

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

NPC INTERNATIONAL, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20–33353 (DRJ)

(Jointly Administered)

**SUMMARY COVER SHEET TO SECOND INTERIM FEE APPLICATION  
OF ALIXPARTNERS, LLP, FINANCIAL ADVISOR TO THE  
CHAPTER 11 DEBTORS, FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF  
EXPENSES FOR THE PERIOD OCTOBER 1, 2020 THROUGH DECEMBER 31, 2020**

Name of Applicant:	<b>ALIXPARTNERS, LLP</b>	
Applicant's Role in Case / Name of Client:	Financial Advisor to Chapter 11 Debtors	
Date Order of Employment Signed:	August 14, 2020 [Docket No. 437], effective as of July 1, 2020	
Time period covered by this Application:	<b>Beginning of Period</b>	<b>End of Period</b>
	October 1, 2020	December 31, 2020
Time period covered by any prior Application:	July 1, 2020	September 30, 2020
Total amounts awarded in all prior Applications:	\$5,640,485.50 Professional Fees / \$46.60 Expenses Order dated December 16, 2020 [Docket #1227]	
Total fees requested in this Application:	\$6,174,518.50	
Total professional fees requested in this Application:	\$6,120,968.50	
Total actual professional hours covered by this Application:	8,304.6	
Average hourly rate for professionals:	\$737.06	
Total paraprofessional fees requested in this Application:	\$53,550.00	

<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 NPC International, Inc. (7298); NPC Restaurant Holdings I LLC (0595); NPC Restaurant Holdings II LLC (0595); NPC Holdings, Inc. (6451); NPC International Holdings, LLC; (8234); NPC Restaurant Holdings, LLC (9045); NPC Operating Company B, Inc. (6498); and NPC Quality Burgers, Inc. (6457). The Debtors' corporate headquarters and service address is 4200 W. 115th Street, Suite 200, Leawood, KS 66211.

Total actual paraprofessional hours covered by this Application:	170.0
Average hourly rate for paraprofessionals:	\$315.00
Reimbursable expenses sought in this application:	\$1,111.32
Total to be Paid to Priority Unsecured Creditors:	Holders of Allowed Other Priority Claims shall receive the treatment provided for in Section 4.2 of the Plan. Holders of Priority Tax Claims shall receive the treatment provided for in Section 2.3 of the Plan
Anticipated % Dividend to Priority Unsecured Creditors:	100%
Total to be Paid to General Unsecured Creditors:	Holders of Allowed Unsecured Claims shall receive the treatment provided for in Section 4.8 of the Plan.
Anticipated % Dividend to General Unsecured Creditors:	Approximately 7% <sup>2</sup>
Date of Confirmation Hearing:	January 29, 2021
Indicate whether plan has been confirmed:	The Debtors' Plan has been confirmed as of the date hereof. [Docket No. 1528]

---

<sup>2</sup> Assuming General Unsecured Claims are allowed at approximately \$42 million, the anticipated percentage dividend to general unsecured creditors is estimated at approximately 7% in a Sale Transaction; for the avoidance of doubt, the anticipated percentage dividend is subject to consummation of the Sale Transaction and the final amount of Allowed General Unsecured Claims. See *Notice of Filing of Revised Exhibits to Disclosure Statement for First Amended Joint Chapter 11 Plan of NPC International, Inc. and its Affiliated Debtors*, Exhibit C [Docket No. 1458].

**ALIXPARTNERS, LLP**

**SUMMARY OF FEE STATEMENTS  
DURING THE SECOND INTERIM PERIOD  
OCTOBER 1, 2020 THROUGH DECEMBER 31, 2020**

<b>Date Served</b>	<b>Period Covered</b>	<b>Requested</b>		<b>Paid</b>		<b>Amount Outstanding</b>
		<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>	
11/30/2020	10/1/2020 - 10/30/2020	\$2,089,971.50	\$0.00	\$1,671,977.20	\$0.00	\$417,994.30
12/31/2020	11/1/2020 - 11/31/2020	\$1,788,033.50	\$0.00	\$1,430,426.80	\$0.00	\$357,606.70
2/1/2021	12/1/2020 - 12/31/2020	\$2,296,513.50	\$1,111.32	\$0.00	\$0.00	\$2,297,624.82
<b>Total</b>		<b>\$6,174,518.50</b>	<b>\$1,111.32</b>	<b>\$3,102,404.00</b>	<b>\$0.00</b>	<b>\$3,073,225.82</b>

**ALIXPARTNERS, LLP**

**SUMMARY OF HOURS AND FEES BY PROFESSIONAL  
DURING THE SECOND INTERIM PERIOD  
OCTOBER 1, 2020 THROUGH DECEMBER 31, 2020**

<b>Professional</b>	<b>Title</b>	<b>Rate</b>	<b>Total Hours During Period</b>	<b>Total Fees During Period</b>
Joff Mitchell	Managing Director	\$ 1,195.00	0.5	\$ 597.50
Eric Koza	Managing Director	1,175.00	457.9	538,032.50
Marc J Brown	Managing Director	1,025.00	31.8	32,595.00
Charles N Braley	Managing Director	1,025.00	752.9	771,722.50
Andrew M Sharpee	Managing Director	1,025.00	59.2	60,680.00
Michael Headly	Director	950.00	460.9	437,855.00
Chris P Payne	Director	950.00	14.8	14,060.00
Daniel Puscas	Director	950.00	92.9	88,255.00
Cynthia Bateman	Director	910.00	0.3	273.00
Jerry Wang	Director	910.00	136.9	124,579.00
Jeffrey W Kopa	Director	840.00	50.8	42,672.00
Joel Amico	Director	800.00	257.7	206,160.00
Elizabeth K Lahey	Director	800.00	14.4	11,520.00
Jim McGlynn	Director	800.00	675.4	540,320.00
Elizabeth S Kardos	Director	710.00	6.0	4,260.00
Eric Deichmann	Senior Vice President	735.00	484.0	355,740.00
Raju Patel	Senior Vice President	735.00	623.4	458,199.00
Nick J Chambers	Senior Vice President	735.00	5.1	3,748.50
Jim A Trankina	Senior Vice President	735.00	489.9	360,076.50
Ryan H Komendowski	Senior Vice President	690.00	92.2	63,618.00
Michael Westermann	Senior Vice President	690.00	751.0	518,190.00
Jyoji Morimoto	Senior Vice President	645.00	2.9	1,870.50
Jonathan Standen	Senior Vice President	645.00	111.1	71,659.50
Shamiq A Syed	Senior Vice President	645.00	257.7	166,216.50
Brian P Schoenauer	Senior Vice President	515.00	68.3	35,174.50
Kaitlyn A Sundt	Senior Vice President	510.00	47.3	24,123.00
Heather Saydah	Senior Vice President	465.00	8.0	3,720.00

**ALIXPARTNERS, LLP**

**SUMMARY OF HOURS AND FEES BY PROFESSIONAL  
DURING THE SECOND INTERIM PERIOD  
OCTOBER 1, 2020 THROUGH DECEMBER 31, 2020**

<b>Professional</b>	<b>Title</b>	<b>Rate</b>	<b>Total Hours During Period</b>	<b>Total Fees During Period</b>
Brian Beilinson	Vice President	470.00	537.4	252,578.00
Samira Chopra	Vice President	605.00	101.4	61,347.00
Julie A Doherty	Vice President	515.00	540.4	278,306.00
Julia Gutierrez	Vice President	515.00	0.8	412.00
Jen S Quinlan	Vice President	515.00	555.7	286,185.50
James Shen	Vice President	515.00	437.7	225,415.50
Travis K Dane	Vice President	470.00	16.2	7,614.00
Julia Caitlin Hardy	Vice President	470.00	0.4	188.00
Jeremy Huisenga	Vice President	470.00	37.1	17,437.00
Alex Dreyshner	Vice President	465.00	6.6	3,069.00
Jennifer A Bowes	Vice President	450.00	4.0	1,800.00
Brooke F Filler	Vice President	445.00	8.2	3,649.00
Lisa Marie Bonito	Associate	450.00	103.5	46,575.00
Tom A Fitzsimmons	Associate	250.00	1.9	475.00
Mary B Betik	Paraprofessional	315.00	170.0	53,550.00
<b>Total Fees and Hours for Professionals</b>			<b>8,474.6</b>	<b>\$ 6,174,518.50</b>

**Average Billing Rate \$ 728.59**

**ALIXPARTNERS, LLP**

**SUMMARY OF HOURS AND FEES BY MATTER CATEGORY  
DURING THE SECOND INTERIM PERIOD  
OCTOBER 1, 2020 THROUGH DECEMBER 31, 2020**

<b>Matter Code</b>		<b>Total Hours During Period</b>	<b>Total Fees During Period</b>
102	Planning and Coordination / Case Management	730.4	\$ 569,625.50
103	Director, Special Committee or Advisor Meetings	58.9	58,079.00
104	Company Operations	733.5	615,852.00
105	Liquidity, Cash Management and Budgeting	449.7	315,863.00
106	Business Plan Development	110.1	85,965.00
107	Asset Sales / Marketing	3,470.3	2,645,098.50
108	Vendor / Landlord Management	643.1	316,462.00
109	Creditor Diligence / Negotiation	257.9	194,649.00
110	Business Separation	32.9	30,216.00
111	U.S. Trustee / Court Reporting Requirements	153.4	94,799.50
112	Plan of Reorganization and Disclosure Statement	129.1	103,277.00
113	Claims Analysis & Litigation	1,435.8	988,377.50
114	Court Hearing Preparation and Attendance	34.6	35,124.00
115	Retention Applications & Disclosures	20.4	13,095.50
116	Fee Applications	214.5	108,035.00
<b>Total Hours and Professional Fees</b>		<b>8,474.6</b>	<b>\$ 6,174,518.50</b>

**Average Billing Rate \$ 728.59**

**ALIXPARTNERS, LLP**

**SUMMARY OF EXPENSES FOR THE  
SECOND INTERIM PERIOD FOR THE PERIOD OF  
OCTOBER 1, 2020 THROUGH DECEMBER 31, 2020**

<b>Expense Category</b>	<b>Total Expenses During Period</b>
Computer Supplies / Support	\$ 971.32
Client Research	140.00
<b>Total</b>	<b>\$ 1,111.32</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

NPC INTERNATIONAL, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20–33353 (DRJ)

(Jointly Administered)

**SECOND INTERIM FEE APPLICATION OF ALIXPARTNERS, LLP,  
FINANCIAL ADVISOR TO THE CHAPTER 11 DEBTORS,  
FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND FOR REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD OCTOBER 1, 2020 THROUGH DECEMBER 31, 2020**

**IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING, SPECIFICALLY ANSWERING EACH PARAGRAPH OF THIS PLEADING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE WITH THE CLERK OF THE BANKRUPTCY COURT WITHIN 21 DAYS FROM THE DATE YOU WERE SERVED WITH THIS APPLICATION. YOU MUST SERVE A COPY OF YOUR RESPONSE ON THE PERSON WHO SENT YOU THE NOTICE; OTHERWISE, THE COURT MAY TREAT THE APPLICATION AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.**

AlixPartners, LLP (“AlixPartners”), as financial advisor to NPC International, Inc. and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”), hereby submits its second interim application (the “Application”) for allowance of compensation for professional services rendered and reimbursement of out-of-pocket expenses incurred for the period of October 1, 2020

---

<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 NPC International, Inc. (7298); NPC Restaurant Holdings I LLC (0595); NPC Restaurant Holdings II LLC (0595); NPC Holdings, Inc. (6451); NPC International Holdings, LLC; (8234); NPC Restaurant Holdings, LLC (9045); NPC Operating Company B, Inc. (6498); and NPC Quality Burgers, Inc. (6457). The Debtors’ corporate headquarters and service address is 4200 W. 115th Street, Suite 200, Leawood, KS 66211.



through December 31, 2020 (the “Second Interim Period”). By this Application, AlixPartners seeks payment of professional fees in the amount of \$6,174,518.50 and out-of-pocket expenses in the amount of \$1,111.32. AlixPartners respectfully states as follows:

### **Jurisdiction and Venue**

1. The United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The basis for relief requested herein are Sections 330 and 331 of Title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of Texas (the “Local Rules”), and the *Order (i) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (ii) Granting Related Relief* [Docket No. 434] (the “Interim Compensation Order”).

### **Background**

4. On July 1, 2020 (the “Petition Date”), the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned Chapter 11 Cases (the “Chapter 11 Cases”).

5. No trustee or examiner has been appointed in these Chapter 11 Cases.

6. On July 13, 2020, the Office of the United States Trustee for the Southern District of Texas, Houston Division (“U.S. Trustee”) appointed the Official Committee of Unsecured Creditors (the “Committee”) [Docket No. 193].

**Retention of AlixPartners**

7. On July 15, 2020, the Debtors filed its *Application of Debtors for Authority to (i) Employ and Retain AlixPartners, LLP, (ii) Designate Eric Koza to Serve as Chief Restructuring Officer, and (iii) Provide Additional Personnel for Debtors* [Docket No. 222].

8. On August 14, 2020, the Bankruptcy Court entered the *Order for Authority to (i) Employ and Retain AlixPartners, LLP, (ii) Designate Eric Koza to Serve as Chief Restructuring Officer, and (iii) Provide Additional Personnel for Debtors* [Docket No. 437] (the “Retention Order”). AlixPartners is currently holding a retainer in the amount of \$580,372.50 (the “Retainer”). Pursuant to the Retention Order, the Retainer held by AlixPartners shall be treated as an evergreen retainer and be held by AlixPartners as security throughout these Chapter 11 Cases until AlixPartners’ fees and expenses are fully paid.

9. The Retention Order approved the terms of AlixPartners’ fee and expense structure set forth in the Engagement Letter and authorized AlixPartners to be compensated pursuant to the terms of the Engagement Letter and procedures set forth in the Bankruptcy Rules, Local Rules, the Interim Compensation Order, and any other applicable orders of this Court.

**Relief Requested**

**AlixPartners’ Application for  
Compensation and for Reimbursement of Expenses**

**Monthly Fee Statement During the Second Interim Period**

10. AlixPartners’ served three (3) monthly fee statements (the “Monthly Fee Statements”) covering the Second Interim Period. The Monthly Fee Statements have been served pursuant to the Interim Compensation Order. The Monthly Fee Statements covered by this Application contain detailed daily time logs describing the actual and necessary services provided by AlixPartners during the periods covered by such Second Interim Period as noted below:

Date Served	Period Covered	Requested		Paid		Amount Outstanding
		Fees	Expenses	Fees	Expenses	
11/30/2020	10/1/2020 - 10/30/2020	\$2,089,971.50	\$0.00	\$1,671,977.20	\$0.00	\$417,994.30
12/31/2020	11/1/2020 - 11/31/2020	\$1,788,033.50	\$0.00	\$1,430,426.80	\$0.00	\$357,606.70
2/1/2021	12/1/2020 - 12/31/2020	\$2,296,513.50	\$1,111.32	\$0.00	\$0.00	\$2,297,624.82
<b>Total</b>		<b>\$6,174,518.50</b>	<b>\$1,111.32</b>	<b>\$3,102,404.00</b>	<b>\$0.00</b>	<b>\$3,073,225.82</b>

11. Detailed descriptions of the services performed by each professional, organized by discrete project by day and the aggregate hours during the Second Interim Period were included in the Monthly Fee Statements and are attached as **Exhibit A**. A detailed analysis of the out-of-pocket expenses incurred during the Second Interim Period were included in the Monthly Fee Statements and are attached as **Exhibit B**.

12. AlixPartners is seeking an interim allowance of compensation in the amount of \$6,174,518.50<sup>2</sup>, reimbursement of actual and necessary out-of-pocket expenses in the amount of \$1,111.32, for a total allowance of \$6,175,629.82 during the Second Interim Period. AlixPartners received payment of fees in the amount of \$3,102,404.00, and the amount of \$3,073,225.82 remains outstanding pursuant to the Monthly Fee Statements as of the filing of this Application.

#### **Summary of Professional Services Rendered During the Second Interim Period**

13. During the course of AlixPartners' Second Interim Period, AlixPartners has (i) assisted the Debtors and Debtors' advisors in the development and filing of a plan of reorganization and associated disclosure statement; (ii) assisted the Debtors in successfully negotiating multiple

---

<sup>2</sup> The total fees requested includes the 20% holdback in the amount of \$417,994.30 pursuant to the Fourth Monthly Fee Application, the holdback in the amount of \$357,606.70 pursuant to the Fifth Monthly Fee Application, and the holdback in the amount \$459,302.70 pursuant to the Sixth Monthly Fee Application, for a total holdback of \$1,234,903.70 (the "Holdback").

Asset Purchase Agreements resulting in court approval for a 363 sale of the whole company; (iii) assisted the Debtors in responding to the Committee's standing motion including performing a valuation of the Franchise Agreements, preparing a detailed waterfall recovery analysis and ultimately negotiating a settlement (vi) assisted the Debtors in successfully negotiating a settlement related to the Drivers Claimants litigation, including performing detailed analysis and participation in mediation; (v) assisted the Debtors in an orderly closure process pursuant to the Store Closure Agreement with Pizza Hut; (vi) advised and assisted the Debtors in forecasting, planning, tracking and other aspects of cash management, including active liquidity management and preparing the 13-week cash model and variance reporting; (vii) assisted the Debtors' accounts payable team with managing vendor inquiries, reconciliations, and payments authorized under First Day Motions; (viii) assisted the Debtors in responding to extensive due diligence requests from the various interested parties; (ix) prepared and provided written testimony before the court; (x) assisted the Debtors in identifying and reviewing executory contracts and calculating associated cure payments; (xi) assisted management in developing and preparing reports in connection with bankruptcy requirements; and (xii) assisted the Debtors in providing strategic advice to the Board of Directors and Special Committee, and regular updates to the various creditor groups including the Ad Hoc Priority/1L Group, Second Lien Lenders, and the Committee.

**Professional Services By Category During the Second Interim Period**

14. AlixPartners classified all services performed for which compensation is sought into separate categories. Summarized below is a description of the services provided by AlixPartners to the Debtors during the Second Interim Period in each significant service area.

15. The following summaries are intended to highlight key services rendered by AlixPartners during the Second Interim Period in certain project billing categories where

AlixPartners has expended a considerable number of hours on behalf of the Debtors, and are not meant to be a detailed description of all of the work performed by AlixPartners.

16. The primary focus of AlixPartners was centered around the following areas:

**Matter Code 102: Planning and Coordination / Case Management**

**730.4 hours - \$569,625.50**

This category includes many different tasks necessary to comply with the requirements of this Court, the Office of the U.S. Trustee, and/or the Bankruptcy Code, including without limitation, organizing and managing the Debtors' resources to effectively and efficiently plan, coordinate and manage the Chapter 11 process; coordinating activities on existing workstreams, assignment of resources to new workstreams and completion and execution thereof.

**Matter Code 103: Director, Special Committee or Advisor Meetings**

**58.9 hours - \$58,079.00**

This category includes preparing materials for, and participating in meetings with, the secured lenders and their respective advisors; assisting management in preparing materials to be shared with the Board of Directors and Special Committee; attending Board of Directors and Special Committee meetings.

**Matter Code 104: Company Operations**

**733.5 hours - \$615,852.00**

This category includes developing, designing and recommending programs to support and improve operations; supporting the company in the store closures process pursuant to the Closure Agreement with Pizza Hut including employee related matters, coordinating with vendors and handling the associated lease rejection process.

**Matter Code 105: Liquidity, Cash Management and Budgeting**

**449.7 hours - \$315,863.00**

This category includes monitoring daily liquidity; preparing monthly updates to the cash budget, weekly variance reporting and liquidity related reporting materials; and preparing analysis related to sources and uses upon emergence under various scenarios.

**Matter Code 106: Business Plan Development**

**110.1 hours - \$85,965.00**

This category includes the necessary time that AlixPartners' professionals spent analyzing monthly financial performance; assisting management in the preparation of an updated long term business plan; analyzing various business issues in order to assist management in making various business decisions including with regard to the Store Closure Agreement; developing presentation materials to communicate the long term business plan to case parties.

**Matter Code 107: Asset Sales / Marketing**

**3,470.3 hours - \$2,645,098.50**

This category includes the necessary time that AlixPartners' professionals spent on efforts to monetize the Debtors' assets including time spent engaging with potentially interested parties; addressing related due diligence questions; reviewing and comparing purchase offers received; and providing updates and recommendations to interested parties.

**Matter Code 108: Vendor / Landlord Management**

**643.1 hours - \$316,462.00**

This category includes the necessary time that AlixPartners' professionals spent managing the review of proposed prepetition vendor payments under First Day Motions; conducting the Vendor Management Committee meetings to address critical vendor, lienholder and other vendor related demands; negotiating with vendors who altered or threatened to alter terms of performance to the Debtors; managing the bankruptcy process with large utility vendor base to prevent shutdowns; and supporting landlord negotiations and conducting analysis related to the same.

**Matter Code 109: Creditor Diligence / Negotiation**

**257.9 hours - \$194,649.00**

This category includes supporting the debtor in preparing responses to diligence requests from various creditor parties and facilitating meetings to discuss the same; preparing reports and ad hoc analysis related to diligence requests; managing the diligence process and submission of responses to the data room.

**Matter Code 110: Business Separation**

**32.9 hours - \$30,216.00**

This category includes the necessary time that AlixPartners' professionals spent performing analysis related to the separation of the Debtors' businesses pursuant to the various options contemplated in the Plan of Reorganization.

**Matter Code 111: U.S. Trustee / Chapter 11 Requirements**

**153.4 hours - \$94,799.50**

This category includes assisting the Debtors with the preparation of financial and operating information required by such parties as the U.S. Trustee and/or the Court, including the Statement of Financial Affairs and the Schedules of Assets and Liabilities, monthly operating reports and monthly reporting related to first day motions.

**Matter Code 112: Plan of Reorganization & Disclosure Statement**

**129.1 hours - \$103,277.00**

This category includes activities associated with developing the Debtors' Plan of Reorganization and Disclosure Statement and negotiating such Plan with various parties-in-interest.

**Matter Code 113: Claims Process & Litigation**

**1,435.8 hours - \$988,377.50**

This category includes advising and assisting the Debtor with the development of a claims resolution process and responding to specific claim inquiries, determining bar dates and analyzing claims; coordinating with counsel on the preparation of motions, orders, and stipulations; analyzing contracts to estimate potential cure and damages amounts; supporting diligence gathering and analysis of litigation claims.

**Matter Code 114: Court Hearing Preparation and Attendance**

**34.6 hours - \$35,124.00**

This category includes preparing for and attending Court hearings, via in person or telephonically.

**Matter Code 115: Retention Applications & Disclosures**

**20.4 hours - \$13,095.50**

This category includes the necessary time that AlixPartners' professionals spent managing the retention and relationship disclosure processes. Appropriate staffing levels were utilized to minimize the cost associated with these activities.

**Matter Code 116: Fee Applications**

**214.5 hours - \$108,035.00**

Time billed under this category was for the necessary time that AlixPartners' professionals spent managing the fee application processes. Appropriate staffing levels were utilized to minimize the cost associated with these activities.

17. AlixPartners believes that the fees and expenses requested are reasonable, and all amounts requested are for actual and necessary services rendered on behalf of the Debtors.

18. AlixPartners has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services rendered in these cases. No promises have been received by AlixPartners or any member thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code.

**No Prior Request**

19. No prior application for the relief requested herein has been made to this or any other Court.

**Notice**

20. Notice of the Application has been or will be provided to those parties entitled to receive notice hereof in accordance with any applicable order of this Court.

*[Remainder of page intentionally left blank.]*



**Conclusion**

**WHEREFORE**, AlixPartners, as financial advisor to the Debtors, respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit C**, providing that: (i) an interim allowance be awarded to AlixPartners for the Second Interim Period in the amount of \$6,174,518.50 (including the Holdback in the amount of \$1,234,903.70) as compensation for professional services rendered, and reimbursement for expenses incurred in the amount of \$1,111.32; (ii) the Debtors be authorized and directed to pay AlixPartners the outstanding balance of \$3,073,225.82; and (iii) for such other and further relief as this Court deems proper.

Dated: February 16, 2021

ALIXPARTNERS, LLP  
909 Third Avenue, 28th Floor  
New York, New York 10022

/s/ Eric Koza

By: Eric Koza  
Managing Director

**Certificate of Service**

I hereby certify that on February 16, 2021, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Alfredo R. Pérez  
Alfredo R. Pérez