

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

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In re	:	Chapter 11
	:	
RTI HOLDING COMPANY, LLC,	:	Case No. 20-12456 (JTD)
	:	
Debtors.¹	:	(Jointly Administered)
-----	:	
	X	

Objection Deadline: April 29, 2021 at 4:00 p.m. (ET)
Hearing Date: May 18, 2021 at 2:00 p.m. (ET)

**COVER SHEET FOR FINAL APPLICATION
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
BAKER DONELSON BEARMAN CALDWELL & BERKOWITZ, PC, AS SPECIAL
COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE PERIOD FROM OCTOBER 7, 2020 THROUGH FEBRUARY 23, 2021**

Name of Applicant:	Baker Donelson Bearman Caldwell & Berkowitz, PC
Name of client:	Debtors and Debtors in Possession
Time period covered by this final application:	October 7, 2020 – February 23, 2021

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors' mailing address is 333 East Broadway Ave., Maryville, TN 37804.

Name of Applicant:	Baker Donelson Bearman Caldwell & Berkowitz, PC
Total compensation sought this final period:	\$255,168.40
Total expenses sought this final period:	\$491.94
Petition date:	October 7, 2020
Retention date:	<i>Nunc Pro Tunc</i> to October 7, 2020
Date of order approving employment:	November 10, 2020
Total fees approved by interim order to date:	\$223,551.00
Total expenses approved by interim order to date:	\$491.94
Total allowed fees paid to date:	\$223,551.00
Total allowed expenses paid to date:	\$491.94
Blended rate in this application for all timekeepers:	\$450.00
Fees sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$23,420.20
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$54.82
Number of professionals included in this application:	36
If applicable, number of professionals in this application not included in staffing plan approved by client:	N/A
If applicable, difference between fees budgeted and compensation sought for this period:	(\$48,581.60)
Number of professionals billing fewer than 15 hours to the case during this period:	28
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application:	No.

This is a: ☐ monthly ☐ interim ☒ final application.

The total time expended for fee application preparation is approximately 7.5 hours and the corresponding compensation requested is approximately \$3,750.00.

PRIOR MONTHLY FEE APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
1/4/21	10/7/20 to 11/30/20	\$119,163.65	\$425.07	\$95,330.92	\$425.07
2/4/21	12/1/20 to 12/31/20	\$83,467.15	\$12.05	66,773.72	12.05
2/17/21 [Interim]	10/7/20 to 12/31/20	\$202,630.80	\$437.12	\$38,026.16 ²	\$0.00
3/12/21	1/1/21 to 1/31/21	\$29,275.25	\$54.82	\$23,420.20	\$54.82
4/1/21	2/1/21 to 2/23/21	\$23,260.95	\$0.00	Pending	Pending

SUMMARY OF TIME CHARGED AND HOURLY RATES BY BAKER DONELSON
PROFESSIONAL FOR THE FINAL FEE PERIOD FROM OCTOBER 7, 2020
THROUGH FEBRUARY 23, 2021

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
D. Keith Andress	Partner – 26 years	\$556	54.3	\$30,163.65
Steven F. Griffith, Jr.	Partner – 19 years	\$555	18.9	\$10,489.50
Steven F. Griffith, Jr.	Partner – 19 years	\$585	3.0	\$1,755.00
Zach Bancroft	Partner – 22 years	\$572	0.3	\$171.60
John Rowland	Partner – 31 years	\$572	0.7	\$400.40
Andrea Bailey Powers	Partner – 27 years	\$539	32.3	\$17,409.70
Andrea Bailey Powers	Partner – 27 years	\$572	13.0	\$7,436.00
Eve A. Cann	Partner – 13 years	\$460	107.0	\$49,187.50
Eve A. Cann	Partner – 13 years	\$485	20.6	\$9,991.00
Ivy Cadle	Partner – 13 years	\$451	4.0	\$1,804.00
Christopher Dahl	Partner – 10 years	\$468	0.3	\$140.25
Christopher Dahl	Partner – 10 years	\$495	0.3	\$148.50
Whitney Dowdy	Partner – 14 years	\$435	0.6	\$260.70
Whitney Dowdy	Partner – 14 years	\$457	1.3	\$593.45
Drew Hutchinson	Partner – 14 years	\$468	13.4	\$6,264.50
Michael Schollaert	Partner – 16 years	\$479	0.2	\$95.70
Michael Schollaert	Partner – 16 years	\$495	0.2	\$99.00
Jamie Ballinger	Of Counsel – 12 years	\$363	1.2	\$435.60
Ross N. Cohen	Of Counsel – 42 years	\$506	3.1	\$1,568.60
Melissa Campbell	Of Counsel – 18 years	\$528	16.1	\$8,500.80
Rick Carl	Of Counsel – 24 years	\$446	0.6	\$267.30

² Includes voluntary reduction in fees of \$2,500.00. Amount paid reflects remaining 20% of fees sought via monthly and interim fee applications, but not yet approved or paid, minus voluntary reduction.

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate	Total Hours Billed	Total Compensation
Joe Crescenzo	Of Counsel – 12 years	\$407	2.8	\$1,139.60
Rita Hullett	Of Counsel – 26 years	\$418	7.2	\$3,009.60
Jackson Cates	Associate – 8 years	\$308	47.8	\$14,722.40
Jackson Cates	Associate – 8 years	\$325	76.3	\$24,759.35
Emma Davis	Associate – 6 years	\$292	0.4	\$116.60
Desislava Docheva	Associate – 2 years	\$308	32.6	\$10,040.80
Alanna Herman	Associate – 7 years	\$341	1.0	\$341.00
Kyle Kushner	Associate – 4 years	\$358	0.9	\$321.75
Kyle Kushner	Associate – 5 years	\$391	0.3	\$117.15
Spencer Leach	Associate – 9 years	\$413	70.9	\$29,246.25
Spencer Leach	Associate – 9 years	\$435	16.1	\$6,995.45
Patrick Pope	Associate – 8 years	\$308	9.4	\$2,895.20
Trey Range	Associate – 6 years	\$275	4.3	\$1,182.50
Lott Warren	Associate – 6 years	\$270	3.1	\$835.45
Halley Borthen	Other Professional – 2 years	\$138	0.3	\$41.25
Pat Banister	Paralegal – 38 years	\$292	2.8	\$817.60
Tammy Boffill	Paralegal – 6 years	\$209	9.7	\$2,027.30
Sara Edwards	Paralegal – 11 years	\$204	6.5	\$1,322.75
Ashlee Hardee	Paralegal – 20 years	\$231	0.2	\$46.20
Ali Lowe	Paralegal – 19 years	\$259	0.5	\$129.25
Stephanie Papatsos	Paralegal – 7 years	\$259	8.6	\$2,223.10
Stephen Roques	Paralegal – 14 years	\$220	11.1	\$2,442.00
Leslie Walton	Paralegal – 32 years	\$253	6.3	\$1,593.90
Lex Wells	Paralegal – 25 years	\$253	6.4	\$1,619.20

Grand Total: \$255,168.40

Total Hours: 616.9

Blended Rate: \$450.00

SUMMARY OF TIME CHARGED BY CATEGORY FOR THE FINAL FEE PERIOD
FROM OCTOBER 7, 2020 THROUGH FEBRUARY 23, 2021

Project Categories	Total Hours	Total Fees
Real Estate Work	520.6	\$207,821.90
Rabbi Trust Matter	96.3	\$47,346.50
Grand Total	616.9	\$255,168.40

**EXPENSE SUMMARY FOR THE FINAL FEE PERIOD FROM OCTOBER 7, 2020
THROUGH FEBRUARY 23, 2021**

Expense Category	Service Provider (if applicable)	Total Expenses
Delivery Services/ Messengers	FedEx	\$382.59
Filing Fees	Bankcard Center (GA Efile); Clerk, U.S. District Court of Alabama	\$58.10
Professional Services Expense	CourtCall, LLC	\$48.75
Outside Printing	Arlington County Circuit Court	\$2.50

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

<p>In re</p> <p>RTI HOLDING COMPANY, LLC,</p> <p style="text-align: center;">Debtors.³</p>	X : : : : : : : : : : X	<p style="text-align: right;">Chapter 11</p> <p style="text-align: right;">Case No. 20-12456 (JTD)</p> <p style="text-align: right;">(Jointly Administered)</p>
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Objection Deadline: April 29, 2021 at 4:00 p.m. (ET)
Hearing Date: May 18, 2021 at 2:00 p.m. (ET)

**FINAL APPLICATION
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
BAKER DONELSON BEARMAN CALDWELL & BERKOWITZ, PC, AS SPECIAL
COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION,
FOR THE PERIOD FROM OCTOBER 7, 2020 THROUGH FEBRUARY 23, 2021**

Pursuant to sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the “Bankruptcy Rules”), and the Court’s “Order (I) Establishing Procedures for Interim

³ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors’ mailing address is 333 East Broadway Ave., Maryville, TN 37804.

Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief,” signed on or about November 10, 2020 (the “Administrative Order”), Baker Donelson Bearman Caldwell & Berkowitz, PC (“Baker” or the “Firm”), special counsel for the Debtors and Debtors in Possession in the bankruptcy cases of the above-captioned debtors (the “Debtors”), hereby submits its *Final Application for Compensation and for Reimbursement of Expenses for the Period from October 7, 2020 through February 24, 2021* (the “Final Application”).

By this Application, Baker seeks an final allowance of compensation in the amount of \$255,168.40 as compensation for necessary professional services rendered, and actual and necessary expenses in the amount of \$491.94 for a total allowance of \$255,660.34 and payment of the unpaid amount of such fees and expenses for the period October 7, 2020 through February 23, 2021 (the “Final Fee Period”). In support of this Application, Baker respectfully represents as follows:

Background

1. On October 7, 2020 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors continue in possession of their property and continue to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Debtors’ chapter 11 cases.
2. 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).
3. On or about November 10, 2020, the Court signed the Administrative Order, authorizing certain professionals (“Professionals”) to submit monthly

applications for interim compensation and reimbursement for expenses, pursuant to the procedures specified therein. The Administrative Order provides, among other things, that a Professional may submit monthly fee applications. If no objections are made within twenty (20) days after service of the monthly fee application the Debtors are authorized to pay the Professional eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses. Beginning with the period ending December 31, 2020, and at three-month intervals or such other intervals convenient to the Court, each Professional shall file and serve an interim application for allowance of the amounts sought in its monthly fee applications for that period. All fees and expenses paid are on an interim basis until final allowance by the Court.

4. Attorneys retained pursuant to sections 327 or 1103 of the Bankruptcy Code must comply with certain requirements of the *United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases* (the "Revised UST Guidelines"). The Office of the United States Trustee has promulgated forms to aid in compliance with the Revised UST Guidelines. Charts and tables based on such forms are attached hereto as exhibits and filled out with data to the extent relevant to these cases: **Exhibit "A"**, Customary and Comparable Compensation Disclosures with Fee Applications, **Exhibit "B"**, Summary of Timekeepers Included in this Fee Application, **Exhibit "C"**, Budget; **Exhibit "D-1"**, Summary of Compensation Requested by Project Category; **Exhibit "D-2"**, Summary of Expense Reimbursement Requested by Category; and **Exhibit "E"**, Summary Cover Sheet of Fee Application.

5. The retention of Baker, as special counsel for the Debtors and

Debtors in Possession, was approved effective as of October 7, 2020 by this Court's *Order Pursuant to Section 327(e) of the Bankruptcy Code Authorizing the Employment and Retention of Baker Donelson Bearman Caldwell & Berkowitz, PC as special counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date*, signed on or about November 10, 2020 (the "Retention Order"). The Retention Order authorized Baker to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

**BAKER'S APPLICATION FOR COMPENSATION
AND FOR REIMBURSEMENT OF EXPENSES**

Monthly Fee Applications Covered Herein

1. The monthly fee applications (the "Monthly Fee Applications") for the periods January 1, 2021 through February 23, 2021 of Baker have been filed and served pursuant to the Administrative Order.

2. On March 12, 2021, Baker filed its *Third Monthly Application for Compensation and for Reimbursement of Expenses for the Period from January 1, 2021 through January 31, 2021* (the "Third Monthly Fee Application") requesting \$29,275.25 in fees and \$54.82 in expenses. [Docket No. 1189.]

3. A Certificate of No Objection Regarding the Third Monthly Fee Application was filed on April 5, 2021. [Docket No. 1253.] It stated that pursuant to the Administrative Order, the Debtors were authorized to pay Baker \$23,420.20, representing 80% of the fees sought, and \$54.82 in expenses, without the need for further order of the Court [*Id.*]

4. On April 1, 2021 Baker filed its *Fourth Monthly Application for Compensation and for Reimbursement of Expenses for the Period from February 1, 2021*

through February 23, 2021 (the “Fourth Monthly Fee Application”) requesting \$23,260.95 in fees and \$0.00 in expenses [Docket No. 1247.] As the Fourth Monthly Fee Application remains pending, with objections due by April 21, 2021, Baker has not yet received payment of either the fees or expenses incurred in same. A true and correct copy of the Fourth Monthly Fee Application is attached hereto as **Exhibit F**.

5. The Monthly Fee Applications covered by this Final Application contain detailed daily time logs describing the actual and necessary services provided by Baker during the periods covered by such applications as well as other detailed information required to be included in fee applications.

Statement from Baker

6. Pursuant to the Appendix B Guidelines for Reviewing Application for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases, Baker responds to the following questions regarding the Application:

Question	Yes	No	Additional Explanation or Clarification
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.		No.	
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application higher by 10% or more, did you discuss the reasons for the variation with the client?			N/A
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?		No.	
Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?		No.	
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.		No.	
<p>If the fee application includes any rate increases since retention in these Cases:</p> <p>I. Did your client review and approve those rate increases in advance?</p> <p>II. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?</p>	Yes.		Rate increases are industry standard at the start of each new calendar year and are factored into all client retainer agreements.

Requested Relief

7. By this Application, Baker requests that the Court approve payment of one-hundred percent (100%) of the fees and expenses incurred by Baker during the Final Fee Period of October 7, 2020 through February 23, 2021.

8. At all relevant times, Baker has not represented, and does not represent, any party having an interest adverse to the case.

9. All services for which Baker requests compensation were performed for or on behalf of the Debtors.

10. Baker has received no payment and no promises for payment from any source other than the Debtors 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 Baker and any other person other than the partners of Baker for the sharing of compensation to be received for services rendered in these cases. Baker has received payments from the Debtors during the year prior to the Petition Date in the amount of \$1,861,109.36, in connection with real estate leases, ERISA, labor and employment matters, including litigation regarding these areas. Upon final reconciliation of the amount actually expended prepetition, any balance remaining from the prepetition payments to the Firm was credited to the Debtors and utilized as Baker's retainer to apply to postpetition fees and expenses pursuant to the compensation procedures approved by this Court in accordance with the Bankruptcy Code.

11. The professional services and related expenses for which Baker requests interim allowance of compensation and reimbursement of expenses were rendered and incurred in connection with this case in the discharge of Baker's professional

responsibilities as attorneys for the Debtors in these chapter 11 cases. Baker's services have been necessary and beneficial to the Debtors and their estates, the Committee, creditors, and other parties in interest

12. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by Baker is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, Baker has reviewed the requirements of Del. Bankr. LR 2016-2 and the Administrative Order and believes that this Application complies with such Rule and Order.

WHEREFORE, Baker respectfully requests that the Court enter an order, in the form attached hereto, providing that an interim allowance be made to Baker for the period from October 7, 2020 through February 23, 2021 in the sum of \$255,168.40 as compensation for necessary professional services rendered, and actual and necessary expenses in the amount of \$491.94 for a final total allowance of \$255,660.34; that the Debtors be authorized and directed to pay to Baker the outstanding amount of such sums; and for such other and further relief as may be just and proper.

Dated: April 9, 2021

BAKER DONELSON BEARMAN
CALDWELL & BERKOWITZ, PC

/s/ Steven F. Griffith, Jr.

Special Counsel

To the Debtors and Debtors in Possession

CERTIFICATION

Steven F. Griffith, Jr. hereby certifies:

- a) I am a partner with the applicant law firm Baker Donelson Bearman Caldwell Berkowitz, PC.
- b) I am familiar with the work performed on behalf of the Debtors by the lawyers and paraprofessionals of Baker Donelson Bearman Caldwell & Berkowitz, PC.
- 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 Del. Bankr. LR 2016-2 and the Administrative Order signed on or about November 10, 2020, and submit that the Application substantially complies with such Rule and Order.

/s/ Steven F. Griffith, Jr.
Steven F. Griffith, Jr.