthly Application		Seventh Monthly Application		Totals	
	Hours	Amount	Hours	Amount	Hours	Amount	Hours	Amount	Hours	Amount
B110 Case Administration	4.30	\$1,754.00	3.80	\$1,582.50	2.00	\$789.00	3.70	\$1,784.50	13.80	\$5,910.00
B130 Asset Disposition	0.30	\$238.50	4.50	\$3,421.50	-	-	-	-	4.80	\$3,660.00
B150 Meetings/Communications with Committee and/or Creditors	1.40	\$1,090.50	-	-	0.10	\$79.50	2.50	\$1,758.00	4.00	\$2,928.00
B160 Retention Applications (MJ)	-	-	-	-	-	-	0.60	\$210.00	0.60	\$210.00
B165 Retention Applications (Others)	-	-	0.30	\$105.00	-	-	-	-	0.30	\$105.00
B170 Fee Applications (MJ)	5.30	\$2,615.00	10.70	\$5,122.50	6.30	\$2,192.50	4.40	\$2,020.00	26.70	\$11,950.00
B175 Fee Applications (Others)	6.20	\$2,970.00	11.60	\$5,418.00	7.50	\$4,094.00	4.40	\$1,654.50	29.70	\$14,136.50
B185 Assumption/Rejection of Leases and Contracts	0.40	\$318.00	-	-	-	-	-	-	0.40	\$318.00
B220 Employee Benefits/Pensions	-	-	2.60	\$1,503.00	-	-	-	-	2.60	\$1,503.00
B230 Financing/Cash Collateral	4.20	\$2,983.50	-	-	-	-	-	-	4.20	\$2,983.50
B320 Plan and Disclosure Statement	-	-	7.20	\$5,137.50	-	-	0.20	\$159.00	7.40	\$5,296.50
B430A Court Hearings: Attendance and Preparation	-	-	1.40	\$780.00	-	-	6.00	\$4,563.00	7.40	\$5,343.00
Totals	22.10	\$11,969.50	42.10	\$23,070.00	15.90	\$7,155.00	21.80	\$12,149.00	101.90	\$54,343.50

Timekeeper Summary – Second Interim Compensation Period

Timekeeper	Position	Fourth Monthly Application		Fifth Monthly Application		Sixth Monthly Application		Seventh Monthly Application		Total	
		Hours	Amount	Hours	Amount	Hours	Amount	Hours	Amount	Hours	Amount
Eric J. Monzo	Member of the Delaware Bar since 2008; Partner in Bankruptcy Department since 2014	4.10	\$3,259.50	8.10	\$6,439.50	0.50	\$397.50	8.20	\$6,519.00	20.90	\$16,615.50
Brya M. Keilson	Member of the Delaware Bar since 2005; Partner in Bankruptcy Department since 2019	5.50	\$4,125.00	11.00	\$8,250.00	4.50	\$3,375.00	1.70	\$1,275.00	22.70	\$17,025.00
Tara C. Pakrouh	Member of the Delaware Bar since 2015; Associate in Bankruptcy Department since 2023	-	-	0.30	\$198.00	-	-	-	-	0.30	\$198.00
Jason S. Levin	Member of the Delaware Bar since 2017; Associate in Bankruptcy Department since 2020	2.10	\$945.00	5.30	\$2,385.00	0.40	\$180.00	1.90	\$855.00	9.70	\$4,365.00
Stephanie A. Lisko	Paralegal in Bankruptcy Department since 2020	3.50	\$1,225.00	2.00	\$700.00	2.50	\$875.00	1.70	\$595.00	9.70	\$3,395.00
Douglas J. Depta	Paralegal in Bankruptcy Department since 2020	6.90	\$2,415.00	14.10	\$4,935.00	5.90	\$2,065.00	8.30	\$2,905.00	35.20	\$12,320.00
Jessica K. Farenski	Case Manager	-	-	1.30	\$162.50	2.10	\$262.50	-	-	3.40	\$425.00
	TOTALS:	22.10	\$11,969.50	42.10	\$23,070.00	15.90	\$7,155.00	21.80	\$12,149.00	101.90	\$54,343.50

Compensation By Category – Final Compensation Period

	First Interim Application		Second Interim Application		Totals	
	Hours	Amount	Hours	Amount	Hours	Amount
B110 Case Administration	132.80	\$81,675.50	13.80	\$5,910.00	146.60	\$87,585.50
B120 Asset Analysis and Recovery	33.00	\$19,596.50	-	-	33.00	\$19,596.50
B130 Asset Disposition	11.50	\$8,677.00	4.80	\$3,660.00	16.30	\$12,337.00
B150 Meetings/Communications with Committee and/or Creditors	30.90	\$19,321.00	4.00	\$2,928.00	34.90	\$22,249.00
B160 Retention Applications (MJ)	14.60	\$9,001.00	0.60	\$210.00	15.20	\$9,211.00
B165 Retention Applications (Others)	11.70	\$5,715.50	0.30	\$105.00	12.00	\$5,820.50
B165A Retention Applications (Others - Objections)	1.90	\$976.50	-	-	1.90	\$976.50
B170 Fee Applications (MJ)	3.90	\$1,365.00	26.70	\$11,950.00	30.60	\$13,315.00
B175 Fee Applications (Others)	2.50	\$1,444.00	29.70	\$14,136.50	32.20	\$15,580.50
B185 Assumption/Rejection of Leases and Contracts	-	-	0.40	\$318.00	0.40	\$318.00
B190 Other Contested Matters (excluding assumption/rejection motions)	7.70	\$5,362.00	-	-	7.70	\$5,362.00
B196 Litigation	146.80	\$82,301.00	-	-	146.80	\$82,301.00
B220 Employee Benefits/Pensions	-	-	2.60	\$1,503.00	2.60	\$1,503.00
B230 Financing/Cash Collateral	11.30	\$6,974.00	4.20	\$2,983.50	15.50	\$9,957.50
B310 Claims Administration and Objections	0.80	\$547.00	-	-	0.80	\$547.00
B320 Plan and Disclosure Statement	8.50	\$5,847.00	7.40	\$5,296.50	15.90	\$11,143.50
B430A Court Hearings: Attendance and Preparation	10.90	\$8,128.50	7.40	\$5,343.00	18.30	\$13,471.50
Totals	428.80	\$256,931.50	101.90	\$54,343.50	530.70	\$311,275.00

Timekeeper Summary – Final Compensation Period

Timekeeper	Position	First Interim Application		Second Interim Application		Totals	
		Hours	Amount	Hours	Amount	Hours	Amount
Eric J. Monzo	Member of the Delaware Bar since 2008; Partner in Bankruptcy Department since 2014	105.00	\$83,475.00	20.90	\$16,615.50	125.90	\$100,090.50
Brya M. Keilson	Member of the Delaware Bar since 2005; Partner in Bankruptcy Department since 2019	50.90	\$38,175.00	22.70	\$17,025.00	73.60	\$55,200.00
Tara C. Pakrouh	Member of the Delaware Bar since 2015; Associate in Bankruptcy Department since 2023	85.90	\$56,694.00	0.30	\$198.00	86.20	\$56,892.00
Jack G. Pope	Member of the Delaware Bar since 2003; Associate in Bankruptcy Department since 2022	17.20	\$8,600.00	-	-	17.20	\$8,600.00
Alena V. Smith	Member of the Delaware Bar since 2019; Associate in Litigation Department since 2022	10.50	\$5,250.00	-	-	10.50	\$5,250.00
Samuel E. Bashman	Member of the Delaware Bar since 2022; Associate in Litigation Department Since 2020	9.90	\$4,702.50	-	-	9.90	\$4,702.50
Jason S. Levin	Member of the Delaware Bar since 2017; Associate in Bankruptcy Department since 2020	77.60	\$34,920.00	9.70	\$4,365.00	87.30	\$39,285.00
Siena B. Cerra	Member of the Pennsylvania Bar since 2023; Associate in Bankruptcy Department since 2023	3.00	\$1,155.00	-	-	3.00	\$1,155.00
Stephanie A. Lisko	Paralegal in Bankruptcy Department since 2020	26.60	\$9,310.00	9.70	\$3,395.00	36.30	\$12,705.00
Douglas J. Depta	Paralegal in Bankruptcy Department since 2020	41.20	\$14,420.00	35.20	\$12,320.00	76.40	\$26,740.00
Joan M. Hofmann	Paralegal in Bankruptcy Department since 2020	1.00	\$230.00	-	-	1.00	\$230.00

Timekeeper	Position	First Interim Application		Second Interim Application		Totals	
		Hours	Amount	Hours	Amount	Hours	Amount
Jessica K. Farenski	Case Manager	-	-	3.40	\$425.00	3.40	\$425.00
	TOTAL:	428.80	\$256,931.50	101.90	\$54,343.50	530.70	\$311,275.00

EXHIBIT B**Summary of Expenses – Second Interim Compensation Period**

	Fourth Monthly Application	Fifth Monthly Application	Sixth Monthly Application	Seventh Monthly Application	Totals
Postage	-	-	\$3.03	\$4.38	\$7.41
Reproduction	-	-	\$8.70	\$31.60	\$40.30
Pacer	-	\$31.50	-	-	\$31.50
Delivery - DLS	\$14.85	-	-	-	\$14.85
Reliable (Production)	\$0.31	\$33.35	\$50.86	-	\$84.52
Reliable (Transcript)	\$15.60	-	\$56.70	\$16.20	\$88.50
Working Meals	\$157.00	-	-	-	\$157.00
TOTAL:	\$187.76	\$64.85	\$119.29	\$52.18	\$424.08

Summary of Expenses – Final Compensation Period

	First Interim Application	Second Interim Application	Totals
Postage	\$30.78	\$7.41	\$38.19
Reproduction	\$320.30	\$40.30	\$360.60
Westlaw	\$382.26	-	\$382.26
USDC (PHV Fees)	\$50.00	-	\$50.00
Pacer	\$19.20	\$31.50	\$50.70
Delivery - DLS	\$92.50	\$14.85	\$107.35
Reliable (Production)	\$7,005.81	\$84.52	\$7,090.33
Reliable (Depositions)	\$19,740.56	-	\$19,740.56
Reliable (Transcript)	\$30.00	\$88.50	\$118.50
Parcels	\$100.00	-	\$100.00
Meals	\$330.00	\$157.00	\$487.00
TOTAL:	\$28,101.41	\$424.08	\$28,525.49

EXHIBIT C

EXHIBIT C-1**BUDGET FOR FINAL COMPENSATION PERIOD**

PROJECT CATEGORY	ESTIMATED HOURS	ESTIMATED FEES
Asset Analysis and Recovery	40.00	\$25,000.00
Asset Disposition	20.00	\$25,000.00
Assumption and Rejection of Leases and Contracts	5.00	\$2,500.00
Avoidance Action Analysis		
Budgeting (Case)		
Business Operations		
Case Administration	160	\$90,000.00
Claims Administration and Objections	5.00	\$2,500.00
Corporate Governance and Board Matters		
Court Hearings: Attendance and Preparation	20.00	\$15,000.00
Employee Benefits and Pensions	5.00	\$2,500.00
Employment and Fee Applications	100.00	\$50,000.00
Employment and Fee Application Objections	5.00	\$2,500.00
Financing and Cash Collateral	20.00	\$12,000.00
Litigation	150.00	\$85,000.00
Meetings and Communications with Creditors	40.00	\$25,000.00
Non-Working Travel		
Other Contested Matters (excluding assumption/rejection motions)	10.00	\$7,500.00
Plan and Disclosure Statement	20.00	\$15,000.00
Real Estate		
Relief from Stay and Adequate Protection		
Reporting		
Tax		
Valuation		
TOTAL	600.00	\$330,000.00

EXHIBIT C-2**STAFFING PLAN FOR FINAL COMPENSATION PERIOD**

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE HOURLY RATE
Sr./Equity Partner/Shareholder	2	\$772.50
Jr./Non-equity/Income Partner		
Counsel		
Sr. Associate (7 or more years since first admission)	3	\$536.67
Associate (4-6 years since first admission)	1	\$500.00
Jr. Associate (1- 3 years since first admission)	2	\$430.00
Staff Attorney		
Contract Attorney		
Paralegal	3	\$320.00
Case Manager	1	\$125.00

ANSWERS TO QUESTIONS SET FORTH IN ¶ C.5 OF THE APPX. B GUIDELINES

<u>Question</u>	<u>Answer</u>
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.	No.
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?	No.
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?	No.
Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.	No.
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.	No.
<p>If the fee application includes any rate increases since retention:</p> <ul style="list-style-type: none"> i. Did your client review and approve those rate increases in advance? ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458? 	No.

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

Morris James' hourly rates for bankruptcy services are comparable or less than the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Morris James' hourly rates for bankruptcy services are comparable to the rates charged by the firm, and by comparably skilled practitioners in other firms, for complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.

<u>Category of Timekeeper</u> (as maintained by the Firm)	<u>Blended Hourly Rate¹</u>		
	Billed firm-wide other than for bankruptcy and personal injury for January 1, 2023 through December 31, 2023 ²	Billed for Morris James' National Practices other than bankruptcy only for January 1, 2023 through December 31, 2023 ³	Billed Through Final Period
Partner	\$695.45	\$809.63	\$778.48
Associate ⁴	\$414.44	\$461.05	\$541.26
Paralegal	\$276.63	\$305.97	\$348.96
Aggregate:	\$517.16	\$612.48	\$586.53

¹ Consistent with ¶ C.3 of the Appendix B Guidelines, the blended hourly rates set forth herein are calculated by dividing the dollar value of hours billed by the number of hours billed for the relevant timekeepers during the applicable time period. The data for the "preceding year" is based on information from Morris James' financial information for the period of January 1, 2023 through December 31, 2023.

² Please note that this column does not include the rates of the firm's personal injury attorneys, each of whom bill on a contingency basis.

³ This column does not include Morris James' "local practices" (e.g., labor law, matrimonial, medical malpractice, real estate, and tax and estates).

⁴ The "associate" category of timekeepers also includes senior counsel.

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

<p>In re:</p> <p>PGX HOLDINGS, INC., <i>et al.</i>,¹</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 23-10718 (CTG)</p> <p>(Jointly Administered)</p>
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DECLARATION OF JASON S. LEVIN REGARDING COMBINED SECOND INTERIM AND FINAL APPLICATION OF MORRIS JAMES LLP, AS DELAWARE COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR (I) THE INTERIM PERIOD FROM SEPTEMBER 1, 2023 THROUGH DECEMBER 25, 2023 AND (II) THE FINAL PERIOD FROM JUNE 16, 2023 THROUGH DECEMBER 25, 2023

STATE OF DELAWARE :

:

SS

COUNTY OF NEW CASTLE :

I, Jason S. Levin, after being sworn according to law, deposes and says:

1. I am an associate at the firm of Morris James LLP (“Morris James”), Delaware Counsel to the Official Committee of Unsecured Creditors (the “Committee”).

2. I have read the foregoing *Combined Second Interim and Final Application of Morris James LLP, as Delaware Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for (I) the Interim Period from September 1, 2023 through December 25, 2023 and (II) the Final Period from June 16, 2023 through December 25, 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

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ 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.

those matters, I believe them to be true. I have personally performed many of the legal services rendered by Morris James and am thoroughly familiar with all other work performed on behalf of the Committee by the attorneys and paraprofessionals in Morris James.

3. In accordance with Rule 2016(a) of the Federal Rules of Bankruptcy Procedure and Section 504 of the Title 11, United States Code, no agreement or understanding exists between Morris James and any other person for the sharing of compensation to be received in connection with the above-captioned case.

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.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 27, 2024

/s/ Jason S. Levin
Jason S. Levin (DE Bar No. 6434)

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

In re:

PGX HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10718 (CTG)

(Jointly Administered)

CERTIFICATE OF SERVICE

I hereby certify that on this 27th day of February, 2024, I caused to be filed with the Court electronically, and I caused to be served a true and correct copy of the *Combined Second Interim and Final Application of Morris James LLP, as Delaware Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for (I) the Interim Period from September 1, 2023 through December 25, 2023 and (II) the Final Period from June 16, 2023 through December 25, 2023* upon the parties that are registered to receive notice via the Court's CM/ECF notification system and an additional service was completed via electronic mail on the parties listed on the attached service list.

/s/ Jason S. Levin

Jason S. Levin (DE Bar No. 6434)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors' 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.

Service List

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