

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

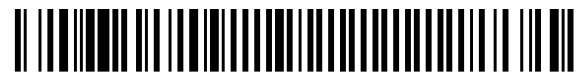
In re:	)	Chapter 11
)	
PGX HOLDINGS, INC, et al., ¹	)	Case No. 23-10718 (CTG)
)	
Debtors.	)	(Jointly Administered)

**FINAL FEE APPLICATION OF WILLIAMS & CONNOLLY LLP FOR PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE
DEBTORS FOR THE PERIOD FROM JUNE 4, 2023 THROUGH SEPTEMBER 28, 2023**

Name of Applicant:	<u>Williams & Connolly 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>
Date of Order Approving Retention [Docket No. 199]	<u>July 19, 2023</u>
Period for which compensation and reimbursement is sought:	<u>June 4, 2023 to September 28, 2023</u>
Amount of Final Compensation sought as actual, reasonable and necessary:	<u>\$1,273,259.00</u>
Amount of Final Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$98,616.43</u>
Total Final Fees and Expenses sought:	<u>\$1,375,875.43²</u>
Total Compensation Approved by Interim Order to Date:	<u>N/A</u>
Total Expenses Approved by Interim Order to Date:	<u>N/A</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.

² Includes \$4,000.00 of fees and expenses for finalizing final fee request.



Total Compensation Paid to Date for this period: \$994,002.00

Total Expenses Paid to Date for this period: \$55,998.44

Blended Rate in this Application for all Attorneys: \$1,170.59

Blended Rate in this Application for all Timekeepers: \$1,072.04

Compensation sought in this Application already paid pursuant to monthly compensation order but not yet allowed: \$994,002.00

Expenses sought in this Application already paid pursuant to monthly compensation order but not yet allowed: \$55,998.44

Number of Professionals included in this Application: 11

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

This is a(n): Monthly Interim ✓ Final application

Prior Applications

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees [80%]	Expenses [100%]	Fee Holdback
First Monthly Filed 8/24/2023 DI No. 407 CNO DI No. 465 Filed 9/15/2023	6/4/2023- 7/31/2023	\$931,438.50	\$46,544.13	\$745,150.80	\$46,544.13	\$186,287.70
Second Monthly Filed 9/22/2023 DI No. 490 CNO DI No. 522 Filed 10/17/2023	8/1/2023- 8/31/2023	\$311,064.00	\$9,454.31	\$248,851.20	\$9,454.31	\$62,212.80

TIME AND COMPENSATION BREAKDOWN
JUNE 4, 2023 THROUGH SEPTEMBER 28, 2023³

NAME OF PROFESSIONAL PERSON	POSITION/ NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Edward J. Bennett	Litigation Partner Admitted to Bar 1996	\$1,500.00	212.3	\$318,450.00
Edward C. Barnidge	Litigation Partner Admitted to Bar 1999	\$1,325.00	161.4	\$231,855.00
Suzanne Salgado	Litigation Partner Admitted to Bar 2013	\$1,250.00	50.1	\$62,625.00
Shauna M. Kramer	Litigation Associate Admitted to Bar 2014	\$1,130.00	126.7	\$143,171.00
Daniel Whiteley	Litigation Associate Admitted to Bar 2019	\$1,000.00	156.7	\$156,700.00
Emma J. Nino	Litigation Associate Admitted to Bar 2020	\$1,000.00	172.7	\$172,700.00
Paul Hoversten	Litigation Associate Admitted to Bar 2018	\$1,000.00	8.4	\$8,400.00
Atticus DeProspero	Litigation Associate Admitted to Bar 2020	\$950.00	111.8	\$106,210.00
Linda N. Gitonga	Discovery Attorney Admitted to Bar	\$530.00	45.9	\$24,327.00
Michael J. Coleman	Information Systems Consultant	\$530.00	72.7	\$38,531.00
Keith Butler	Senior Paralegal	\$410.00	69	\$28,290.00
TOTALS			1187.7	<u>\$1,273,259.00</u>
BLENDED RATE				<u>\$1,072.04</u>

³ The total Time and Compensation for the period of June 4, 2023 through September 28, 2023 includes both the fees included in the First Monthly and Second Monthly Fee Applications, as well as time and compensation for the period of September 1, 2023 to September 28, 2023. The time detail for the September 1, 2023 to September 28, 2023 is attached hereto as **Exhibit A**. All other time detail was included in the First Monthly and Second Monthly Fee Applications.

COMPENSATION BY PROJECT CATEGORY
JUNE 4, 2023 THROUGH SEPTEMBER 28, 2023

PROJECT CATEGORY	TOTAL HOURS BILLED	TOTAL COMPENSATION
Litigation: Contested Matters and Adversary Proceedings	1187.7	<u>\$1,273,259.00</u>
TOTAL	1187.7	<u>\$1,273,259.00</u>

EXPENSE SUMMARY
JUNE 4, 2023 THROUGH SEPTEMBER 28, 2023⁴

EXPENSE CATEGORY	TOTAL COMPENSATION
Shipping Services	\$17,199.05
Out-of-town Travel and Expenses	\$53,855.94
Litigation Support Vendors	\$23,359.36
Filings and Docket Tracking	\$516.00
Other – External Database Hosting Fees	\$3,686.08
TOTAL	\$98,616.43

⁴ The total Expenses for the period of June 4, 2023 through September 28, 2023 includes both the expenses included in the First Monthly and Second Monthly Fee Applications, expenses included on the monthly bill for the period of September 1 to 28, 2023 (which has not been the subject of a previous monthly application), and additional expenses included on Invoice Number 561883, Dated February 22, 2024. This final invoice captures expenses from prior to September 28, 2023 that had not been received and/or fully processed prior to the end of September 2023. The Expense Detail for all expenses that were not previously filed in the First Monthly and Second Monthly Fee Applications is attached hereto as Exhibit A.

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

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

**FINAL FEE APPLICATION OF WILLIAMS & CONNOLLY LLP FOR PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE
DEBTORS FOR THE PERIOD FROM JUNE 4, 2023 THROUGH SEPTEMBER 28, 2023**

Williams & Connolly LLP (“Williams & Connolly”), counsel to PGX Holdings, Inc. *et al.* and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), hereby submits its final fee application (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”) granting it interim compensation and reimbursement of expenses for the period from June 4, 2023 through September 28, 2023. In support hereof, Williams & Connolly respectfully represents as follows:

**I. JURISDICTION, VENUE AND STATUTORY
PREDICATES FOR RELIEF SOUGHT**

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). Venue of this proceeding and

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.

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

II. BACKGROUND

2. On June 4, 2023, (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in the management of its businesses and operation of its properties pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On June 14, 2023, the United States Trustee appointed an Official Committee of Unsecured Creditors (the “Committee”) in these cases.

4. On July 19, 2023, this Court entered an *Order Authorizing the Retention and Employment of Williams & Connolly LLP as Co-Counsel for the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 199] approving the retention of Williams & Connolly as counsel to the Debtors.

5. 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”).

6. Williams & Connolly has continuously rendered services on behalf of the Debtors for the period from June 4, 2023 through September 28, 2023 (the “Final Compensation Period”), totaling 1187.7 hours of professional time.

7. The total sum due to Williams & Connolly for professional services rendered on behalf of the Debtors for the Compensation Period is \$1,273,259.00. Williams & Connolly submits that the professional services it rendered on behalf of the Debtor during this time were reasonable and necessary.

8. During the Final Compensation Period, Williams & Connolly represented the Debtors professionally and diligently, advising and representing them in the CFPB litigation in the United States District Court for the District of Utah.

9. With Williams & Connolly's advice and counsel, the Debtors accomplished, among other things, a negotiated settlement agreement and resolution of the CFPB litigation.

10. Williams & Connolly 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, Williams & Connolly prepared and filed key pleadings and pretrial filings, appeared for pretrial and motions hearings, negotiated and drafted a settlement agreement with the CFPB, and ultimately secured a negotiated resolution to the litigation. Williams & Connolly also continued to advise the Debtors during the Final Application Period regarding compliance with the settlement agreement.

12. Williams & Connolly submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services Williams & Connolly 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. Williams & Connolly has continuously rendered services on behalf of the Debtors for the Final Compensation Period, and by this Final Application, Williams & Connolly requests final allowance of compensation and reimbursement of expenses, for the Final Compensation Period, from June 4, 2023 through September 28, 2023, totaling 1187.7 hours of professional time for fees in the amount of \$1,273,259.00 and reimbursement of expenses totaling \$98,616.43.

14. Among other things, Williams & Connolly attorneys and paraprofessionals performed the following services for the Debtors during the Final Compensation Period:

Litigation: Contested Matters and Adversary Proceedings [LC] This Project Category includes time spent by Williams & Connolly attorneys and paraprofessionals prepared and filed key pleadings and pretrial filings, appeared for pretrial and motions hearings, negotiated and drafted a settlement agreement with the CFPB, and ultimately secured a negotiated resolution to the litigation.

15. Williams & Connolly also expended costs on behalf of the Debtor in the sum of \$98,616.43 during the Compensation Period.

16. Williams & Connolly accordingly seeks allowance of the sum of \$1,273,259.00 in fees and \$98,616.43 in expenses, for a total of \$1,371,875.43.

17. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements.

WHEREFORE, Williams & Connolly hereby requests: (a) approval and allowance on a final basis of full compensation for necessary and valuable professional services rendered to the Debtors in the sum of \$1,273,259.00 and reimbursement of actual and necessary expenses incurred in the sum of \$98,616.43 for the period from June 4, 2023 through September 28, 2023; (b) authorization for the Debtors to pay the full amounts requested in the Final Applications, including the 20% holdback of fees as provided in the Administrative Order; and (c) such other relief as this Court deems just and proper.

[Signature Page to Follow]

Dated: February 26, 2024
Washington, DC

/s/ Edward J. Bennett

WILLIAMS & CONNOLLY LLP

680 Maine Avenue S.W.

Washington, DC 20024

ebennett@wc.com

Special Litigation Counsel to the Debtors

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

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

CERTIFICATION OF EDWARD J. BENNETT

I, Edward J. Bennett, under penalty of perjury, declare as follows:

1. I am a partner in the firm of Williams & Connolly LLP (“Williams & Connolly”), Counsel to the Debtors and Debtors in Possession (the “Debtors”) in *Bureau of Consumer Financial Protection v. Progrexion Marketing, Inc., et al.*, Case No. 2:19-CV-00298-BSJ (the “CFPB Litigation”).

2. I have read the foregoing *Final Fee Application of Williams & Connolly LLP for Allowance of Compensation and Reimbursement of Expenses as Counsel for the Debtors for the Period from June 4, 2023 through September 28, 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 Williams & Connolly and am thoroughly familiar with all other work performed on behalf of the Debtors by the attorneys and paraprofessionals in Williams & Connolly.

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.

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 Williams & Connolly 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.

5. Williams & Connolly 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.

6. None of the professionals at Williams & Connolly included in the proposed engagement by the Debtors pursuant to the Application vary their rates based on geographic location of the bankruptcy case.

7. 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 Williams & Connolly 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.

8. 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 26, 2024

/s/ Edward J. Bennett

Edward J. Bennett

Exhibit A

LAW OFFICES
WILLIAMS & CONNOLLY^{LLP}

680 MAINE AVENUE SW
WASHINGTON, DC 20024
(202) 434-5000
WWW.WC.COM

October 8, 2023

PRIVILEGED AND CONFIDENTIAL

Invoice Number: 557155

Laura Tanner
Progexion Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Matter Description: *CFPB Matter*

BILLING STATEMENT

Professional Services Rendered thru September 30, 2023	\$30,756.50
TOTAL PROFESSIONAL FEES	<u>\$30,756.50</u>
TOTAL EXPENSES	\$3,260.78
CURRENT FEES AND EXPENSES DUE.....	<u>\$34,017.28</u>
Balance Due From Previous Statement	\$506,806.01
PRIOR BALANCE DUE	<u>\$506,806.01</u>
TOTAL BALANCE DUE AS OF THIS DATE.....	<u>\$540,823.29</u>

CLIENT NO. 48219
 INVOICE NO. 557155
 October 8, 2023

Matter No. 48219.0009 – CFPB Matter

TIMEKEEPER SUMMARY

TIMEKEEPER	TITLE	HOURS	RATE	AMOUNT
Edward C. Barnidge	Partner	1.90	1,325.00	2,517.50
Sauna M. Kramer	Associate	0.80	1,130.00	904.00
Daniel D. Whiteley	Associate	8.20	1,000.00	8,200.00
Emma J. Nino	Associate	0.80	1,000.00	800.00
Atticus W. DeProspro	Associate	19.30	950.00	18,335.00
		<u>31.00</u>		<u>\$30,756.50</u>

Date	Timekeeper	Narrative	Hours	Amount
09/01/23	Barnidge	Reviewing declarations.	0.20	265.00
09/06/23	Whiteley	Reviewing and saving signature pages for court order.	0.10	100.00
09/06/23	Kramer	Review Final Stipulated Order for operative dates and deadlines, and draft email to client re: same.	0.50	565.00
09/06/23	Kramer	Correspondence with client and CFPB re: Defendants' Acknowledgements of final order.	0.30	339.00
09/12/23	Whiteley	Research re: TSR scope.	1.20	1,200.00
09/12/23	Whiteley	Team corres. re: TSR.	0.10	100.00
09/12/23	DeProspro	Conduct research re: whether TSR applies to banks.	2.20	2,090.00
09/12/23	Barnidge	Emailing with team re research and analysis of scope of TSR.	0.50	662.50
09/13/23	Barnidge	Working on analysis of TSR and emailing with team re same.	0.50	662.50
09/13/23	Whiteley	Research re CFPB enforcement of FTC regulations.	2.10	2,100.00
09/13/23	DeProspro	Conduct research re: whether TSR applies to banks.	4.60	4,370.00
09/13/23	DeProspro	Draft summary of whether TSR applies to banks.	1.20	1,140.00
09/14/23	DeProspro	Conduct research re: whether TSR applies to banks.	4.10	3,895.00
09/14/23	DeProspro	Draft summary of whether TSR applies to banks.	0.90	855.00
09/14/23	Nino	Reviewed and revised disclosure statement re: bankruptcy sale; communications with team re: same.	0.80	800.00
09/18/23	Whiteley	Team corres. re presentation to board.	0.10	100.00

CLIENT NO. 48219
 INVOICE NO. 557155
 October 8, 2023

Matter No. 48219.0009 – CFPB Matter

Date	Timekeeper	Narrative	Hours	Amount
09/18/23	DeProspro	Read and Draft emails re: Research on TSR and banks.	0.20	190.00
09/19/23	Whiteley	Drafting slides for presentation to board re complying with final order.	2.80	2,800.00
09/19/23	Whiteley	Team corres. re board presentation.	0.10	100.00
09/19/23	DeProspro	Read Judge Jenkins' final order and make list of compliance obligations.	1.30	1,235.00
09/19/23	DeProspro	Revise email re: research on TSR and banks.	0.40	380.00
09/19/23	DeProspro	Draft bullet points for PPT slide on ongoing compliance obligations for Board Meeting Presentation.	1.50	1,425.00
09/20/23	Whiteley	Meeting with E. Barnidge and A. DeProspro re slides for board presentation.	0.40	400.00
09/20/23	Whiteley	Editing slides for board presentation.	1.30	1,300.00
09/20/23	DeProspro	Draft slides for PGX and LL Board Meeting re: ongoing compliance obligations.	2.50	2,375.00
09/20/23	DeProspro	Participate in meeting with E. Barnidge and D. Whiteley re: slides for PGX and LL Board Meeting.	0.40	380.00
09/20/23	Barnidge	Meeting re compliance slides for board meetings; reviewing same and emails with Kirkland re same.	0.70	927.50
TOTAL PROFESSIONAL SERVICES:				\$30,756.50

CLIENT NO. 48219
 INVOICE NO. 557155
 October 8, 2023

Matter No. 48219.0009 – CFPB Matter

EXPENSE SUMMARY

EXPENSE DESCRIPTION	AMOUNT
RelativityOne Hosting	1,233.00
Professional Fee	1,719.62
Westlaw	308.16
Total Expenses Due:	\$3,260.78

DESCRIPTION

09/01/2023	W & C, WILLIAMS	Westlaw	308.16
09/01/2023	W & C, WILLIAMS	RelativityOne Hosting (\$4.50 /GB) for 227.22 GB plus DC tax of 6% (9/1/2023 - 9/30/2023); Invoice No. RELONE-015663 RelativityOne Hosting (\$1.13 /GB) for 124.53 GB plus DC tax of 6% (9/1/2023 - 9/30/2023); Invoice No. RELONE-015663	1,233.00
09/11/2023	BENNETT, EDWARD J.	Vendor: AQUIPT, INC.; Invoice#: 123380; Date: 9/11/2023. Equipment rental for war room for August 2023 hearing in Salt Lake City, UT.	1,719.62
		Total Expenses:	\$3,260.78

LAW OFFICES
WILLIAMS & CONNOLLY^{LLP}

680 MAINE AVENUE SW
WASHINGTON, DC 20024
(202) 434-5000
WWW.WC.COM

February 22, 2024

PRIVILEGED AND CONFIDENTIAL

Invoice Number: 561883

Laura Tanner
Progexion Holdings, Inc.
257 East 200 South
Salt Lake City, UT 84111

Matter Description: *CFPB Matter*

BILLING STATEMENT

TOTAL EXPENSES	\$39,357.21
CURRENT FEES AND EXPENSES DUE.....	\$39,357.21
Balance Due From Previous Statement	\$284,988.25
PRIOR BALANCE DUE	\$284,988.25
TOTAL BALANCE DUE AS OF THIS DATE.....	\$324,345.46

CLIENT NO. 48219
 INVOICE NO. 561883
 February 22, 2024

Matter No. 48219.0009 – CFPB Matter

EXPENSE SUMMARY

EXPENSE DESCRIPTION	AMOUNT
Airfare	9,130.72
Equipment Rental	1,987.00
Hotel	16,209.78
Out of Town Meals v- 50% IRS Limit	407.62
Professional Fee	7,991.78
Research	95.40
Train	367.00
Travel	842.65
Out of Town Travel	187.94
Outside Copying	2,137.32
Total Expenses Due:	\$39,357.21

DESCRIPTION

01/11/2023	SALGADO, SUZANNE M.	Vendor: DIGISOURCE, LLC; Invoice#: 54863; Date: 1/11/2023	1,978.32
06/27/2023	WHITELEY, DANIEL D.	Vendor: PAGE VAULT INC.; Invoice#: 25429; Date: 6/27/2023 - preservation of content from Wayback machine to use as an exhibit	729.28
07/07/2023	COLEMAN, MICHAEL J.	Michael Coleman dinner at hotel restaurant - GRAND AMERICA F&B, Date: 7/7/2023, External: NONE, Internal: COLEMAN, MICHAEL J.;	59.94
07/07/2023	COLEMAN, MICHAEL J.	Michael Coleman breakfast smoothie at airport before flight to UT. PAR SMOOTHIE KING SK1437, Date: 7/7/2023, External: NONE, Internal: COLEMAN, MICHAEL J.;	9.58
07/07/2023	COLEMAN, MICHAEL J.	Michael Coleman Lyft ride from home (Fort Washington MD) to BWI airport (Baltimore MD). MERCHANT: LYFT RIDE FRI 4AM, Date: 7/7/2023	70.99
07/08/2023	COOPER, VANDHALIA	Hotel stay for team, conference space rental and other incidentals.	15,239.78
07/08/2023	COLEMAN, MICHAEL J.	Michael Coleman lunch during trial support. NACHO DADDY, Date: 7/8/2023, External: none, Internal: COLEMAN, MICHAEL J.;	21.52
07/08/2023	COLEMAN, MICHAEL J.	Michael Coleman Lyft ride to hotel (Grand America) from SLC airport in Salt Lake City, UT for trial support - LYFT RIDE FRI 10AM, Date: 7/8/2023	17.95
07/08/2023	BUTLER, KEITH C.	Meal at the bwi airport for travel to Utah for Pretrial	6.53

CLIENT NO. 48219
 INVOICE NO. 561883
 February 22, 2024

Matter No. 48219.0009 – CFPB Matter

DESCRIPTION

		Conference.	
07/08/2023	BUTLER, KEITH C.	Uber ride from residence to BWI for trip to Utah for PreTrial Conference.	58.74
07/09/2023	BUTLER, KEITH C.	MERCHANT: UBER TRIP, Date: 7/9/2023 Uber ride from residence to BWI for trip to Utah for PreTrial Conference	11.26
07/10/2023	COLEMAN, MICHAEL J.	Michael Coleman lunch during trial support. MARKET STREET GRILL - DOW, Date: 7/10/2023, External: none, Internal: COLEMAN, MICHAEL J.;	34.00
07/10/2023	COLEMAN, MICHAEL J.	Michael Coleman breakfast at hotel during trial support. GRAND AMERICA F&B, Date: 7/10/2023, External: none, Internal: COLEMAN, MICHAEL J.;	20.00
07/11/2023	BUTLER, KEITH C.	MERCHANT: GRAND AMERICA F&B, Date: 7/11/2023, External: None, Internal: BUTLER, KEITH C.; Meal while at pre trial conference.	13.55
07/12/2023	COLEMAN, MICHAEL J.	Michael Coleman dinner/snack at airport before flight back to BWI. MERCHANT: CENTRALPOINTEMKTST2163, Date: 7/12/2023, External: none, Internal: COLEMAN, MICHAEL J.;	16.57
07/12/2023	COLEMAN, MICHAEL J.	Michael Coleman room charges, including: Lunch on 7.7 at Laurel restaurant Breakfast on 7.8 at Laurel restaurant Lunch on 7.12 at Laurel restaurant Water from fridge in room MERCHANT: GRAND AMERICA, Date: 7/12/2023, External: none, Internal: COLEMAN, MICHAEL J.;	155.62
07/12/2023	BENNETT, EDWARD J.	Vendor: CAREY INTERNATIONAL, INC.; Invoice#: 76420433; Date: 7/15/2023 COOPER, VANDHALIA DULLES INT'L AIRPORT TO 1414 DELAUNAY LANE GAMBRILLS DATE OF SERVICE: 7/12/23	306.25
07/12/2023	BENNETT, EDWARD J.	Vendor: CAREY INTERNATIONAL, INC.; Invoice#: 76420433; Date: 7/15/2023 BUTLER, KEITH DULLES INT'L AIRPORT TO 7727 BAGLEY AVE PARKVILLE MD DATE OF SERVICE: 7/12/23	319.25
07/12/2023	BENNETT, EDWARD J.	Vendor: CAREY INTERNATIONAL, INC.; Invoice#: 76420433; Date: 7/15/2023 COLEMAN,	217.15

CLIENT NO. 48219
 INVOICE NO. 561883
 February 22, 2024

Matter No. 48219.0009 – CFPB Matter

DESCRIPTION

		MICHAEL DULLES INT'L AIRPORT TO 1022 SPRING VALLEY CT FORT WASH DATE OF SERVICE: 7/12/23	
07/12/2023	BUTLER, KEITH C.	MERCHANT: SLC BEECHERS 6231170, Date: 7/12/2023, External: none, Internal: BUTLER, KEITH C.; Meal at SLC Airport traveling back from Pretrial Conference	15.72
07/18/2023	BENNETT, EDWARD J.	Vendor: AQUIPT, INC.; Invoice#: 123160; Date: 7/18/2023. Equipment rental for war room for July 2023 pre-trial hearing in Salt Lake City, UT.	1,987.00
08/03/2023	BENNETT, EDWARD J.	Vendor: CORE LEGAL CONCEPTS, LLC; Invoice#: 108807409; Date: 8/3/2023	7,262.50
08/08/2023	DEPROSPO, ATTICUS W.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 81523 DATE: 8/15/23 Reference: 487649;Passenger: DEPROSPO/ATTICUS WILLIAM;Ticket#: 6486961667;Record Locator: OVKUYYY;Description/Reason: ,,,,,,	38.00
08/09/2023	BENNETT, EDWARD J.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 81523 DATE: 8/15/23 Reference: 487877;Passenger: BENNETT/EDWARD JOHN;Ticket#: 7987165929;Routing: ABQ SLC DCA;Travel Date: 8/29/2023;Record Locator: NIDPVY;Description/Reason: ,,,,,,	1,357.80
08/09/2023	BENNETT, EDWARD J.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 81523 DATE: 8/15/23 Reference: 487877;Passenger: BENNETT/EDWARD JOHN;Ticket#: 9116799473;Record Locator: NIDPVY;Description/Reason: ,,,,,,	38.00
08/15/2023	BARNIDGE, EDWARD C.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488628;Passenger: BARNIDGE/EDWARD COLEMAN;Ticket#: 7988867839;Routing: IAD SLC IAD;Travel Date: 8/29/2023;Record Locator: JPVWDU;Description/Reason: ,,,,,,	1,488.11
08/15/2023	BARNIDGE, EDWARD C.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488523;Passenger: BARNIDGE/EDWARD COLEMAN;Ticket#:	10.00

CLIENT NO. 48219
 INVOICE NO. 561883
 February 22, 2024

Matter No. 48219.0009 – CFPB Matter

DESCRIPTION

		7357787634;Record Locator: JPVWDU;Description/Reason: ,,,,,,	
08/15/2023	BUTLER, KEITH C.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488567;Passenger: BUTLER JR/KEITH C;Ticket#: 7988867799;Routing: BWI SLC DCA;Travel Date: 8/29/2023;Record Locator: OZDYME;Description/Reason: ,,,,,,	1,557.81
08/15/2023	BUTLER, KEITH C.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488525;Passenger: BUTLER JR/KEITH C;Ticket#: 7645333198;Record Locator: OZDYME;Description/Reason: ,,,,,,	10.00
08/15/2023	BUTLER, KEITH C.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488567;Passenger: BUTLER JR/KEITH C;Ticket#: 2178966397;Record Locator: OZDYME;Description/Reason: ,,,,,,	28.00
08/15/2023	COOPER, VANDHALIA	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488573;Passenger: COOPER/VANDHALIA;Ticket#: 7988867803;Routing: BWI SLC DCA;Travel Date: 8/29/2023;Record Locator: OFBBYJ;Description/Reason: ,,,,,,	1,424.57
08/15/2023	COOPER, VANDHALIA	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488524;Passenger: COOPER/VANDHALIA;Ticket#: 9166662823;Record Locator: OFBBYJ;Description/Reason: ,,,,,,	10.00
08/15/2023	JACKSON, ALTON	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488528;Passenger: JACKSON/ALTON;Ticket#: 5291977584;Record Locator: KWOZDY;Description/Reason: ,,,,,,	10.00
08/15/2023	KRAMER, SHAUNA M.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488526;Passenger: KRAMER/SHAUNA MERYL;Ticket#: 2182115853;Record Locator: HAYOOZ;Description/Reason: ,,,,,,	10.00
08/15/2023	WHITELEY,	VENDOR: OVATIONS - LAWYERS TRAVEL	1,514.92

CLIENT NO. 48219
 INVOICE NO. 561883
 February 22, 2024

Matter No. 48219.0009 – CFPB Matter

DESCRIPTION

	DANIEL D.	INVOICE#: 91523 DATE: 9/15/23 Reference: 488593;Passenger: WHITELEY/DANIEL DAVIS;Ticket#: 7988867815;Routing: IAD SLC IAD;Travel Date: 8/29/2023;Record Locator: OFBDBY;Description/Reason: ,,,,,	
08/15/2023	WHITELEY, DANIEL D.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488527;Passenger: WHITELEY/DANIEL DAVIS;Ticket#: 4581325729;Record Locator: OFBDBY;Description/Reason: ,,,,,	10.00
08/16/2023	WHITELEY, DANIEL D.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488593;Passenger: WHITELEY/DANIEL DAVIS;Ticket#: 9757856313;Record Locator: OFBDBY;Description/Reason: ,,,,,	28.00
08/17/2023	COOPER, VANDHALIA	Deposit for conference space in SLC, Utah for pretrial conference.	350.00
08/17/2023	JACKSON, ALTON	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 488919;Passenger: JACKSON/ALTON;Ticket#: 7989701260;Routing: IAD SLC IAD;Travel Date: 8/28/2023;Record Locator: KWOZDY;Description/Reason: ,,,,,	1,062.06
08/22/2023	WHITELEY, DANIEL D.	Vendor: DIGISOURCE, LLC; Invoice#: 56243; Date: 8/22/2023. Processing documents for production.	159.00
08/23/2023	KRAMER, SHAUNA M.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 489506;Passenger: KRAMER/SHAUNA MERYL;Ticket#: 0010512124;Routing: WAS WIL WAS;Travel Date: 8/25/2023;Record Locator: MREZLK;Description/Reason: ,,,,,	329.00
08/23/2023	KRAMER, SHAUNA M.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 489506;Passenger: KRAMER/SHAUNA MERYL;Ticket#: 5267155666;Record Locator: MREZLK;Description/Reason: ,,,,,	38.00
08/23/2023	KRAMER, SHAUNA M.	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23	38.00

CLIENT NO. 48219
 INVOICE NO. 561883
 February 22, 2024

Matter No. 48219.0009 – CFPB Matter

DESCRIPTION

		Reference: 489507;Passenger: KRAMER/SHAUNA MERYL;Ticket#: 5551364386;Record Locator: CADTPD;Description/Reason: ,,,,,,	
08/25/2023	JACKSON, ALTON	VENDOR: OVATIONS - LAWYERS TRAVEL INVOICE#: 91523 DATE: 9/15/23 Reference: 489951;Passenger: JACKSON/ALTON;Ticket#: 7991319057;Routing: IAD SLC IAD;Travel Date: 8/28/2023;Record Locator: KWOZDY;Description/Reason: ,,,,,,	555.45
08/28/2023	JACKSON, ALTON	Alton J. Dinner at GRAND AMERICA F&B, Date: 8/28/2023	54.59
08/28/2023	JACKSON, ALTON	Alton J. Parking at IAD DULLES While at Trial in Utah, Date: 8/28/2023	29.00
09/05/2023	SALGADO, SUZANNE M.	Vendor: BLOOMBERG INDUSTRY GROUP, INC.; Invoice#: 6888418241; Date: 9/5/2023 - Docket tracking, Attorney SMSAL	95.40
09/07/2023	COOPER, VANDHALIA	Cancellation fee for conference space at Grand America in SIC, Utah.	560.00
		Total Expenses:	\$39,357.21

**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 FINAL FEE APPLICATION OF WILLIAMS & CONNOLLY LLP FOR PAYMENT
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL FOR THE
DEBTORS FOR THE PERIOD FROM JUNE 4, 2023 THROUGH SEPTEMBER 28, 2023**

PLEASE TAKE NOTICE that the above-captioned debtors and debtors in possession (the “Debtors”) filed the *Final Fee Application of Williams & Connolly LLP for Payment of Compensation and Reimbursement of Expenses as Counsel for the Debtors for the Period from June 4, 2023 through September 28, 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 LLP, 1185 Avenue of the Americas, 34th Floor, New York, New York 10036 (Attn.: Roger Schwartz, Geoffrey King, and Robert Nussbaum); (d) counsel

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.

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
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