

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

)	
In re:	)	Chapter 11
)	
CARESTREAM HEALTH HOLDINGS, INC., ¹	)	Case No. 22-10781 (JKS)
)	
Reorganized Debtors.	)	(Formerly Jointly Administered under
	)	Lead Case: <i>In re Carestream Health,</i>
	)	<i>Inc.</i> , Case No. 22-10778 (JKS))
)	

Related Case No. 22-10778 Docket Nos.:235, 238, 239, 241, 242
Related Case No. 22-10781 Docket No. 5

**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER
APPROVING FINAL FEE APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES**

The undersigned counsel for the above-captioned Debtors and Debtors-in-possession (the “**Debtors**”) hereby certifies that:

1. On November 7, 2022, the Debtors filed with the United States Bankruptcy Court for the District of Delaware (the “**Court**”) the *First and Final Fee Application of Kirkland & Ellis LLP and Kirkland & Ellis International LLP, Attorneys for the Debtors and Debtors in Possession, for the Period from August 23, 2022, Through and Including September 28, 2022* [Case No. 22-10778; Docket No. 239] (the “**K&E Application**”).

2. On November 3, 2022, the Debtors filed with the Court the *First and Final Application for Compensation and Reimbursement of Expenses of Pachulski Stang Ziehl & Jones LLP, as Co-Counsel for the Debtors and Debtors in Possession, for the*

¹ The Reorganized Debtor in these chapter 11 cases, along with the last four digits of the Reorganized Debtor’s federal tax identification number is: Carestream Health Holdings, Inc. (7822). The location of the Reorganized Debtor’s service address is: 150 Verona Street, Rochester, New York 14608. On November 10, 2022, the Court entered an order [Docket No. 245] closing the chapter 11 cases of the Reorganized Debtors other than Case No. 22-10781 (JKS).



Period from August 23, 2022 through September 28, 2022 [Case No. 22-10778; Docket No. 235] (the “**PSZJ Application**”).

3. On November 8, 2022, the Debtors filed with the Court the *Final Application of AlixPartners, LLP, Financial Advisor to the Chapter 11 Debtors, for Allowance of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred for the Period from August 23, 2022 through September 28, 2022* [Case No. 22-10778; Docket No. 241] (the “**AlixPartners Application**”).

4. On November 8, 2022, the Debtors filed with the Court the *First and Final Fee Application of Houlihan Lokey Capital, Inc. as Investment Banker to the Debtors for Allowance and Final Approval of Compensation for Services Rendered and for Reimbursement of Expenses for the Period of August 23, 2022 through September 28, 2022* [Case No. 22-10778, Docket No. 242] (the “**Houlihan Application**”).

5. On November 11, 2022, the Debtors filed with the Court the *First and Final Fee Application of Ernst & Young LLP for Compensation and Reimbursement of Expenses Incurred as Tax Services Provider for the Period August 23, 2022 through September 28, 2022* [Case No. 22-10781; Docket No. 5] (the “**E&Y Application**”).

6. On November 7, 2022, the Debtors filed with the Court the *Final Fee Application of Kurtzman Carson Consultants LLC, as Administrative Advisor to the Debtors, for the Period from August 23, 2022 Through and Including September 28, 2022* [ase No. 22-10778, Docket No. 238] (the “**KCC Application**”).

7. The Debtors received comments from the Court requesting the Debtors to submit certain additional information for the K&E Application, AlixPartners Application,

and Houlihan Application. No comments were received from the Court regarding the PSZJ Application, the E&Y Application, and the KCC Application.

8. The Debtors have not received any other responses or objections to the K&E Application, the AlixPartners Application, the Houlihan Application, the PSZJ Application, the E&Y Application, or the KCC Application (together, the “**Final Fee Applications**”), and no other responses or objections appear on the Court’s docket in this case.

9. Attached hereto as **Exhibit 1** is the additional information requested by the Court for the K&E Application. No revision to the requested fees resulted due to the revised time entries for the K&E Application.

10. Attached hereto as **Exhibit 2** is the additional information requested by the Court for the AlixPartners Application. The revisions requested by the Court resulted in a reduction of \$92.42 in expenses requested by the AlixPartners Application.

11. Attached hereto as **Exhibit 3** is the additional information requested by the Court for the Houlihan Application. No revision to the requested fees resulted due to the revised time entries for the Houlihan Application.

12. Attached hereto as **Exhibit 4**, is the proposed form of order (the “**Proposed Order**”) which incorporates the comments received from the Court and accurately represents the fees and expenses of professionals with respect to the pending Final Fee Applications. The Proposed Order reflects the changes to the requested fees resulting from the Court’s comments.

13. Counsel is available, should the Court have any questions regarding the proposed form of order.

14. The Debtor respectfully requests that the Court enter the attached form of order at its earliest convenience.

Dated: December 14, 2022
Wilmington, Delaware

/s/ Timothy P. Cairns

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Co-Counsel for the Reorganized Debtors

Exhibit 1

Additional K&E Information

Overtime Transportation				
No.	Line Item	Departure	Destination	Purpose
1	08/23/22 Jimmy Ryan - Jimmy Ryan, Taxi, Overtime Transportation 08/23/2022 \$12.94	New York, NY	New York, NY	Overtime Transportation
2	08/23/22 Andrew Townsell - Andrew Townsell, Taxi, Overtime Transportation 08/23/2022 \$14.95	New York, NY	New York, NY	Overtime Transportation
3	08/23/22 Andrew Townsell - Andrew Townsell, Taxi, OT Transportation 08/23/2022 \$12.36	New York, NY	New York, NY	Overtime Transportation
4	08/23/22 Rachael Marie Bentley - Rachael Marie Bentley, Taxi, Overtime Transportation 08/23/2022 \$33.45	New York, NY	New York, NY	Overtime Transportation
5	08/23/22 Zach R. Manning - Zach R. Manning, Taxi, Overtime Transportation, 08/23/2022 \$30.00	New York, NY	Fort Lee, NJ	Overtime Transportation
6	08/24/22 Jimmy Ryan - Jimmy Ryan, Taxi, Overtime Transportation, 08/24/2022 \$12.05	New York, NY	New York, NY	Overtime Transportation
7	08/31/22 Nick Krislov - Nick Krislov, Taxi, Overtime Transportation, 08/31/2022 \$19.97	Chicago, IL	Chicago, IL	Overtime Transportation
8	09/07/22 Jimmy Ryan - Jimmy Ryan, Taxi, Overtime Transportation, 09/07/2022 \$18.96	New York, NY	New York, NY	Overtime Transportation

Overtime Meals				
No.	Line Item	Vendor	Meal	Number of Participants
1	08/23/22 Andrew Townsell - Andrew Townsell, Overtime Meals - Attorney, New York Client business Andrew Townsell 08/23/2022 \$37.76	GrubHub	Dinner	1
2	08/23/22 Zach R. Manning - Zach R. Manning, Overtime Meals - Attorney, New York Client business Zach R. Manning 08/23/2022 \$40.00	GrubHub	Dinner	1
3	08/28/22 GRUBHUB HOLDINGS INC - Elkin Jordan 8/24/2022 OT Meal \$40.00	GrubHub	Dinner	1
4	08/31/22 Nick Krislov - Nick Krislov, Overtime Meals - Attorney, Chicago, IL, Nick Krislov 08/31/2022 \$40.00	GrubHub	Dinner	1

Exhibit 2

Additional AlixPartners Information

Date	Description	Original Amount	Reduction	Final Amount
8/23/2022	Group Meal Engagement Team related to travel to Rochester for client meetings - Dinner - Denise Lorenzo; David Samikkannu; George Elliott \$200.38 - reduce to \$150	200.38	50.38	150.00
8/23/2022	Group Meal Engagement Team related to travel to Rochester for client meetings - Denise Lorenzo - Lunch - Bradley Hunter; Kehui Wang; Denise Lorenzo; David Samikkannu; George Elliott \$135.52	135.52	-	135.52
8/24/2022	Car Rental related to travel to Rochester, New York for client meetings - Bradley Hunter - 2 Days \$205.86	205.86	-	205.86
8/24/2022	Group Meal Engagement Team related to travel to Rochester for client meetings - Meal - Denise Lorenzo - Dinner \$62.92 - reduce to \$50	62.92	12.92	50.00
8/25/2022	Taxi from ORD to home returning from Rochester, NY travel related to client meetings - George Elliott \$75.00	75.00	-	75.00
8/25/2022	Meal - Engagement Team meal related to travel to Rochester, NY for client meetings - Lunch - Denise Lorenzo; George Elliott \$69.79	69.79	-	69.79
8/29/2022	Meal - Engagement Team meal related to travel to Rochester, NY for client meetings - George Elliott and Denise Lorenzo - Out of Office Lunch \$99.12 - reduce to \$70	99.12	29.12	70.00
9/8/2022	Parking/Tolls related to travel to Rochester, NY for client meetings - Jeremy Dioso \$66.00	66.00	-	66.00

\$ 914.59 \$ 92.42 \$ 822.17

Exhibit 3

Additional Houlihan Information

Overtime Meals				
No.	Line Item	Vendor(s):	Meal	Number of Participants
1	9/6/22 Travel and Overtime Meals CR00305260 \$32.88 Ilhardt, Benjamin Overtime Dinner	Sushi X	Dinner	1
2	9/13/22 Travel and Overtime Meals CR00305422 \$22.08 Paya, Salman Overtime Dinner	Sweetgreen	Dinner	1
3	9/14/22 Travel and Overtime Meals CR00305422 \$24.67 Paya, Salman Overtime Dinner	Five Guys	Dinner	1
4	9/6/22 Travel and Overtime Meals CR00305750 \$22.77 Kadiyala, Anastasia Overtime Dinner	Sweetgreen	Dinner	1
5	9/10/22 Travel and Overtime Meals CR00305750 \$24.28 Kadiyala, Anastasia Overtime Dinner	bopNgrill	Dinner	1
6	9/21/22 Travel and Overtime Meals CR00308098 \$27.29 Paya, Salman Overtime Dinner	STK Steakhouse	Dinner	1
7	9/26/22 Travel and Overtime Meals CR00308098 \$23.17 Paya, Salman Overtime Dinner	Sweetgreen	Dinner	1
8	8/28/22 Travel and Overtime Meals SL- 1853-102 \$57.75 Multiple Overtime Dinner ¹			
8(a)	8/23/22 Travel and Overtime Meals SL- 1853-102 \$42.00 Stoker, Clayton Overtime Dinner	Modern Asian Kitchen	Dinner	1
8(b)	8/25/22 Travel and Overtime Meals SL- 1853-102 \$15.75 Turnbull, Andrew Overtime Dinner	Bombay Eats – Bombay Wraps	Dinner	1
9	9/27/22 Travel and Overtime Meals SL- 1853-100 \$79.27 Multiple Overtime Dinner ¹			
9(a)	8/8/22 Travel and Overtime Meals SL- 1853-100 \$38.45 Stoker, Clayton Overtime Dinner	Bluebird	Dinner	1
9(b)	8/11/22 Travel and Overtime Meals SL- 1853-100 \$40.82 Stoker, Clayton Overtime Dinner	Modern Asian Kitchen	Dinner	1

¹ For the “Multiple Overtime Dinner” billings, the original date presented represents the date the meal invoices were generated from the GrubHub system. The dates of the actual meals are presented in the sub-rows herein.

Overtime Transportation				
No.	Line Item	Departure	Destination	Purpose
10	9/13/22 Ground Transportation CR00305750 \$29.95 Kadiyala, Anastasia Overtime Taxi	Chicago, IL	Chicago, IL	Overtime Transportation
11	9/14/22 Ground Transportation CR00305750 \$29.92 Kadiyala, Anastasia Overtime Taxi	Chicago, IL	Chicago, IL	Overtime Transportation

Telephone / Data				
No.	Line Item	Vendor	Purpose	Number of Individuals:
12	The following charges, totaling \$61.38, for telephone and data. 1. 9/10/22 Telephone and Data CR00308630 \$46.38 Ilhardt, Benjamin Telecommunication Services 2. 9/7/22 Telephone and Data CR00305260 \$15.00 Ilhardt, Benjamin Telecommunication Services	1. Verizon Wireless 2. Gogo Inflight Internet Company	1. Allocation of monthly cellular phone / data expense 2. In-flight Wi-Fi expense	1. 1 2. 1

Exhibit 4

Proposed Order

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

)	
In re:	)	Chapter 11
)	
CARESTREAM HEALTH HOLDINGS, INC., <i>et al.</i> , ¹	)	Case No. 22-10781 (JKS)
)	
Reorganized Debtors.	)	(Formerly Jointly Administered under
	)	Lead Case: <i>In re Carestream Health,</i>
	)	<i>Inc.</i> , Case No. 22-10778 (JKS))
)	
)	
	)	Re: Docket No. 5, and <i>In re</i>
	)	<i>Carestream Health, Inc.</i> Case No.
	)	22-10778, Docket Nos. 235, 238, 239,
	)	241, 242

**OMNIBUS ORDER APPROVING PROFESSIONALS’ FEE
APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the final fee applications of professionals (collectively, the “Professionals”) retained in the bankruptcy cases of the above-captioned reorganized debtors (collectively, the “Reorganized Debtors,” and prior to the effective date of their chapter 11 plan, the “Debtors”), for allowance of compensation and reimbursement of expenses, as set forth on Exhibit A hereto (such applications, collectively, the “Final Fee Applications”); and it appearing to the Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it appearing that the Court has jurisdiction to consider the Final Fee Applications and the relief requested therein in accordance

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with 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; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and these Final Fee Applications is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and it further appearing that the expenses incurred were reasonable and necessary; and that notices of the Final Fee Applications were appropriate; and after due deliberation and sufficient good cause appearing therefore; it is HEREBY ORDERED THAT:

1. The Final Fee Applications are hereby APPROVED, and the Professionals are granted allowance of compensation and reimbursement of expenses in the amounts set forth on **Exhibit A** attached hereto.

2. The Reorganized Debtors are authorized and directed, as provided herein, to remit, or caused to be remitted, payment in the amounts set forth on **Exhibit A** attached hereto, less any and all amounts previously paid on account of such fees and expenses.

3. Notice of the Final Fee Applications as provided therein shall be deemed good and sufficient notice of such Final Fee Applications and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

4. This Order shall be deemed a separate order for each of the Professionals, and the appeal of any order with respect to any of the Professionals shall have no effect on the authorized fees and expenses of any of the other Professionals.

5. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Exhibit A**Summary of Final Fee Applications
*In re Carestream Health, Inc., et al., Case No. 22-10778 (JKS)***

Dkt. No.	Applicant	Fee Period	Fees²	Expenses³	Total
235	Pachulski, Stang, Ziehl & Jones LLP	8/23/2022-09/28/2022	\$158,239.50	\$19,473.29	\$177,712.79
238	Kurtzman Carson Consultants LLC	8/23/2022-09/28/2022	\$9,482.00	\$0.00	\$9,482.00
239	Kirkland & Ellis LLP	8/23/2022-09/28/2022	\$1,635,684.50	\$23,983.33	\$1,659,667.83
241	AlixPartners, LLP	8/23/2022-09/28/2022	\$415,753.00	\$8,464.51 ⁴	\$424,309.93
242	Houlihan Lokey Capital, Inc.	8/23/2022-09/28/2022	\$6,890,000.00	\$435.41	\$6,890,435.41
5 ⁵	Ernst & Young LLP	08/23/2022-09/28/2022	\$9,320.00	\$0.00	\$9,320.00
		Total:	\$9,118,479.00	\$52,356.54	\$9,170,835.54

² This column reflects fees requested in the Final Fee Applications.

³ This column reflects expenses requested in the Final Fee Applications.

⁴ AlixPartners voluntarily reduced its expenses by \$92.42 and consequently does not seek payment of these expenses.

⁵ Upon entry of the *Final Decree (A) Closing Certain of the Chapter 11 Cases, (B) Transferring the Remaining Claims to the Remaining Case, (C) Amended the Caption of the Remaining Case, and (D) Granting Related Relief* [Docket No. 245], the Ernst & Young LLP fee application was filed in the remaining case, *In re Carestream Health Holdings, Inc.*, Case No. 22-10781.