

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

<p>In re:</p> <p>PLASTIQ, INC., <i>et al.</i>,</p> <p style="text-align: center;">Debtors.<sup>1</sup></p>	<p>Chapter 11</p> <p>Case No. 23-10671 (BLS)</p> <p><b>Obj. Deadline: December 4, 2023, at 4:00 p.m. (ET)</b> <b>Hearing Date: TBD</b></p>
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**SUMMARY OF FINAL FEE APPLICATION OF  
DUNDON ADVISERS LLC, FINANCIAL ADVISOR FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS, FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR  
THE PERIOD FROM JUNE 9, 2023, TO SEPTEMBER 29, 2023**

Name of Applicant:	Dundon Advisers LLC
Authorized to Provide Services to:	Official Committee of Unsecured Creditors
Date of Retention:	July 24, 2023, effective as of June 9, 2023 [D.I. 197]
Period for which Compensation/ Reimbursement is Sought:	June 9, 2023 – September 29, 2023
Total Compensation Sought as Actual, Reasonable and Necessary, of which 80% is Payable upon approval hereof	\$154,421.00
Expense reimbursement sought as Actual Reasonable and Necessary, of which 100% is Payable upon approval hereof	\$0.00

This is a:  monthly  interim  final application

<sup>1</sup> 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.



**PRIOR MONTHLY FEE APPLICATIONS**

<b>Date Filed</b>	<b>Period Covered</b>	<b>Stated Fees</b>	<b>Expenses</b>	<b>Approval Status</b>	<b>Payments Received</b>	<b>Amount Outstanding</b>
8/8/23 [D.I. 248]	6/9/23 - 6/30/23	\$86,060.00	\$0.00	CNO – [D.I. 286] 8/31/23	\$68,848.00	\$17,212.00
9/18/23 [D.I. 311]	07/01/23 -08/31/23	\$33,803.00	\$0.00	CNO – [D.I. 321] 9/26/23	\$27,042.40	\$6,761.00
11/13/23 [D.I. 352]	9/1/23 - 10/29/31	\$34,558.00	\$0.00	Pending	\$0.00	\$34,558
<b>Total</b>						<b>\$58,531.00</b>

**NO PRIOR INTERIM FEE APPLICATIONS****FEE SUMMARY BY PROFESSIONAL**

<b><i>Name</i></b>	<b><i>Rate</i></b>	<b><i>Hours</i></b>	<b><i>Fees</i></b>
Matthew Dundon	\$890.00	3.4	\$ 3,026.00
Eric Reubel	\$790.00	52.0	\$ 40,345.00
Josh Nahas	\$790.00	76.0	\$ 58,795.00
Jillian Lin	\$650.00	2.9	\$ 1,862.50
Greg Hill	\$550.00	88.6	\$ 48,730.00
Chris Podesfinski	\$475.00	3.3	\$ 1,567.50
Michael Whalen	\$475.00	0.2	\$ 95.00
<b>Total</b>		<b>226.4</b>	<b>\$ 154,421.00</b>

**FEE SUMMARY BY TASK CODE**

<i>Categories</i>	<i>Hours</i>	<i>Fees</i>
Business Analysis	98.9	\$62,564.00
Case Administration	0.9	\$702.00
Claims Analysis	10.0	\$6,384.00
Committee Member/Professional Meetings & Communications	28.3	\$19,777.00
Debtor Professional and Client Meeting	0.0	\$0.00
Debtor/Lender Professional and Staff Meetings	2.2	\$1,672.00
Exit Planning and Post-Effective Date Planning	26.3	\$19,806.00
Investigations	7.9	\$6,088.00
Other Professionals' Retention and Fee Applications	4.3	\$2,689.00
Plan and Disclosure Statement	8.0	\$6,314.00
Retention and Fee Applications <sup>2</sup>	14.0	\$11,009.00
Sales Process	25.6	\$17,416.00
<b>Total</b>	<b>226.4</b>	<b>\$154,421.00</b>

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<sup>2</sup> This category contains 5.5 hours of work performed after the effective date to prepare the third monthly fee application for the September period and the final fee application.

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

In re:

PLASTIQ, INC., *et al.*,

Debtors.<sup>3</sup>

Chapter 11

Case No. 23-10671 (BLS)

**Obj. Deadline: December 4, 2023, at 4:00 p.m. (ET)**  
**Hearing Date: TBD**

**FINAL FEE APPLICATION OF  
DUNDON ADVISERS LLC, FINANCIAL ADVISOR FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS, FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR  
THE PERIOD FROM JUNE 9, 2023, TO SEPTEMBER 29, 2023**

Dundon Advisers, LLC (“Dundon”) files this final fee application (the “Final Fee Application” or this “Application”) seeking compensation for services rendered and reimbursement of expenses incurred in its capacity as financial advisor for the Official Committee of Unsecured Creditors appointed in the above-referenced bankruptcy case (the “Committee”) for the period from June 9, 2023, through September 29, 2023 (the “Final Fee Period”). Pursuant to this Application, Dundon seeks allowance of compensation for professional services Dundon performed services during the Final Fee Period in the amount of \$154,421.00. Dundon did not incur expenses during the Fee Period. Payable fees and expenses under this Final Fee Application total to \$154,421.00. The statutory and legal predicates for the relief sought herein are sections 330, 331, and 1103 of title 11 of the United States Code, 11 U.S.C. § 101, et seq. (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the United States

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<sup>3</sup> 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.

Bankruptcy Court for the District of Delaware (the “Local Rules”) and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [D.I. 110] (the “Interim Compensation Order”). The total amount sought for fees represents 226.4 hours of professional services.

Given Dundon’s receipt of prior payments under the Interim Compensation Order, actual fee amounts outstanding equal \$58,531.00 reflecting (i) the holdback portions reserved in connection with Dundon’s first and second monthly fee applications totaling to \$23,973.00 and (ii) the full amount of Dundon’s third fee application of \$34,558.00. In support of this Application, Dundon shows the Court the following:

### **I. BACKGROUND**

1. On May 24, 2023 (the “Petition Date”), the Debtors each filed a voluntary petition for relief pursuant to chapter 11 of the Bankruptcy Code.

2. The Debtors are entitled to, and upon information and belief of the undersigned continues to, operate and manage their businesses as debtor in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No request has been made for the appointment of a trustee or an examiner.

3. On June 7, 2023, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee as an official committee of unsecured creditors pursuant to Bankruptcy Code section 1102 [Docket No. 65]. The Committee consists of the following members:(i) Globant, LLC; (ii) Brex, Inc. and (iii) Bowei Liu.

4. On June 8, 2023, the Committee selected DLA Piper LLP to serve as its counsel; on June 9, 2023, the committee selected Dundon Advisers, LLC to serve as its financial advisor.

5. This Court (the “Court”) on July 24, 2023, entered an *Order Approving Application Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Dundon Advisers LLC as Financial Advisor for the Committee* (the “Retention Order”) [D.I. 197], effective as of June 9, 2023.

6. On September 29, 2023, the Debtors filed the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [D.I. 330]. As set forth therein, the effective date of the Plan occurred on September 29, 2023.

## II. JURISDICTION AND VENUE

7. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

8. The statutory predicates for the relief sought herein are sections 328(a) and 1103 of the Bankruptcy Code, and Bankruptcy Rule 2016.

## III. RELIEF REQUESTED

9. Pursuant to the Retention Order, the Interim Compensation Order, and Sections 328(a), 330, and 331 of the Bankruptcy Code, Dundon seeks: allowance and payment of compensation for professional services Dundon performed during the Final Fee Period in the amount of \$154,421.00. Dundon did not incur expenses during the Final Fee Period. Payable fees and expenses under this Final Fee Application total to \$154,421.00.

10. Dundon has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the fees sought to be paid pursuant to this Application. With respect to the fees requested by Dundon, there is no

agreement or understanding between Dundon and any other person, other than the members of the firm, for the sharing of compensation to be received for services rendered in this case.

11. All financial advisory services provided by Dundon during the Fee Period were performed on behalf of the Committee, and not on behalf of any other person or entity.

12. This is Dundon's Final Fee Application.

#### **IV. SUMMARY OF SERVICES RENDERED AND EXPENSES INCURRED**

13. Dundon has maintained detailed records of the time spent in rendition of professional services to the Committee during the Final Fee Period. These time records were previously filed with each of Dundon's prior monthly fee applications and labeled as Exhibit "A" and incorporated herein by reference. The time records include the date that the services were rendered, a detailed narrative description of the services provided, the amount of time spent for each service and the designation of the professional who performed the service.

14. Services rendered during the Final Fee Period can be grouped as follows:

<i>Categories</i>	<i>Hours</i>	<i>Fees</i>
Business Analysis	98.9	\$62,564.00
Case Administration	0.9	\$702.00
Claims Analysis	10.0	\$6,384.00
Committee Member/Professional Meetings & Communications	28.3	\$19,777.00
Debtor Professional and Client Meeting	0.0	\$0.00
Debtor/Lender Professional and Staff Meetings	2.2	\$1,672.00
Exit Planning and Post-Effective Date Planning	26.3	\$19,806.00
Investigations	7.9	\$6,088.00
Other Professionals' Retention and Fee Applications	4.3	\$2,689.00
Plan and Disclosure Statement	8.0	\$6,314.00
Retention and Fee Applications	14.0	\$11,009.00
Sales Process	25.6	\$17,416.00
<b>Total</b>	<b>226.4</b>	<b>\$154,421.00</b>

15. Dundon professionals have expended a total of 226.4 hours in connection with this matter during the Final Fee Period, as follows:

<i>Name</i>	<i>Rate</i>	<i>Hours</i>	<i>Fees</i>
Matthew Dundon	\$890.00	3.4	\$ 3,026.00
Eric Reubel	\$790.00	52.0	\$ 40,345.00
Josh Nahas	\$790.00	76.0	\$ 58,795.00
Jillian Lin	\$650.00	2.9	\$ 1,862.50
Greg Hill	\$550.00	88.6	\$ 48,730.00
Chris Podesfinski	\$475.00	3.3	\$ 1,567.50
Michael Whalen	\$475.00	0.2	\$ 95.00
<b>Total</b>		<b>226.4</b>	<b>\$ 154,421.00</b>

16. The following are summaries of the more material project categories for Dundon's professional services during the Fee Period:

a. Business Analysis

During the Fee Period Dundon personnel: (i) reviewed and analyzed data room files to diligence the Debtor's business operations; (ii) stress-tested the Debtor's cash collateral budget; (iii) reviewed and analyzed weekly variance reports; (iv) conferred with the Debtor's financial advisers on a variety of issues; (v) reviewed and analyzed the proposed debtor-in-possession ("DIP") financing and prepared a detailed analysis of prior comparable transactions; (vi) reviewed and analyzed the Debtor's schedules and statements; and (vii) reviewed and analyzed the Debtor's monthly operating reports.

Hours: 98.9 // Fees: \$62,564.00

b. Claims Analysis

During the Fee Period Dundon personnel: (i) preliminarily reviewed and analyzed the claims pool and (ii) potential post-effective date claims.

Hours: 10.0 // Fees: \$6,384.00

c. Meetings and Communications with Committee Members and Professionals

During the Fee Period Dundon personnel: (i) met frequently (over zoom, teleconference, or in-person), corresponded often over email and worked closely with committee counsel to develop and prepare case strategy; (ii) participated in regularly scheduled committee meeting; (iii) prepared analyses and presentations to support communications with committee members.

Hours: 28.3 // Fees: \$19,777.00



d. Exit and Post-Effective Date Planning

During the Fee Period Dundon personnel: (i) met frequently (over zoom, teleconference, or in-person) to prepare for establishing a post-confirmation trust.

Hours: 26.3 // Fees: \$19,806.00

e. Investigations

During the Fee Period Dundon personnel: (i) prepared a request list for document discovery; (ii) researched an initial analysis of the potential for litigation recovery; (iii) analyzed directors' and officers' insurance.

Hours: 7.9 // Fees: \$6,088.00

f. Plan and Disclosure Statement

During the Fee Period, Dundon personnel met frequently (over zoom, teleconference, or in-person) and corresponded often over email with the Debtor's professionals. Dundon personnel (i) reviewed and analyzed drafts of the proposed plan and disclosure statement; (ii) reviewed and analyzed drafts of the proposed liquidating trust agreement; (iii) attended hearings.

Hours: 8.0 // Fees: \$6,314.00

g. Retention and Fee Applications

During the Fee Period, Dundon personnel (i) attended to Dundon's retention application; (ii) prepared monthly fee applications.

Hours: 14.0 // Fees: \$11,009.00

h. Sales Process

During the Fee Period, Dundon personnel met frequently (over zoom, teleconference, or in-person) and corresponded often over email with the Debtor's investment bankers. Dundon personnel (i) reviewed and analyzed the letter-of-intent and asset purchase agreement of the stalking horse bidder, (ii) analyzed proposed bid procedures governing the sale process; (iii) reviewed Debtor's data room including the transaction teaser, confidential information memorandum ("CIM") and distribution log; (iv) prepared a tentative waterfall based on sale proceeds and purchase price adjustments with respect to critical vendor payments and other adjustments; and (v) monitored the contact log and qualified bidders.

Hours: 25.6 // Fees: \$17,416.00

17. Dundon did not incur any expenses in connection with Dundon's service as financial advisor to the Committee during the Fee Period and does not seek reimbursement of expenses in this Application.

18. Pursuant to Del. Bankr. L.R. 2016-2(e)(iii), Dundon charges no more than (i) \$0.10 per page for standard photocopies and (ii) actual cost for computer-assisted research. Dundon does not charge for outgoing or incoming facsimile transmissions. Dundon reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Fee Period, as such expenses may not have been captured to date in Dundon's billing system.

#### **V. NOTICE**

Notice of this Application will be served upon each party to whom such notice is required under the Interim Compensation Order.

#### **VI. CONCLUSION**

**WHEREFORE**, Dundon hereby respectfully requests final allowance of its fees in the amount of \$154,421.00. Dundon did not incur any expenses during the Fee Period. Immediately-payable fees and expenses total to \$154,421.00.

Dated: November 13, 2023

**DUNDON ADVISERS LLC**

/s/Eric A. Reubel

Eric A. Reubel

10 Bank Street, Suite 1100

White Plains, NY 10606

Telephone: (917) 626-4051

Email: [er@dundon.com](mailto:er@dundon.com)

*Financial Advisor to the Official Committee of  
Unsecured Creditors*

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

In re:  PLASTIQ, INC., <i>et al.</i> ,  Debtors. <sup>1</sup>	Chapter 11  Case No. 23-10671 (BLS)  <b>Obj. Deadline: December 4, 2023, at 4:00 p.m. (ET)</b> <b>Hearing Date: TBD</b>
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**NOTICE OF FINAL FEE APPLICATION OF  
DUNDON ADVISERS LLC, FINANCIAL ADVISOR FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS, FOR COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR  
THE PERIOD FROM JUNE 9, 2023, TO SEPTEMBER 29, 2023**

TO: The “Notice Parties” designated in the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, Dated June 19, 2023 [D.I. 110].

**PLEASE TAKE NOTICE** that on November 13, 2023, the Final Fee Application of Dundon Advisers, Financial Advisor for the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtor and debtor in possession (the “Debtor”), for Compensation and Reimbursement of Expenses for the Period from June 9, 2023, through September 29, 2023 (the “Final Fee Application”) was filed with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”). By the Fee Application, Dundon Advisers LLC (“Dundon”) seeks the allowance and payment of final compensation in the amount of \$154,421.00. Dundon did not incur any expenses in connection with Dundon’s service as financial advisor to the Committee during the period from June 9, 2023, through September 29, 2023 (the “Application Period”).

**PLEASE TAKE FURTHER NOTICE** that any responses or objections to the Fee Application must be filed with the Bankruptcy Court in accordance with the local rules and served upon the undersigned counsel on or before **December 4, 2023, at 4:00 p.m. (ET)**. Copies of the Fee Application are available upon written request to the undersigned. A hearing on the Fee Application shall be held only in the event timely objections are filed.

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<sup>1</sup> 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.

**PLEASE TAKE FURTHER NOTICE** that a hearing on the Final Fee Application will be held on a date and time to be determined by the Court. If no timely objections are filed, the Court may enter an order granting the Final Fee Application without a hearing.

Dated: November 13, 2023  
Wilmington, Delaware

Respectfully submitted,

**DLA PIPER LLP (US)**

/s/ Aaron S. Applebaum

Aaron S. Applebaum, Esq. (DE #5587)

R. Craig Martin, Esq. (DE #5032)

1201 North Market Street, Suite 2100

Wilmington, Delaware 19801-1147

Telephone: (302) 468-5700

Facsimile: (302) 394-2341

Email: aaron.applebaum@us.dlapiper.com

craig.martin@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*

**Exhibit A**

**Proposed Order**

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

In re:

PLASTIQ, INC., *et al.*,

Debtors.<sup>4</sup>

Chapter 11

Case No. 23-10671 (BLS)

**Obj. Deadline: December 4, 2023, at 4:00 p.m. (ET)**  
**Hearing Date: TBD**

**Related D.I.: 248, 311, 352**

**ORDER APPROVING FINAL APPLICATION OF DUNDON ADVISERS LLC  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED  
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL  
TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
PERIOD FROM JUNE 8, 2023, THROUGH SEPTEMBER 29, 2023**

Upon consideration of the *Final Application of Dundon Advisers LLC 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 June 9, 2023, through September 29, 2023* (the "Application")<sup>5</sup> of Dundon Advisers LLC ("Dundon"), for allowance of compensation and reimbursement of expenses incurred by Dundon during the Final Fee Period under sections 330(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016; and the Court having jurisdiction over this matter pursuant 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 (Sleet, C.J.); and notice of the Application being adequate under the

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<sup>4</sup> 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.

<sup>5</sup> Capitalized terms used but not defined in this Order shall have the meanings given to them in the Application.

circumstances and no further or other notice of the Application being required; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED, as set forth in this Order.
2. Dundon is allowed, on a final basis, compensation for services rendered and expenses incurred during the Final Fee Period in the sum of \$154,421.00.
3. The Debtors and the litigation trustee, as applicable, are hereby authorized and directed to pay Dundon the difference between \$154,421.00 and any interim payments made to Dundon with respect fees and expenses incurred during the Final Fee Period.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

**CERTIFICATE OF SERVICE**

I hereby certify that on November 13, 2023, I served or caused to be served the *First Monthly Fee Application of Dundon Advisers LLC, Financial Advisor for the Official Committee of Unsecured Creditors, for Compensation and Reimbursement of Expenses for the Period from June 9, 2023, Through September 29, 2023* and the *Notice of Application* to be made upon the Notice Parties (as defined in the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 110] listed on the attached Service List A, via first class mail and electronic mail, and by CM/ECF upon those parties registered to receive such electronic notifications in these case.

Dated: November 13, 2023

/s/ Aaron S. Applebaum  
Aaron S. Applebaum, Esq (DE No. 5587)



**SERVICE LIST A**  
**Interim Compensation Order Notice Parties**

<p style="text-align: center;">Adam Harris, Esq. Reuben Dizengoff, Esq. Schulte Roth &amp; Zabel LLP 919 Third Avenue New York, NY 10022 <a href="mailto:adam.harris@srz.com">adam.harris@srz.com</a> <a href="mailto:reuben.dizengoff@srz.com">reuben.dizengoff@srz.com</a></p>	<p style="text-align: center;">Matthew B. Lunn, Esq. Joseph M. Mulvihill, Esq. Young Conaway Stargatt &amp; Taylor, LLP 1000 North King Street Wilmington, DE 19801 <a href="mailto:mlunn@ycst.com">mlunn@ycst.com</a> <a href="mailto:jmulvihill@ycst.com">jmulvihill@ycst.com</a></p>
<p style="text-align: center;">Richard L. Schepacarter, Esq. Office of the U.S. Trustee J. Caleb Boggs Building 844 King Street, Suite 2207 Wilmington, DE 19801 <a href="mailto:richard.schepacarter@usdoj.gov">richard.schepacarter@usdoj.gov</a></p>	<p style="text-align: center;">Matthew McGuire, Esq. Landis Rath &amp; Cobb LLP 919 Market Street, Suite 1800 Wilmington, Delaware 19801 <a href="mailto:m McGuire@lrclaw.com">m McGuire@lrclaw.com</a></p>