

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11
: :
: Case No. 23-10671-BLS
PLASTIQ, INC., *et al.*,¹ :
: (Jointly Administered)
Debtors. :
: Obj. Deadline: Dec. 4, 2023, at 4:00 p.m. (ET)
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**THIRD MONTHLY APPLICATION OF DLA PIPER LLP (US) FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM SEPTEMBER 1, 2023, TO SEPTEMBER 29, 2023**

Name of Applicant: DLA Piper, LLP US
("DLA Piper")

Authorized to Provide Professional Services to: Official Committee of
Unsecured Creditors

Date of Retention: nunc pro tunc to June 8, 2023

Period for which compensation and reimbursement are sought: September 1, 2023, through
September 29, 2023

Amount of Compensation sought as actual, reasonable, and
necessary: \$133,974.50

Amount of Expense Reimbursement sought as actual,
reasonable, and necessary: \$81.15

This is a: X monthly _____ interim _____ final application

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Plastiq Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.



2310671231113000000000003

Prior applications:

Requested				Approved		Pending Approval	
<u>Date Filed</u> <u>Dkt. No.</u>	<u>Period</u> <u>Covered</u>	<u>Fees</u>	<u>Expenses</u>	<u>Fees</u>	<u>Expenses</u>	<u>Fees</u>	<u>Expenses</u>
08/16/2023 [D.I. 256]	06/08/2023 – 07/31/2023	\$377,701.00	\$672.03	\$302,160.80	\$672.03	\$75,540.20	N/A
09/19/2023 [D.I. 315]	08/01/2023 – 08/31/2023	\$96,801.50	\$304.64	\$77,441.20	\$304.64	\$19,360.30	N/A

**COMPENSATION BY DLA PIPER LLP (US)
PROFESSIONALS AND PARAPROFESSIONALS
SEPTEMBER 1 2023, THROUGH SEPTEMBER 29, 2023**

Name of Professional Individual	Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position	Hours	Agreed Rate²	Amount
McKitterick, Nate	Partner; Corporate; Member of the California Bar since 1994; Joined the Firm in 2000.	1.30	\$1,675.00	\$2,177.50
O'Donnell, Dennis	Partner; Restructuring; Member of the New York Bar since 1991; Joined the Firm in 2021.	74.90	\$1,185.00	\$88,756.50
Applebaum, Aaron S.	Of Counsel; Restructuring; Member of the New Jersey and Pennsylvania Bars since 2008; Member of the Delaware Bar since 2011; Member of the Maryland Bar since 2020; Joined the Firm in 2020.	25.20	\$975.00	\$24,570.00
McLemore, Nicole	Associate; Restructuring; Member of the Florida Bar since 2019; Joined the Firm in 2022.	12.10	\$675.00	\$8,167.50
Kirchner-Loeser, Aaron A.	Law Clerk; Joined the Firm in 2023.	11.70	\$600.00	\$7,020.00
Countryman, William L.	Paralegal Specialist; Restructuring; Joined the Firm in 2002	3.00	\$475.00	\$1,425.50
Fox, Carolyn B.	Paralegal Specialist; Restructuring; Joined the Firm in 2011.	2.50	\$380.00	\$950.00
Pullan, Theresa	Paralegal; Restructuring; Joined the Firm in 2021.	2.10	\$360.00	\$756.00
TOTALS		133.00		\$133,974.50

² DLA Piper agreed to discount its standard rates for the attorneys expected to be primarily responsible for this matter, which rates are reflected in the above chart. Standard rates for such professionals are as follows: Dennis O'Donnell, \$1,395.00; Aaron Applebaum, \$1,150.00; and Nicole McLemore, \$750.00.

COMPENSATION BY PROJECT CATEGORY FOR DLA PIPER LLP (US)
SEPTEMBER 1, 2023, THROUGH SEPTEMBER 29, 2023

TASK	DESCRIPTION	HOURS	AMOUNT
B110	Case Administration	1.90	1,108.50
B120	Asset Analysis and Recovery	0.40	287.00
B150	Meeting & Communications with Statutory Committees	4.60	3,735.00
B155	Court Hearings	1.10	624.50
B170	Fee Applications	18.70	12,415.50
B190	Litigation and Contested Matters	38.20	37,526.50
B195	Non-Working Travel	1.70	2,014.50
B230	Financing/DIP/Cash Collateral Matters	0.10	97.50
B320	Plan and Disclosure Statement/Structured Dismissals/Business	66.30	76,165.50
TOTALS		133.00	133,974.50

EXPENSE SUMMARY FOR DLA PIPER LLP (US)
AUGUST 1, 2023, THROUGH AUGUST 31, 2023

DATE	DESCRIPTION	AMOUNT
09/13/23	Duplicating – Duplicating	26.55
09/14/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010061700685 Date: 9/29/2023 - - 09/14/2023 - Taxi to Penn	25.56
09/14/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010061700685 Date: 9/29/2023 - - 09/14/2023 - Taxi home from Penn	29.04
TOTAL DISBURSEMENTS		81.15

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**THIRD MONTHLY APPLICATION OF DLA PIPER LLP (US) FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM SEPTEMBER 1, 2023, TO SEPTEMBER 29, 2023**

DLA Piper LLP (US) (“DLA Piper”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) in the above captioned cases, hereby submits this monthly application (the “Application”) for allowance of payment of the sum of \$107,179.60, which is eighty percent (80%) of the amount of \$133,974.50 of fees, and reimbursement of \$81.15, which is one hundred percent (100%) of actual and necessary expenses for a total of \$134,055.65 for the period of September 1, 2023, through and including September 29, 2023 (the “Compensation Period”). In support of this Application, DLA Piper respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over these chapter 11 cases (the “Chapter 11 Cases”) and this Application under 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 is a core proceeding under 28 U.S.C. § 157(b)(2).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Plastiq Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

2. Venue of these Chapter 11 Cases in this District is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested by this Application are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

BACKGROUND

4. The Debtors commenced these Chapter 11 Cases by filing voluntary petitions for relief on May 24, 2023.

5. The Debtors operate their business and manage their property as debtors and debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

6. On June 7, 2023, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee [D.I. 65].

7. On June 19, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 110] (the “Interim Compensation Procedures Order”).

8. DLA Piper was retained, effective as of June 8, 2023, by this Court’s *Order (I) Authorizing the Official Committee of Unsecured Creditors to Retain and Employ DLA Piper LLP (US) as Counsel, Effective as of June 8, 2023, and (II) Granting Related Relief* [D.I. 196] (the “Retention Order”), entered on July 24, 2023. The Retention Order authorizes DLA Piper to be

compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

9. On September 15, 2023, the Court entered the *Findings of Fact, Conclusions of Law and Order Approving and Confirming the Amended Combined Disclosure Statement and Chapter 11 Plan of Plastiq Inc. and its Affiliated Debtors* [D.I. 309]. The effective date of the plan occurred on September 29, 2023.

RELIEF REQUESTED

10. During the Compensation Period, DLA Piper has provided an aggregate of 133 hours for professional services, for a total amount of \$133,974.50, and incurred out of pocket expenses in the amount of \$81.15. DLA Piper requests payment of all fees and expenses under the terms of the Interim Compensation Procedures Order. After applying a 20% holdback of fees, the total amount of fees requested for payment for the Compensation Period is \$107,179.60, plus 100% of expenses in the amount of \$81.15, for a total requested payment of \$107,260.75.

COMPENSATION AND ITS SOURCE

11. All services for which compensation is requested by DLA Piper were performed for or on behalf of the Committee and are to be paid by the Debtors' estates.

12. During the Compensation Period, DLA Piper has received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between DLA Piper and any other person other than the partners of DLA Piper for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

FEE STATEMENT

13. The fee statement for DLA Piper for the Compensation Period is attached to this Application as **Exhibit A**. This statement contains daily time logs describing the time spent by each attorney, paraprofessional, and staff member for the Compensation Period. The hourly rates set forth in **Exhibit A** are those customarily charged by DLA Piper for similar legal services, with agreed-upon discounts as indicated herein. DLA Piper's fees for services rendered by lawyers, paralegals, and other professionals are customary and usual in the legal community in which DLA Piper practices. To the best of DLA Piper's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, Local Rule 2016-2, and the Interim Compensation Procedures Order.

ACTUAL AND NECESSARY EXPENSES

14. A summary of actual and necessary expenses and daily logs of expenses incurred by DLA Piper during the Compensation Period is attached to this Application as **Exhibit B**. DLA Piper charges its clients \$0.10 per page for black & white photocopying expenses and \$0.80 per page for color photocopying expenses (in accordance with Local Rule 2016-2(e)(iii)). DLA Piper does not charge its clients for outgoing facsimile transmissions or long-distance carrier charges for outgoing facsimile transmissions.

15. DLA Piper believes the foregoing rates are at or below the market rates that the majority of law firms charge clients for such services. A complete review by category of the expenses incurred for the Compensation Period is attached hereto as **Exhibit B**. To the extent such itemization is insufficient to satisfy the requirements of Local Rule 2016-2(e)(ii), DLA Piper respectfully requests that the Court waive strict compliance with such Local Rule.

SUMMARY OF SERVICES RENDERED

16. During the Compensation Period, DLA Piper has worked closely with counsel for the Debtors and other parties in interest to confirm a combined chapter 11 plan and disclosure statement, form a litigation trust, and investigate potential causes of action to be pursued for the benefit of general unsecured creditors. DLA Piper has also performed all necessary professional services that are described in greater detail below.

SUMMARY OF SERVICES BY PROJECT

17. The services rendered by DLA Piper during the Compensation Period can be grouped into the categories generally described below. A more detailed description of the actual services provided to the Committee is set forth on the attached **Exhibit A**. The attorneys, paraprofessionals, and staff who rendered services relating to each category, are identified, along with the number of hours for each individual and the total compensation sought for each category, in **Exhibit A** attached hereto. Although DLA Piper has made every effort properly and consistently to categorize the actual services provided into the appropriate category, certain tasks may properly be categorized into two or more task codes.²

A. Case Administration

Fees: \$1,108.50; Total Hours: 1.90

This category includes all matters relating to filing documents with the Court, service thereof, creating and updating calendars, and preparation of necessary notices and certifications in these Chapter 11 Cases, as well as general case coordination among the DLA Piper team members and the Court.

² DLA Piper has not included in this summary any categories as to which the services performed resulted in a *de minimis* amount of fees. DLA Piper's timekeeping entries, attached as **Exhibit A**, provide detailed descriptions of all services rendered for each of these categories.

B. **Meetings and Communications with Statutory Committees**

Fees: \$3,735.00; Total Hours: 4.60

This category includes all matters relating to preparing for and attending meetings with members of the Committee, recording meeting minutes, and providing summaries to Committee members on case updates.

C. **Fee Applications**

Fees: \$12,415.50; Total Hours: 18.70

This category includes all matters relating to the preparation and prosecution of monthly fee applications for DLA Piper and Dundon Advisers LLC and review of monthly and interim fee applications filed by other professionals employed in the Chapter 11 Cases.

D. **Litigation and Contested Matters**

Fees: \$37,526.50; Total Hours: 38.20

This category includes all matters relating to analysis and preparation for all litigation and contested matters, including development of causes of action to be pursued by the litigation trust for the benefit of general unsecured creditors, document analysis, and drafting and revising a potential complaint.

E. **Plan and Disclosure Statement / Business Plans**

Fees: \$76,165.50; Total Hours: 66.30

This category includes all matters relating to the preparation and negotiation of the terms of a combined disclosure statement and chapter 11 plan for the Debtors, including negotiation of plan terms with the Debtors and the Debtors' secured lenders to facilitate an orderly exit from chapter 11 for the benefit of the Debtors' unsecured creditors.

VALUATION OF SERVICES

18. Attorneys, paraprofessionals, and staff of DLA Piper have expended a total of 133 hours in connection with this matter during the Compensation Period, as follows:

Name of Professional Individual	Hours	Agreed Rate³	Amount
McKitterick, Nate	1.30	\$1,675.00	\$2,177.50
O'Donnell, Dennis	74.90	\$1,185.00	\$88,756.50
Applebaum, Aaron S.	25.20	\$975.00	\$24,570.00
McLemore, Nicole	12.10	\$675.00	\$8,167.50
Kirchner-Loeser, Aaron A.	11.70	\$600.00	\$7,020.00
Countryman, William L.	3.00	\$475.00	\$1,425.50
Fox, Carolyn B.	2.50	\$380.00	\$950.00
Pullan, Theresa	2.10	\$360.00	\$756.00
TOTALS	133.00		\$133,974.50

The nature of the work performed by these persons is described in **Exhibit A** attached hereto. The reasonable value of the services rendered by DLA Piper to the Debtors during the Compensation Period is at least \$133,974.50.

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, DLA Piper respectfully submits that the amount requested by DLA Piper is fair and reasonable given (a) the significance of the issues addressed by the Committee in connection with the Debtors' sale process and financing, (b) the complexity of these Chapter 11 Cases, (c) the time expended,

³ DLA Piper agreed to discount its standard rates for the attorneys expected to be primarily responsible for this matter, which rates are reflected in the above chart. Standard rates for such professionals are as follows: Dennis O'Donnell, \$1,395.00; Aaron Applebaum, \$1,150.00; and Nicole McLemore, \$750.00.

(d) the nature and extent of the services rendered, (e) the value of such services, and (f) the costs of comparable services other than in a case under this title. DLA Piper discussed staffing of the engagement with the Committee prior to the appointment of the Committee, agreed to discount the rates of the DLA Piper attorneys primarily responsible for these cases, and ensured that this matter was appropriately staffed at all times, using junior associates at lower billing rates whenever possible and appropriate. Finally, DLA Piper has reviewed and believes this Application complies with the requirements of Local Rule 2016-2.

CERTIFICATION

19. A certification of Aaron S. Applebaum is attached hereto as **Exhibit C**, and made part of this Application, stating that he has reviewed the requirements of Local Rule 2016-2 and believes that this Application is in compliance therewith.

WHEREFORE, DLA Piper respectfully requests, for the period from September 1, 2023, through September 29, 2023, allowance of payment of \$107,260.75, which is the sum of \$107,179.60 (eighty percent (80%) of \$133,974.50 of fees), and \$81.15 (one hundred percent (100%) of actual and necessary expenses), and such other and further relief as this Court may deem just and proper.

[Remainder of Page Intentionally Left Blank]

Dated: November 13, 2023
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

/s/ Aaron S. Applebaum

R. Craig Martin, Esq. (DE #5032)
Aaron S. Applebaum, Esq. (DE #5587)
1201 North Market Street, Suite 2100
Wilmington, Delaware 19801-1147
Telephone: (302) 468-5700
Facsimile: (302) 394-2341
Email: craig.martin@us.dlapiper.com
aaron.applebaum@us.dlapiper.com

-and-

Dennis C. O'Donnell, Esq. (Admitted *Pro Hac Vice*)

DLA PIPER LLP (US)

1251 Avenue of the Americas, 27th Floor
New York, New York 10020-1104
Telephone: (212) 335-4500
Facsimile: (212) 335-4501
Email: dennis.odonnell@us.dlapiper.com

*Counsel for the Official Committee of Unsecured
Creditors*

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

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In re: : Chapter 11
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: Case No. 23-10671-BLS
PLASTIQ, INC., et al.,¹ :
: (Jointly Administered)
Debtors. :
: **Obj. Deadline: Dec. 4, 2023, at 4:00 p.m. (ET)**
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**NOTICE OF THIRD MONTHLY APPLICATION OF DLA PIPER LLP (US) FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM SEPTEMBER 1 2023, TO SEPTEMBER 29, 2023**

PLEASE TAKE NOTICE that, on November 13, 2023, DLA Piper LLP (US) filed its *Third Monthly Application of DLA Piper LLP (US) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from September 1, 2023, through September 29, 2023* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 110] (the “Interim Compensation Procedures Order”), and must be filed with the Court and served on: (i) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Matthew B. Lunn (mlunn@ycst.com) and Joseph M. Mulvihill (jmulvihill@ycst.com)); (ii) counsel for the Committee, DLA Piper LLP (US), 1201 N. Market Street, Suite 210, Wilmington, Delaware 19801 (Attn: R. Craig Martin (craig.martin@us.dlapiper.com) and Aaron S. Applebaum (aaron.applebaum@us.dlapiper.com)), 1251 Avenue of the Americas New York, New York 10020 (Attn: Dennis C. O’Donnell (dennis.odonnell@us.dlapiper.com)); and (vi) the U.S. Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Richard L. Schepacarter (richard.schepacarter@usdoj.gov)), on or before **4:00 p.m. (ET) on December 4, 2023** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice and the Interim Compensation Procedures Order, the objecting party and DLA Piper may attempt to resolve the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Plastiq Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

objection on a consensual basis. If the parties are unable to reach a resolution of the objection, DLA Piper may either (i) file a request with the Court for payment of the difference between the Maximum Monthly Payment and the Actual Monthly Payment (as defined in the Interim Compensation Procedures Order) made to DLA Piper (the “Incremental Amount”), or (ii) forego payment of the Incremental Amount until the next omnibus or fee application hearing at which time the Court will consider and dispose of the objection if requested by the parties.

PLEASE TAKE FURTHER NOTICE that, under the Interim Compensation Procedures Order, if no objection to the Application is timely filed and served by the Objection Deadline, DLA Piper may be paid an amount equal to eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Application.

Dated: November 13, 2023
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

/s/ Aaron S. Applebaum

R. Craig Martin, Esq. (DE #5032)
Aaron S. Applebaum, Esq. (DE #5587)
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-and-

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Email: dennis.odonnell@us.dlapiper.com

*Counsel for the Official Committee of Unsecured
Creditors*

EXHIBIT A

September 2023 Fee Statement for DLA Piper LLP (US)



DLA Piper (US)
D. O'Donnell
T 212-335-4500

PRIVILEGED AND CONFIDENTIAL

Plastiq Official Creditors' Committee
Plastiq Creditors' Committee
c/o Patrick Ekeruo
Brex, Inc., 50 West Broadway, Suite 333#15548, Salt Lake
Cit
Salt Lake City, UT 15548

INVOICE # 883077205
Invoice Date November 10, 2023

Client Name Plastiq Official Creditors' Committee
Matter Name Representation of Plastiq committee
Matter Number 442134.000001

For Professional Services through September 30, 2023

Fees	133,974.50
Disbursements	81.15
TOTAL THIS INVOICE	USD 134,055.65

FEE DETAIL**The following legal services were provided by DLA Piper LLP (US):**

B110 Case Administration				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
09/06/23	Correspondence with restructuring paralegals regarding preparation of CNO for DLA first monthly fee statement.	Nicole McLemore	0.10	67.50
09/07/23	Internal communications regarding Certificate of No Objection to DLA Piper's First Monthly Fee Application (.2); review fee application, draft and circulate CNO (.6); finalize and efile CNO (.4).	Carolyn B. Fox	1.20	456.00
09/07/23	Review/approve CNO for fee application.	Aaron S. Applebaum	0.10	97.50
09/13/23	Draft email to debtors' counsel re CNO filed and next steps for payment.	Aaron S. Applebaum	0.20	195.00
09/19/23	Review recently filed pleadings and emails re calendar updates for same.	Aaron S. Applebaum	0.30	292.50

TOTAL TASK	1,108.50
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B120 Asset Analysis and Recovery				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
09/22/23	Advise on Plastiq - claim demand letter.	Ken Knight	0.20	152.00
09/22/23	Call with DLA team regarding claim demand letter.	Nicole McLemore	0.20	135.00

TOTAL TASK	287.00
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B150 Meeting & Communications with Statutory Committees				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
09/06/23	Draft proposed meeting agenda and email D. O'Donnell and A. Applebaum regarding same.	Nicole McLemore	0.20	135.00
09/07/23	Emails with committee members re updates and rescheduling committee call.	Aaron S. Applebaum	0.10	97.50
09/07/23	Emails with DLA and Dundon teams regarding meeting schedule (.2); revise agenda (.3).	Nicole McLemore	0.50	337.50
09/08/23	Email Committee members summary of plan votes (.1); prepare for and attend Committee meeting and record meeting minutes (.5).	Nicole McLemore	0.60	405.00
09/08/23	Attend committee meeting (0.3) and follow-up call with D. O'Donnell re same and next steps (0.1).	Aaron S. Applebaum	0.40	390.00

09/13/23	Discuss agenda for committee meeting, proposed re-scheduling in light of confirmation hearing with D. O'Donnell (0.1); Draft email to D. O'Donnell re outreach to committee members (0.1); Emails with committee members re status update and rescheduling meeting (0.1).	Aaron S. Applebaum	0.30	292.50
09/14/23	Review Dundon presentation for committee meeting (0.1); review/respond to emails with committee members re agenda for next committee call (0.1).	Aaron S. Applebaum	0.20	195.00
09/14/23	Correspondence with D. O'Donnell regarding confirmation hearing and Committee meeting updates.	Nicole McLemore	0.20	135.00
09/15/23	Review/respond to emails with committee members re plan confirmed, next steps (0.2); review entered confirmation order (0.2).	Aaron S. Applebaum	0.40	390.00
09/16/23	Emails with committee members re meeting agenda and scheduling.	Aaron S. Applebaum	0.20	195.00
09/18/23	Phone call with N. McLemore re status of committee meeting, agenda and rescheduling.	Aaron S. Applebaum	0.10	97.50
09/18/23	Call with D. O'Donnell regarding Committee meeting schedule (.1); email Committee members regarding same (.1).	Nicole McLemore	0.20	135.00
09/19/23	Emails with Committee members regarding rescheduled Committee meeting time.	Nicole McLemore	0.20	135.00
09/20/23	Attend committee meeting, emails re same with Dundon and D. O'Donnell.	Aaron S. Applebaum	0.40	390.00
09/20/23	Emails with DLA and Dundon teams regarding rescheduled Committee meeting (.1); attend Committee meeting and record minutes (.5).	Nicole McLemore	0.60	405.00

TOTAL TASK	3,735.00
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B155 Court Hearings

DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
09/12/23	Internal communications regarding 9/14/23 Hearing (.1); organize ZOOM Registration in same (.3).	Carolyn B. Fox	0.40	152.00
09/14/23	Prepare for and virtually attend confirmation hearing (.5); register Committee members to attend hearing (.2).	Nicole McLemore	0.70	472.50

TOTAL TASK	624.50
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B170 Fee Applications

DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
09/07/23	Call and correspondence with N. Montemurro regarding August fees.	Nicole McLemore	0.20	135.00
09/09/23	Review and revise exhibit to DLA second monthly fee statement.	Nicole McLemore	0.30	202.50

09/12/23	Review and revise exhibit to DLA second monthly fee statement (.6) and emails with D. O'Donnell and A. Applebaum regarding same (.2).	Nicole McLemore	0.80	540.00
09/12/23	Discuss status of fee application with N. McLemore (0.1); Review draft fee application and share comments to N. McLemore (0.3).	Aaron S. Applebaum	0.40	390.00
09/13/23	Call and correspondence with N. Montemurro regarding August fees (.1); call with A. Applebaum regarding August fees (.1); review and revise exhibit to August fee statement (.1).	Nicole McLemore	0.30	202.50
09/13/23	Review revised August fee application (0.1); Phone call with N. McLemore re fee application (0.2); Review updated fee application and emails with N. McLemore re same (0.2).	Aaron S. Applebaum	0.50	487.50
09/14/23	Review exhibit to August fee statement (.3); email N. Montemurro regarding same (.1); calls with D. O'Donnell (.1) and A. Applebaum (.1) regarding August time; emails with accounting regarding rates (.6).	Nicole McLemore	1.20	810.00
09/14/23	Review/revise fee application and phone call with N. McLemore re same.	Aaron S. Applebaum	0.30	292.50
09/15/23	Phone call with N. McLemore re update to fee statement, review same and follow-up emails.	Aaron S. Applebaum	0.30	292.50
09/15/23	Correspondence with N. Montemurro regarding exhibit to DLA fee statement (.2); call with A. Applebaum regarding same (.1); review draft invoice (.1).	Nicole McLemore	0.40	270.00
09/16/23	Emails with E. Reubel and N. McLemore re Dundon re application.	Aaron S. Applebaum	0.20	195.00
09/18/23	Review and revise Dundon second monthly fee statement (.4) and email A. Applebaum regarding same (.1); email paralegal team regarding finalizing and filing of Dundon fee statement (.1); draft exhibit to DLA fee statement (2).	Nicole McLemore	2.60	1,755.00
09/18/23	Review/revise Dundon fee application (0.2); Phone call with N. McLemore re filing status for fee applications (0.2); Review/approve Dundon fee app and emails re service of same (0.3).	Aaron S. Applebaum	0.70	682.50
09/18/23	Revise, prepare and electronically file Dundon Second Monthly Fee Statement (.60); emails with N. McLemore regarding same (.20); email same to KCC for service (.10).	William L. Countryman	0.90	427.50
09/19/23	Revise, prepare and electronically file DLA Second Monthly Fee Statement (1.40); emails with timekeepers regarding information needed for same (.20); emails with N. McLemore, A. Applebaum, D. O'Donnell regarding same (.40); email same to KCC for service (.10).	William L. Countryman	2.10	997.50
09/19/23	Review August fee application (0.4); phone call with N. McLemore re comments to fee application (0.3); review revised fee application and review/respond to emails re same (0.3); Approve revised fee application for filing (0.1); Review filed fee application and coordinate service, emails re same (0.2).	Aaron S. Applebaum	1.30	1,267.50

09/19/23	Revisions to DLA fee statement (1.6) and correspondence with DLA team regarding same (.4).	Nicole McLemore	2.00	1,350.00
09/25/23	Internal communications regarding DLA Piper Final Fee Application and work on draft of same.	Carolyn B. Fox	0.90	342.00
09/25/23	Email DLA paralegal team regarding preparation of first and final DLA fee application.	Nicole McLemore	0.10	67.50
09/26/23	Emails with D. O'Donnell and N. McLemore re final fee and potential need for interim fee app (0.1); Review interim compensation procedures regarding need for interim fee app (0.1); Phone call with D. O'Donnell and emails with Debtors' counsel re non-submission of interim in lieu of first-and-final fee applications (0.2); Emails with Dundon re timing for fee applications (0.1).	Aaron S. Applebaum	0.50	487.50
09/26/23	Continue with preparation of interim fee application.	Theresa Pullan	2.10	756.00
09/26/23	Call with D. O'Donnell regarding first interim fee application (.1); email Dundon team regarding Dundon fees (.1); correspondence with A. Applebaum regarding fee applications (.1); emails with W. Countryman and C. Fox regarding draft fee application (.1).	Nicole McLemore	0.40	270.00
09/27/23	Discuss draft final fee application with N. McLemore.	Aaron S. Applebaum	0.20	195.00

TOTAL TASK	12,415.50
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B190 Litigation and Contested Matters

DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
09/01/23	Review communications regarding Charter; consider and advise regarding same, potential director liability; telecon with Company counsel.	Nate McKitterick	0.40	670.00
09/13/23	Review claim chronology (1.8); email N. McKettick re: D&O notice issues (.7); review and revise draft complaint (3.4).	Dennis O'Donnell	5.90	6,991.50
09/19/23	Review claim chronology (.9); email A. Kirchner (.6); review claim notice letter (.6).	Dennis O'Donnell	2.10	2,488.50
09/19/23	Emails with D. O'Donnell re preparation of D&O claim letter.	Aaron S. Applebaum	0.30	292.50
09/20/23	Research insurance claim demand letter, review insurance policies and director/officer information (1.3); Draft insurance claim demand letter for D&O claims (1.8); Emails with N. McKitterick re insurer contact information for demand letter (0.2); Phone call with D. O'Donnell re comments to demand letter and follow-up emails re same (0.2); Discuss issues related to preparation for transition to litigation trust with D. O'Donnell, review plan/DIP terms re same (0.6).	Aaron S. Applebaum	4.10	3,997.50
09/20/23	Communications regarding notice address for insurers; research same.	Nate McKitterick	0.20	335.00

09/21/23	Prepare chronology of pertinent quotes from flagged hot documents in the Colonnade Document Production Data Room.	Aaron A. Kirchner-Loeser	2.30	1,380.00
09/22/23	Review and comment on demand letter draft, advise on course of action; review insurance materials.	Nate McKitterick	0.70	1,172.50
09/22/23	Draft email to N. McKitterick re demand letter for D&O insurance and discuss with D. O'Donnell (0.2); Review N. McKitterick email and additional points regarding demand letter and draft response to same (0.2); Revise demand letter and recirculate in advance of call (0.3); Call with N. McKitterick and D. O'Donnell re D&O demand letter, approach and next steps (0.2); Revise/finalize D&O demand letter and draft cover email to debtors' counsel re same (0.4).	Aaron S. Applebaum	1.30	1,267.50
09/22/23	Prepare chronology of pertinent quotes from flagged hot documents in the Colonnade Document Production Data Room.	Aaron A. Kirchner-Loeser	4.20	2,520.00
09/22/23	Review claim chronology (1.8); email A. Kirchner (.6); conf call N. McKitterick re: D&O notice issues (.7); review claim notice letter (.6).	Dennis O'Donnell	3.70	4,384.50
09/26/23	Discuss Complaint with D. O'Donnell.	Aaron A. Kirchner-Loeser	0.40	240.00
09/26/23	Revise/update claim & demand letter and circulate to D. O'Donnell for execution (0.2); Phone call with D. O'Donnell re demand letter (0.1); revise/finalize demand letter and send to debtors' counsel (0.3); Review/respond to emails with debtors' counsel re D&O letter, update same to correct address list and re-issue (0.3); Review/respond to emails with D. O'Donnell and A. Kirchner-Loeser re preparation of complaint for litigation trust, research for same (0.3); Follow-up emails with D. O'Donnell re background for complaint (0.1).	Aaron S. Applebaum	1.30	1,267.50
09/27/23	Emails with J. Mulvihill re confirmation that D&O letter was sent to D&Os and insurers (0.1); Review letter from Everest re demand letter (0.2).	Aaron S. Applebaum	0.30	292.50
09/27/23	Draft Complaint.	Aaron A. Kirchner-Loeser	2.30	1,380.00
09/28/23	Draft Complaint (1.0); Discuss potential claims with D'Donnell (.2).	Aaron A. Kirchner-Loeser	1.20	720.00
09/29/23	Draft Complaint.	Aaron A. Kirchner-Loeser	1.30	780.00
09/29/23	Review claim chronology (1.8); email A. Kirchner (.6); conference call N. McKitterick re: D&O notice issues (.7); review and revise draft complaint (3.1).	Dennis O'Donnell	6.20	7,347.00

TOTAL TASK**37,526.50****B195 Non-Working Travel**

DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
09/14/23	Travel to Wilmington	Dennis O'Donnell	1.70	2,014.50

TOTAL TASK	2,014.50
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B230 Financing/DIP/Cash Collateral Matters

DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
09/13/23	Review email and invoice from Landis re professional fees from July 6 through August 31.	Aaron S. Applebaum	0.10	97.50

TOTAL TASK	97.50
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B320 Plan and Disclosure Statement/Structured Dismissals/Business

DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
09/01/23	Review articles of incorporation and draft internal memo re analysis of insurance language in plan and proposed further comments (0.3); Emails with N. McKitterick and D. O'Donnell re debtors' comments to plan language, next steps (0.2); Call with M. Lunn and N. McKitterick re plan language, approach to resolving (0.2).	Aaron S. Applebaum	0.70	682.50
09/01/23	Email Dundon and Committee re Litigation Oversight Board (.6); review Litigation Trust Agreement re same (.7).	Dennis O'Donnell	1.30	1,540.50
09/02/23	Email A. Applebaum re: open D&O and insurance issues (.6); review D&O policies (.4).	Dennis O'Donnell	1.00	1,185.00
09/03/23	Email A. Applebaum re: open Litigation Trust issues (.7); review Plan Supplement filings (.4).	Dennis O'Donnell	1.10	1,303.50
09/04/23	Email Lunn re: insurance coverage issues (.7); email A. Applebaum re: same (.4).	Dennis O'Donnell	1.10	1,303.50
09/05/23	Review notes of call regarding plan language comments, draft further revisions to same and discuss with D. O'Donnell (0.4); Draft email to M. Lunn re proposed updated language for director liability provision in plan (0.2).	Aaron S. Applebaum	0.60	585.00
09/06/23	Emails with M. Lunn re follow-up on liability language in plan (0.2); Phone calls regarding litigation trust expenses/budget and discuss with D. O'Donnell (0.3).	Aaron S. Applebaum	0.50	487.50
09/06/23	Email A. Applebaum re: open Litigation Trust issues (.7); review Plan Supplement filings (.4).	Dennis O'Donnell	1.10	1,303.50
09/07/23	Review/respond to emails re litigation trust funding and next steps (0.2); Emails with M. Lunn re revised limitation of liability language and retained causes of action (0.2); Review debtors' revisions to retained causes of action and draft email to D. O'Donnell re same (0.2); Review plan voting preliminary report (0.1).	Aaron S. Applebaum	0.70	682.50
09/08/23	Call with Dundon team regarding litigation trust mechanics.	Nicole McLemore	0.20	135.00

09/08/23	Emails with D. O'Donnell re comments to retained causes of action insert (0.1); Emails with Dundon re litigation trust funding (0.1); Call with Dundon re litigation trust funding, insurance issues (0.5).	Aaron S. Applebaum	0.70	682.50
09/11/23	Email Dundon re: Litigation Trust issues (.7); review Retained Claim changes (.4).	Dennis O'Donnell	1.10	1,303.50
09/12/23	Review revisions to retained causes of action and emails with debtors' counsel and D. O'Donnell re same (0.2); Phone call with J. Nahas re litigation trust issues (0.2).	Aaron S. Applebaum	0.40	390.00
09/12/23	Review documents produced by Colonnade (1.8); review and revise D&O complaint (3.1)	Dennis O'Donnell	4.90	5,806.50
09/13/23	Review docket notices re plan filings (0.1); Review debtors' confirmation brief (0.5); Review Kasparov confirmation declaration (0.2); Review insurance coverage memo and draft email to D. O'Donnell re same (0.2) Draft email to debtors' counsel re status of D&O policies (0.2); Review filed confirmation order (0.4); Review voting declaration (0.1); Review/respond to emails with debtors' counsel and D. O'Donnell re extension of insurance coverage, review confirmation notices (0.3); Discuss preparation of claim letters for insurance carriers (0.2).	Aaron S. Applebaum	2.20	2,145.00
09/14/23	Attend confirmation hearing (0.7); Emails with committee members re plan confirmed, next steps (0.2).	Aaron S. Applebaum	0.90	877.50
09/14/23	Prepare for and attend Confirmation Hearing (2.4).	Dennis O'Donnell	2.40	2,844.00
09/15/23	Revise D&O complaint (3.7); address Effective Date issues (.6).	Dennis O'Donnell	4.30	5,095.50
09/16/23	Revise D&O complaint.	Dennis O'Donnell	2.40	2,844.00
09/20/23	Email and telephone calls re: Effective Date issues (1.2); review related documents (.6); address Litigation Trust transition issues (.9); revise D & O complaint (2.4)	Dennis O'Donnell	5.10	6,043.50
09/21/23	Review and revise D&O complaint (2.6); address Effective Date and Litigation Trust issues (.8).	Dennis O'Donnell	3.40	4,029.00
09/23/23	Review and revise D&O complaint (1.7); email J. Nahas re: LT transition issues (.4)	Dennis O'Donnell	2.10	2,488.50
09/24/23	Review and revise D&O complaint (3.1); email A. Applebaum re: same (.3); address D&O insurance notice issues (.6).	Dennis O'Donnell	4.00	4,740.00
09/25/23	Review and revise D&O complaint (3.6); email A. Applebaum re: same (.4); address D&O insurance notice issues (.7)	Dennis O'Donnell	4.70	5,569.50
09/26/23	Review and revise D&O complaint (3.6); address Effective Date issues (.7)	Dennis O'Donnell	4.30	5,095.50
09/27/23	Review and revise D&O complaint (3.9); address Effective Date issues (.9).	Dennis O'Donnell	4.80	5,688.00

09/28/23	Review/respond to emails with trust oversight appointees regarding preparation for effective date (0.2); Phone call with J. Nahas re insurance coverage for trust (0.2); Call with insurance carrier and underwriters re policy for trust (0.5); Emails with D. O'Donnell and Dundon team re effective date prep, status of discussions with Portage Point re same (0.2); Review email from J. Nahas re access to debtors' books and records post-effective date, discuss with D. O'Donnell and draft response re timing for execution of trust agreement (0.3).	Aaron S. Applebaum	1.40	1,365.00
09/28/23	Emails with A. Applebaum and Dundon regarding plan effective date and litigation trust agreement.	Nicole McLemore	0.10	67.50
09/28/23	Review and revise D&O complaint (3.6); address Effective Date issues (.8).	Dennis O'Donnell	4.40	5,214.00
09/29/23	Phone call with D. O'Donnell re trust logistical issues and timing for effective date (0.1); Emails with J. Nahas re trust logistics (0.1); Draft/update litigation trust agreement, multiple emails re same with debtors' counsel and J. Nahas (1.3); Attend to emails regarding finalizing litigation trust agreement, collecting signatures for same (0.3); telephone calls with J. Nahas re trust logistics, executing tax re-turns, UST fees (0.8).	Aaron S. Applebaum	2.60	2,535.00
09/29/23	Email and telephone calls re: Effective Date issues (1.1); review related documents (.7).	Dennis O'Donnell	1.80	2,133.00

TOTAL TASK	76,165.50
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TOTAL HOURS	133.00
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TOTAL FEES	133,974.50
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Timekeeper Summary

The following legal services were provided by DLA Piper LLP (US):

TIMEKEEPER	TITLE	HOURS	RATE	AMOUNT
Nate McKitterick	Partner	1.30	1,675.00	2,177.50
Dennis O'Donnell	Partner	74.90	1,185.00	88,756.50
Aaron S. Applebaum	Of Counsel	25.20	975.00	24,570.00
Ken Knight	Associate	0.20	760.00	152.00
Nicole McLemore	Associate	12.10	675.00	8,167.50
Aaron A. Kirchner-Loeser	Law Grad-non admin	11.70	600.00	7,020.00
William L. Countryman	Paralegal	3.00	475.00	1,425.00

TIMEKEEPER	TITLE	HOURS	RATE	AMOUNT
Carolyn B. Fox	Paralegal	2.50	380.00	950.00
Theresa Pullan	Paralegal	2.10	360.00	756.00
FEES		133.00		133,974.50

Task Summary

TASK	DESCRIPTION	HOURS	AMOUNT
B110	Case Administration	1.90	1,108.50
B120	Asset Analysis and Recovery	0.40	287.00
B150	Meeting & Communications with Statutory Committees	4.60	3,735.00
B155	Court Hearings	1.10	624.50
B170	Fee Applications	18.70	12,415.50
B190	Litigation and Contested Matters	38.20	37,526.50
B195	Non-Working Travel	1.70	2,014.50
B230	Financing/DIP/Cash Collateral Matters	0.10	97.50
B320	Plan and Disclosure Statement/Structured Dismissals/Business	66.30	76,165.50
TOTALS		133.00	133,974.50

Disbursements

DATE	DESCRIPTION	AMOUNT
09/13/23	Duplicating – Duplicating	26.55
09/14/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010061700685 Date: 9/29/2023 - - 09/14/2023 - Taxi to Penn	25.56
09/14/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010061700685 Date: 9/29/2023 - - 09/14/2023 - Taxi home from Penn	29.04
TOTAL DISBURSEMENTS		81.15

TOTAL THIS INVOICE	USD 134,055.65
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EXHIBIT B**EXPENSE SUMMARY FOR DLA PIPER LLP (US)**
SEPTEMBER 1, 2023, THROUGH SEPTEMBER 29, 2023

DATE	DESCRIPTION	AMOUNT
09/13/23	Duplicating – Duplicating	26.55
09/14/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010061700685 Date: 9/29/2023 - - 09/14/2023 - Taxi to Penn	25.56
09/14/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010061700685 Date: 9/29/2023 - - 09/14/2023 - Taxi home from Penn	29.04
TOTAL DISBURSEMENTS		81.15

EXHIBIT C

Certification

CERTIFICATION

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

I, Aaron S. Applebaum, after being duly sworn according to law, deposes and says:

a) I am an attorney with the applicant firm, DLA Piper LLP (US), and admitted to the bar of the State of Delaware; No. 5587.

b) I am familiar with the work performed on behalf of the Committee by the lawyers, paraprofessionals, and staff in the firm.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2 and submit that the Application substantially complies with such Local Rule, except as otherwise stated in the Application.

Dated: November 13, 2023

/s/ Aaron S. Applebaum
Aaron S. Applebaum
DLA Piper LLP (US)
1201 North Market Street, Suite 2100
Wilmington, Delaware 19801