

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

<p>In re:</p> <p>NPC INTERNATIONAL, INC., <i>et al.</i>,<sup>1</sup></p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 20–33353 (DRJ)</p> <p>(Jointly Administered)</p>
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**COVERSHEET TO THIRD INTERIM AND FINAL FEE APPLICATION OF  
KELLEY DRYE & WARREN LLP AS COUNSEL TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS OF NPC INTERNATIONAL, INC., ET AL.**

<b>Name of Applicant:</b>	Kelley Drye & Warren LLP	
<b>Applicant's Role in Case:</b>	Counsel to the Official Committee of Unsecured Creditors	
<b>Date Order of Employment Signed:</b>	September 15, 2020 <sup>2</sup>	
<b>THIRD INTERIM APPLICATION</b>		
<b>Time Period Covered by Third Interim Period:</b>	<b>Beginning of Period</b>	<b>End of Period</b>
	January 1, 2021	March 31, 2021
<b>Total fees requested during the Third Interim Period:</b>	\$1,962,629.50	
<b>Total attorney fees requested during the Third Interim Period:</b>	\$1,954,499.50	
<b>Total attorney hours covered by the Third Interim Period:</b>	2,471.1	
<b>Average hourly rate for attorneys for the Third Interim Period:</b>	\$790.94	
<b>Total paraprofessional fees requested during the Third Interim Period:</b>	\$8,130.00	
<b>Total paraprofessional hours covered by the Third Interim Period:</b>	27.6	
<b>Average hourly rate for paraprofessionals for the Third Interim Period:</b>	\$294.57	
<b>Reimbursable expenses incurred during the Third Interim Period:</b>	\$10,237.29	

<sup>1</sup> The Debtors in these chapter 11 cases are: NPC International, Inc.; NPC Restaurant Holdings I LLC; NPC Restaurant Holdings II LLC; NPC Holdings, Inc.; NPC International Holdings, LLC; NPC Restaurant Holdings, LLC; NPC Operating Company B, Inc.; and NPC Quality Burgers, Inc.

<sup>2</sup> Docket No. 609.

<b>FINAL APPLICATION</b>		
<b>Time Period Covered by Final Application Period</b>	<b>Beginning of Period</b>	<b>End of Period</b>
		July 15, 2020
<b>Time Period Covered by Prior Applications</b>	July 15, 2020	December 31, 2020
<b>Total Amount Awarded in Prior Applications:</b>		\$4,345,868.17
<b>Total fees requested in the Final Application:<sup>3</sup></b>		\$6,326,746.50
<b>Total attorney fees requested in the Final Application Period:</b>		\$6,246,185.50
<b>Total attorney hours covered by the Final Application Period:</b>		8,496.0
<b>Average hourly rate for attorneys for the Final Application Period:</b>		\$735.19
<b>Total paraprofessional fees requested in the Final Application Period:</b>		\$30,561.00
<b>Total paraprofessional hours covered by the Final Application Period:</b>		104.2
<b>Average hourly rate for paraprofessionals for the Final Application Period:</b>		\$293.29
<b>Reimbursable expenses incurred during the Final Application Period:</b>		\$41,988.46
<b>Total to be Paid to Priority Unsecured Creditors:</b>		The Debtors' recovery analysis did not provide the total amount to be paid to holders of "Other Priority Claims" <sup>4</sup>
<b>Anticipated % Dividend to Priority Unsecured Creditors:</b>		100%
<b>Total to be Paid to General Unsecured Creditors:</b>		\$3 million, plus net recoveries from GUC Trust Causes of Action, less GUC Trust expenses

<sup>3</sup> This amount includes an estimated \$50,000 in additional fees and expenses incurred in connection with (i) the preparation of Kelley Drye's Ninth Monthly Fee Statement for March 2021; and (ii) the preparation and approval of this Application. Kelley Drye will supplement this Application with time records for fees incurred for the month of April 2021. Kelley Drye reserves the right to seek additional fees or expenses incurred: (i) during the time period indicated above if not included herein; (ii) in preparing this Application and reviewing the final fee applications of other professionals; and (iii) attending any hearings thereon.

<sup>4</sup> Docket No. 1458.

<b>Anticipated % Dividend to Unsecured Creditors:</b>	The Recovery Analysis projected a 7% distribution for holders of non-lender general unsecured claims. The ultimate recovery is currently unknown.
<b>Date of Confirmation Hearing:</b>	January 29, 2021
<b>Indicate whether the Plan has been confirmed:</b>	Yes

Dated: April 30, 2021

**KELLEY DRYE & WARREN LLP**

By: /s/ Eric R. Wilson  
 Eric R. Wilson (admitted *pro hac vice*)  
 Jason R. Adams (admitted *pro hac vice*)  
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*Counsel to the Official Committee of Unsecured Creditors of NPC International, Inc., et al.*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR 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)

**THIRD INTERIM AND FINAL FEE APPLICATION OF KELLEY DRYE  
& WARREN LLP FOR ALLOWANCE OF COMPENSATION FOR  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
OF NPC INTERNATIONAL, INC., ET AL. FOR THE PERIOD FROM  
JULY 15, 2020 THROUGH AND INCLUDING MARCH 31, 2021**

**THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING. REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.**

<sup>1</sup> The Debtors in these chapter 11 cases are NPC International, Inc.; NPC Restaurant Holdings I LLC; NPC Restaurant Holdings II LLC; NPC Holdings, Inc.; NPC International Holdings, LLC; NPC Restaurant Holdings, LLC; NPC Operating Company B, Inc.; and NPC Quality Burgers, Inc.

Kelley Drye & Warren LLP (“Kelley Drye”), as counsel to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the above-captioned cases (the “Chapter 11 Cases”) of NPC International, Inc. and the affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby files this application (the “Application”) pursuant to sections 330 and 331 of the United States Bankruptcy Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rules 2016-1 and 9013-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), the Plan (as defined below) and the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief* (the “Interim Compensation Order”)<sup>2</sup> seeking: (i) interim allowance of \$1,962,629.50 as compensation for services rendered and \$10,237.29 as reimbursement of expenses incurred for the period from January 1, 2021 through March 31, 2021 (the “Third Interim Period”); and (ii) final allowance of \$6,326,746.50 as compensation for services rendered and \$41,988.46 as reimbursement of expenses incurred for the period from July 15, 2020 through March 31, 2021 (the “Final Application Period”), which includes an estimated \$50,000.00 for fees incurred in April and thereafter for fees relating to preparing Kelley Drye’s ninth monthly fee statement, preparing this Application, and other matters solely related to the compensation of estate retained professionals.<sup>3</sup> In support of this Application, Kelley Drye submits the Declaration of Jason R. Adams (the “Adams Declaration”) attached hereto as **Exhibit 1** and a proposed order granting this Application attached hereto as **Exhibit 2**. In further support of this Application, Kelley Drye respectfully states as follows:

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<sup>2</sup> Docket No. 434.

<sup>3</sup> To the extent the actual fees incurred by Kelley Drye are less than \$50,000, Kelley Drye will only seek the actual, reasonable and necessary compensation actually incurred.

## **JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of Texas*, dated May 24, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 330, 331 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rules 2016-1 and 9013-1.

## **BACKGROUND**

### **A. General Background**

3. On July 1, 2020 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court. Following the Petition Date, the Debtors remained in possession of their assets, and continued to operate and manage their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code until the closing of the sales of substantially all of the Debtors' assets.

4. On July 13, 2020, the Office of the United States Trustee for Region 7 (the "U.S. Trustee") appointed a three-member Committee consisting of: (i) Realty Income Corporation; (ii) International Pizza Hut Franchise Holders Association; and (iii) Jessica Padgett.<sup>4</sup>

5. The Committee selected Kelley Drye as its counsel. The Committee also selected Alvarez and Marsal North America, LLC ("A&M") to serve as its financial advisor.

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<sup>4</sup> Docket No. 193.

6. On January 29, 2021, the Court entered an order (the “Confirmation Order”) confirming the *Second Amended Joint Chapter 11 Plan of NPC International, Inc. and its Affiliated Debtors* (the “Plan”).<sup>5</sup> The Plan went effective on March 31, 2021 (the “Effective Date”).<sup>6</sup>

7. Pursuant to the Confirmation Order, all professionals must file their respective final fee applications within 30 days of the Effective Date. Accordingly, April 30, 2021 is the last date for all professionals to file final fee applications in these Chapter 11 Cases.

**B. Kelley Drye’s Retention and Prior Interim Fee Applications**

8. On September 15, 2020, the Court entered the *Order Authorizing the Employment and Retention of Kelley Drye & Warren LLP as Lead Counsel to the Official Committee of Unsecured Creditors Effective as of July 15, 2020* (the “Retention Order”).<sup>7</sup>

9. The Retention Order authorizes the Debtors to compensate and reimburse Kelley Drye in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by the Court, including those provided for in the Interim Compensation Order.

10. On November 13, 2020, Kelley Drye submitted its *First Interim Application of Kelley Drye & Warren LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of NPC International, Inc., et al., for the Period from July 15, 2020 Through September 30, 2020*

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<sup>5</sup> Docket No. 1528.

<sup>6</sup> Docket No. 1643.

<sup>7</sup> Docket No. 609.

(the “First Interim Application”).<sup>8</sup> On December 16, 2020, the Court entered an order approving the First Interim Application.<sup>9</sup>

11. On February 12, 2021, Kelley Drye submitted its *Second Interim Application of Kelley Drye & Warren LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of NPC International, Inc., et al., for the Period from October 1, 2020 Through December 31, 2020* (the “Second Interim Application”).<sup>10</sup> On March 9, 2021, the Court entered an order approving the Second Interim Application.<sup>11</sup> A summary of the amounts approved and paid to Kelley Drye in connection with the First Interim Application and the Second Interim Application is set forth below:

Date Filed and Docket No.	Period Covered	Fees & Expenses Requested		Fees & Expenses Approved/Paid	
		Fees	Expenses	Fees	Expenses
November 13, 2020 Docket No. 1045	July 15, 2020 – September 30, 2020	\$1,581,917.00	\$13,455.37	\$1,581,917.00	\$13,455.37
February 12, 2021 Docket No. 1545	October 1, 2020 – December 31, 2020	\$2,732,200.00	\$18,295.80	\$2,732,200.00	\$18,295.80
<b>Total:</b>		<b>\$4,314,117.00</b>	<b>\$31,751.17</b>	<b>\$4,314,117.00</b>	<b>\$31,751.17</b>

**SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT OF  
EXPENSES REQUESTED FOR THE THIRD INTERIM PERIOD**

12. Kelley Drye seeks interim allowance of \$1,962,629.50 in fees calculated at the hourly billing rates of Kelley Drye’s professionals who worked on these cases, and \$10,237.29 in expenses incurred by Kelley Drye while providing services to the Committee during the Third

<sup>8</sup> Docket No. 1045.

<sup>9</sup> Docket No. 1224.

<sup>10</sup> Docket No. 1545.

<sup>11</sup> Docket No. 1590.

Interim Period. During the Third Interim Period, Kelley Drye attorneys and paraprofessionals expended a total of 2,498.7 hours for which compensation is requested.

13. Pursuant to the Interim Compensation Order, Kelley Drye has served monthly fee statements for services rendered and expenses incurred to the Fee Notice Parties (as defined in the Interim Compensation Order) for the following periods in the Third Interim Period: (i) January 1, 2021 through January 31, 2021; (ii) February 1, 2021 through February 28, 2021; and (iii) March 1, 2021 through March 31, 2021. Kelley Drye did not receive any objections with respect to the monthly fee statements for January and February 2021. The objection deadline with respect to Kelley Drye's monthly fee statement for March 2021 has not passed but no objections have been received as of the filing of this Application. A summary of the amounts sought and paid to Kelley Drye in accordance with the Interim Compensation Order for monthly fee statements relating to the Third Interim Period is set forth below:

Date Submitted to Fee Notice Parties	Period Covered	Fees & Expenses Incurred		Fees & Expenses Paid		20% Holdback
		Fees	Expenses	Fees	Expenses	
March 5, 2021	January 1, 2021 – January 31, 2021	\$898,852.50	\$6,646.87	\$719,082.00	\$6,646.87	\$179,770.50
March 31, 2021	February 1, 2021 – February 28, 2021	\$539,643.00	\$2,234.10	\$431,714.40	\$2,234.10	\$107,928.60
April 19, 2021	March 1, 2021 – March 31, 2021	\$524,134.00	\$1,356.32	Objection Deadline Pending <sup>12</sup>	Objection Deadline Pending	\$104,826.80
<b>Totals:</b>		<b>\$1,962,629.50</b>	<b>\$10,237.29</b>	<b>\$1,150,796.40</b>	<b>\$8,880.97</b>	<b>\$392,525.90</b>

As reflected above, as of the date of this Application, Kelley Drye has received payment of 80% of fees and 100% of expenses for services rendered and expenses incurred from January 1 through February 28, 2021.

<sup>12</sup> The deadline to object to Kelley Drye's monthly fee statement for March 2021 is May 3, 2021 at 4:00 pm (CT).

14. Pursuant to this Application, Kelley Drye seeks interim allowance of all fees and expenses incurred from January 1, 2021 through March 31, 2021. Kelley Drye further seeks payment of: (i) the 20% hold-back amounts in connection with its monthly fee statements for the period from January 1, 2021 through February 28, 2021; and (ii) to the extent not yet paid, 100% of fees and expenses in connection with its monthly fee statement for the period of March 1 through March 31, 2021.

15. The fees charged by Kelley Drye in these Chapter 11 Cases are billed in accordance with Kelley Drye's agreed billing rates and procedures in effect during the Third Interim Period. Kelley Drye charged its standard hourly rates of all attorneys, legal assistants, and staff who provided services to the Committee during the Third Interim Period. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a competitive national legal market. Attached hereto as **Exhibit 3** is Kelley Drye's customary and comparable compensation disclosures for the Third Interim Period.

16. Attached hereto as **Exhibit 4** is a summary breakdown of hours and amounts billed by timekeeper during the Third Interim Period. The summary sheet lists those Kelley Drye professionals and paraprofessionals who performed services for the Committee during the Third Interim Period, the capacities in which each individual is employed by Kelley Drye, the practice area in which each individual practices, the year in which each attorney graduated from law school, where applicable, the hourly billing rate charged by Kelley Drye for services performed by such individual, and the aggregate number of hours expended in this matter and fees billed therefor.

17. Attached hereto as **Exhibit 5** is a summary of hours and amounts billed by project category during the Third Interim Period. Attached hereto as **Exhibit 6** is a summary of Kelley Drye's expenses incurred during the Third Interim Period.

18. Pursuant to the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, Kelley Drye prepared and shared with the Committee a prospective budget for the Third Interim Period. Attached hereto as **Exhibit 7** is Kelley Drye's budget for the Third Interim Period. Also attached hereto as **Exhibit 8** is a summary of fees and hours budgeted compared to fees and hours billed for the Third Interim Period.

19. Kelley Drye maintains computerized records of the time spent by all Kelley Drye attorneys and paraprofessionals. Copies of these computerized records were served with Kelley Drye's monthly fee statements in the format and pursuant to the procedure specified by the Interim Compensation Order. Copies of the monthly fee statements for the Third Interim Period, together with the time records are attached hereto as **Exhibit 15**.

**SUMMARY OF SERVICES RENDERED IN THE THIRD INTERIM PERIOD**

20. The following narrative provides a summary of the services rendered by Kelley Drye on behalf of the Committee organized by project category. The summary that follows is not intended to be a detailed description of the work performed by Kelley Drye during the Third Interim Period, as those day-to-day services and the time expended in performing such services are fully set forth in the contemporaneous time records that are attached as **Exhibit 15**. Rather, the following summary highlights those areas in which services were rendered to the Committee.

**Case Administration** (Fees: \$51,738.50 – Hours: 62.6)

21. This category represents time spent by Kelley Drye addressing general and administrative matters regarding these Chapter 11 Cases. During the Third Interim Period, Kelley Drye conducted internal meetings to discuss case status, work streams, the sale closures, the Plan, settlement status, the ADR process, trust transition, other open case issues and strategies to effectively address same. Kelley Drye also updated its case task lists and critical dates chart to track case progress and monitor pending and anticipated case events in advance of the Plan effective date.

**Pleading Review** (Fees: \$4,587.00 – Hours: 6.7)

22. This category represents time spent by Kelley Drye monitoring the case docket and conducting initial reviews of pleadings filed in these Chapter 11 Cases for relevance and further analysis.

**Retention Matters (Applications & Objections)** (Fees: \$460.50 – Hours: 0.5)

23. This category represents time spent by Kelley Drye related to the retention of professionals in these Chapter 11 Cases. During the Third Interim Period, Kelley Drye reviewed the Debtors' updated engagement letter to expand the services provided by Ernst & Young.

**Fee Matters (Applications & Objections)** (Fees: \$120,227.50 – Hours: 159.5)

24. This category represents time spent by Kelley Drye preparing its monthly fee statements for December 2020 through February 2021 and the Second Interim Application. Kelley Drye also reviewed and provided comments to the second interim fee application of A&M prior to filing. During the Third Interim Period, Kelley Drye also reviewed the monthly fee statements and fee applications of other estate professionals for reasonableness.

**Asset Analysis, Recovery, & Disposition** (Fees: \$186,438.50 – Hours: 227.4)

25. This category represents time spent by Kelley Drye related to the analysis and disposition of the Debtors' assets. Following the bifurcation of the sale between Flynn and Wendy's, Kelley Drye analyzed the updated asset purchase agreements, ancillary sale documents and related schedules and assessed the impact of the bifurcated sales on the estates and unsecured creditors. Kelley Drye conferred with the Debtors regarding the sale process and the impact of various sale terms. Kelley Drye also analyzed the adequate assurance package governing the Flynn sale as well as the various adequate assurance packages for the sub-regions within the Wendy's consortium bid and prepared summaries of each. Kelley Drye also analyzed the proposed sale orders, outlined key issues to address for each, and engaged in discussions with the Debtors to resolve open issues, including with respect to the timing of contract and lease assumptions and the extent of claims acquired under each purchase agreement. While Kelley Drye worked through these open issues with the Debtors, Kelley Drye prepared a limited objection to the sales in the event negotiated resolutions were not possible.

26. During the Third Interim Period, Kelley Drye also analyzed the numerous objections filed to the sales and the cure and assumption notices, including the cure objection filed by Pizza Hut that threatened to derail the sale process. Kelley Drye analyzed the legal merits of the Pizza Hut objection and the underlying substance of the proposed cure in preparation for a potential contested cure dispute. Kelly Drye conferred with the Debtors regarding the Pizza Hut objection as well as individual creditor objections in an effort to resolve all open issues in advance of the sale hearing.

**Executory Contracts & Leases** (Fees: \$35,052.00 – Hours: 45.5)

27. This category represents time spent by Kelley Drye in connection with the treatment of the Debtors' executory contracts and unexpired leases. During the Third Interim Period, Kelley Drye analyzed various filed assumption and rejection notices and provided comments to the proposed orders approving same. Kelley Drye further analyzed the Plan Supplement documents to determine the universe of contracts and leases being assumed thereunder. Kelley Drye also reviewed the Debtors' motion to extend the 365(d)(4) deadline and analyzed the request in light of recent statutory amendments to determine whether the amendments applied retroactively to pending cases. Throughout the Third Interim Period, Kelley Drye conferred with Committee members and other creditors regarding the assumption and rejection process.

**Avoidance Actions** (Fees: \$7,419.00 – Hours: 9.5)

28. This category represents time spent by Kelley Drye related to the review and analysis of potential avoidance actions that would be retained for the benefit of unsecured creditors, including potential claims related to the Debtors' repayment of Paycheck Protection Program loans.

**Claims Administration (Analysis & Objections)** (Fees: \$320,728.00 – Hours: 483.8)

29. This category represents time spent by Kelley Drye related to the analysis of claims against the Debtors' estates. During the Third Interim Period, Kelley Drye continued briefing the Committee's position with respect to the driver class estimation motion in advance of the adjourned hearing and prior to the ultimate settlement reached thereon. Kelley Drye also continued to analyze and track various cure objections filed by contract counterparties to ensure proper reconciliation of such claims leading up to Plan confirmation.

30. Kelley Drye also commenced efforts to assess the general unsecured claims pool and the process for reconciling such claims. In particular, Kelley Drye began to analyze pending personal injury and other litigation claims filed against the Debtors' estates and began to assess an appropriate process to reconcile such claims in light of the breadth of the Court's jurisdiction with respect to the liquidation of such claims. Kelley Drye researched relevant precedent relating to the treatment of personal injury claims in bankruptcy and the intersection between bankruptcy and insurance law in the context thereof. Kelley Drye also analyzed precedent from other complex chapter 11 cases regarding procedures to reconcile such claims and conferred with the Debtors and their insurance carriers with respect thereto. In connection therewith, Kelley Drye analyzed the Debtors' relevant insurance policies applicable to the personal injury litigation claims and assessed the impact of such policies on the proposed ADR procedures and overall claims reconciliation process.

31. During the Third Interim Period, Kelley Drye also began a more general review of filed and scheduled unsecured claims to assess the propriety of such claims and possible objections thereto to facilitate prompt distributions under the Plan. In connection therewith, Kelley Drye began reviewing potential non-substantive and substantive objections to various claims. Kelley Drye also began preparing omnibus claims objections procedures and form objections to address various objections.

**Disclosure Statement & Plan** (Fees: \$531,093.50 – Hours: 651.9)

32. This category represents time spent by Kelley Drye related to the Debtors' disclosure statement and Plan. During the initial stages of the Third Interim Period, Kelley Drye continued preparations for contested Plan confirmation and the Committee's challenge to the prepetition lenders' liens. In connection therewith, Kelley Drye continued its analysis of

documents produced during discovery and continued working with A&M on rebuttal declarations with respect to the Committee's challenge and Plan objections. Kelley Drye also continued drafting an objection to confirmation to safeguard the interests of unsecured creditors.

33. Simultaneously therewith, Kelley Drye continued settlement discussions with the Debtors and their first lien lenders. Following extensive, good-faith negotiations, the Committee, the Debtors and the first lien lenders successfully negotiated the terms of a global case settlement and corresponding plan structure that provided a recovery for general unsecured creditors and preserved certain claims for investigation by a post-confirmation unsecured creditor trust. In connection therewith, Kelley Drye worked with the parties to incorporate the settlement into the Plan documents. In addition to revisions to the Plan, Plan Supplement and confirmation order, Kelley Drye prepared a trust agreement to govern the unsecured creditor trust, negotiated the terms of the debtor liquidating trust and worked with the Debtors on the wind down budget. Kelley Drye also coordinated with A&M on multiple iterations of the Plan documents.

34. Following the Committee's agreement with the Debtors and first lien lenders on the terms of the global settlement, representatives of holders of the Debtors' second lien debt that had previously negotiated certain treatment under the Plan in connection with the amended restructuring support agreement raised issues with the global settlement. While engaged in negotiations with such holders, Kelley Drye analyzed the potential right of such holders to object to the Plan and began preparing a brief to refute such objection. The parties were ultimately able to resolve this dispute, resulting in the modification of the global settlement to provide for the second lien lenders' participation in any recoveries from preserved trust causes of action only.

35. Kelley Drye worked with the parties to further document this modification to the global case settlement and prepared a statement in support of plan confirmation. In connection therewith, Kelley Drye conferred internally and with A&M regarding potential retained causes of action for the trust and worked with the Debtors and lenders to finalize all confirmation related documents. Kelley Drye also worked with the Debtors to resolve outstanding confirmation objections, including those by certain personal injury claimants. Following confirmation of the Plan, Kelley Drye worked with the Debtors towards achieving the Plan effective date and prepared to transition responsibilities to the unsecured creditor trust.

**Committee and Creditor Communications** (Fees: \$53,526.50 – Hours: 61.8)

36. This category represents time spent by Kelley Drye preparing for and conducting regular Committee meetings as well as communicating with the Committee members and other creditors on an individual basis from time to time regarding these Chapter 11 Cases. During the Third Interim Period, Kelley Drye prepared for and conducted periodic meetings with the Committee, and regularly prepared email updates regarding Committee business, case status, recently-filed pleadings, and various outstanding matters. Kelley Drye advised the Committee on a number of topics, including the sale process, the Plan and the confirmation timeline, settlement negotiations with the Debtors and their lenders, the status of the settlement with the drivers' class claimants, the Debtors' operations and financial results, and general case status. Kelley Drye also coordinated with A&M to prepare for the Committee calls, including the review and analysis of Committee presentations on various topics. Additionally, Kelley Drye responded to creditors' inquiries regarding the Plan, the sale of Debtors' assets, and the rejection and assumption of contracts and leases.

**Business Operations** (Fees: \$3,441.00 – Hours: 3.8)

37. This category represents time spent by Kelley Drye analyzing the Debtors' cash flow and business operations. During the Third Interim Period, Kelley Drye analyzed the Debtors' monthly operating reports and coordinated with A&M to analyze the Debtors' revised forecasts and year-end performance.

**Court Hearings** (Fees: \$33,242.00 – Hours: 38.4)

38. This category represents time spent by Kelley Drye preparing for and attending various hearings in these Chapter 11 Cases, including status conferences on the Plan and the sales, the drivers' class settlement, and the hearings to approve the sales and confirmation of the Plan.

**Relief from Stay/Adequate Protection** (Fees: \$9,183.00 – Hours: 11.6)

39. This category represents time spent by Kelley Drye reviewing and summarizing motions for stay relief filed by personal injury claimants and stipulations reflecting Debtors' agreement with such personal injury claimants.

**Employee Issues** (Fees: \$1,098.00 – Hours: 1.2)

40. This category represents time spent by Kelley Drye addressing employment matters, including discretionary KERP payments for certain employees.

**Contested Matters** (Fees: \$480,846.00 – Hours: 578.2)

41. This category represents time spent by Kelley Drye formulating, negotiating and seeking implementation of alternative dispute resolution procedures to address certain personal injury, wrongful death and other related litigation claims (the "ADR Procedures Motion"). In conjunction with Plan confirmation, the Committee committed to promptly propose streamlined ADR procedures to reconcile various litigation claims. Kelley Drye researched numerous issues raised by the Court at the confirmation hearing with respect to the reconciliation

of personal injury claims, including the effect of deductibles on post-discharge coverage, Fifth Circuit authority on bankruptcy court jurisdiction, the application of self-insured retentions, the impact of direct action states, and bankruptcy treatment on insurance policies and the potential implications on coverage.

42. Kelley Drye analyzed ADR procedures implemented in other complex chapter 11 cases and worked with the Debtors to prepare comprehensive ADR procedures and corresponding pleadings to approve and implement same. Following completion of initial draft procedures, and in advance of filing the ADR Procedures Motion, Kelley Drye engaged the Debtors' relevant insurance providers as well as counsel to certain personal injury claimants regarding the ADR mechanics to build consensus on appropriate procedures that safeguarded all relevant parties' interests. After extensive discussions and revisions, the Committee and the Debtors filed the ADR Procedures Motion. Kelley Drye continued discussions with relevant parties to incorporate additional revisions. As a result of these efforts, no insurance provider and only one personal injury claimant objected to the ADR Procedures Motion. That sole objection has now been consensually resolved. Kelley Drye has since worked to address trailing issues raised by the Debtors' former franchisors and hopes to submit a fully consensual ADR process for Court approval soon.

43. Contemporaneously with these activities, Kelley Drye analyzed numerous personal injury claims and related documents to assess which claims should be included in the ADR process. Kelley Drye also analyzed the Debtors' general liability and employment practices liability insurance policies, excess policies, letter of credit information, insurance structure, and auto liability insurance policies from 2015 through 2020. Kelley Drye began the process of assessing the issues related to the reconciliation of such claims, categorizing the claims by

coverage type and relevant insurer, and began assessing the underlying claims based on information provided by the Debtors and their third-party processor.

44. In regards to the dispute with McLane, Kelley Drye continued to track the status of the pleadings, and conferred with the Debtors on the settlement agreement negotiated with McLane and corresponding settlement motion and stipulation to dismiss the adversary proceeding.

**Lender Litigation** (Fees: \$73,100.50 – Hours: 97.8)

45. This category represents time spent by Kelley Drye in connection with the objections and replies filed in response to, and the defense of, the Committee's Standing Motion. During the Third Interim Period, Kelley Drye analyzed the Debtors' and lenders' objections to the Standing Motion, the declarations challenging the assertions in the Standing Motion, and the rebuttal reports submitted in opposition to the Standing Motion. Kelley Drye prepared a reply to the objections and reviewed the Debtors' waterfall analysis, projected recoveries, and its prior research on the perfection of security interests in franchise agreements. In connection with the reply, Kelley Drye also continued to research and distinguish the law cited by the objecting parties and conducted additional research on standing issues.

**Meetings/Communications with Debtors** (Fees: \$40,112.00 – Hours: 46.6)

46. This category represents time spent by Kelley Drye conferring and communicating with the Debtors. During the Third Interim Period, Kelley Drye conferred with Debtors' counsel regarding general case status, the global case settlement, the Plan and confirmation timeline, the sale process and objections thereto, the ADR Procedures Motion, and cure amount discrepancies, among other things.

**Tax Issues** (Fees: \$10,336.00 – Hours: 11.9)

47. This category represents time spent by Kelley Drye addressing various tax issues arising in these Chapter 11 Cases. During the Third Interim Period, Kelley Drye analyzed the Debtors' tax attributes and the use of a liquidating trust in connection with the Plan. Kelley Drye also reviewed the trust agreement tax provisions and implications of same.

**SUMMARY OF ACTUAL AND NECESSARY EXPENSES**

48. During the Third Interim Period, Kelley Drye incurred \$10,237.29 in expenses on behalf of the Committee. It is Kelley Drye's policy to charge its clients in all areas of practice for out-of-pocket expenses incurred in connection with the client's case. These customary items include, among other things, photocopying, facsimiles, travel, business meals, computerized research, postage, witness fees, and other fees related to trials and hearings. Internal costs or overhead costs and document production services (including regular secretarial and word processing time) will not be charged for separately. Kelley Drye charges for these expenses in a manner and at rates consistent with charges made generally to its other clients. A summary of Kelley Drye's expenses incurred during the Third Interim Period is provided in **Exhibit 6**.

**THE FINAL APPLICATION PERIOD**

49. Kelley Drye seeks final allowance of \$6,326,746.50<sup>13</sup> as fees for professional services rendered on behalf of the Committee during the pendency of these Chapter 11 Cases, which includes those amounts sought for the Third Interim Period. The professional services rendered by Kelley Drye on behalf of the Committee during the Final Application Period required

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<sup>13</sup> This amount includes an estimated \$50,000 in additional fees and expenses incurred in connection with (i) the preparation of Kelley Drye's Ninth Monthly Fee Statement for March 2021; and (ii) the preparation and approval of this Application. Kelley Drye will supplement this Application with time records for fees incurred for the month of April 2021. Kelley Drye reserves the right to seek additional fees or expenses incurred: (i) during the time period indicated above if not included herein; (ii) in preparing this Application and reviewing the final fee applications of other professionals; and (iii) attending any hearings thereon.

an aggregate expenditure of 8,600.2 hours by Kelley Drye attorneys and paraprofessionals, resulting in an overall blended hourly billing rate of \$729.84.

50. The fees charged by Kelley Drye in these Chapter 11 Cases were billed in accordance with Kelley Drye's agreed billing rates and procedures in effect during the Final Application Period. Kelley Drye charged its standard hourly rates for all attorneys, legal assistants, and staff who provided services to the Committee during the Final Application Period. As disclosed in Kelley Drye's retention application, Kelley Drye's hourly rates are subject to annual increases in the normal course of Kelley Drye's business. Effective January 1, 2021, the standard hourly rates established by Kelley Drye for professionals in the New York Office increased. Kelley Drye provided written notice of this rate increase to the Committee and the U.S. Trustee and filed a notice of rate increase on the docket on January 4, 2021.<sup>14</sup> The fees requested for the Final Application Period are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a competitive national legal market. Attached hereto as **Exhibit 9** is Kelley Drye's customary and comparable compensation disclosures for the Final Application Period.

51. Attached hereto as **Exhibit 10** is a summary breakdown of hours and actual amounts billed by timekeeper for the Final Application Period. Attached hereto as **Exhibit 11** is a summary of hours and actual amounts billed by project category for the Final Application Period.

52. Kelley Drye further requests final allowance of \$41,988.46 as reimbursement of expenses incurred during the Final Application Period, which includes the total expenses sought for the Third Interim Period. A summary of Kelley Drye's expenses incurred during the Final Application Period is provided in **Exhibit 12**.

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<sup>14</sup> Docket No. 1352.

53. Consistent with the UST Guidelines, also attached hereto as **Exhibit 13** and **Exhibit 14**, respectively, are (i) Kelley Drye’s aggregate budget for the Final Application Period, and (ii) a summary of the aggregate fees and hours budgeted as compared to the aggregate fees and hours billed for the Final Application Period.

54. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved. The professional services were performed expediently and efficiently. Whenever possible, Kelley Drye sought to minimize the costs of its services to the Committee by utilizing junior attorneys and paraprofessionals to handle more routine aspects of case administration.

55. In sum, the services rendered by Kelley Drye during the Final Application Period were necessary and beneficial to the Committee and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, the final approval of the compensation for professional services and reimbursement of the expenses sought herein is warranted.

**BASIS FOR THE RELIEF REQUESTED**

56. Section 330 provides that a Court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses.”<sup>15</sup> Section 330 sets forth the following criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

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<sup>15</sup> 11 U.S.C. § 330(a)(1).

- A. the time spent on such services;
- B. the rates charged for such services;
- C. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- D. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- E. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- F. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.<sup>16</sup>

57. As a supplement to the factors enumerated in section 330, Fifth Circuit courts consider the twelve factors identified in *Johnson v. Ga. Highway Express, Inc.* to determine the reasonableness of compensation incurred by a professional based upon the particular circumstances of a given case.<sup>17</sup> These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions presented; (3) the skill required to properly perform the legal services; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by the client or circumstances of the case; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases.<sup>18</sup>

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<sup>16</sup> 11 U.S.C. § 330(a)(3).

<sup>17</sup> See *Johnson v. Ga. Highway, Inc.*, 488 F.2d 714, 717 (5th Cir. 1974).

<sup>18</sup> See *In re First Colonial Corp. of America*, 544 F.2d 1291, 1298–99 (5th Cir. 1977), cert. denied, 431 U.S. 904 (1977) (applying the twelve-factor test to an analysis of fee awards in bankruptcy cases).

58. Utilizing these factors and the standards customarily applied to fee awards under sections 330 and 331 of the Bankruptcy Code, Kelley Drye respectfully submits that its request for compensation and reimbursement of expenses is reasonable and proper, and that such request should be allowed in the amounts sought herein. The following analysis of the *Johnson* factors supports the reasonableness of Kelley Drye's requested fees and expenses:

- (a) *The Time and Labor Required.* The foregoing summary, together with the exhibits attached hereto, detail the time, nature and extent of the professional services rendered by Kelley Drye for the benefit of the Committee and unsecured creditors in these Chapter 11 Cases. The total number of hours expended for the Third Interim Period (2,498.7) and the Final Application Period (8,600.2) indicates that Kelley Drye devoted substantial time to these matters on the wide variety of legal issues presented in these Chapter 11 Cases. Kelley Drye regularly communicated with the Committee to apprise them of all case developments and participated in all relevant aspects of these Chapter 11 Cases impacting unsecured creditors, including ongoing disputes with key vendors and the Debtors' franchisors, the sale process, the Plan negotiation and documentation, the Committee's investigation and potential challenge, and the resolution of numerous creditor disputes impacting unsecured creditor recoveries, including the driver class claims.
- (b) *The Novelty and Difficulty of Questions.* The issues presented by these Chapter 11 Cases demanded a high level of skill during a short period of time. Kelley Drye spent considerable time analyzing difficult restructuring issues, managed a dual track sale and plan process, and ultimately negotiated a global case settlement to protect the interests of, and maximize value for, general unsecured creditors.
- (c) *The Skill Required to Perform the Legal Services Properly.* In rendering services to the Committee, Kelley Drye demonstrated substantial legal skill and expertise in the areas of bankruptcy, corporate law, commercial law, debtor-creditor rights, real estate law, secured transactions and litigation expertise.
- (d) *The Preclusion of Other Employment by Applicant Due to Acceptance of the Case.* Given the size and depth of Kelley Drye's restructuring practice, Kelley Drye's representation of the Committee has not precluded it from seeking other engagements. However, Kelley Drye's devotion of time to one matter inevitably detracts from its ability to seek out other employment opportunities.
- (e) *The Customary Fee.* Kelley Drye agreed to perform its services for the Committee during the pendency of these Chapter 11 Cases pursuant to its customary compensation practices and regular hourly billing practices. Kelley Drye is normally compensated on an hourly basis and bills clients on a periodic basis, which is most often monthly.

- (f) *Whether the Fee is Fixed or Contingent.* The fees charged in this Application are based on Kelley Drye's standard hourly rates.
- (g) *Time Limitations Imposed by Client or other Circumstances.* Given the impact of COVID-19 on the Debtors' operations, it was critically important to the Debtors to exit chapter 11 as quickly as possible. These Chapter 11 Cases, therefore, proceeded on an expedited timeline and there were numerous instances that necessitated Kelley Drye's provision of capable legal services on short notice and under significant time constraints in order to address complex legal issues.
- (h) *The Amount Involved and Results Obtained.* For the reasons described in this Application, Kelley Drye respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the size of the Debtors' operations and the number and complexity of issues addressed, and the favorable settlement achieved for unsecured creditors who otherwise would have received no recovery from the estates under the original plan proposed by the Debtors in the sale context.
- (i) *The Experience, Reputation and Ability of the Attorneys.* Kelley Drye is a well-known law firm, and has proven substantial ability in the fields of bankruptcy, litigation, corporate, tax, and real estate, among others. Eric Wilson and Jason Adams, both partners at Kelley Drye, along with Maeghan McLoughlin, a senior associate at Kelley Drye, had primary responsibility for this case. Mr. Wilson, Mr. Adams, and Ms. McLoughlin all have a wide breadth of experience in bankruptcy matters, particularly with respect to representing official unsecured creditors' committees, enabling them to effectively render services to the Committee in an efficient manner. In addition, Kelley Drye's core bankruptcy group was supported by partners, special counsel, and associates from various other practice groups at Kelley Drye, including litigation, corporate, real estate, and tax.
- (j) *The Undesirability of the Case.* While this engagement is not "undesirable," these cases were challenging given the complexity of the Debtors' proposed restructuring and current global pandemic. Until the Committee was able to reach an agreement in principle on a global case settlement, there was a distinct probability that general unsecured creditors would not see a recovery in these Chapter 11 Cases.
- (k) *Nature and Length of Professional Relationship.* Kelley Drye had no relationship with the Committee prior to being retained in these Chapter 11 Cases.
- (l) *Awards in Similar Cases.* The fees and expenses for which Kelley Drye seeks compensation and reimbursement are not excessive and are substantially similar to those awarded in similar cases for similar services rendered and results obtained.

59. In sum, the services rendered by Kelley Drye were reasonable, necessary and intended to benefit, protect, and preserve the Debtors' estates and the interests of unsecured creditors. These services required a high level of professional competence and expertise, and Kelley Drye believes that the services were performed efficiently and effectively. Accordingly, approval of the compensation for professional services and reimbursement of the expenses sought herein is warranted.

60. No previous application for the relief sought herein has been made to this or any other Court.

**WHEREFORE**, Kelley Drye respectfully requests that the Court:

(a) approve interim allowance of \$1,962,629.50 for compensation for professional services rendered by Kelley Drye to the Committee and \$10,237.29 of out-of-pocket expenses incurred by Kelley Drye in connection with the rendering of such services to the Committee during the Third Interim Period;

(a) approve final allowance of \$6,326,746.50 for compensation for professional services rendered by Kelley Drye to the Committee and \$41,988.46 of out-of-pocket expenses incurred by Kelley Drye in connection with the rendering of such services to the Committee during the Final Application Period;

(c) authorize and direct the Debtors to immediately pay Kelley Drye the unpaid portion of such allowed fees and expenses; and

(d) award such other relief as the Court deems just and proper.

Dated: April 30, 2021

**KELLEY DRYE & WARREN LLP**

By: /s/ Eric R. Wilson

Eric R. Wilson (admitted *pro hac vice*)  
Jason R. Adams (admitted *pro hac vice*)  
Maeghan J. McLoughlin (admitted *pro hac vice*)  
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*Counsel to the Official Committee of Unsecured  
Creditors of NPC International, Inc., et al.*

**EXHIBIT 1**

**Declaration of Jason R. Adams**

**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)

**DECLARATION OF JASON R. ADAMS IN SUPPORT OF THIRD  
INTERIM AND FINAL FEE APPLICATION OF KELLEY DRYE &  
WARREN LLP AS COUNSEL TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS OF NPC INTERNATIONAL, INC., ET AL.**

I, Jason R. Adams, Esq., hereby declare that I am a partner in the law firm of Kelley Drye & Warren LLP (“Kelley Drye”), and counsel to the official committee of unsecured creditors (the “Committee”) of NPC International, Inc., *et al.*; that I am authorized to make this declaration; that the facts set forth in the foregoing Application are true and correct to the best of my information, knowledge, and belief; that I have reviewed the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of Texas and the *United States Trustee Program’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*, and submit that the Application substantially complies with such rules; that Kelley Drye has no agreement, directly or indirectly, and that no understanding exists in any form or guise with any person for a division of the compensation herein requested, except that compensation to be received by Kelley Drye

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<sup>1</sup> The Debtors in these chapter 11 cases are: NPC International, Inc.; NPC Restaurant Holdings I LLC; NPC Restaurant Holdings II LLC; NPC Holdings, Inc.; NPC International Holdings, LLC; NPC Restaurant Holdings, LLC; NPC Operating Company B, Inc.; and NPC Quality Burgers, Inc.

will be shared among Kelley Drye's partners and employees as permitted by section 504 of the Bankruptcy Code.

1. Pursuant to the *United States Trustee Program's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases* (the "UST Guidelines"), I certify the following:

- a. Kelley Drye did not agree to variations, or alternatives to our standard or customary billing rates, fees, or terms for services pertaining to this engagement that were provided during the course of these cases.
- b. None of the professionals included in this Application varied their hourly rate based on the geographic location of the bankruptcy case.
- c. The Application includes approximately 95 hours and \$64,000 related to reviewing or revising time records or preparing, reviewing, or revising invoices during the Final Application Period.
- d. The Application includes approximately 29 hours and \$19,000 related to reviewing time records to redact privileged or other confidential information during the Final Application Period.
- e. The Application include one rate increase since retention, effective as of January 1, 2021. Written notice of this rate increase was provided to the Committee and the U.S. Trustee and was also filed on the docket.
- f. Fees billed by Kelley Drye during the Third Interim Period were approximately \$300,000 higher than budgeted, which can be attributed to Kelley Drye's work on the ADR procedures, which was not anticipated when the budget for the Third Interim Period was prepared. However, fees billed by Kelley Drye during the Final Application Period were still approximately \$1,300,000 less than the fees budgeted for such period.

2. As reflected in **Exhibit 9** to the Application, the blended rate for professionals and paraprofessionals during the Final Application Period is comparable to the blended rate billed by Kelley Drye's New York Office during that same period. Any differences in the overall blended hourly rates within specific categories of timekeepers result from several factors. First, the UST Guidelines require disclosure of blended rates for all timekeepers in non-bankruptcy matters. Comparing the blended hourly rates to non-bankruptcy matters fails to take

into account the demands of a chapter 11 case, as opposed to other more routine retentions, as well as alternative fee structures such as flat fee arrangements or capped fees.

3. Second, Kelley Drye's bankruptcy group differs from the general composition of Kelley Drye as a whole in that Kelley Drye's bankruptcy group has proportionately less junior attorneys given the nature of the matters handled by Kelley Drye's bankruptcy practice. As a creditor-oriented practice, Kelley Drye's bankruptcy group generally has more senior, experienced attorneys to effectively address the demands of a chapter 11 bankruptcy case and efficiently meet the needs of our clients. The composition of Kelley Drye's bankruptcy group could not mirror the general composition of timekeepers across the firm without utilizing non-bankruptcy lawyers to perform bankruptcy-specific tasks. Doing so would lead to significant inefficiencies that would ultimately result in substantially increased fees

4. Third, any differences within individualized categories of timekeepers stem from the realities of staffing a complex chapter 11 case such as this one, as opposed to a general cross-section of staffing in all matters within the firm.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on April 30, 2021  
New York, New York

By: /s/ Jason R. Adams  
Jason R. Adams

**EXHIBIT 2**

**Proposed Form of Order**

**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)

**ORDER GRANTING THIRD INTERIM AND FINAL FEE APPLICATION OF KELLEY DRYE & WARREN LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF NPC INTERNATIONAL, INC., ET AL. FOR THE PERIOD FROM JULY 15, 2020 THROUGH AND INCLUDING MARCH 31, 2021**

Upon consideration of the *Third Interim and Final Fee Application of Kelley Drye & Warren LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of NPC International, Inc., et al. for the Period From July 15, 2020 Through and Including March 31, 2021* (the “Application”)<sup>2</sup> filed by Kelley Drye & Warren LLP; and this Court having jurisdiction over the Application; and due and adequate notice of the Application and the relief requested therein having been given under the circumstances and no other or further notice being required; and the Court having read and considered the Application, objections to Application, if any, and arguments of counsel, if any; and any objections to the Application having been resolved or overruled; and for good cause shown;

<sup>1</sup> The Debtors in these chapter 11 cases are: NPC International, Inc.; NPC Restaurant Holdings I LLC; NPC Restaurant Holdings II LLC; NPC Holdings, Inc.; NPC International Holdings, LLC; NPC Restaurant Holdings, LLC; NPC Operating Company B, Inc.; and NPC Quality Burgers, Inc.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings assigned to them in the Application.

**IT IS HEREBY ORDERED THAT:**

1. Kelley Drye is hereby awarded, on an interim basis, the allowance of \$1,962,629.50 for compensation for professional services rendered and \$10,237.29 for reimbursement of expenses incurred for the period of January 1, 2021 through March 31, 2021.

2. Kelley Drye is hereby awarded final allowance of \$6,326,746.50 for compensation for professional services rendered and \$41,988.46 for reimbursement of expenses incurred for the period of July 15, 2020 through March 31, 2021.

3. The Debtors are hereby authorized and directed to immediately pay Kelley Drye the unpaid portion of such allowed fees and expenses.

Dated: \_\_\_\_\_, 2021

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THE HONORABLE DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT 3****Comparable Compensation Disclosures  
January 1, 2021 through March 31, 2021**

Category of Timekeeper	Blended Hourly Rate	
	Billed or Collected in 2021 New York Office (Excluding Bankruptcy)	Billed in The Third Interim Period
Partner	\$896.58	\$907.55
Special Counsel	\$784.53	\$778.36
Senior Associate (7 or more years since first admission)	\$722.87	\$792.88
Associate (3 – 7 or more years since first admission)	\$655.12	\$555.83
Junior Associate (1 – 3 years since first admission)	\$499.67	\$470.11
Paralegal	\$319.07	\$294.57
<b>All Timekeepers Aggregated:</b>	<b>\$668.41</b>	<b>\$785.46</b>

**EXHIBIT 4****Compensation by Timekeeper  
January 1, 2021 through March 31, 2021**

<b>Name of Professional</b>	<b>Position with Applicant</b>	<b>Practice Area</b>	<b>Year of Law School Graduation</b>	<b>Hourly Billing Rate</b>	<b>Total Hours</b>	<b>Total Compensation</b>
Jack Miles	Partner	Tax	1979	\$860.00	10.7	\$9,202.00
Eric R. Wilson	Partner	Bankruptcy	1997	\$975.00	519.2	\$506,220.00
Robert L. LeHane	Partner	Bankruptcy	1998	\$850.00	1.7	\$1,445.00
Jason R. Adams	Partner	Bankruptcy	2000	\$855.00	458.0	\$391,590.00
Jennifer L. Norkus	Partner	Corporate	2004	\$685.00	25.5	\$17,467.50
Whitney M. Smith	Partner	Litigation	2006	\$720.00	24.9	\$17,928.00
Benjamin D. Feder	Special Counsel	Bankruptcy	1985	\$830.00	40.9	\$33,947.00
Dana P. Kane	Special Counsel	Bankruptcy	1998	\$760.00	13.0	\$9,880.00
Kristin S. Elliott	Special Counsel	Bankruptcy	2002	\$760.00	14.2	\$10,792.00
Cameron R. Argetsinger	Special Counsel	Litigation	2006	\$725.00	45.9	\$33,277.50
Raxak Mahat	Special Counsel	Corporate	2009	\$855.00	3.9	\$3,334.50
Levi M. Downing	Special Counsel	Litigation	2011	\$830.00	10.4	\$8,632.00
Marc Nawyn	Senior Associate	Employee Benefits	2008	\$680.00	1.3	\$884.00
Philip A. Weintraub	Senior Associate	Bankruptcy	2005	\$640.00	129.8	\$83,072.00
Maeghan J. McLoughlin	Senior Associate	Bankruptcy	2011	\$840.00	598.0	\$502,320.00
James B Saylor	Senior Associate	Litigation	2012	\$810.00	10.6	\$8,586.00
Malavika Rao	Senior Associate	Litigation	2014	\$725.00	15.1	\$10,947.50
Eloy A. Peral	Senior Associate	Bankruptcy	2010	\$725.00	108.2	\$78,445.00
Sean T. Wilson	Associate	Bankruptcy	2014	\$655.00	0.5	\$327.50
Cassandra Postighone	Associate	Bankruptcy	2016	\$540.00	170.3	\$91,962.00
Sean F. McLernon	Associate	Litigation	2017	\$600.00	59.9	\$35,940.00
Konstantinos Katsionis	Associate	Bankruptcy	2018	\$540.00	1.5	\$810.00
Mark Levine	Associate	Bankruptcy	2019	\$495.00	55.9	\$27,670.50
Caitlin R. Hickey	Associate	Litigation	2019	\$495.00	19.9	\$9,850.50
Connie Choe	Associate	Bankruptcy	2020	\$455.00	131.8	\$59,969.00
Marie Vicinanza	Paralegal	Bankruptcy	N/A	\$320.00	15.9	\$5,088.00
Elizabeth Presbitero	Paralegal	Bankruptcy	N/A	\$260.00	11.7	\$3,042.00
				<b>Total:</b>	<b>2,498.7</b>	<b>\$1,962,629.50</b>
				<b>Blended Rate:</b>	<b>\$785.46</b>	

**EXHIBIT 5****Compensation by Project Category  
January 1, 2021 through March 31, 2021**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration	62.6	\$51,738.50
Pleadings Review	6.7	\$4,587.00
Retention Matters (Applications & Objections)	0.5	\$460.50
Fee Matters (Applications & Objections)	159.5	\$120,227.50
Financing and Cash Collateral	0.0	\$0.00
Asset Analysis, Recovery and Disposition	227.4	\$186,438.50
Executory Contracts and Leases	45.5	\$35,052.00
Avoidance Actions	9.5	\$7,419.00
Claims Administration, Analysis and Objections	483.8	\$320,728.00
Plan & Disclosure Statement	651.9	\$531,093.50
Committee and Creditor Communications	61.8	\$53,526.50
Business Operations	3.8	\$3,441.00
Court Hearings	38.4	\$33,242.00
Relief from Stay/Adequate Protection	11.6	\$9,183.00
Employee Issues	1.2	\$1,098.00
Other Contested Matters	578.2	\$480,846.00
Lender Investigation	0.0	\$0.00
Lender Litigation	97.8	\$73,100.50
Meeting and Communications with Debtors	46.6	\$40,112.00
Non-Working Travel Time	0.0	\$0.00
Insider Investigation	0.0	\$0.00
Franchise Investigation	0.0	\$0.00
Taxes	11.9	\$10,336.00
<b>Total:</b>	<b>2,498.7</b>	<b>\$1,962,629.50</b>

**EXHIBIT 6****Kelley Drye Expense Summary  
January 1, 2021 through March 31, 2021**

<b>Expense Category</b>	<b>Total Expenses</b>
Computer Search	\$11.43
Courier	\$127.75
Discovery & Litigation Tech Services	\$75.00
Duplication	\$122.90
Transcription Service	\$2,601.85
Westlaw Research	\$6,959.29
Lexis Research	\$339.07
<b>Total:</b>	<b>\$10,237.29</b>

**EXHIBIT 7****Budget  
January 1, 2021 through March 31, 2021**

<b>Project Category</b>	<b>Estimated Hours</b>	<b>Estimated Fees</b>
Case Administration	125.0	\$100,000.00
Pleadings Review	15.0	\$10,000.00
Retention Matters (Applications & Objections)	0.0	\$0.00
Fee Matters (Applications & Objections)	120.0	\$100,000.00
Financing and Cash Collateral	15.0	\$10,000.00
Asset Analysis, Recovery and Disposition	300.0	\$260,000.00
Executory Contracts and Leases	25.0	\$20,000.00
Avoidance Actions	30.0	\$25,000.00
Claims Administration, Analysis and Objections	425.0	\$400,000.00
Plan & Disclosure Statement	475.0	\$450,000.00
Committee and Creditor Communications	100.0	\$80,000.00
Business Operations	20.0	\$15,000.00
Court Hearings	50.0	\$45,000.00
Relief from Stay/Adequate Protection	10.0	\$5,000.00
Employee Issues	10.0	\$5,000.00
Other Contested Matters	30.0	\$25,000.00
Lender Investigation	0.0	\$0.00
Lender Litigation	100.0	\$80,000.00
Meeting and Communications with Debtors	50.0	\$45,000.00
Non-Working Travel Time <sup>1</sup>	0.0	\$0.00
Insider Investigation	0.0	\$0.00
Franchise Investigation	0.0	\$0.00
Taxes	25.0	\$20,000.00
<b>Total:</b>	<b>1,925.0</b>	<b>\$1,695,000.00</b>

<sup>1</sup> Time billed in this category is billed at one-half the attorney's stated hourly billing rate.

**EXHIBIT 8****Comparison of Fees and Hours Budgeted to Fees and Hours Incurred  
January 1, 2021 through March 31, 2021**

<b>Project Category</b>	<b>Total Estimated Hours</b>	<b>Total Hours</b>	<b>Total Estimated Fees</b>	<b>Total Fees</b>
Case Administration	125.0	62.6	\$100,000.00	\$51,738.50
Pleadings Review	15.0	6.7	\$10,000.00	\$4,587.00
Retention Matters (Applications & Objections)	0.0	0.5	\$0.00	\$460.50
Fee Matters (Applications & Objections)	120.0	159.5	\$100,000.00	\$120,227.50
Financing and Cash Collateral	15.0	0.0	\$10,000.00	\$0.00
Asset Analysis, Recovery and Disposition	300.0	227.4	\$260,000.00	\$186,438.50
Executory Contracts and Leases	25.0	45.5	\$20,000.00	\$35,052.00
Avoidance Actions	30.0	9.5	\$25,000.00	\$7,419.00
Claims Administration, Analysis, and Objections	425.0	483.8	\$400,000.00	\$320,728.00
Plan & Disclosure Statement	475.0	651.9	\$450,000.00	\$531,093.50
Committee & Creditor Communications	100.0	61.8	\$80,000.00	\$53,526.50
Business Operations	20.0	3.8	\$15,000.00	\$3,441.00
Court Hearings	50.0	38.4	\$45,000.00	\$33,242.00
Relief From Stay/Adequate Protection	10.0	11.6	\$5,000.00	\$9,183.00
Employee Issues	10.0	1.2	\$5,000.00	\$1,098.00
Other Contested Matters	30.0	578.2	\$25,000.00	\$480,846.00
Lender Investigation	0.0	0.0	\$0.00	\$0.00
Lender Litigation	100.0	97.8	\$80,000.00	\$73,100.50
Meetings and Communications with the Debtors	50.0	46.6	\$45,000.00	\$40,112.00
Non-Working Travel Time <sup>1</sup>	0.0	0.0	\$0.00	\$0.00
Insider Investigation	0.0	0.0	\$0.00	\$0.00
Franchise Litigation	0.0	0.0	\$0.00	\$0.00
Taxes	25.0	11.9	\$20,000.00	\$10,336.00
<b>Total:</b>	<b>1,925.0</b>	<b>2,498.7</b>	<b>\$1,695,000.00</b>	<b>\$1,962,629.50</b>

<sup>1</sup> Time billed in this category is billed at one-half the attorney's stated billing rate.

**EXHIBIT 9****Comparable Compensation Disclosures  
July 15, 2020 through March 31, 2021**

<b>Category of Timekeeper</b>	<b>Blended Hourly Rate</b>	
	<b>Billed or Collected in July 2020 – March 2021 New York Office (Excluding Bankruptcy)</b>	<b>Billed in the Final Application</b>
Partner	\$878.93	\$862.31
Special Counsel	\$764.17	\$779.81
Senior Associate (7 or more years since first admission)	\$687.14	\$757.07
Associate (3 – 7 or more years since first admission)	\$615.97	\$531.17
Junior Associate (1 – 3 years since first admission)	\$477.91	\$451.17
Paralegal	\$305.06	\$318.47
<b>All Timekeepers Aggregated:</b>	<b>\$662.45</b>	<b>\$729.84</b>

**EXHIBIT 10****Compensation by Timekeeper  
July 15, 2020 through March 31, 2021**

<b>Name of Professional</b>	<b>Position with Applicant</b>	<b>Practice Area</b>	<b>Year of Law School Graduation</b>	<b>Hourly Billing Rates 2020/2021</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Christian W. Drewes	Partner	Real Estate	1975	\$1,200/N/A	0.3	\$360.00
Jack Miles	Partner	Tax	1979	\$835/\$860	110.8	\$91,784.50
William A. Escobar	Partner	Litigation	1981	\$985/N/A	53.0	\$52,205.00
James S. Carr	Partner	Bankruptcy	1987	\$950/N/A	45.6	\$43,320.00
Eric R. Wilson	Partner	Bankruptcy	1997	\$935/\$975	1,417.1	\$1,345,756.50
Robert L. LeHane	Partner	Bankruptcy	1998	\$815/\$850	10.4	\$8,535.50
Jason R. Adams	Partner	Bankruptcy	2000	\$810/\$855	1,157.3	\$958,023.00
Jennifer L. Norkus	Partner	Corporate	2004	\$655/\$685	68.0	\$45,305.00
Whitney M. Smith	Partner	Litigation	2006	\$690/\$720	450.7	\$311,730.00
Benjamin D. Feder	Special Counsel	Bankruptcy	1985	\$795/\$830	133.7	\$107,723.00
Dana P. Kane	Special Counsel	Bankruptcy	1998	N/A/\$760	13.0	\$9,880.00
Kristin S. Elliott	Special Counsel	Bankruptcy	2002	\$730/\$760	152.9	\$112,043.00
Cameron R. Argetsinger	Special Counsel	Litigation	2006	\$695/\$725	51.8	\$37,378.00
Sojin Yoon	Special Counsel	Litigation	2008	\$815/N/A	67.6	\$55,094.00
Raxak Mahat	Special Counsel	Corporate	2009	\$820/\$855	59.5	\$48,926.50
Wendy Clarke	Special Counsel	Corporate	2009	\$770/N/A	46.3	\$35,651.00
Levi M. Downing	Special Counsel	Litigation	2011	\$795/\$830	79.1	\$63,248.50
Anne-Marie Mitchell	Special Counsel	Litigation	2011	\$795/N/A	64.7	\$51,436.50
Marc Nawyn	Senior Associate	Employee Benefits	2008	\$650/\$680	6.1	\$4,004.00
Philip A. Weintraub	Senior Associate	Bankruptcy	2005	\$580/\$640	310.2	\$187,704.00
Maeghan J. McLoughlin	Senior Associate	Bankruptcy	2011	\$780/\$840	1,497.0	\$1,203,540.00
James B Saylor	Senior Associate	Litigation	2012	\$725/\$810	466.9	\$339,403.50
Alina M. Schechner	Senior Associate	Litigation	2013	\$695/N/A	44.1	\$30,649.50
Malavika Rao	Senior Associate	Litigation	2014	\$650/\$725	30.9	\$21,217.50
Eloy A. Peral	Senior Associate	Bankruptcy	2010	N/A/\$725	108.2	\$78,445.00
Sean T. Wilson	Associate	Bankruptcy	2014	\$615/\$655	30.7	\$18,900.50

Name of Professional	Position with Applicant	Practice Area	Year of Law School Graduation	Hourly Billing Rates 2020/2021	Total Billed Hours	Total Compensation
Nidhi Srivastava	Associate	Labor	2014	\$600/N/A	10.5	\$6,300.00
Mark Scott	Associate	Litigation	2015	\$525/N/A	5.2	\$2,730.00
Cassandra Postighone	Associate	Bankruptcy	2016	\$520/\$540	438.2	\$231,270.00
Sean F. McLernon	Associate	Litigation	2017	\$520/\$600	590.2	\$311,696.00
Konstantinos Katsionis	Associate	Bankruptcy	2018	\$475/\$540	178.4	\$84,837.50
Nicholas Kromka	Associate	Real Estate	2018	\$475/N/A	0.5	\$237.50
Hilary Krulc	Associate	Real Estate	2019	\$435/N/A	15.9	\$6,916.50
Mark Levine	Associate	Bankruptcy	2019	\$435/\$495	127.4	\$58,773.00
Caitlin R. Hickey	Associate	Litigation	2019	\$435/\$495	408.1	\$178,717.50
Connie Choe	Associate	Bankruptcy	2020	\$435/\$455	162.5	\$73,323.50
Angela Carter-Anderson	Discovery Services Project Manager	Discovery Services	N/A	\$345/N/A	10.4	\$3,588.00
Sara Yoon	Discovery Attorney	Litigation	N/A	\$350/N/A	38.2	\$13,370.00
Jasmine Sripa	Discovery Attorney	Litigation	N/A	\$350/N/A	45.0	\$15,750.00
Jon Walas	Technical Services/ Reference Librarian	Library	N/A	\$350/N/A	1.4	\$490.00
Gary Mathieu	Discovery Services Project Supervisor	Discovery Services	N/A	\$310/N/A	3.4	\$1,054.00
Manolo Anico Jr.	Discovery Services Project Supervisor	Discovery Services	N/A	\$290/N/A	1.3	\$377.00
Wayne Walther	Discovery Services Project Supervisor	Discovery Services	N/A	\$290/N/A	2.6	\$754.00
Diane Kubel	Legal Assistant	Corporate	NA	\$305/N/A	0.3	\$91.50
Marie Vicinanza	Paralegal	Bankruptcy	N/A	\$305/\$320	48.2	\$14,939.50
Elizabeth Presbitero	Paralegal	Bankruptcy	N/A	\$250/\$260	36.6	\$9,267.00
<b>Total:</b>					<b>8,600.2</b>	<b>\$6,276,746.50</b>

**EXHIBIT 11****Compensation by Project Category  
July 15, 2020 through March 31, 2021**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration	422.0	\$318,169.00
Pleading Review	80.7	\$48,049.50
Retention Matters (Applications & Objections)	112.3	\$77,024.50
Fee Matters (Applications & Objections)	352.6	\$244,905.00
Financing/Cash Collateral	103.1	\$84,391.50
Asset Analysis Recovery & Disposition	767.2	\$577,935.00
Executory Contracts & Leases	125.1	\$94,783.50
Avoidance Actions	9.5	\$7,419.00
Claims Administration (Analysis & Objections)	1,013.4	\$680,409.50
Disclosure Statement/Plan	2,159.4	\$1,594,030.50
Committee & Creditor Communications	531.8	\$418,941.50
Business Operations	29.9	\$22,959.50
Court Hearings	193.9	\$156,533.00
Relief From Stay/Adequate Protection	40.3	\$28,980.00
Employee Issues	120.6	\$85,444.00
Other Contested Matters	639.3	\$522,736.00
Lender Lien Investigation	620.9	\$441,540.50
Lender Litigation	293.4	\$210,785.00
Meetings & Communications with Debtors	135.3	\$109,909.00
Insider Investigation	606.3	\$388,258.00
Franchise Litigation	116.7	\$58,039.00
Tax Matters	126.5	\$105,504.00
<b>Total:</b>	<b>8,600.2</b>	<b>\$6,276,746.50</b>

**EXHIBIT 12****Expense Summary  
July 15, 2020 through March 31, 2021**

<b>Expense Category</b>	<b>Total Expenses</b>
Binding Services	\$4.50
Color Duplication	\$88.25
Computer Search	\$11.43
Courier	\$360.42
Discovery & Litigation Tech Services	\$2,220.34
Duplication	\$464.30
Outside Messenger	\$94.10
Certified Copies	\$66.15
Transcription Service	\$4,664.10
UCC Search	\$1,438.30
Westlaw Research	\$31,661.93
Lexis Research	\$914.64
<b>Total:</b>	<b>\$41,988.46</b>

**EXHIBIT 13****Prospective Aggregate Budget  
July 15, 2020 through March 31, 2021**

<b>Project Category</b>	<b>Total Estimated Hours</b>	<b>Total Estimated Fees</b>
Case Administration	415.0	\$325,000.00
Pleadings Review	125.0	\$90,000.00
Retention Matters (Applications & Objections)	90.0	\$65,000.00
Fee Matters (Applications & Objections)	305.0	\$245,000.00
Financing/Cash Collateral	140.0	\$105,000.00
Asset Analysis, Recovery and Disposition	1,025.0	\$920,000.00
Executory Contracts and Leases	270.0	\$210,000.00
Avoidance Actions	90.0	\$75,000.00
Claims Administration, Analysis, and Objections	660.0	\$600,000.00
Plan & Disclosure Statement	1,570.0	\$1,425,000.00
Committee & Creditor Communications	700.0	\$530,000.00
Business Operations	280.0	\$215,000.00
Court Hearings	270.0	\$225,000.00
Relief From Stay/Adequate Protection	80.0	\$60,000.00
Employee Issues	175.0	\$130,000.00
Contested Matters	230.0	\$175,000.00
Lender Lien Investigation	550.0	\$415,000.00
Lender Litigation	550.0	\$465,000.00
Meetings and Communications with the Debtors	240.0	\$195,000.00
Non-Working Travel	25.0	\$10,000.00
Insider Investigation	730.0	\$615,000.00
Franchise Investigation	505.0	\$375,000.00
Taxes	115.0	\$95,000.00
<b>Total:</b>	<b>9,140.0</b>	<b>\$7,565,000.00</b>

**EXHIBIT 14****Comparison of Aggregate Fees and Hours Budgeted to Aggregate Fees and Hours Incurred  
July 15, 2020 through March 31, 2021**

<b>Project Category</b>	<b>Total Estimated Hours</b>	<b>Total Hours</b>	<b>Total Estimated Fees</b>	<b>Total Fees</b>
Case Administration	415.0	422.0	\$325,000.00	\$318,169.00
Pleading Review	125.0	80.7	\$90,000.00	\$48,049.50
Retention Matters (Applications & Objections)	90.0	112.3	\$65,000.00	\$77,024.50
Fee Matters (Applications & Objections)	305.0	352.6	\$245,000.00	\$244,905.00
Financing/Cash Collateral	140.0	103.1	\$105,000.00	\$84,391.50
Asset Analysis Recovery & Disposition	1025.0	767.2	\$920,000.00	\$577,935.00
Executory Contracts & Leases	270.0	125.1	\$210,000.00	\$94,783.50
Avoidance Actions	90.0	9.5	\$75,000.00	\$7,419.00
Claims Administration (Analysis & Objections)	660.0	1,013.4	\$600,000.00	\$680,409.50
Disclosure Statement/Plan	1,570.0	2,159.4	\$1,425,000.00	\$1,594,030.50
Committee & Creditor Communications	700.0	531.8	\$530,000.00	\$418,941.50
Business Operations	280.0	29.9	\$215,000.00	\$22,959.50
Court Hearings	270.0	193.9	\$225,000.00	\$156,533.00
Relief From Stay/Adequate Protection	80.0	40.3	\$60,000.00	\$28,980.00
Employee Issues	175.0	120.6	\$130,000.00	\$85,444.00
Other Contested Matters	230.0	639.3	\$175,000.00	\$522,736.00
Lender Lien Investigation	550.0	620.9	\$415,000.00	\$441,540.50
Lender Litigation	550.0	293.4	\$465,000.00	\$210,785.00
Meetings & Communications with Debtors	240.0	135.3	\$195,000.00	\$109,909.00
Non-Working Travel Time	25.0	0.0	\$10,000.00	\$0.00
Insider Investigation	730.0	606.3	\$615,000.00	\$388,258.00
Franchise Litigation	505.0	116.7	\$375,000.00	\$58,039.00
Tax Matters	115.0	126.5	\$95,000.00	\$105,504.00
<b>Total:</b>	<b>9,140.0</b>	<b>8,600.2</b>	<b>\$7,565,000.00</b>	<b>\$6,276,746.50</b>

**EXHIBIT 15**

**Monthly Fee Statements  
January 1, 2021 through March 31, 2021**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR 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)

Obj. Deadline: March 19, 2021 at 4:00 p.m. (CT)

**NOTICE OF SEVENTH MONTHLY FEE STATEMENT OF KELLEY DRYE  
& WARREN LLP FOR COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
NPC INTERNATIONAL, INC., ET AL., FOR THE PERIOD FROM  
JANUARY 1, 2021 THROUGH AND INCLUDING JANUARY 31, 2021**

PLEASE TAKE NOTICE that on March 5, 2021, Kelley Drye & Warren LLP (“Kelley Drye”) served the *Seventh Monthly Fee Statement of Kelley Drye & Warren LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of NPC International, Inc., et al., for the Period from January 1, 2021 Through and Including January 31, 2021* (the “Statement”) on the Fee Notice Parties as defined in the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief*, dated August 14, 2020 [D.I. 434] (the “Interim Compensation Order”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Statement must be made in accordance with the Interim Compensation Order and must be delivered via email upon

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<sup>1</sup> The Debtors in these chapter 11 cases are NPC International, Inc.; NPC Restaurant Holdings I LLC; NPC Restaurant Holdings II LLC; NPC Holdings, Inc.; NPC International Holdings, LLC; NPC Restaurant Holdings, LLC; NPC Operating Company B, Inc.; and NPC Quality Burgers, Inc.

Kelley Drye and each of the other Fee Notice Parties so as to be received no later than **March 19, 2021 at 4:00 p.m. (CT)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that pursuant to the Interim Compensation Order, if no objection to the Statement is timely served by the Objection Deadline, the Debtors are authorized and directed under the Interim Compensation Order to pay Kelley Drye \$725,728.87, representing 80% of the fees and 100% of the expenses requested in the Statement.

Dated: March 5, 2021  
New York, New York

**KELLEY DRYE & WARREN LLP**

By: /s/ Eric R. Wilson  
Eric R. Wilson (admitted *pro hac vice*)  
Jason R. Adams (admitted *pro hac vice*)  
Maeghan J. McLoughlin (admitted *pro hac vice*)  
Cassandra Postighone  
101 Park Avenue  
New York, New York 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897  
ewilson@kelleydrye.com  
jadams@kelleydrye.com  
mmcloughlin@kelleydrye.com  
cpostighone@kelleydrye.com

*Counsel to the Official Committee of Unsecured  
Creditors of NPC International, Inc., et al.*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR 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)

**SEVENTH MONTHLY FEE STATEMENT OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF NPC INTERNATIONAL, INC., *ET AL.*, FOR THE  
PERIOD FROM JANUARY 1, 2021 THROUGH AND INCLUDING JANUARY 31, 2021**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	September 15, 2020, effective as of July 15, 2020 <sup>2</sup>
Period for which compensation and reimbursement is sought:	January 1, 2021, through and including January 31, 2021
Amount of compensation sought as actual, reasonable and necessary:	\$898,852.50
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$6,646.87

Approximately 19 hours was expended for monthly fee statement preparation during the application period.

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<sup>1</sup> The Debtors in these chapter 11 cases are NPC International, Inc.; NPC Restaurant Holdings I LLC; NPC Restaurant Holdings II LLC; NPC Holdings, Inc.; NPC International Holdings, LLC; NPC Restaurant Holdings, LLC; NPC Operating Company B, Inc.; and NPC Quality Burgers, Inc.

<sup>2</sup> Docket No. 609.

**COMPENSATION BY TIMEKEEPER**

<b>Name of Professional</b>	<b>Position with Applicant</b>	<b>Year of Law School Graduation</b>	<b>Hourly Billing Rate 2021</b>	<b>Total Hours</b>	<b>Total Comp</b>
Jack Miles	Partner	1979	\$860.00	10.7	\$9,202.00
Eric R. Wilson	Partner	1997	\$975.00	262.3	\$255,742.50
Robert L. LeHane	Partner	1998	\$850.00	1.7	\$1,445.00
Jason R. Adams	Partner	2000	\$855.00	195.6	\$167,238.00
Jennifer L. Norkus	Partner	2004	\$685.00	25.5	\$17,467.50
Whitney M. Smith	Partner	2006	\$720.00	24.9	\$17,928.00
Benjamin D. Feder	Special Counsel	1985	\$830.00	40.7	\$33,781.00
Dana P. Kane	Special Counsel	1998	\$760.00	13	\$9,880.00
Kristin S. Elliott	Special Counsel	2002	\$760.00	0.2	\$152.00
Raxak Mahat	Special Counsel	2009	\$855.00	3.9	\$3,334.50
Levi M. Downing	Special Counsel	2011	\$830.00	7.9	\$6,557.00
Marc Nawyn	Senior Associate	2008	\$680.00	1.3	\$884.00
Philip A. Weintraub	Senior Associate	2005	\$640.00	50.7	\$32,448.00
Maeghan J. McLoughlin	Senior Associate	2011	\$840.00	249.5	\$209,580.00
James B. Saylor	Senior Associate	2012	\$810.00	10.6	\$8,586.00
Malavika Rao	Senior Associate	2014	\$725.00	15.1	\$10,947.50
Eloy A. Peral	Senior Associate	2010	\$725.00	46.3	\$33,567.50
Cassandra Postighone	Associate	2016	\$540.00	47.7	\$25,758.00
Sean F. McLernon	Associate	2017	\$600.00	59.9	\$35,940.00
Konstantinos Katsionis	Associate	2018	\$540.00	1.5	\$810.00
Caitlin R. Hickey	Associate	2019	\$495.00	19.9	\$9,850.50
Connie Choe	Associate	2020	\$455.00	9.3	\$4,231.50
Marie Vicinanza	Paralegal	n/a	\$320.00	6.7	\$2,144.00
Elizabeth Presbitero	Paralegal	n/a	\$260.00	5.3	\$1,378.00
			<b>Total:</b>	<b>1,110.2</b>	<b>\$898,852.50</b>

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (1)	29.6	\$24,213.50
Pleading Review (2)	6.4	\$4,294.50
Retention Matters (Applications & Orders) (3)	0.0	\$0.00
Fee Matters (Applications & Orders) (4)	35.3	\$27,020.00
Asset Analysis Recovery and Disposition (6)	217.9	\$178,023.50
Executory Contracts & Leases (7)	35.9	\$27,292.00
Avoidance Actions (8)	5.4	\$4,510.50
Claims Administration (Analysis & Objection) (9)	52.6	\$41,193.50
Disclosure Statement & Plan (10)	519.4	\$423,665.50
Committee & Creditor Communication (11)	29.4	\$25,836.00
Court Hearings (13)	35.9	\$31,260.00
Contested Matters (16)	3.6	\$3,070.50
Lender Litigation (18)	97.8	\$73,100.50
Meetings and Communications with Debtors (19)	29.1	\$25,036.50
Taxes (23)	11.9	\$10,336.00
<b>Total:</b>	<b>1,110.2</b>	<b>\$898,852.50</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses</b>
Courier	\$101.58
Discovery & Litigation Tech Services	\$48.93
Duplication	\$47.00
Transcription Service	\$2,385.60
Lexis Research	\$232.02
Westlaw Research	\$3,831.74
<b>Total:</b>	<b>\$6,646.87</b>

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
LOS ANGELES  
CHICAGO  
HOUSTON

NEW YORK  
STAMFORD  
PARSIPPANY  
BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

February 28, 2021  
Invoice No. 2811946

028033 NPC International Committee  
0001 Case Administration

**Account Summary And Remittance Form**

Legal Services:	\$24,213.50
Disbursements and Other Charges:	\$6,646.87

**Total Amount Due: \$30,860.37**

**Terms: Payment Due on or Before March 30, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

NEW YORK, NEW YORK 10178

(212) 808-7800

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:  
MUMBAI, INDIA

NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

February 28, 2021  
Invoice No. 2811946

Client 028033  
Matter 0001 Case Administration

Attorney: 05395

<b>Date</b>	<b>Description</b>	<b>Tkpr</b>	<b>Hours</b>	<b>1 Amount</b>	<b>Page</b>
01/01/21	Emails from C. Hickey and M. McLoughlin (both of KDW) regarding additional KEIP payment research (.1); review same (.2).	ERW	0.30	\$292.50	
01/04/21	Review docket for scheduling orders (.2); emails with C. Postighone and E. Presbitero (both KDW) regarding updated calendar and critical dates (.3); call with J. Adams (KDW) to discuss next steps, remaining tasks (.3); draft updated task list (.9) and dates chart (.5).	MJM	2.20	1848.00	
01/04/21	Review current case timeline and critical dates calendar to assess work assignments on updated plan, sale and driver settlement (.3); prepare updated notes on same to shift to consensual plan process (.2); conference with M. McLoughlin (KDW) regarding same (.3); update call with R. Newman (A&M) regarding case status and next steps (.2).	JRA	1.00	855.00	
01/04/21	Email to internal team regarding weekly call (.1); emails to E. Peral (.1) and D. Kane (.1) (both of KDW) regarding case staffing (.2); email from M. McLoughlin (KDW) regarding	ERW	1.20	1170.00	

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Client 028033  
Matter 0001  
February 28, 2021  
Page 2

<b>Date</b>	<b>Description</b>	<b>Tkpr</b>	<b>Hours</b>	<b>Amount</b>
01/05/21	revised task list (.1); outline open case issues (.4); review task list (.2). Review notice cancelling estimation hearing (.1) and notice scheduling status conference (.1); emails to E. Presbitero (KDW) regarding scheduling and dates chart (.2); review same (.1); follow up emails regarding Diaz stay relief withdrawal (.1); update task list (.3); discuss upcoming tasks with J. Adams (KDW) (.2).	MJM	1.10	924.00
01/05/21	Review updated task list for post-settlement responsibilities (.2); conference with M. McLoughlin (KDW) regarding same and assignments (.2).	JRA	0.40	342.00
01/05/21	Review case docket and emails regarding case updates (.2); update the critical dates chart and calendar accordingly (.1).	EP	0.30	78.00
01/06/21	Review case docket and emails for case updates (.1); update the calendar and critical dates chart accordingly (.1).	EP	0.20	52.00
01/06/21	Update task list (.2); email E. Presbitero (KDW) regarding new dates (.1).	MJM	0.30	252.00
01/07/21	Review case contacts sheet, revised critical dates chart (.2); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.30	292.50
01/08/21	Update task list (.2) and critical dates chart (.2).	MJM	0.40	336.00
01/08/21	Order confirmation hearing transcripts and monitor status.	EP	0.10	26.00

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February 28, 2021  
Page 3

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<b>Date</b>	<b>Description</b>	<b>Tkpr</b>	<b>Hours</b>	<b>Amount</b>
01/08/21	Update critical dates chart (.4); revise same pursuant to comments from M. McLoughlin (KDW) (.3).	CP	0.70	378.00
01/09/21	Review updated critical dates chart.	ERW	0.20	195.00
01/11/21	Update conference with E. Wilson (KDW) on case status and next steps on sale, plan and case transition (.3); email correspondence with R. Newman (A&M) regarding same (.2).	JRA	0.50	427.50
01/11/21	Review and update case task list preparatory to call (.2); confer with J. Adams (KDW) regarding sale, plan and next steps (.3).	ERW	0.50	487.50
01/12/21	Update task list (.4) and dates chart (.3); call with J. Adams (KDW) to discuss plan and sale update (.2).	MJM	0.90	756.00
01/12/21	Status update calls with E. Wilson (.3) and M. McLoughlin (.2) (both KDW) regarding status of sale and plan revisions.	JRA	0.50	427.50
01/12/21	Confer with J. Adams (KDW) regarding plan, sale status.	ERW	0.30	292.50
01/12/21	Review case docket and pleadings for critical dates (.2); update the calendar accordingly (.1).	EP	0.30	78.00
01/13/21	Update conferences with E. Wilson (.3) and M. McLoughlin (.2) (both KDW) regarding case status, 1L lender position on sale as a result of PH asserted cure, status of hearings, and next steps.	JRA	0.50	427.50
01/13/21	Call with J. Adams (KDW) regarding	MJM	0.20	168.00

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February 28, 2021  
Page 4

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<b>Date</b>	<b>Description</b>	<b>Tkpr</b>	<b>Hours</b>	<b>Amount</b>
01/13/21	adjourned deadlines and open tasks. Confer with J. Adams (KDW) regarding PH objection, next steps.	ERW	0.30	292.50
01/13/21	Review case docket and notices for case development (.2); update the calendar accordingly (.1); email to W. Smith (KDW) regarding Pizza Hut cure objection and sale hearing (.1).	EP	0.40	104.00
01/14/21	Call with J. Adams (KDW) to discuss extended timeline and new workstreams (.4); update task list (.3) and dates chart (.3),	MJM	1.00	840.00
01/14/21	Conference with M. McLoughlin (KDW) on case status, plan and sale expectations, current assignments and work flow (.4); review updated case calendar (.1) and task list (.2).	JRA	0.70	598.50
01/14/21	Email to M. McLoughlin (KDW) regarding updated task list, critical dates (.1); review updated task list (.3), critical dates (.2).	ERW	0.60	585.00
01/15/21	Call with E. Wilson and J. Adams (both KDW) to discuss case status, and upcoming deadlines (.4); update task list (.4) and dates chart (.2).	MJM	1.00	840.00
01/15/21	Conference with E. Wilson and M. McLoughlin (both KDW) regarding overall case status, today's UCC call and general assignments.	JRA	0.40	342.00
01/15/21	Conference call with J. Adams and M. McLoughlin regarding case status, next steps	ERW	0.60	585.00

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Matter 0001  
February 28, 2021  
Page 5

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<b>Date</b>	<b>Description</b>	<b>Tkpr</b>	<b>Hours</b>	<b>Amount</b>
01/16/21	(.4); instruction to M. McLoughlin (KDW) regarding today's call (.2). Instruction to M. McLoughlin (KDW) regarding task list update.	ERW	0.10	97.50
01/17/21	Update task list (.2) and critical dates chart (.2) with revised timeline; email E. Presbitero (KDW) regarding new timeline (.1).	MJM	0.50	420.00
01/18/21	Update conference with E. Wilson (KDW) on sale and objection, upcoming hearing schedule and confirmation, and open matters.	JRA	0.30	256.50
01/18/21	Confer with J. Adams (KDW) regarding sale, plan and trust (.3); review and revise the following preparatory to tomorrow's weekly call: task list (.5), critical dates (.2); instruction to M. McLoughlin (KDW) (.2).	ERW	1.20	1170.00
01/18/21	Review recently-filed pleadings for case development (.2); update the calendar accordingly (.1).	EP	0.30	78.00
01/19/21	Call with KDW team to discuss case status.	WMS	0.30	216.00
01/19/21	Participate in weekly internal KDW call.	CP	0.30	162.00
01/19/21	Review case critical dates chart (.1) and task list (.3) in advance of internal team meeting; participate in internal team meeting (.3).	JRA	0.70	598.50
01/19/21	Participate in weekly KDW team call.	CC	0.30	136.50
01/19/21	Conference call with Kelley Drye team to discuss sale and plan objection issues and strategy.	LMD	0.30	249.00

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Matter 0001  
February 28, 2021  
Page 6

<b>Date</b>	<b>Description</b>	<b>Tkpr</b>	<b>Hours</b>	<b>Amount</b>
01/19/21	Prepare for (.2) and participate in weekly internal call (.3); emails with E. Presbitero (KDW) regarding critical dates (.1).	MJM	0.60	504.00
01/19/21	Participation in status call with KDW team.	SFM	0.30	180.00
01/19/21	Participate alongside KDW bankruptcy team in case strategy and update call.	KK	0.30	162.00
01/19/21	Participate in weekly KDW team call.	CRH	0.30	148.50
01/19/21	Conduct weekly status call with J. Adams, W. Smith, et al. (KDW).	ERW	0.30	292.50
01/19/21	Participate in KDW case status and strategy call.	PAW	0.30	192.00
01/21/21	Conferences (2x) with E. Wilson (KDW) regarding case status, next steps, and assignments.	JRA	0.50	427.50
01/21/21	Update task list (.3) and critical dates chart (.2).	MJM	0.50	420.00
01/21/21	Email from T. Cohen (WG) regarding removal extension (.1); conferences with J. Adams (KDW) regarding status, next steps (.5); review critical dates (.1), task list (.2); revise task list preparatory to today's call (.2); instruction to M. McLoughlin (KDW) regarding call (.1); review revised removal motion (.1); instruction to M. McLoughlin (KDW) (.1).	ERW	1.40	1365.00
01/22/21	Participate on internal call with E. Wilson, M. McLoughlin, P. Weintraub and C. Choe (all KDW) regarding immediate tasks.	CC	0.30	136.50
01/22/21	Review updated critical dates chart (.1) and	JRA	0.80	684.00

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Matter 0001  
February 28, 2021  
Page 7

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<b>Date</b>	<b>Description</b>	<b>Tkpr</b>	<b>Hours</b>	<b>Amount</b>
	task list (.2) in preparation for today's internal team call; participate on internal call with E. Wilson, M. McLoughlin, P. Weintraub and C. Choe (all KDW) regarding immediate tasks (.3); follow up call with E. Wilson and M. McLoughlin (both KDW) (.2).			
01/22/21	Prepare for (.1) and participate in weekly internal call (.3); follow up call with E. Wilson and J. Adams (both of KDW) (.2).	MJM	0.60	504.00
01/22/21	Weekly internal strategy call with J. Adams, et al. (KDW) (.3); follow up call with J. Adama and M. McLoughlin (both KDW) (.2).	ERW	0.50	487.50
01/22/21	Participate on KDW team update call.	PAW	0.30	192.00
01/25/21	Conference with E. Wilson (KDW) regarding case status, status of sale orders, confirmation objections, comments to confirmation order and briefing.	JRA	0.30	256.50
01/25/21	Conference call with J. Adams (KDW) regarding plan, sale and claims (.3); review and update task list regarding next steps (.3).	ERW	0.60	585.00

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 MUMBAI, INDIA

NPC International Committee  
 Client 028033  
 Matter 0001  
 February 28, 2021  
 Page 8

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Total Services for this Matter: 24,213.50

**Other Charges:**

Duplication	47.00
Courier	101.58
Transcriptions	2,385.60
Westlaw Research	3,831.74
Lexis Research	232.02
Computer Search	11.43
Discovery and Litigation Tech Services	37.50

Total Other Charges for this Matter: 6,646.87

Total this Invoice \$30,860.37

**KELLEY DRYE & WARREN LLP**

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Client 028033  
Matter 0001  
February 28, 2021  
Page 9

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<b>Tkpr</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
CC	Choe, Connie	0.60	455.00	\$273.00
CP	Postighone, Cassandra	1.00	540.00	540.00
CRH	Hickey, Caitlin	0.30	495.00	148.50
EP	Presbitero, Elizabeth	1.60	260.00	416.00
ERW	Wilson, Eric	8.40	975.00	8,190.00
JRA	Adams, Jason	6.60	855.00	5,643.00
KK	Katsionis, Konstantinos	0.30	540.00	162.00
LMD	Downing, Levi M	0.30	830.00	249.00
MJM	McLoughlin, Maeghan J	9.30	840.00	7,812.00
PAW	Weintraub, Philip A	0.60	640.00	384.00
SFM	McLernon, Sean F	0.30	600.00	180.00
WMS	Smith, Whitney	0.30	720.00	216.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

February 28, 2021  
Invoice No. 2811951

028033 NPC International Committee  
0002 Pleadings Review

**Account Summary And Remittance Form**

Legal Services:	\$4,294.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$4,294.50**

**Terms: Payment Due on or Before March 30, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

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New York, NY 10178

February 28, 2021  
Invoice No. 2811951

Client 028033  
Matter 0002 Pleadings Review

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/06/21	Review (.3) and summarize (.2) the Hunsinger stipulation and order.	CP	0.50	\$270.00
01/07/21	Update from C. Postighone (KDW) regarding recently filed pleadings.	ERW	0.20	195.00
01/08/21	Monitor docket for cure objections and withdrawals of cure objections.	CP	0.40	216.00
01/12/21	Review latest assumed contracts list (.4) and email with debtors regarding discrepancy in same (.3); monitor docket for recently-filed plan and cure objections (.5); review (.4) and summarize (.7) same.	CP	2.30	1242.00
01/13/21	Review C. Postighone (KDW) daily docket report summary of various filed plan and cure objections (.3); review McLane response (.2) and Texas taxing authorities (.2) objections/response.	JRA	0.70	598.50
01/13/21	Review C. Postighone (KDW) summary of recently filed pleadings.	ERW	0.20	195.00
01/16/21	Update from C. Postighone (KDW) regarding recently filed pleadings.	ERW	0.20	195.00
01/21/21	Review removal motion (.3); comment on same	MJM	0.40	336.00

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NPC International Committee  
Client 028033  
Matter 0002  
February 28, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(.1).			
01/29/21	Review December MOR.	MJM	0.50	420.00
01/29/21	Review revised proposed sale order (.3) and latest-filed cure/assumption list for impact (.5).	CP	0.80	432.00
01/30/21	Review monthly operating report.	ERW	0.20	195.00
	Total Services for this Matter:			4,294.50
	Total this Invoice			\$4,294.50

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 Matter 0002  
 February 28, 2021  
 Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	4.00	540.00	\$2,160.00
ERW	Wilson, Eric	0.80	975.00	780.00
JRA	Adams, Jason	0.70	855.00	598.50
MJM	McLoughlin, Maeghan J	0.90	840.00	756.00

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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 INVOICE NUMBER AS PAYMENT REFERENCE

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101 Park Avenue  
New York, NY 10178

February 28, 2021  
Invoice No. 2811947

028033 NPC International Committee  
0004 Fee Matters (Applications & Objections)

**Account Summary And Remittance Form**

Legal Services:	\$27,020.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$27,020.00**

**Terms: Payment Due on or Before March 30, 2021**

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**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
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**PAYMENT BY CHECK:**

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c/o Eric Wilson  
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February 28, 2021  
Invoice No. 2811947

Client 028033  
Matter 0004 Fee Matters (Applications & Objections)

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/01/21	Email from T. Peene (WG) regarding Weil November statement (.1); review same (.2).	ERW	0.30	\$292.50
01/02/21	Instruction to M. McLoughlin (KDW) regarding rate increase.	ERW	0.10	97.50
01/04/21	Emails with C. Postighone and M. Vicinanza (both KDW) regarding status of KDW fee statement (.2); call with M. Vicinanza (KDW) regarding same (.1); finalize fee increase affidavit (.1) and email H. Duran (UST) regarding same (.2).	MJM	0.60	504.00
01/04/21	File KDW declaration of rate increase (.2); organize KDW November invoices (.2); commence preparing KDW November fee statement worksheet (1.9).	MMV	2.30	736.00
01/04/21	Continue review of KDW November invoices preparatory to December statement (1.1); email to R. Newman (A&M) regarding A&M fee statement (.1); prepare fee estimate (.3); email to M. McLoughlin (KDW) regarding same (.1); review final notice of rate increase prior to filing (.1); email to M. Vicinanza (KDW)	ERW	1.80	1755.00

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February 28, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/05/21	regarding same (.1). Continue preparing KDW November fee worksheet.	MMV	2.10	672.00
01/05/21	Draft KDW quarterly budget (.6); compare to prior budgets (.2); emails with M. Vicinanza (KDW) regarding KDW November fee statement (.1); review fee worksheet (.2); review WG (.2) and AP (.1) November fees.	MJM	1.40	1176.00
01/05/21	Review Weil monthly fee statement for November (.2); review draft KDW interim budget from M. McLoughlin (KDW) for January through March (.4) and prepare comments to same (.2); correspondence with E. Wilson (KDW) regarding same (.1).	JRA	0.90	769.50
01/05/21	Email to M. McLoughlin (KDW) regarding Weil November fee statement (.1); emails with M. Vicinanza, M. McLoughlin and E. Presbitero (all of KDW) regarding KDW December fee statement (.2); email from M. McLoughlin (KDW) regarding budget worksheet (.1); review and comment on proposed budget (.3); email from C. Postighone (KDW) regarding KDW December fee statement (.1); review and comment on same (.4).	ERW	1.20	1170.00
01/05/21	Correspondence with M. Vicinanza (KDW) regarding fee statement worksheet and invoices	CP	3.40	1836.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(.5); review KDW invoices and confirm accuracy of fee statement worksheet (1.5); draft KDW monthly fee statement (1.4).			
01/06/21	Review KDW invoices in connection with redactions for monthly fee statement (3.2); email with M. McLoughlin (KDW) regarding same (.2).	CP	3.40	1836.00
01/06/21	Emails with C. Postighone (KDW) regarding KDW fee statement (.1); review (.4) and revise KDW November fee statement (1.3); review invoices for redaction (2.6); revise KDW quarterly budget (.5); review A&M rate increase affidavit (.2) and email with S. Waschitz (A&M) to discuss filing (.1).	MJM	5.20	4368.00
01/06/21	Emails to M. McLoughlin and C. Postighone (both of KDW) regarding KDW December fee statement.	ERW	0.20	195.00
01/07/21	Brief review of Gibson Dunn December monthly invoice (.1); review updated draft of KDW quarterly budget from M. McLoughlin (KDW) and provide comments (.2).	JRA	0.30	256.50
01/07/21	File notice of rate change of A&M.	MMV	0.20	64.00
01/07/21	Revise, coordinate filing of A&M rate increase affidavit.	MJM	0.20	168.00
01/07/21	Review revised KDW fee statement prior to service (.3); emails to M. McLoughlin and C. Postighone (both of KDW) regarding same,	ERW	1.10	1072.50

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	redactions (.1); continue review and analysis of KDW quarterly budget (.3); email from F. Ha (WG) regarding notice of rate change (.1); review notice (.1); email from T. Hammond (GD) regarding January statement (.1); review same (.1).			
01/08/21	Revise KDW third quarterly budget.	MJM	0.30	252.00
01/08/21	Email to H. Doran (UST) regarding KDW and A&M rate increase (.1); emails to S. Waschitz (A&M) regarding same (.1).	ERW	0.20	195.00
01/10/21	Email from T. Lii (PW) regarding December invoice (.1); review same (.1).	ERW	0.20	195.00
01/11/21	Email to M. McLoughlin (KDW) regarding rate notice (.1); review further revised KDW interim budget (.2); email from A. Gamza (MS) regarding December invoice (.1); review same (.1); email to M. McLoughlin (KDW) regarding same (.1).	ERW	0.60	585.00
01/12/21	Update KDW third quarterly budget.	MJM	0.20	168.00
01/13/21	Review A&G October (.3) and November (.3) invoices.	MJM	0.60	504.00
01/13/21	Email from I. Volkov (MB) regarding A&G invoices (.1); review same (.2); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.40	390.00
01/14/21	Email to M. McLoughlin (KDW) regarding A&G fees.	ERW	0.10	97.50
01/16/21	Email from P. Fabsik (WG) regarding E&Y	ERW	0.20	195.00

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01/18/21	statement (.1); review same (.1). Begin review of KDW December pre-bills for reasonableness preparatory to January statement.	ERW	1.80	1755.00
01/19/21	Emails to C. Choe, A. Schechner and C. Hickey (all of KDW) regarding KDW monthly fee statement.	ERW	0.20	195.00
01/20/21	Email with F. Ha (WG) regarding KDW monthly fee statement.	MJM	0.10	84.00
01/21/21	Email from T. Lii (PW) regarding Porter Hedges invoice (.1); review same (.1); emails with F. Ha (WG) regarding KDW November fee statement, non-opposition (.2).	ERW	0.40	390.00
01/22/21	Continue review of KDW December prebills for compliance and reasonableness preparatory to January statement.	ERW	1.60	1560.00
01/25/21	Review interim compensation order (.2) and timeline for filing second interim applications (.1); follow up with C. Postighone (KDW) to discuss draft and timing (.2).	MJM	0.50	420.00
01/26/21	Emails to M. McLoughlin and M. Vicinanza (both of KDW) regarding receipt of December payment, allocation (.2); email from R. Newman (A&M) regarding January fee statement (.1); review same (.1).	ERW	0.40	390.00
01/26/21	Emails with E. Wilson and M. Vicinanza (both KDW) regarding payment of December fees.	MJM	0.20	168.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/27/21	Review KDW December prebills preparatory to January statement for compliance, reasonableness (1.8); email from B. Ruzinsky (JW) regarding January invoice (.2); review same (.2).	ERW	2.20	2145.00
01/28/21	Emails to M. McLoughlin (KDW) regarding KDW interim fee application.	ERW	0.20	195.00
01/29/21	Emails with M. Vicinanza (KDW) regarding KDW second interim fee application.	MJM	0.20	168.00
Total Services for this Matter:				27,020.00
Total this Invoice				\$27,020.00

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	6.80	540.00	\$3,672.00
ERW	Wilson, Eric	13.20	975.00	12,870.00
JRA	Adams, Jason	1.20	855.00	1,026.00
MJM	McLoughlin, Maeghan J	9.50	840.00	7,980.00
MMV	Vicinanza, Marie M	4.60	320.00	1,472.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

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c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

February 28, 2021  
Invoice No. 2811948

028033 NPC International Committee  
0006 Asset Analysis, Recovery and Disposition

**Account Summary And Remittance Form**

Legal Services:	\$178,023.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$178,023.50**

**Terms: Payment Due on or Before March 30, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

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Client 028033  
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Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/04/21	Email with L. Carens (WG) regarding APAs (.1); preliminary review of Flynn (.6) and Wendy's (.6) APAs; review prior APA summaries (.3); emails (.2) and call with J. Norkus (KDW) (.2) regarding APA review; send J. Norkus (KDW) relevant documents (.2).	MJM	2.20	\$1848.00
01/04/21	Begin review of updated draft of Flynn APA.	JRA	1.30	1111.50
01/04/21	Email from L. Carens (WG) regarding Wendy's and Flynn draft APAs (.1); initial review of Wendy's (.4). Flynn (.3) APAs; review redline of Flynn APA (.3); emails to M. McLoughlin and J. Norkus (both of KDW) regarding same (.3).	ERW	1.40	1365.00
01/04/21	E-mails with M. McLoughlin (KDW) on APA review (.2); call with M. McLoughlin (KDW) regarding same (.2).	JLN	0.40	274.00
01/05/21	Review employee benefit plan provisions of Asset Purchase Agreements for Project Ambrosia (.6); email correspondence on same with J. Norkus (KDW) (.2).	MDN	0.80	544.00

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01/05/21	Review A&R Flynn APA (2.8); prepare summary of same (.9); begin to review Wendy's APA (3.2); prepare summary of same (.8); communications with M. Nawyn (KDW) regarding employee benefit provisions under Wendy's APA (.4).	JLN	8.10	5548.50
01/05/21	Review Flynn revised APA (1.7) and draft summary of same (.8); review Wendy's APA (2.1) and prepare summary of same (.9).	MJM	5.50	4620.00
01/05/21	Continue review of Flynn APA revised draft (.7); review Wendy's APA (2.2); review redline of APA to assess core differences (.5).	JRA	3.40	2907.00
01/05/21	Emails with M. McLoughlin (KDW) and L. Carens (WG) regarding sale documents.	ERW	0.20	195.00
01/06/21	Review J. Norkus (KDW) summary of APAs.	MJM	0.50	420.00
01/06/21	Email correspondence with J. Norkus (KDW) on COBRA provisions of Wendy's Asset Purchase Agreement.	MDN	0.30	204.00
01/06/21	Further review Wendy's APA (1.1); prepare summary of material terms (.8); communications with M. Nawyn (KDW) regarding employee benefit provisions under Wendy's APA (.6); revise summary of APAs (1.2); e-mail to J. Adams, E. Wilson and M. McLoughlin (all of KDW) about updated summary of APA terms (.5).	JLN	4.20	2877.00
01/07/21	Review notice of successful bidder (.1) and	JRA	3.60	3078.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/07/21	<p>new cure/assumption schedules (.2); coordinate review of same (.1); correspondence with M. McLoughlin (KDW) and Weil regarding final form APAs, schedules, and sale order(s) (.3); brief review of adequate assurance packages from Flynn and Wendy's (.3) and instructions to M. McLoughlin (KDW) regarding same (.1); review J. Norkus (KDW) summary of APA modifications (.7); preliminary review of updated assumption/cure notices in connection with sale (.3) and email correspondence with M. McLoughlin, C. Postighone and E. Presbitero (all KDW) regarding analysis of same (.3); preliminary review of sale order (.7) and conference with M. McLoughlin (KDW) regarding same and potential sale objection (.5).</p> <p>Review successful bid notice (.3); Wendy's final APA (.5) and Flynn final APA (.6); compare to previous drafts (.3); review assignment notice for impact on committee members (.5) and work with E. Presbitero (KDW) to update files for impact on leases and contracts being assigned to various purchasers (.7); correspondence with C. Postighone (KDW) regarding review of assignment notice (.2); emails with L. Carens, M. Chenkins, and</p>	MJM	10.10	8484.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	D. Papadatos (all WG) regarding sale orders and adequate assurance information (.3); review 7 adequate assurance packages (1.1); email E. Wilson and J. Adams (both KDW) regarding same (.2) and follow up with R. Newman (.1); begin review of Flynn sale order (.8); compare to approved break up fee provisions (.3); brief review of cure objections (.3) and instruct E. Presbitero (KDW) to prepare summary of same (.1); revise sale objection (3.1); call with J. Adams (KDW) to discuss sale order, status, and review of same (.5); follow up call with B. Feder (KDW) regarding same (.2).			
01/07/21	Email from J. Norkus (KDW) regarding APA summaries (.1); review same (.5); cross-reference APAs (1.1); review notice of successful bids (.1); emails with A. Hwangpo (WG), M. McLoughlin (KDW) and L. Carens (WG) regarding sale, open issues (.3); review Flynn PH (.2), QB (.2) adequate assurance packages, Wendy's correspondence regarding Raleigh (.1), Kansas City (.1), Greensboro South (.1), Greensboro North (.1) and Pennsylvania (.1) markets.	ERW	3.00	2925.00
01/07/21	Review sale orders for Flynn, Wendy's (1.6); confer with M. McLoughlin regarding same	BDF	3.10	2573.00

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01/07/21	(.2); comment to same (1.3). Extract and send recently filed APA to M. McLoughlin (KDW).	EP	0.10	26.00
01/08/21	Conference with E. Wilson, M. McLoughlin, B. Feder and P. Weintraub (all KDW) regarding open sale issues and potential objection (.3); follow up conference with E. Wilson on same (.2); further analysis of core APA terms and distinctions between Flynn and Wendy's APAs (.4); email correspondence with M. McLoughlin (KDW) regarding issues to flag for debtors on sale (.2); review proposed sale order revisions and correspondence with B. Feder and M. McLoughlin (both KDW) regarding same (.6); review updated APA summary from J. Norkus (KDW) (.3); review adequate assurance summary from A&M (.4); further review filed forms of sale orders to address critical provisions implicating potential trust assets and provisions related to cure and adequate assurance (.5); follow up correspondence with B. Feder and M. McLoughlin (both KDW) regarding same (.2).	JRA	3.10	2650.50
01/08/21	Call with E. Wilson, J. Adams, B. Feder (all KDW) regarding sale process, sale issues (.3); draft sale issues list (.5); follow up call with N. Hwangpo (WG) (.2); draft language to resolve	MJM	6.10	5124.00

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01/08/21	sale concerns (.5); revise same (.3); review further updated language from debtors (.2); revise sale objection (.9); mark up Flynn sale order (2.6); initial review of Wendy's sale order (.4); emails with A. Hwang (WG) on adequate assurance packages (.2). Emails to M. McLoughlin (KDW) regarding sale objection (.2); email from D. Papadatos (WG) regarding sale orders (.1); initial review of Flynn (.5), Wendy's (.4) sale orders; emails with M. Chenkin (WG) regarding APAs, schedules (.2); conference call with J. Adams (KDW) and internal KDW team regarding sale issues (.3); follow up call with J. Adams (KDW) (.2); continue review J. Norkus (KDW) APA summary (.4); cross-reference APAs (.5); initial review of redline of Wendy's (.4), Flynn (.3) APAs against as filed; emails to B. Feder and J. Norkus (both of KDW) regarding same (.2); review latest draft sale objection (.5); review draft sale orders regarding retained causes of action (.6).	ERW	4.80	4680.00
01/08/21	Call with KDW team regarding sale (.3); continued review sale orders (.5); email communications with KDW team regarding same (.4).	BDF	1.20	996.00
01/08/21	Email correspondence with J. Norkus (KDW)	MDN	0.20	136.00

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01/08/21	on COBRA provisions of final Asset Purchase Agreement. Review final A&R Flynn APA (1.1), final Wendy's APA (.6) and update summary about same (.6); communications with M. Nawyn (KDW) regarding employee benefit provisions in Wendy's final APA (.4).	JLN	2.70	1849.50
01/08/21	Call with M. McLoughlin, B. Feder, J. Adams, and E. Wilson (all KDW) regarding status of proposed sale and related communications.	EAP	0.30	217.50
01/09/21	Continue review (.3) and comment (.3) to adequate assurance presentation from A&M; further review of Wendy's franchisee adequate assurance information in connection with same (.4); review plan supplement in connection with retained causes of action for sale exclusion (.2); review M. McLoughlin (KDW) comments to Flynn sale order (.4); conference with E. Wilson, B. Feder and M. McLoughlin (all KDW) on open sale issues (1.1).	JRA	2.70	2308.50
01/09/21	Call with E. Wilson, J. Adams, B. Feder (all of KDW) to discuss sale order, revised language, sale objection (1.1); follow up call with J. Adams (KDW) (.2); review filed sale orders (.4) and compare to previous versions (.3); emails with B. Feder (KDW) regarding same (.2).	MJM	2.20	1848.00

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01/09/21	Emails to A. Hwang, N. Hwangpo and D. Papadatos (all of WG), M. McLoughlin and B. Feder (both of KDW) regarding revised APA summaries (.3); review same (.4); review latest draft of sale objection (.5), revised plan regarding "related to business" driver class issues and retained causes of action (1.2); cross-reference sale orders (.5); conference call (1.1) and emails (.5) with J. Adams, B. Feder and M. McLoughlin (all of KDW) regarding sale documents, next steps; emails from M. Chenkin (WG) regarding APA schedules (.1); initial review of same (.5).	ERW	5.10	4972.50
01/09/21	Call with KDW team (1.1); review comparison of Flynn, Wendy's sale orders (1.4); analysis of issues regarding same (1.2); continued draft comments to Flynn order (1.2); continued draft comments to Wendy's Order (.9).	BDF	5.80	4814.00
01/10/21	Review E. Wilson (KDW) comments to revisions to sale order (.2); participate in portion of conference with E. Wilson, B. Feder and M. McLoughlin (all KDW) regarding same (.5); follow up conference with E. Wilson (KDW) regarding same (.2).	JRA	0.90	769.50
01/10/21	Prepare for (.1) and call with E. Wilson, J. Adams, B. Feder (all KDW) to discuss sale orders and issues with same (.8); review E.	MJM	1.30	1092.00

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01/10/21	Wilson (KDW) comments to FRG sale order (.2); brief review of mark up of Wendy's order (.2). Continue review of Flynn (.6) and Wendy's (.5) sale orders; cross-reference Flynn (.5) and Wendy's (.3) APAs; email to N. Hwangpo (WG) regarding revised orders (.1); conference call with B. Feder, M. McLoughlin and J. Adams (all of KDW) regarding revisions (.8); follow up call with J. Adams (KDW) regarding same (.2); review revised language regarding litigation carve out (.2).	ERW	3.20	3120.00
01/10/21	Call with KDW team regarding sale (.8); continued draft comments to sale orders (1.8); email communications regarding same (.3).	BDF	2.90	2407.00
01/11/21	Draft revised sale objection (.9); follow up with C. Postighone (KDW) on status of cure objections and timing for same (.2); incorporate E. Wilson (KDW) comments to sale objection (.5); finalize sale objection (.3); review exhibits to Wendy's (.9) and Flynn APAs (.3); follow up emails with J. Norkus (KDW) regarding same (.2); review B. Feder (KDW) language revising sale orders (.6); follow up regarding 365 deadlines (.3); call with D. Papadatos (WG) regarding same (.1); review Weil further comments to sale order (.2); follow up	MJM	4.80	4032.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/11/21	comments regarding year end reconciliations (.2); call with B. Feder (KDW) to discuss sale order mark up (.1). Review form limited sale objection from M. McLoughlin (KDW) (.3); review various iterations of revised draft and comments from E. Wilson (KDW) (.5); review updated comments to sale order in preparation for call with debtors (.6); follow up correspondence with E. Wilson, M. McLoughlin and B. Feder (all KDW) regarding further revisions to same (.3); review draft of Augustine declaration in support of sale from Weil (.5); review updated draft of sale order from debtors (.3); email correspondence with E. Wilson, B. Feder and M. McLoughlin (all KDW) regarding assumption procedures and possibility of changing assumed contracts and leases after statutory deadlines (.3).	JRA	2.80	2394.00
01/11/21	Email communications with Weil, KDW team regarding revisions to sale orders and 365(d) (.8); analysis of issues regarding same (.6); draft additional language changes to sale orders (1.3); review revised drafts from Weil (.5); review Augustine declaration (.4).	BDF	3.60	2988.00
01/11/21	Review and comment on various drafts of limited sale objection (2.3); instruction to M.	ERW	5.00	4875.00

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	McLoughlin (KDW) (.2); emails to M. McLoughlin and J. Norkus (both of KDW) regarding ancillary sale documents, schedules (.2); review M. McLoughlin (KDW) initial summary of same (.2); email to K. Bostel (WG) confirming extension to objection deadline (.1); review various iterations of revised sale orders (1.1); email from L. Carens (WG) regarding Augustine declaration in support of sale (.1); initial review of same (.4); forward to B. Feder (KDW) with instruction (.1); emails with M. McLoughlin and B. Feder (both of KDW), L. Carens and D. Papadatos (both of WG) regarding further revisions to sale documents (.3).			
01/11/21	Review ancillary documents and disclosure schedules to the Wendy's APA.	JLN	3.70	2534.50
01/12/21	E-mail from J. Adams (KDW) on side letter for terminated franchise agreements (.1); review Flynn equity commitment letters (2.6); review Flynn debt commitment letters and summary of terms (2.0); review A&R Flynn disclosure schedules (.6); prepare KDW internal e-mail about same (.5).	JLN	5.80	3973.00
01/12/21	Review J. Norkus (KDW) update regarding review of ancillary sale documents and schedules (.2); follow up with J. Norkus	JRA	2.90	2479.50

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01/12/21	(KDW) regarding exhibit E side letter regarding seller payments to Wendy's (.1); review further updated drafts of sale order to reflect additional comments (.3) and follow up with B. Feder and M. McLoughlin (both KDW) to address open issues, including access to information (.2); review side letter with Wendy's for impact (.2); analyze PH cure objection (1.3); confer with M. McLoughlin (KDW) regarding same (.4); update R. Newman (A&M) regarding issues on sale with lenders and PH (.2). Prepare for (.1) and call with E. Wilson and B. Feder (both KDW) regarding sale orders (.6); draft cooperation/access to records language (.3) and year end adjustments language (.3); review Pizza Hut cure objection (.9); follow up with R. Newman (AM) and E. Wilson (KDW) regarding same (.2); review Augustine declaration in support of sale (.3); review B. Feder (KDW) subsequent draft of sale orders (.3) and email D. Papadatos (WG) for extension (.1); call with J. Adams (KDW) regarding sale issues (.4); call with E. Wilson and J. Adams (both KDW) to discuss sale issues and sale timeline (.4); emails with R. Newman (AM) to discuss Pizza Hut objection	MJM	4.10	3444.00

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01/12/21	(.2). Telephone call with E. Wilson and M. McLoughlin regarding sale orders (.6); draft further revisions to same (1.7); email communications with Weil regarding same (.4).	BDF	2.70	2241.00
01/12/21	Conference call with M. McLoughlin and B. Feder (both of KDW) regarding revised sale documents (.6); review further revised sale order, riders (.8); cross-reference APAs regarding post assumption rejection, section 2.02 (1.1); cross-reference plan regarding same (.4); emails with B. Feder, M. McLoughlin and J. Adams (all of KDW) and D. Papadatos (WG) regarding revisions to sale documents, extension of objection deadline (.5).	ERW	3.40	3315.00
01/13/21	Review further update report from J. Norkus (KDW) regarding continued analysis of APA schedules and Flynn equity commitments (.2); preliminary review of M. Rao (KDW) summary of PH cure objection arguments (.5); review lender/PH prepetition forbearance agreement in connection with analysis of PH fee cure request (.4).	JRA	1.10	940.50
01/13/21	Emails with W. Smith (KDW) regarding Pizza Hut settlement (.2); email D. Papadatos (WG) regarding sale objection deadline (.1); review J. Norkus (KDW) summary of Flynn schedules	MJM	0.50	420.00

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01/13/21	(.2). Call with W. Smith (KDW) to discuss research related to Pizza Hut's Amended Cure Objection (.1); conduct research on claims based on contract that existed pre-bankruptcy (1.2); draft initial findings of research on claims based on contract that existed pre-bankruptcy (.9); conduct research [REDACTED] (1.4); draft initial [REDACTED]; compose chart providing analysis of key cases cited in Pizza Hut's Amended Cure Objection (2.9).	SFM	7.30	4380.00
01/13/21	Call with W. Smith (KDW) regarding arguments made by Pizza Hut's amended objection to the debtors' cure notice (.4); review Pizza Hut's amended cure objection (1.1); draft summary regarding same (.7).	MR	2.20	1595.00
01/13/21	Confer with M. Cohen (GD) regarding PH objection (.3); confer with W. Smith (KDW) regarding same (.3); emails to W. Smith and M. Rao (both of KDW) regarding same (.3); review J. Norkus (KDW) summary of sale documents, assignment, side letter (.3); emails with J. Adams and J. Norkus (both of KDW) regarding same (.2); review side letter (.1); review further revised sale orders (.4); email	ERW	2.10	2047.50

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01/13/21	from M. McLoughlin (KDW) regarding same (.1); email to D. Papadatos (WG) regarding sale objection (.1). Call with E. Wilson (KDW) to discuss Pizza Hut's amended objection to Debtors' cure notice (.2); review and analyze amended objection filed by Pizza Hut (.8); discuss same with M. Rao (KDW) (.4); review and edit summary of objection (.9); discuss legal research re Pizza Hut's amended objection to cure notice with S. McLernon (KDW) (.1); review and analyze relevant agreements with Pizza Hut (1.1).	WMS	3.50	2520.00
01/14/21	Review and analyze Consent and Amendment Agreement with Pizza Hut and related indemnification provisions (1.1); review and analyze indemnification provisions in underlying franchise agreements to determine any differences with the obligations under the Consent and Amendment Agreement (.7); review and analyze relevant cases on cure obligations (1.2); calls with S. McLernon (KDW) to discuss research findings and additional research issues related to Pizza Hut's Amended Cure Objection (.3); start outlining potential response to Pizza Hut's Amended Cure Objection (.8).	WMS	4.10	2952.00
01/14/21	Call with D. Papadatos (WG) regarding further	MJM	1.00	840.00

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01/14/21	updates to sale order (.2); review PH proofs of claim (.3) and objection (.2) and call with W. Smith (KDW) regarding PH cure objection (.3). Conduct follow-up research on [REDACTED] (2.3); draft case briefs of cases identified during follow-up research on [REDACTED] (2.1); calls with W. Smith (KDW) to discuss research findings and additional topics for research related to objection (.3); conduct research on proof of claim issues (1.2) and [REDACTED] (1.6); draft email memo detailing findings of research on proof of claim issues and [REDACTED] (1.1).	SFM	8.60	5160.00
01/14/21	Review M. Rao (KDW) summary of PH objection, arguments.	ERW	0.40	390.00
01/15/21	Review updated cure objection tracker (.3); review notice of rescheduled sale hearing (.2); email correspondence with R. Newman (A&M) regarding sale status (.2).	JRA	0.70	598.50
01/15/21	Review updated cure tracker (.3); review docket for relevant filings (.2); email E. Presbitero (KDW) with updates (.2); emails with D. Papadatos (WG) regarding sale orders (.1); emails with W. Smith (KDW) regarding resolved Pizza Hut cure objection (.1).	MJM	0.90	756.00

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01/15/21	Call with W. Smith (KDW) to discuss research findings and additional topics for research related to the Pizza Hut's amended cure objection (.2); conduct research on legal standard for sufficiency of proof of claim (1.3) and amended objection relating back to original objection (1.1); review and analyze docket to identify filings potentially relevant to the objection (.4); compose and circulate email memo detailing findings of research on legal standard for sufficiency of proof of claim and amended objection relating back to original objection (1.2).	SFM	4.20	2520.00
01/15/21	Review and analyze forbearance agreement and events of defaults alleged by Pizza Hut in amended cure objection (1.8); review term sheet of Super-Priority Term Loan (.4); draft summary of forbearance agreement for review by W. Smith (KDW) (.6); call with W. Smith (KDW) regarding arguments made by Pizza Hut's amended objection to the debtors' cure notice (.2); perform legal research regarding professional fees sought during forbearance period (1.2).	MR	4.20	3045.00
01/15/21	Confer with W. Smith (KDW) regarding PH objection (.3); review PH objection (.4); emails to M. McLoughlin (KDW) regarding cure,	ERW	0.80	780.00

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01/15/21	APA markup (.1). Review and analyze invoices and time entries submitted by Pizza Hut (1.3); create spreadsheet summarizing same (.8); call with E. Wilson (KDW) to discuss response to Pizza Hut's amended objection to Debtors' cure notice (.3); prepare outline of response (1.2); review and analyze forbearance agreement and amendment to same with Pizza Hut (.8); call with M. Rao (KDW) regarding same (.2); review and analyze indemnification provision (.4); call with S. McLernon (KDW) to discuss research findings and additional topics for research related to the objection (.2).	WMS	5.20	3744.00
01/16/21	Email to W. Smith (KDW) regarding PH objection (.1); emails to R. Newman (AM and J. Adams (KDW) regarding PH settlement (.2); email to D. Papadatos (WG) regarding revisions to sale orders (.1).	ERW	0.40	390.00
01/17/21	Review prior drafts and current status of sale orders (.5) and APAs (.6); revise sale objection (1.6); email E. Wilson and J. Adams (KDW) to discuss revised draft (.2).	MJM	2.90	2436.00
01/18/21	Review M. McLoughlin (KDW) updated draft of limited objection to sale to address open issues (.4); prepare comments to same (.4); review E. Wilson (KDW) comments to same	JRA	3.70	3163.50

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01/18/21	(.2); email correspondence from N. Hwangpo (WG) regarding status of sale order comments (.1); analyze proposed language to address access to information (.2); review sale order redlines from Flynn (.5) and Wendy's (.2); correspondence with M. McLoughlin (both KDW) regarding same (.3); conference with M. McLoughlin (KDW) regarding sale order revisions (.4); extensive follow up correspondence with E. Wilson and M. McLoughlin (both KDW) regarding further revised language for sale orders to address assumption timing and access to information (.8); review updated draft of objection (.2). Emails with E. Wilson (KDW) regarding sale objection (.2); revise sale objection numerous times to reflect changing APAs (2.1); research status of post-assumption rejection damages (.6); call with J. Adams (KDW) to discuss open sale issues (.4); review drafts of the Flynn (.6) and Wendy's sale orders (.5); call with N. Hwangpo (WG) regarding sale order provisions (.2); draft (.3) updated language; review further revised Flynn (.3) and Wendy's (.3) sale orders; extensive email correspondence with E. Wilson and J. Adams (both KDW) regarding ongoing changes to 365(d) provisions (.4); emails with	MJM	7.40	6216.00

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01/18/21	D. Papadatos (WG) with additional comments (.2); call with A. Hwang (WG) to discuss open sale points (.2); call with E. Wilson (KDW) (2X) to discuss sale objection (.6); finalize and file sale objection (.5). Review and comment on various iterations of sale orders (2.1); cross-reference with Flynn, Wendy's APAs (.8); extensive emails with M. McLoughlin and J. Adams (both of KDW), N. Hwangpo and D. Papadatos (both of WG) regarding same, revised language (1.6); review research regarding post confirmation rejection (.4); confer with M. McLoughlin (KDW) (2x) regarding sale order (.6); review and revise various iterations of sale objection (2.8).	ERW	8.30	8092.50
01/19/21	Update conference with E. Wilson and M. McLoughlin (both of KDW) on open sale issues (.4); review summary from M. McLoughlin (KDW) regarding further revisions to sale orders (.1); review precedent case law from Weil regarding debtors' ability to extend contract assumption deadline beyond confirmation to accommodate APA requirements (.4) and follow up correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.2); review updated Augustine declaration in	JRA	1.60	1368.00

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01/19/21	support of sale (.2); brief review of filed version or sale orders for consistency with discussions (.3). Conference with E. Wilson and J. Adams (both KDW) to discuss sale hearing and objection (.4); review further updated Wendy's (.4) and Flynn (.4) sale orders; email E. Wilson (KDW) with comments (.3); review Augustine declaration in support of sales (.3); follow up with D. Papadatos (WG) on landlord comments to sale orders (.2); research scope and history of 365(d)(2) (2.2); emails with N. Hwangpo (WG) regarding court precedent (.1) and review precedent (.4); emails with K. Bostel (WG) regarding sale hearing (.1); review filed redlines of the Wendy's (.3) and Flynn (.3) sale orders.	MJM	5.40	4536.00
01/19/21	Conference call with J. Adams and M. McLoughlin (both of KDW) regarding sale issues (.4); emails with M. McLoughlin and J. Adams (both of KDW) and M. Hwang (WG) regarding further revisions to sale orders (1.1); emails with M. McLoughlin (KDW), K. Bostel (WG) regarding outstanding sale issues (.3); review of summary of outstanding sale objections (.4); review various iterations of revised sale orders (.5) and desired contracts	ERW	3.10	3022.50

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01/20/21	list (.4). Update from C. Postighone (KDW) regarding updated desired contract list and additions to proposed assumptions (.2); email correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same, revised sale order, updated sale cure amounts and preparation for today's hearing (.2); review updated versions of sale orders from Weil following hearing to address issues raised at hearing (.3); correspondence with M. McLoughlin (KDW) regarding same (.2); review L. Heilman (BS) proposed additional revisions (.2).	JRA	1.10	940.50
01/20/21	Review open sale objections prior to hearing (.3); review updated Flynn (.2) and Wendy's (.2) sale orders and landlord further comments to same (.3); discuss same with E. Wilson (KDW) (.2); follow up with L. Heilman (BS) regarding final form of sale orders (.2); emails with C. Postighone (KDW) to discuss cure disputes and resolution of same (.2).	MJM	1.60	1344.00
01/20/21	Review latest iterations of sale orders (.5); emails from N. Hwangpo and D. Papadatos (both of WG) regarding same (.1); confer with M. McLoughlin (KDW) regarding sale order (.2).	ERW	0.80	780.00

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01/21/21	Follow up emails with L. Heilman (BS) and N. Hwangpo (WG) regarding sale order status (.2); emails with C. Postighone (KDW) to discuss cure reconciliation (.1);	MJM	0.30	252.00
01/21/21	Further emails with M. McLoughlin (KDW) and L. Heilman (BS) regarding revised order and sale orders (.4); review various iterations of same (.4).	ERW	0.80	780.00
01/22/21	Email correspondence with K. Bostel and N. Hwangpo (both WG) on status of sale order (.2); review revised draft sale order to incorporate Ballard Spahr comments (.3); follow up correspondence with M. McLoughlin (KDW) regarding same (.1).	JRA	0.60	513.00
01/22/21	Review final form of sale orders with additional landlord language (.4) and follow up with D. Papadatos (WG) regarding filing of same (.1).	MJM	0.50	420.00
01/22/21	Emails with J. Adams (KDW), D. Papadatos and N. Hwangpo (both of WG) regarding sale orders status (.5); review further revised sale orders (.5).	ERW	1.00	975.00
01/22/21	x	WMS	0.00	0.00
01/25/21	Review filed and redline (incremental and cumulative) versions of the Wendy's (.3) and Flynn (.4) sale orders; review updated desired 365 contracts list (.3).	MJM	1.00	840.00

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01/26/21	Review entered Wendy's (.2) and Flynn (.2) sale orders; follow up with E. Wilson and J. Adams (both KDW) regarding same (.1).	MJM	0.50	420.00
01/26/21	Review as entered sale orders (.5); email to M. McLoughlin (KDW) (.1).	ERW	0.60	585.00
Total Services for this Matter:				178,023.50
Total this Invoice				\$178,023.50

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BDF	Feder, Benjamin D	19.30	830.00	\$16,019.00
EAP	Peral, Eloy A	0.30	725.00	217.50
EP	Presbitero, Elizabeth	0.10	260.00	26.00
ERW	Wilson, Eric	44.40	975.00	43,290.00
JLN	Norkus, Jennifer L	24.90	685.00	17,056.50
JRA	Adams, Jason	29.50	855.00	25,222.50
MDN	Nawyn, Marc	1.30	680.00	884.00
MJM	McLoughlin, Maeghan J	58.80	840.00	49,392.00
MR	Rao, Malavika	6.40	725.00	4,640.00
SFM	McLernon, Sean F	20.10	600.00	12,060.00
WMS	Smith, Whitney	12.80	720.00	9,216.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:  
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NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

February 28, 2021  
Invoice No. 2811949

028033 NPC International Committee  
0007 Executory Contracts and Leases

**Account Summary And Remittance Form**

Legal Services:	\$27,292.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$27,292.00**

**Terms: Payment Due on or Before March 30, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

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Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/05/21	Email from R. Grant (Motus) regarding software contract rejection.	ERW	0.10	\$97.50
01/07/21	Review assumption notice (.6) and correspondence with creditors with impacted executory contracts (.6).	CP	1.20	648.00
01/07/21	Review recently filed cure objections and notice of assumption/assignment of leases for impact (1.1); update the cure objection tracker (.2), lease chart (.2); send summary email to M. McLoughlin (KDW) regarding same (.2).	EP	1.70	442.00
01/08/21	Review lease tracker (.5); coordinate follow up with creditors regarding cure and assignment notice (.6); emails to E. Wilson (KDW) regarding same (.3).	RLL	1.40	1190.00
01/08/21	Emails with R. LeHane (KDW) regarding successful bids and cure deadlines (.2); emails with C. Postighone (KDW) regarding cure objections (.2).	MJM	0.40	336.00
01/08/21	Review notice of desired contracts (.2); emails to M. McLoughlin and C. Postighone (both of KDW) regarding same (.2); emails to M.	ERW	1.00	975.00

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February 28, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/08/21	McLoughlin (KDW) regarding adequate assurance (.1); review update leased chart (.2); emails with M. McLoughlin and E. Presbitero (both of KDW) regarding same (.3). Review emails regarding cure amounts and potential assignment of landlord lease(s) (.2); update the lease chart accordingly (.2).	EP	0.40	104.00
01/09/21	Further emails with K. Carson (RI) regarding cure (.2); email from R. Newman (A&M) regarding adequate assurance presentation (.1); review same (.3); emails to J. Adams and M. McLoughlin (both of KDW) regarding same (.1); review M. McLoughlin (KDW) summary of adequate protection package (.2); emails to K. Carson (RI) (.1) and J. Linot (PHFA) (.1) regarding assumption.	ERW	1.10	1072.50
01/10/21	Email from C. Postighone (KDW) and B. Doswell (CBRE) regarding lease disposition, cure (.2); review ledger (.2); email from R. LeHane, C. Postighone and J. Adams (all of KDW) regarding assumptions, cure (.2); emails to C. Postighone (KDW) regarding lease cure discrepancies (.2); email from R. Newman (A&M) regarding revised adequate assurance analysis (.1); review same (.2).	ERW	1.10	1072.50
01/11/21	Emails with M. McLoughlin (KDW) and K.Carson (RI) regarding adequate assurance	ERW	0.50	487.50

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Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(.1); review Pelican (.1), PH (.1), SVCN (.1) and Mach (.1) cure objections.			
01/11/21		EP	0.10	26.00
01/11/21	Emails with creditors regarding discrepancies in cure amounts for contracts being assumed (.3); emails to J. Adams and C. Postighone (both of KDW) regarding cure amounts for landlord creditors and update the lease chart accordingly (.1).	CP	0.40	216.00
01/12/21	Review assignment notices and lease chart (.1); email C. Postighone and E. Presbitero (both KDW) regarding discrepancies (.1) compare to assignment notices (.2); follow up internal emails regarding disparity between rejection and assumption notices (.2).	MJM	0.60	504.00
01/12/21	Further emails with M. McLoughlin (KDW) and K. Carson (RI) regarding lease disposition (.2); continue review of PH cure objection (.8); emails with M. McLoughlin (KDW) and R. Newman (A&M) regarding same (.2); emails to C. Postighone (KDW) regarding lease tracker (.1); review same (.2).	ERW	1.50	1462.50
01/12/21	Continue review of the notice to assign leases and confirm lease tracking chart is accurate.	EP	0.20	52.00
01/13/21	Emails to C. Postighone, E. Presbitero and M. McLoughlin (all of KDW), A. Hwang (WG) and K. Carson (RI) regarding lease chart	ERW	0.60	585.00

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Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/14/21	discrepancies, cure waiver. Review CNO on lease rejections (.1); instructions to M. McLoughlin (KDW) regarding same (.1); conference with R. LeHane (KDW) regarding debtors' request for further extension of 365(d)(4) deadline (.1); review motion and order in Bouchard regarding application of recent amendments to 365(d)(4) to existing cases (.3); follow up correspondence with M. McLoughlin (KDW) regarding same (.1).	JRA	0.70	598.50
01/14/21	Confer with J. Adams (KDW) regarding 365(d)(4) extension of time to assume or reject leases.	RLL	0.10	85.00
01/14/21	Research scope of prompt cure under section 365. (.5); review new Covid legislation on 365(d)(4) deadline (.3) and prior decisions regarding same (.4); summarize case law for E. Wilson and J. Adams (both KDW) (.3).	MJM	1.50	1260.00
01/14/21	Emails to K. Carson (RI) regarding 365(d)(4) deadline (.2); emails to M. McLoughlin and C. Postighone (both of KDW) and A. Hwang (WG) regarding contract list discrepancies (.2); email from M. McLoughlin (KDW) regarding 365(d)(4) deadline (.1); review summary of Covid legislation (.3); review Bouchard motion regarding same (.2).	ERW	1.00	975.00

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February 28, 2021  
Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/14/21	Email with debtors' counsel regarding backup documentation for outstanding cure amount for TIAA lease (.3); email with TIAA regarding same (.4); review debtors' proposal to resolve cure objection (.4); analyze backup documents related to same (.3).	CP	1.40	756.00
01/14/21	Review ongoing emails regarding cure amounts for various landlord creditors (.2); update the lease chart accordingly (.1).	EP	0.30	78.00
01/15/21	Review rejection order (.2); discuss impact with C. Postighone (KDW) (.2); review updated lease chart (.1); review debtors 365(d)(4) proposal (.2); follow up with E. Wilson and J. Adams (both KDW) with proposal (.2); email with F. Ha (WG) with committee proposal (.2).	MJM	1.10	924.00
01/15/21	Review email from F. Ha (WG) regarding proposed further extension of 365(d)(4) deadline (.1); correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same and UCC position on limiting extension (.2).	JRA	0.30	256.50
01/15/21	Review 365(d)(4) extension motion (.2); email to M. McLoughlin (KDW) regarding same (.1).	ERW	0.30	292.50
01/16/21	Emails to K. Carson (RI) regarding lease renewals (.2); review correspondence from NPC regarding same (.1); instruction to M.	ERW	1.80	1755.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	McLoughlin (KDW) regarding same (.1); email from C. Postighone (KDW) regarding updated lease chart (.1); review chart (.2); email to F. Ha (WG) and M. McLoughlin (KDW) regarding 365(d)(4) motion (.1); emails to M. McLoughlin and E. Presbitero (both of KDW) regarding lease rejection motion (.2); review rejection notice (.1); email to K. Carson (RI) regarding same (.1); review cure objection tracker (.5); email to E. Presbitero (KDW) regarding same (.1).			
01/18/21	Emails to M. McLoughlin (KDW) regarding 365(d)(4) extension (.2); email to K. Carson (RI) and M. McLoughlin (KDW) regarding cure issues (.2).	ERW	0.40	390.00
01/19/21	Email correspondence from A. Hwang (WG) regarding length of requested 365(d)(4) extension (.1); follow up with E. Wilson and M. McLoughlin (both KDW) regarding same (.1).	JRA	0.20	171.00
01/19/21	Review proposed 365(d)(4) language (.1); follow up with A. Hwang (WG) regarding same (.2); review redline of Wendy's (.2) and Flynn (.2) desired contracts lists.	MJM	0.70	588.00
01/19/21	Emails with L. Gomez, in house counsel to landlord TIAA, regarding cure information.	RLL	0.20	170.00
01/19/21	Emails with J. Adams and M. McLoughlin	ERW	0.20	195.00

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Page 7

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/19/21	(both of KDW) regarding 365(d)(4) deadline. Review revised proposed sale order and amended assumption list (.9); update lease chart for creditors impact (1.8).	CP	2.70	1458.00
01/20/21	Review notice of assignment for impact on certain landlord leases (.3); confirm the lease chart is updated (.1).	EP	0.40	104.00
01/20/21	Review C. Postighone (KDW) summary of changes to desired contracts list (.2); cross-reference prior rejection orders (.2); send follow up emails regarding cure discrepancies (.1).	MJM	0.50	420.00
01/20/21	Emails with M. McLoughlin and J. Adams (both of KDW) and K. Manuelides (SF) regarding lease disposition (.2); emails to J. Adams (KDW) regarding desired contracts (.1); review same (.2); emails with J. Adams and M. McLoughlin (both of KDW) and L. Heilman (BS) regarding revised sale orders (.3).	ERW	0.80	780.00
01/21/21	Review 365(d)(4) motion (.3) and comment on same (.2); follow up with J. Adams (KDW) regarding same (.1); review impact of revised assumption/rejection schedules for impact on UCC members (.3).	MJM	0.90	756.00
01/21/21	Review updated 365(d)(4) extension motion from debtors to address UCC concerns (.2); correspondence with M. McLoughlin (KDW)	JRA	0.40	342.00

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Client 028033

Matter 0007

February 28, 2021

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/21/21	regarding same (.1); review update from F. Ha (WG) regarding revisions to address objections from Jem Investments (.1). Email from C. Postighone (KDW) regarding updated lease chart (.1); review same (.3); emails from M. McLoughlin (KDW) and F. Ha (WG) regarding 365(d)(4) extension (.2); review motion (.2); emails with F. Ha (WG) regarding Jem Inv. extension (.2).	ERW	1.00	975.00
01/21/21	Review emails from landlord creditor regarding cure amounts (.1); update the lease chart accordingly (.1).	EP	0.20	52.00
01/22/21	Emails with creditors regarding revised proposed cure amount.	CP	0.40	216.00
01/22/21	Review filed 365(d)(4) motion.	MJM	0.20	168.00
01/22/21	Further emails with M. Shiro (SL) regarding lease rejections (.2); emails to J. Linot (PHF) regarding assumed contracts (.1); review schedule (.2).	ERW	0.50	487.50
01/27/21	Review updated assumed/rejected leases and contracts lists (.2) and compare to lease chart (.1).	MJM	0.30	252.00
01/28/21	Review 2nd plan supplement to determine leases being assumed or removed from the assumption list (.3); update lease chart to reflect removal (.3).	MMV	0.60	192.00
01/28/21	Review updated lease chart (.1); follow up with	MJM	0.30	252.00

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Client 028033  
Matter 0007  
February 28, 2021  
Page 9

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/28/21	M. Vicinanza (KDW) to discuss additional review of plan supplement (.2). Review updated lease chart (.3); email to C. Postighone (KDW) regarding updated lease chart (.1); email to K. Carson (RI) regarding lease rejections (.1); review schedule of assumed leases (.2).	ERW	0.70	682.50
01/29/21	Review two rejection notices (.3); follow up with M. Vicinanza (KDW) regarding same (.1); review third rejection notice (.2) and compare to amended plan supplement (.2); review further amended rejection notices for impact (.2).	MJM	1.00	840.00
01/29/21	Analyze amended plan supplements (.4) and rejection notices (.4) with respect to assumption of leases for impact; update lease chart (.5).	MMV	1.30	416.00
01/29/21	Review supplemental rejection notices (.2) and correspondence with M. McLoughlin and M. Vicinanza (both KDW) regarding same (.1).	JRA	0.30	256.50
01/30/21	Review further revised rejection notice (.2); instruction to M. McLoughlin (KDW) (.1); review updated lease chart (.2); email to M. Vicinanza (KDW) regarding same (.1); review amended rejection notice (.2); email to K. Carson (RI) regarding same (.1).	ERW	0.90	877.50
Total Services for this Matter:				27,292.00

**KELLEY DRYE & WARREN LLP**

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February 28, 2021  
Page 10

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Total this Invoice			\$27,292.00

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February 28, 2021  
Page 11

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	6.10	540.00	\$3,294.00
EP	Presbitero, Elizabeth	3.30	260.00	858.00
ERW	Wilson, Eric	13.50	975.00	13,162.50
JRA	Adams, Jason	1.90	855.00	1,624.50
MJM	McLoughlin, Maeghan J	7.50	840.00	6,300.00
MMV	Vicinanza, Marie M	1.90	320.00	608.00
RLL	LeHane, Robert L	1.70	850.00	1,445.00

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New York, NY 10178

February 28, 2021  
Invoice No. 2811950

028033 NPC International Committee  
0008 Avoidance Actions

**Account Summary And Remittance Form**

Legal Services:	\$4,510.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$4,510.50**

**Terms: Payment Due on or Before March 30, 2021**

**Please Return This Page With Your Payment**

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Matter 0008 Avoidance Actions

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/04/21	Emails with R. Newman (A&M) regarding PPP loan, claims.	ERW	0.40	\$390.00
01/07/21	Email to R. Newman (A&M) regarding PPP loan.	ERW	0.10	97.50
01/08/21	Emails with R. Newman (A&M) regarding PPP loan diligence.	ERW	0.20	195.00
01/13/21	Email from K. Domfeh (A&M) regarding PPP loan (.1); initial review of transaction documents (.5); forward to P. Weintraub (KDW) with instruction (.1).	ERW	0.70	682.50
01/14/21	Call with E. Wilson (KDW) regarding PPP loans (.2); initial review of PPP loan documentation in connection with avoidance analysis (.9).	PAW	1.10	704.00
01/14/21	Confer with P. Weintraub (KDW) regarding PPP loan (.2); continue review of PPP loan documents, correspondence (.8).	ERW	1.00	975.00
01/15/21	Preliminary review of materials related to PPP loan repayment in preparation for internal call on claim analysis.	JRA	0.70	598.50
01/15/21	Email correspondece regarding PPP loan with	MJM	0.50	420.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/21/21	P. Weintraub (KDW) (.2); brief review of background documents (.3). Continue review of PPP loan documentation (.5); call with A&M regarding repayment information (.2).	PAW	0.70	448.00
Total Services for this Matter:				4,510.50
Total this Invoice				\$4,510.50

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	2.40	975.00	\$2,340.00
JRA	Adams, Jason	0.70	855.00	598.50
MJM	McLoughlin, Maeghan J	0.50	840.00	420.00
PAW	Weintraub, Philip A	1.80	640.00	1,152.00

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Invoice No. 2811958

028033 NPC International Committee  
0009 Claims Administration, Analysis & Objection

**Account Summary And Remittance Form**

Legal Services:	\$41,193.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$41,193.50**

**Terms: Payment Due on or Before March 30, 2021**

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**BANK:** JP MORGAN CHASE, N.A.  
**ABA #:** 021-000-021  
**SWIFT CODE:** CHASUS33  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:**135-046110  
**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

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**KELLEY DRYE & WARREN LLP**

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Client 028033  
Matter 0009 Claims Administration, Analysis & Objection

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/01/21	Review further updated draft of UCC brief on driver class estimation (.4) and make final revisions to same (.4); email same to R. Slack, A. Suehnholz and K. Bostel (all WG) for review in advance of Monday's filing (.1).	JRA	0.90	\$769.50
01/01/21	Email to R. Slade (WG) regarding driver brief (.1); emails with J. Adams (KDW) and K. Bostel (WG) regarding settlement (.2); review revised drivers' class brief prior to filing (.8).	ERW	1.10	1072.50
01/03/21	Update from K. Bostel (WG) regarding driver class settlement (.1); review terms (.1).	JRA	0.20	171.00
01/04/21	Continue review McLane settlement agreement (.2), Koza declaration (.2).	ERW	0.40	390.00
01/06/21	Review of McLane summary and correspondence with C. Hickey, W. Smith (both KDW) regarding same.	JBS	0.30	243.00
01/07/21	Review (.3) and summarize (.1) Kenneth Hunsinger proofs of claim.	CP	0.40	216.00
01/08/21	Email with E. Wilson (KDW) regarding personal injury proofs of claim filed against Debtors.	CP	0.20	108.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/08/21	Emails with C. Postighone (KDW) regarding PI claims.	ERW	0.20	195.00
01/15/21	Review certificate of no objection regarding rejected contracts for committee member impact (.3); update lease chart regarding same (.3); review entered rejection order (.3).	CP	0.90	486.00
01/19/21	Conduct cursory review of claims register for open litigation claims.	CP	0.40	216.00
01/19/21	Initial review of claims register.	MJM	0.30	252.00
01/19/21	Emails with C. Postighone (KDW) and N. Hwang (WG) regarding claims.	ERW	0.20	195.00
01/20/21	Review C. Postighone (KDW) update regarding litigation claims identified on claims register (.1); preliminary review of claims register to assess scope of claims and devise preliminary plan on review (.5); conferences with E Wilson (KDW) (.3) and R. Newman (A&M) (.3) regarding communications with Alix on claims reconciliation process, next steps, and call next week to discuss same; outline GUC claims analysis plan (.6).	JRA	1.80	1539.00
01/20/21	Emails with R. Newman (AM) regarding claims reconciliation (.2); confer with J. Adams (KDW) regarding PI dispute resolution procedures (.3).	ERW	0.50	487.50
01/21/21	Review drafts of motion to extend removal deadline (.3); correspondence with M.	JRA	2.20	1881.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	McLoughlin (KDW) regarding sign off on same (.1); continue review of claims register related to litigation claims to assess extent of claims and potential need to implement ADR procedures (.4); review sample ADR procedures for discussion with team to implement (1.4).			
01/22/21	Participate on internal call with J. Adams, P. Weintraub and L. Schlusser (all KDW) regarding immediate tasks (.3); discuss with P. Weintraub (of KDW) regarding case strategy and steps (.2).	CC	0.50	227.50
01/22/21	Prepare for (.5) and conference with (.3) P. Weintraub and C. Choe (both KDW) regarding potential ADR procedures to address litigation claims; follow up conference with E. Wilson (KDW) on claims analysis process (.4).	JRA	1.20	1026.00
01/22/21	Review current claims register (.5) review sample claim objections (.4); begin identifying objectionable claims (.6).	MJM	1.50	1260.00
01/22/21	Review precedent forms for claims objection (.3), supporting declarations (.3), schedules (.6) and claims worksheets (.4); forward to KDW team with instruction (.1); confer with J. Adams (KDW) regarding ADR, claims reconciliation (.4); continue review of claims register, litigation claims (.8); instruction to C.	ERW	3.00	2925.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/22/21	Postighone (KDW) (.1). Call with J. Adams (KDW) regarding preparation of alternative dispute resolution procedures (.3); review forms of ADR procedures utilized in recent cases in preparation for drafting new ADR procedures (2.2).	PAW	2.50	1600.00
01/25/21	Review ADR procedures motion (.3); review relevant trust transition documents (.3); confer with P. Weintraub regarding same (.2); review all claims documents (.3).	CC	1.10	500.50
01/25/21	Review and sort duplicate claims (.8), late-filed claims (.7); PI claims (.5); amended claims (.6), lender (.3), and driver class (.3) claims.	MJM	3.20	2688.00
01/25/21	Emails to C. Postighone (KDW) regarding claims reconciliation.	ERW	0.20	195.00
01/25/21	Continue review and analysis of ADR precedent (2.9); begin draft alternative dispute resolution procedures (3.9).	PAW	6.80	4352.00
01/27/21	Follow up with C. Postighone (KDW) regarding personal injury claims.	MJM	0.20	168.00
01/27/21	Begin review of P. Weintraub (KDW) updated draft of ADR procedures (.8); review comparable procedures in similar cases (.5); begin comments to streamline procedures (1.9); outline discussion for call with Weil and tomorrow's confirmation hearing (.9).	JRA	4.10	3505.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/27/21	Emails to C. Postighone (KDW) regarding litigation, PI claims.	ERW	0.20	195.00
01/28/21	Continue analysis of form ADR procedures (1.6); conference with E. Wilson (KDW) regarding same (.2).	JRA	1.80	1539.00
01/28/21	Review draft ADR procedures regarding confirmation objections (.4); outline proposed procedures (.3); emails with E. Wilson (KDW) on next steps for litigation claims review (.1).	MJM	0.80	672.00
01/28/21	Confer with J. Adams (KDW) regarding claims reconciliation (.2); instruction to E. Peral, M. McLoughlin and C. Postighone (all of KDW) regarding PI claims review (.2).	ERW	0.40	390.00
01/28/21	Draft open litigation claims tracking chart and begin review of claims (1.7); assemble documents regarding and draft summaries of claims and plan objections of Roe (.9), Garrison (.9), and Hunsinger (.9).	CP	4.40	2376.00
01/29/21	Initial review of Matter of Edgeworth (.3) and its progeny (.7) regarding ADR procedures; research direct vs non-direct action states and nuances (.3) review outline of draft ADR procedures (.3).	MJM	1.60	1344.00
01/29/21	Continue analysis of draft ADR procedures and potential modifications to address case nuances, including comparison to alternative structures (1.3); begin analysis of relevant 5th	JRA	1.80	1539.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	circuit case law on PI claims and right to insurance litigation, including Edgeworth (.4); instructions to M. McLoughlin (KDW) regarding follow up on same (.1).			
01/29/21	Review Parker decision regarding PI claims (.4); review latest ADR procedures (.6).	ERW	1.00	975.00
01/30/21	Continue analysis of Edgeworth and progeny (.8); research regarding impact of injunction on pursuit of claims (.4), analysis of whether proceeds are property of estate (.5), impact of SIR and deductibles and potential coverage issues (1.7), and impact of direct action vs. indirect action states and state of the law regarding same (.6); outline next steps in analysis in preparation for devising updated procedures (.5).	JRA	4.50	3847.50
01/30/21	Emails to M. McLoughlin, C. Postighone and E. Peral (all of KDW) regarding claims review (.3); emails to M. McLoughlin and J. Adams (both of KDW) regarding Edgeworth (.3); initial review of same (.4).	ERW	1.00	975.00
01/30/21	Follow up emails with E. Wilson (KDW) regarding claims review (.2) and impact of PI decisions (.2); review status of litigation claims tracker (.2). and open claims chart (.2).	MJM	0.80	672.00
Total Services for this Matter:				41,193.50
Total this Invoice				\$41,193.50

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	1.60	455.00	\$728.00
CP	Postighone, Cassandra	6.30	540.00	3,402.00
ERW	Wilson, Eric	8.20	975.00	7,995.00
JBS	Saylor, James B	0.30	810.00	243.00
JRA	Adams, Jason	18.50	855.00	15,817.50
MJM	McLoughlin, Maeghan J	8.40	840.00	7,056.00
PAW	Weintraub, Philip A	9.30	640.00	5,952.00

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ACCOUNT #:135-046110  
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New York, NY 10178

February 28, 2021  
Invoice No. 2811954

028033 NPC International Committee  
0010 Disclosure Statement/Plan Issues

**Account Summary And Remittance Form**

Legal Services:	\$423,665.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$423,665.50**

**Terms: Payment Due on or Before March 30, 2021**

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**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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Client 028033  
Matter 0010 Disclosure Statement/Plan Issues

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/01/21	Conference with E. Wilson (KDW) and R. Newman (A&M) regarding settlement status (.3); follow up conferences (2x) with E. Wilson (KDW) regarding same (.4); further email correspondence with E. Wilson (KDW) and R. Newman (A&M) regarding ad hoc group settlement responses (.2); preliminary review of initial draft of confirmation objection from M. McLoughlin (3.3).	JRA	4.20	\$3591.00
01/01/21	Outline (.8) and draft preliminary statement (2.3); further revise plan objection (.9); conduct additional research on fair and equitable standard (1.4) and additional 1129 issues (2.3).	MJM	7.70	6468.00
01/01/21	Conference call (.3) and emails (.6) with J. Adams (KDW), D. Miller and R. Newman (both of AM) regarding settlement; review further revised Fischhoff declaration (.8); cross-reference Koza (.4) and Brown (.4) declarations; email from W. Smith (KDW) regarding same (.1); conference calls (2x) with J. Adams (KDW) regarding settlement (.4);	ERW	5.00	4875.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	emails with W. Smith (KDW) and L. Alexander (WG) regarding depositions (.2); email from D. Miller and J. Fischhoff (both of AM) regarding further revised declaration (.1); review same (.6); instruction to W. Smith (KDW) (.1); email from M. McLoughlin (KDW) regarding disclosure statement transcript (.1); review same (.3); review and comment on settlement confirmation email (.2); email to M. Cohen (GD), K. Bostel (WG) regarding same (.2); emails with R. Newman, et al. (AM) regarding same and lease valuation (.2).			
01/02/21	Discuss plan objection with E. Wilson and J. Adams (both KDW) (.3); update same (.3); call with E. Wilson, J. Adams, and A&M team to discuss settlement update (.6); draft settlement email (.5); review Texas taxing authority confirmation objection (.2).	MJM	1.90	1596.00
01/02/21	Conference with E. Wilson and M. McLoughlin (both KDW) regarding settlement status and revised proposal (.3); follow up call with E. Wilson and M. McLoughlin (both KDW) and R. Newman and D. Miller (both A&M) regarding same (.6); review draft settlement email (.1); follow up conference with E. Wilson (KDW) regarding same and	JRA	3.90	3334.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/02/21	settlement (.2); follow up conference with E. Wilson (KDW) regarding call with M. Cohen (GD) on settlement (.4); review updated Fischhoff report (.8) and begin preparing comments to same (1.5). Conference call with J. Adams, et al. (KDW) regarding settlement, confirmation (.3); follow up call with J. Adams and M. McLoughlin (both of KDW) and A&M regarding same (.6); further follow up call with J. Adams (KDW) (.2); emails with W. Smith (KDW) regarding depositions (.1); confer with M. Cohen (GD) regarding settlement (.4); follow up call with J. Adams (KDW) regarding same (.4); email to C. Hickey (KDW) regarding legal research (.1); begin review and analysis of confirmation objection (1.1); cross-reference plan documents (.7).	ERW	3.90	3802.50
01/03/21	Conference with E. Wilson (KDW) regarding settlement (.3); review M. Cohen (GD) settlement email (.2); follow up conference with E. Wilson and M. McLoughlin (both KDW) regarding same (.3); review relevant plan terms related to retained causes of action (.2); email correspondence with R. Newman (A&M) regarding same (.4); follow up correspondence from K. Bostel (WG) regarding	JRA	1.80	1539.00

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Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/03/21	confirmation of debtor agreement toll settlement (.1); email correspondence with E. Wilson and B. Feder (both KDW) on 2L lenders and intercreditor arrangement (.3). Revise plan objection (.9); review correspondence from M. Cohen (GD) and K. Bostel (WG) regarding settlement (.2); call with E. Wilson and J. Adams (all KDW) regarding settlement (.3); review release provisions (.5) and related documents (.6); review intercreditor agreement (.3) and B. Feder (KDW) analysis of same (.2).	MJM	3.00	2520.00
01/03/21	Confer with M. Cohen (GCD) (.3), J. Adams and M. McLoughlin (both of KDW) (.3) regarding settlement; review revised Newman declaration (.6); extensive emails with W. Smith (KDW) regarding same (.2); review of plan regarding releases, retained claims (.6); emails with M. Cohen (GD), K. Bostel (WG), J. Adams, et al. (KDW) and R. Newman (AM) regarding settlement (1.1); confer with J. Adams (KDW) regarding settlement (.3).	ERW	3.40	3315.00
01/03/21	Review article regarding gifting plans (.4); email communications regarding same (.2).	BDF	0.60	498.00
01/04/21	Review gifting article (.5) and cases cited in support of same (.6).	MJM	1.10	924.00
01/04/21	Outline necessary plan changes to incorporate	JRA	1.20	1026.00

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01/04/21	UCC resolution (.3); follow up correspondence with R. Newman (A&M) regarding potential retained causes of action for GUC trust and details on potential preference litigation (.3); follow up correspondence with E. Wilson and B. Feder (both KDW) on 2L intercreditor and waterfall issues (.2) and begin review of legal analysis on same (.4).	BDF	2.20	1826.00
01/04/21	Confer with E. Wilson regarding potential plan issues in connection with settlement (.4); continued review articles regarding gifting plans (.7); analysis of issues regarding same (.5); draft summary email regarding same (.6). Email from S. Fischhoff (AM) regarding expert rebuttal report (.1); emails with M. McLoughlin and B. Feder (both of KDW) regarding settlement, collateral carve-out (.5); confer with B. Feder (KDW) regarding same(.4); read and analyze ██████ article from B. Feder (KDW) (.4); emails with B. Feder (KDW) regarding same (.2); email from A. Berk (MB) regarding PHFA vote, plan (.1); instruction to M. McLoughlin (KDW) (.1).	ERW	1.80	1755.00
01/05/21	Review status of ██████ research (.2); draft case background and research questions (.3); call with B. Feder and E. Peral (both KDW) regarding challenges to settlement (.3); follow	MJM	1.70	1428.00

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01/05/21	up emails regarding same and intercreditor provisions (.3); review prior GUC trust agreements (.3) begin outlining terms of NPC GUC trust agreement (.3). Review M. McLoughlin (KDW) case summary (.2); forward case materials to E. Peral (KDW) (.1); email to B. Feder (KDW) regarding intercreditor agreement (.1); review summary of select provisions (.2); cross-reference intercreditor (.4); outline issue for tomorrow's call with M. Brod (MT) (.3); emails to B. Feder and E. Peral (both of KDW) regarding ██████████ (██████████) (.3); review and analyze ABI materials (.9); outline regarding same (.7); call (.3) and emails (.2) with K. Bostel (WG) regarding settlement, 2L inquiry (.5); emails with M. Brod (MT) regarding settlement (.2); review wind down and budget (.3); begin review of trust (debtor) agreement (1.1) and precedent for GUC trust (.5).	ERW	6.30	6142.50
01/05/21	Confer with M. McLoughlin and E. Peral regarding ██████████ intercreditor agreement (.3); analysis of issues regarding same (.6)	BDF	0.90	747.00
01/05/21	Call with Ben F. and M. McLoughlin (both KDW) regarding case overview and recent settlement (.3); commence research project on gifting doctrine and absolute priority rule (6.1).	EAP	6.40	4640.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/06/21	Call with KDW team to discuss tasks for confirmation (.6); follow-up call with J. Saylor (KDW) (.3) and J. Saylor and M. McLoughlin (both KDW) re same (.2); call with J. Adams (KDW) to discuss confirmation brief (.2).	WMS	1.30	936.00
01/06/21	Attend KDW internal working group call.	JLN	0.60	411.00
01/06/21	Call with B. Feder, E. Wilson, M. McLoughlin, J. Adams, and litigation associates (all of KDW) regarding terms of settlements, general status of case research projects, and other plan issues (.6); continue research project on gifting doctrine (6.7); prepare memo to team regarding outcome of research (1.8).	EAP	9.10	6597.50
01/06/21	Participate in weekly conference with internal KDW team.	CP	0.60	324.00
01/06/21	Participate in NPC team call.	CC	0.60	273.00
01/06/21	Participation in status call with KDW team (.6); read and analyze sample brief in support of confirmation (.9); review and analyze Intercreditor Agreement and related materials (1.8); identify and compile key provisions of Intercreditor Agreement (.9).	SFM	4.20	2520.00
01/06/21	Call with E. Wilson, J. Adams, M. McLoughlin, W. Smith, B Feder, and other team members (all KDW) regarding plan confirmation (.6); follow-up call with W. Smith (KDW) (.3); follow-up call with W. Smith and	JBS	1.20	972.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/06/21	<p>M. McLoughlin (KDW) (.2); follow-up call with W Smith (KDW) (.1). Prepare for internal group call on outstanding plan tasks (.3); conference with E. Wilson and M. McLoughlin (both KDW) in preparation for same (.5); participate in internal team call on tasks to incorporate plan settlement (.6); follow up conferences (2x) with E. Wilson (KDW) on same (.4); conference with E. Wilson and M. McLoughlin (both KDW) and M. Brod (MT) regarding plan settlement and 2L position regarding same (.3); follow up conference with E. Wilson (KDW) regarding same (.3); conference with E. Wilson (KDW) and K. Bostel and N. Hwangpo (both WG) regarding same and status call with court (.2); update conferences with R. Newman (A&amp;M) (2x) regarding same (.3); conference with W. Smith (KDW) regarding potential briefing on 2L lender objection (.2); conference with E. Wilson (KDW) regarding his call with Gibson Dunn on plan status (.6); analyze plan (.3), amended plan support agreement (.9), intercreditor agreement (.4); in connection with 2L lender issues on plan settlement; review case law research on [REDACTED] (2.6)</p>	JRA	7.90	6754.50

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01/06/21	Call with E. Wilson and J. Adams (both KDW) to prepare for call (.5) and call with KDW internal working group to discuss next steps, documentation, plan revisions (.6); follow up call with J. Saylor (KDW) (.3) and W. Smith and J. Saylor (both KDW) (.2) to discuss confirmation brief; review amended confirmation hearing notice (.2); begin outline of confirmation hearing brief ISO confirmation (.4); call with M. Brod (Milbank) and E. Wilson and J. Adams (both KDW) regarding settlement terms (.3); follow up with J. Adams (KDW) (.2).	MJM	2.70	2268.00
01/06/21	Participate alongside KDW bankruptcy and litigation teams regarding case status, settlement, and next steps.	KK	0.60	324.00
01/06/21	Participation in weekly KDW team call.	CRH	0.60	297.00
01/06/21	Strategy call with KDW team (.6); email communications regarding [REDACTED] (.2); analysis of issues regarding same (.3).	BDF	1.10	913.00
01/06/21	Emails to D. Kane (KDW) regarding GUC trust (.2); review precedent confirmation briefs (.7); forward to internal team (.1); review and analyze RSA (.8), intercreditor (.7) and plan (.6) regarding 2L objection; confer with J. Adams (KDW) regarding same (.2); conduct weekly KDW strategy call (.6); call with J.	ERW	7.00	6825.00

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01/06/21	Adams and M. McLoughlin (both of KDW) preparatory to weekly call (.5); follow up call with J. Adams (KDW) (.2); conference call with M. Brod (WG) and J. Adams (KDW) regarding settlement, next steps (.3); follow up with J. Adams (KDW) (.3); follow up with K. Bostel (WG) (.2); confer (.6) and email (.1) with M. Cohen (GD) regarding PPP loan, settlement; follow up call with J. Adams (KDW) (.6); notes to file regarding same (.3). KDW team internal call regarding case status and task list.	PAW	0.60	384.00
01/07/21	Review Hunsinger stipulation regarding voting (.2) and C. Postighone summary of same (.1); review Comcast plan objection (.2); review E. Peral (KDW) summary of [REDACTED] (.3) and J. Adams (KDW) outline of confirmation brief (.3).	MJM	1.10	924.00
01/07/21	Review and analyze research circulated by J. Adams (KDW) and related case law concerning potential arguments concerning plan confirmation (1.2); examine draft outline of core arguments for brief in support of plan confirmation (.2).	SFM	1.40	840.00
01/07/21	Review summary of [REDACTED] research from E. Peral (KDW) (.4) and follow up correspondence on further analysis for same	JRA	4.80	4104.00

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01/07/21	(.2); conferences (2x) with E. Wilson (KDW) regarding same and status of discussions with debtors and 2L lenders (.7); email correspondence with R. Newman (A&M) regarding settlement status (.2); continue analysis of amendment to PSA (.6), intercreditor agreement (1.2) and prepare outline for legal analysis on potential dispute with 2L lender group (1.3); review C. Postighone (KDW) summary of Hunsinger stipulation for voting issues and detail regarding underlying claims (.2). Confer (2x) with J. Adams (KDW) regarding settlement, 2Ls; (.7); conference calls with M. Cohen (GD) (.2), K. Bostel (WG) (.2) regarding same; email to J. Adams (KDW) regarding confirmation brief (.1); prepare notes from today's calls (.5); continue review of RSA (.6), intercreditor agreement (.8) regarding 2L objection; email to E. Peral (KDW) regarding case background (.1); emails to D. Kane (KDW) (.2) and N. Hwangpo (WG) (.1) regarding GUC trusts; continue review of debtor trust (.4), GUC trust precedent (.5); emails with J. Adams and E. Peral (both of KDW) regarding ██████ (.3); review and analyze research summary (.5); review select	ERW	7.70	7507.50

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	decisions: [REDACTED] (1.6); confer (.5) and emails (.2) with M. Brod (MG) regarding settlement; review C. Postighone (KDW) summary of Huntsinger stipulation (.1); email to J. Adams (KDW) regarding same (.1).			
01/07/21	Call with J. Adams (KDW) regarding trust subclass structures (.2); circulate appropriate precedent form (.1).	DPK	0.30	228.00
01/07/21	Review E. Peral (KDW) email regarding gifting plans (.3); analysis of issues regarding same (.3).	BDF	0.60	498.00
01/07/21	Review and analyze issues list for confirmation brief (.2); correspond with J. Adams (KDW) regarding same. (.1)	WMS	0.30	216.00
01/07/21	Continue research project on [REDACTED]	EAP	4.60	3335.00
01/07/21	Email (.1) with J. Adams (KDW) regarding drafting of trust agreement (.3).	CP	0.40	216.00
01/08/21	Call with M. McLoughlin, B. Feder, J. Adams, and E. Wilson, and litigation associates (all KDW) regarding various issues and research projects in connection with memo of law/reply in support of confirmation and concerning settlement with 1L lenders (.7); emails with C. Hickey regarding review of conformation	EAP	6.30	4567.50

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	pleadings and transcripts in Chesapeake case before Judge Jones (.3); continue research of [REDACTED] (5.3).			
01/08/21	Draft GUC trust agreement (4.6); review (.7) and summarize (.9) objections filed by the Texas Taxing Authorities, Comcast, and the Alabama Power Company.	CP	6.20	3348.00
01/08/21	Analyze outline of issues for plan confirmation (.6); conference call with Kelley Drye bankruptcy and litigation teams to discuss plan confirmation issues and next steps (.7); call with J. Saylor (KDW) regarding same (.4); analyze intercreditor agreement (.8); conference call with J. Adams, R. Mahat and M. Rao all of KDW concerning intercreditor agreement (.3).	LMD	2.80	2324.00
01/08/21	Further update outline for confirmation response to potential 2L objection in preparation for internal team call (.4); participate on internal call with bankruptcy and litigation team on same (.7); conference with R. Mahat, L. Downing and M. Rao (all KDW) regarding analysis of intercreditor (.3).	JRA	1.40	1197.00
01/08/21	Participation in plan confirmation status call with KDW team (.7); conduct initial research on intercreditor agreements and enforceability treatment in bankruptcy (2.8); draft email	SFM	4.60	2760.00

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	memo detailing findings of initial research on intercreditor agreements and enforceability treatment in bankruptcy (1.1).			
01/08/21	Call to transcriber and arrange to obtain transcripts of confirmation hearing.	MMV	0.20	64.00
01/08/21	Call with J. Adams (KDW), E. Wilson (KDW) and KDW team regarding opposition to potential 2L Lender Plan Objection (.7); follow-up call with R. Mahat (KDW), J. Adams (KDW), and L. Downing (KDW) re: intercreditor agreement (.2); review intercreditor agreement (.2).	MR	1.10	797.50
01/08/21	Calls and emails to arrange for transcripts from Chesapeake confirmation hearing to aid preparation for NPC confirmation hearing.	KSE	0.20	152.00
01/08/21	Emails with M. McLoughlin (KDW) regarding preparation of summary of trust agreement.	KK	0.20	108.00
01/08/21	Participate in KDW team call to discuss settlement and plan objections (.7); complete forms for transcript requests and correspond with team (.8); review relevant bankruptcy sections as indicated by E. Peral for review of transcripts (.7); review Chesapeake briefings and objections regarding classification issues (3.7).	CRH	5.90	2920.50
01/08/21	Prepare for (.1) and participate in call regarding plan issues, settlement challenge, research	MJM	1.50	1260.00

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	issues (.7); brief review of filed debtor liquidation trust (.3); review sample trust summary (.2); and follow up with C. Choe (KDW) to discuss review and summary of debtor trust provision (.2).			
01/08/21	Call with L. Downing (KDW) regarding plan confirmation brief.	JBS	0.40	324.00
01/08/21	Review and analyze J. Adams (KDW) outline of issues regarding 2L settlement challenge (.5); email to E. Peral (KDW) regarding same (.1); conference call with J. Adams (KDW) and internal KDW team regarding case status, next steps (.7); review and update task list preparatory to call (.3); review plan, schedules regarding GUC retained cause of action (.8); review debtor (.4) and AHG (.5) standing replies, Koza declaration, exhibits (.6) regarding 2L issues; emails to J. Adams (KDW) and N. Hwangpo (WG) regarding trust agreement (.2).	ERW	4.10	3997.50
01/08/21	Call with KDW team (.7); review of RSA & RSA amendments regarding rights of 2LS (2.4); analysis of issues regarding same (2.2); confer with P. Weintraub (KDW) regarding same (.3).	BDF	5.60	4648.00
01/08/21	KDW team call regarding plan confirmation status and task list (.7); call with B. Feder	PAW	1.00	640.00

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01/08/21	regarding plan confirmation research (.3). Review intercreditor agreement (1.4); call with KDW attorneys regarding same (.3).	RM	1.70	1453.50
01/09/21	Emails with A. Hwang (WG) regarding amended plan (.2); review (3.4) and comment (2.9) on second amended plan; draft issues list (1.4); emails with J. Adams (KDW) regarding plan issues (.2).	MJM	8.10	6804.00
01/09/21	Review revised draft of plan from Weil to incorporate modifications to implement UCC and driver class settlements (2.8); begin preparing marked comments to same for discussion with M. McLoughlin (KDW) (3.4).	JRA	6.20	5301.00
01/09/21	Emails to M. McLoughlin and C. Choe (both of KDW) regarding debtor trust (.2); review for record retention provisions (.2); emails to C. Postighone (KDW) regarding plan objections/cure (.2); email from S. McLernon (KDW) regarding research regarding intercreditor agreement (.1); review and analyze same (.3); outline brief in support of confirmation (.5); continue to review precedent (.4).	ERW	1.90	1852.50
01/10/21	Conference with M. McLoughlin (KDW) regarding amended plan comments (1.4); correspondence with D. Kane (KDW) regarding review of trust provisions relating to	JRA	4.90	4189.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/10/21	same (.2); confer with D. Kane (KDW) regarding review of plan trust provisions and trust agreement (.3); analyze updated draft of plan with comments incorporated from both M. McLoughlin and D. Kane (both KDW) (2.1); revise same (.6); email to M. McLoughlin and D. Kane (both KDW) regarding additional changes prior to circulation to debtors (.3). Prepare for (.2) and call with J. Adams (KDW) to discuss plan revisions (1.4); incorporate J. Adams (KDW) comments to plan (2.2); further markup plan with additional comments (1.8); emails with D. Kane (KDW) regarding plan trust provisions (.2); call with D. Kane (KDW) to discuss GUC trust provisions (.5); draft email to Weil explaining plan comments (.3); revise, finalize draft of second amended plan (.7).	MJM	7.30	6132.00
01/10/21	Continue review of revised plan (.7); email to A. Hwangpo (WG) regarding same (.1); review J. Adams and M. McLoughlin (both of KDW) proposed revisions to plan (1.2); email from C. Postighone (KDW) regarding revised trust agreement (.1); review same (.6).	ERW	2.70	2632.50
01/10/21	Review Plan with a focus on GUC trust provisions (2.1); comment on plan accordingly (.8); call with J. Adams (KDW) to go over	DPK	3.70	2812.00

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01/10/21	updated Plan issues (.3); call with M. McLoughlin regarding various drafting issues in Plan (.5). Research regarding enforceability of restructuring support agreements and section 1123(a)(4) case law in connection with confirmation (3.5); email summary to B. Feder (KDW) regarding same (.8).	PAW	4.30	2752.00
01/11/21	Begin drafting case briefs on cases uncovered during research on intercreditor agreements and enforceability treatment in bankruptcy.	SFM	2.80	1680.00
01/11/21	Emails with C. Choe (KDW) regarding review of debtor trust agreement (.2) and brief review of same (.2); follow up with D. Kane (KDW) on plan trust provisions (.1); call with J. Adams (KDW) to discuss plan revisions (.2); call with D. Kane to discuss plan provisions (.2) and further emails on disputed claims (.2); calls (3x) with A. Hwang (WG) to discuss further plan revisions (.3); review debtors revised draft of plan (1.9) and markup same (1.3); emails with J. Adams (KDW) with open issues (.2); review incremental plan redline (.3) and compare to plan supplement (.3); draft list of remaining issues (.3) and email with A. Hwang (WG) regarding same (.2); call with D. Kane (KDW) regarding plan distributions (.4).	MJM	6.30	5292.00

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01/11/21	Further review of plan revisions in preparation for call with debtors (.6); correspondence with D. Kane (KDW) on status of trust agreement revisions (.2); review (.5) and analyze (.6) further revised draft of plan, including additional tax provisions not previously included; correspondence with M. McLoughlin and D. Kane (both KDW) regarding same (.3); update from M. McLoughlin (KDW) on further revisions to come from Weil on retained causes of action (.2); review M. McLoughlin (KDW) comments to updated plan draft (.3); review additional revisions from A. Hwang (WG) (.3) and follow up email to A. Hwang (WG) regarding driver class revisions (.2); review further updated version of plan from Weil, with focus on revisions addressing trust tax structure (.2) and follow up correspondence with D. Kane and M. McLoughlin (both KDW) regarding same (.2).	JRA	3.60	3078.00
01/11/21	Review email from M. McLoughlin (of KDW) about task, debtor trust (.1); review NPC Plan (.8) and Trust Agreement (1.7); create trustee duties chart (3.1); review and edit chart (.2); email to M. McLoughlin (KDW) of same (.1).	CC	6.00	2730.00
01/11/21	Continue review of Intercreditor Agreement.	RM	0.90	769.50
01/11/21	Review plan revisions (.4); analysis of issues	BDF	1.40	1162.00

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01/11/21	regarding same (.4); review email from P. Weintraub regarding 1123(a)(4) issues (.2); analysis of issues regarding same (.4). Calls with M. McLoughlin (KDW) regarding Debtor reaction to our proposed Plan revisions (.2) and distributions (.4); review updated Plan received from Weil this evening (.2); provide comments on provisions affecting the post-confirmation trust (.3).	DPK	1.10	836.00
01/11/21	Review intercreditor research (.6); email to B. Feder regarding same (.1); emails from M. McLoughlin (KDW) and N. Hwangpo (WG) regarding further revised plan documents, retained claims (.3); review same (.6).	ERW	1.60	1560.00
01/11/21	Research regarding section 1123(a)(4) case law in connection with confirmation (1.9); email B. Feder (KDW) regarding same (.6).	PAW	2.50	1600.00
01/11/21	Review internal emails regarding Chesapeake Energy confirmation hearing transcript orders (.2); call the transcription company for status and receipts (.2).	EP	0.30	78.00
01/11/21	Review revised draft second amended plan (1.8); revise and update draft trust agreement to be consistent with same (4.3).	CP	6.10	3294.00
01/11/21	Continue research project on ██████████ (1.7); review plan and plan-related documents (.4).	EAP	2.10	1522.50
01/12/21	Call with M. McLoughlin, J. Adam, E. Wilson	EAP	7.20	5220.00

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	and B. Feder (all of KDW) and litigation associates (all KDW) regarding preparation of confirmation brief/reply brief and corresponding research issues (.6); prepare insert to brief addressing gift doctrine (2.8), unfair discrimination (2.1) and separate classification of non-lender GUCs and 2Ls (1.7).			
01/12/21	Review and further revise draft trust agreement.	CP	1.30	702.00
01/12/21	Review A. Hwang's further revised plan draft (.3); draft email to J. Adams (KDW) with comments and proposed changes (.3); call with J. Adams (.3) to discuss same (.3); revise plan (.4) draft issues list for debtors (.3); call with A. Hwang (WG) to discuss plan update (.1); send E. Wilson, J. Adams (both KDW) a plan update (.2); call with D. Kane (KDW) to discuss trust changes (.3); call with KDW internal working group to discuss research projects and statement ISO confirmation (.6).	MJM	3.10	2604.00
01/12/21	Further analysis of revised draft of plan from Weil (.4); conference with M. McLoughlin (KDW) regarding same (.3); review M. McLoughlin (KDW) proposed revisions to plan turn prior to sending to Weil (.3); update from M. McLoughlin (KDW) regarding status of plan turn and open issues from Weil (.2);	JRA	3.20	2736.00

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01/12/21	review S. McLernon (KDW) research on enforceability of intercreditor with respect to 2L lenders (.5); prepare notes for team call on brief in support of plan and to respond to potential 2L objection (.7); conference with bankruptcy and litigation teams same, underlying analysis, research and drafting (.6); conference with D. Kane (KDW) regarding trust terms (.2).	SFM	5.10	3060.00
01/12/21	Finalize and circulate case briefs on cases uncovered during research on issues related to plan confirmation (.4); identify and compile key documents related to plan confirmation (.4); participation in plan confirmation strategy call with KDW team (.6); call with M. Rao regarding case research and drafting portions of opposition to potential 2L Lender Plan objection (.2); conduct research on enforceability of intercreditor agreement provisions limiting subordinated lender rights (2.6); begin drafting sub-section of potential 2L Lender Plan objection (.9).	MR	1.00	725.00
01/12/21	Conference with J. Adams (KDW), E. Wilson (KDW) and KDW team regarding opposition to potential 2L Lender Plan Objection (.6); call with L. Downing regarding arguments on intercreditor agreement (.2); call with S.			

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/12/21	McLernon (KDW) regarding case research and drafting portions of opposition to potential 2L Lender Plan objection (.2).			
01/12/21	Conference call with KDW attorneys to discuss intercreditor, RSU and potential 2L challenges (.6); review intercreditor (.3).	RM	0.90	769.50
01/12/21	Call with KDW team to discuss outstanding assignments (.6); continue review of Chesapeake transcripts for horizontal gifting issues (2.5).	CRH	3.10	1534.50
01/12/21	Analyze plan documents relating to plan confirmation objection (1.6); conference call with KDW team regarding plan confirmation issues and submission (.9).	LMD	2.50	2075.00
01/12/21	Conference call with KDW team (.6); calls with P. Weintraub regarding RSA enforceability (.4); analysis of issues regarding same (.7).	BDF	1.70	1411.00
01/12/21	Call with C. Postighone (KDW) regarding Trust Agreement definitions and latest turn of Plan (.2); review updated Plan provisions circulated by M. McLoughlin (.1); calls with J. Adams (KDW) (.2) and M. McLoughlin (KDW) (.3) regarding Trust Agreement issues; revise Trust Agreement (4.3).	DPK	5.10	3876.00
01/12/21	Emails from A. Hwangpo (WG), M. McLoughlin, J. Adams and D. Kane (all of	ERW	3.40	3315.00

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01/12/21	KDW) regarding plan revisions, driver class, litigation and cure (.8); review various iterations of further revised plan (1.6); review outline response to 2L objection preparatory to today's call (.4); call with J. Adams, et al. (KDW) regarding same, research (.6). Call with J. Adams (KDW), E. Wilson (KDW), M. McLoughlin (KDW), E. Peral (KDW) and B. Feder (KDW) regarding argument in support of confirmation (.6); draft argument in support of confirmation related to RSA and section 1123(a)(4) (1.0); additional research related to same (.8); calls with B. Feder (KDW) regarding RSA and argument in support of confirmation (.4); read RSA and amendment (1.5).	PAW	4.30	2752.00
01/13/21	Continue conducting research on enforceability of intercreditor agreement provisions limiting subordinated lender rights (2.9); continue drafting sub-section of response to potential 2L Lender Plan objection on issue of enforceability of intercreditor agreement provisions limiting subordinated lender rights and applicability to intercreditor agreement (3.2).	SFM	6.10	3660.00
01/13/21	Outline statement in support of plan (1.1); begin draft of same (3.8); review debtor comments to further revised plan (.3) and revise same (.3); follow up with E. Wilson and	MJM	7.70	6468.00

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01/13/21	J. Adams (both KDW) regarding same (.2); review revised debtor trust agreement (.5); email E. Wilson and C. Choe (both KDW) with comments (.2); review crossholder list (.2); emails with A. Hwang (WG) to discuss plan comments (.2); review case briefs and summary of law on enforcing IC agreements (.3) and outline response to same (.3); review further revised draft of GUC trust agreement (.3). Conference with E. Wilson (KDW) regarding status on plan, plan documents, and confirmation (.7); review draft of GUC trust agreement from D. Kane (KDW) (1.3); conference with D. Kane (KDW) regarding questions on same (.6); revise same (2.4); email correspondence with R. Newman (A&M) on plan status (.2); email correspondence with M. McLoughlin and E. Wilson (both KDW) regarding review of debtor trust agreement (.2); review list of cross-holder lenders from debtors (.2); review further revisions to plan from A. Hwang (WG) (.3) and additional comments from M. McLoughlin (KDW) (.1); follow up correspondence with M. McLoughlin and D. Kane (both KDW) on revised drafts of plan and trust agreement (.2).	JRA	6.20	5301.00
01/13/21	Review legal research circulated by S.	MR	6.60	4785.00

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01/13/21	<p>McLernon (KDW) regarding enforceability of intercreditor agreement (1.3); review intercreditor agreement (.8); perform legal research regarding waterfall provision in intercreditor agreement (1.2); draft portion of briefing on potential 2L Plan objection (3.3). Confer (.2) and emails (.2) with D. Kane (KDW) regarding trust agreement; confer with J. Adams (KDW) regarding plan, trust, next steps (.7); review further revised trust agreement (.6) and plan (.6); email from S. McLernon (KDW) regarding intercreditor agreement (.2); review case summaries, El Paso, La Paloma and Urban (.6); read El Paso (.5), cross-reference agreement (.3); review forbearance agreement (.2); email to C. Postighone (KDW) regarding revisions to trust agreement (.1); emails to M. McLoughlin (KDW) regarding gifting (.1); begin review legal precedent in similar matter (.7); email from A. Hwang (WG) regarding further revised plan documents, cross over holders (.1); review cross-over holders list (.2); emails to J. Adams and D. Kane (both of KDW) regarding trust agreement (.2); email from M. McLoughlin (KDW) regarding revised documents, cure payments (.1); review debtor trust agreement</p>	ERW	6.20	6045.00

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01/13/21	regarding books and records, driver class distributions (.3); email to M. McLoughlin (KDW) regarding same (.1); emails with J. Adams (KDW) and R. Newman (AM) regarding settlement (.2). Review draft section of objection reply regarding RSA (.5); draft revisions to same (.4).	BDF	0.90	747.00
01/13/21	Call with J. Adams (KDW) regarding comments to Trust agreement and questions regarding various provisions (.6); review updated Trust agreement (.3); correspondence with M. McLoughlin (KDW) regarding same (.1).	DPK	1.00	760.00
01/13/21	Draft argument in support of confirmation related to RSA and section 1123(a)(4) (3.5); additional research related to same (.6).	PAW	4.10	2624.00
01/13/21	Continue research of unfair discrimination (2.5) and separate classification case law in 5th Cir. (3.3); continue to draft and revise insert to reply brief addressing ██████████, unfair discrimination and desperate classification of GUCs (3.4).	EAP	9.20	6670.00
01/13/21	Review and revise trust agreement to reflect latest draft of amended plan (3.5); email with E. Wilson (KDW) regarding same (.2).	CP	3.70	1998.00
01/14/21	Review M. McLoughlin (of KDW) email and	CC	0.50	227.50

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01/14/21	<p>suggestions to NPC Debtor Trust memo (.1); review redline trust agreement (.2); update trust memo to reflect same (.2).</p> <p>Conference with M. McLoughlin (KDW) regarding update on call with A. Hwang (WG) on plan and confirmation status (.2); review analysis from L. Downing (KDW) on application of intercreditor provisions and case law with respect to potential 2L objection to plan treatment (.6); prepare notes for follow up and incorporation into plan brief (.5); review E. Peral (KDW) analysis of [REDACTED] (8); review briefing in J Crew regarding same (.3); prepare notes on same for incorporation into plan brief (.5); review C. Choe (KDW) summary of debtor trust agreement (.3); review select provisions of same (.5) and provide comments to same (.4); review B. Feder (KDW) analysis regarding RSA and enforcement in connection with potential 2L lender objection (.6).</p>	JRA	4.70	4018.50
01/14/21	<p>Call with A Hwang (WG) regarding plan changes (.2); follow up with J. Adams (KDW) (.1); review revised confirmation timeline (.1); review debtor liquidation trust agreement (.7) and incorporate J. Adams (KDW) revisions (.3); review research on enforcement of</p>	MJM	4.50	3780.00

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01/14/21	intercreditor (.6); and RSA (.7) provisions; draft follow up questions regarding same (.5); analyze law on gifting (.8) and begin review of relevant case law (.5).			
01/14/21	Revise draft of argument that the intercreditor agreement precludes Second Lien Lender's objections to plan confirmation.	LMD	2.30	1909.00
01/14/21	Continue to draft (4.2) and review (2.0) section of objection reply related to RSA; confer with P. Weintraub (KDW) regarding same (.2).	BDF	6.40	5312.00
01/14/21	Call with B. Feder (KDW) regarding revisions to RSA and 1123(a)(4) argument in support of confirmation (.2); review revisions to draft argument in support of confirmation (.5).	PAW	0.70	448.00
01/14/21	Continue review and analysis of [REDACTED] from [REDACTED] (.7); review select decisions (.5); review further revised trust agreement (.5); email to M. McLoughlin and C. Postighone (both of KDW) regarding same (.1); email to E. Peral (KDW) regarding plan research, classifications (.1); initial review of brief insert regarding same (.4); email from C. Choe (KDW) regarding debtor trust summary (.1); review same (.4); emails with J. Adams, et al. (KDW) regarding confirmation brief (.3); review M. McLoughlin (KDW) further revisions to plan (.5); cross-reference trust	ERW	5.50	5362.50

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01/15/21	documents (.4); email from A. Hwang (WG) regarding revised sale, confirmation timeline (.1); review same regarding PH resolution/non resolution (.2); cross-reference existing timeline (.2); email from L. Downing (KDW) regarding enforceability of intercreditor (.1); review insert to confirmation brief regarding same (.5); cross-reference intercreditor (.4). Review relevant [REDACTED] case law (.9); review (.6) and comment on (.4) further revised draft of plan from Weil; compare to sale orders (.3); follow up emails with A. Hwang (WG) regarding changes (.2); summarize changes for E. Wilson and J. Adams (both KDW) (.2); follow up call with J. Adams (KDW) (.2); review further revised Article VIII assumption/rejection provisions (.3).	MJM	3.10	2604.00
01/15/21	Examine docket to identify potentially relevant recent filings (.3); read and analyze recent filing objecting to confirmation of plan (.3).	SFM	0.60	360.00
01/15/21	Review M. McLoughlin (KDW) summary of further revisions to plan from debtors (.2); review underlying changes (.2).	JRA	0.40	342.00
01/15/21	Coordinate with M. McLoughlin (KDW) to assemble materials and form documents for GUC trustee transition.	KK	0.20	108.00
01/15/21	Emails to M. McLoughlin (KDW) regarding	ERW	3.70	3607.50

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	debtor trust (.1); review and analyze B. Feder (KDW) draft inserts to confirmation brief regarding 2Ls and RSA (.7), settlement (.9), ██████████ ██████████ (.8); emails to M. McLoughlin (KDW) regarding same (.2); review and analyze J. Adam's revisions to debtor trust (.5); cross-reference GUC trust (.4); email to J. Miles (KDW) (.1).			
01/16/21	Review further revised plan (.4); emails to M. McLoughlin (KDW) and A. Hwang (WG) regarding same (.2), plan documents (.1); review revised plan (.5).	ERW	1.20	1170.00
01/18/21	Analyze further revisions to plan from debtors and purchasers (.7); conference with J. Miles (KDW) regarding trust agreement provisions (.1).	JRA	0.80	684.00
01/18/21	Review further amended plan (.5); comment on same (.2); email J. Adams (KDW) with additional comments (.2); follow up with A. Hwang (WG) on assumption/rejection provisions (.2).	MJM	1.10	924.00
01/18/21	Review transcripts of confirmation hearing in Chesapeake case pending before Judge Jones.	EAP	0.80	580.00
01/19/21	Call with M. McLoughlin, J. Adams, E. Wilson, B. Feder and litigation associates (all KDW) regarding status of plan process and preparation of confirmation brief/reply.	EAP	0.30	217.50

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01/19/21	Brief review of debtors' revisions to debtor trust agreement (.2) and GUC trust agreement (.3); review filed plan (.2) and redline from previous filed plan (.2); follow up with A. Hwang (WG) regarding same and plan supplement (.1); review filed draft of plan supplement (.2) and Jem (.2) and Ripe (.2) objections to plan confirmation; revise GUC trust agreement (.5).	MJM	2.10	1764.00
01/19/21	Review Weil comments to GUC trust agreement (.8); conference with D. Kane (KDW) regarding same (.5); review revisions to debtor trust agreement from Weil (.2); provide comments to same (.2); revise GUC Trust settlement agreement to incorporate acceptable comments from Weil (3.2); review M. McLoughlin (KDW) (.2) and D. Kane (KDW) additional (.3) revisions prior to circulation to Weil; further revise same prior to circulation (.3).	JRA	5.70	4873.50
01/19/21	Review updated Plan (.1), review updated GUC trust agreement (.6); call with J. Adams (KDW) regarding debtors' comments to GUC trust agreement (.5); revise updated trust agreement (.4); email J. Adams (KDW) regarding same (.2).	DPK	1.80	1368.00
01/19/21	Emails with M. McLoughlin (KDW) and A.	ERW	4.30	4192.50

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	Hwang (WG) regarding same, causes of action (.2); email from J. Adams (KDW), A. Hwang and M. Chenkin (both of WG) regarding further revised plan documents, plan and trust (.3); review revised plan (.8) and trust (1.1); cross-reference debtor trust (.5); emails with K. Bostel and N. Hwang (both of WG) regarding post confirmation, disposition of contracts, settlement (.1); review precedent, Gunter, JCP, Waltrath post-confirmation regarding contract disposition (1.1); emails to M. McLoughlin (KDW) regarding same (.2).			
01/20/21	Examine recently-filed second amended joint chapter 11 plan of NPC International, Inc. and its affiliated debtors to determine relevant changes in advance of confirmation hearing.	SFM	0.90	540.00
01/20/21	Email correspondence with M. Chenkin (WG) regarding revised GUC trust agreement provisions (.2); review agreement with respect to representations as to securities (.2); review redlined comments to GUC trust agreement from M. Chenkin (WG) (.1); conference with D. Kane (KDW) regarding same (.2); responsive email to M. Chenkin (WG) regarding further revised language (.1); review revised draft of schedule of retained causes of action from debtors (.3) and proposed revisions	JRA	2.30	1966.50

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01/20/21	from M. McLoughlin (KDW) (.2); conference (.2) and follow up correspondence (.3) with M. McLoughlin (KDW) regarding further revisions to same; correspondence from N. Hwangpo (WG) regarding same (.1); review final changes from M. Chenkin (WG) to GUC trust agreement (.1) and debtor trust agreement (.2); review wind down budget variance report (.1). Review updated retained causes of action schedule (.4); compare to plan terms (.3); revise same (X3) (.7); call with J. Adams (KDW) to discuss same (.2); follow up emails with J. Adams (KDW) and N. Hwangpo (WG) regarding retained causes of action (.3); review final drafts of GUC Trust Agreement (.2) and LTA (.2); draft brief ISO confirmation (3.1); analyze wind down budget variance (.2).	MJM	5.60	4704.00
01/20/21	Emails to D. Kane (KDW) regarding GUC trustee (.2); emails to M. McLoughlin (KDW) regarding plan supplement (.1); review materials of prospective trustees (.6); emails to T. Pillar (USB) and J. Carr (KDW) regarding same (.5); continue review and analysis of confirmation brief sections regarding 1123, RSA (1.6); review section 8.1 of plan (.2); emails to M. McLoughlin (KDW) regarding same (.2); continue review and analysis of	ERW	5.30	5167.50

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01/21/21	confirmation brief inserts regarding gifting, settlement (1.9). Review filed plan supplement and redlines to confirm conformity of negotiated revisions in debtor trust, GUC trust and schedule of retained causes of action (.4); follow up correspondence with A&M on analysis of wind down budget variance report (.1); analyze filed version of revised disclosure statement exhibits, including revised implied value, wind down budget and recovery analysis (.6); conference with M. McLoughlin (KDW) regarding plan objection and upcoming timeline (.2); follow up correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same and UCC position on GUC recovery analysis (.2).	JRA	1.50	1282.50
01/21/21	Review filed plan supplement (.7) and revised disclosure statement exhibits (.4); emails with J. Adams (KDW) regarding same (.1); follow up with N. Hwangpo (WG) to discuss confirmation order (.1) and L. Carens (WG) regarding voting report (.1); emails with M. Buschmann (WG) regarding confirmation order (.1) and brief review of same (.3); call with J. Adams (KDW) to discuss confirmation order and plan objection deadline (.2); review law on	MJM	6.70	5628.00

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01/21/21	horizontal gifting (1.1) and enforcement of RSAs (.4) and intercreditors (.6); revise brief ISO confirmation (2.2) and prepare outline of possible issues (.4). Emails to R. Newman (AM) and A. Hwang (WG) regarding wind down budget (.1); continue review of same (.6); emails with M. Shriro (SL) regarding GUC recoveries (.2); review plan supplement regarding same (.2); review notice of amended plan supplement (.1), as filed debtor (.2), GUC (.2) trust agreements, schedule of retained causes of action (.2) and assumed contracts (.1); review various iterations of GUC trust agreement (1.1); email from J. Adams (KDW) and M. Chenkin (WG) regarding same (.1); emails with M. McLoughlin (KDW), T. Cohen and N. Hwangpo (both of WG) regarding schedules, retained causes of action (.5); review schedules (.5); cross-reference plan definitions (.4), sale order (.4); emails with N. Hwangpo (WG), J. Adams and M. McLoughlin (both of KDW) regarding plan supplement, disclosures and confirmation order (.4); email from M. Buschmann (WG) regarding draft confirmation order (.1); begin review order (.4); emails to M. McLoughlin (KDW) and L. Carens (WG)	ERW	6.00	5850.00

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01/22/21	regarding voting report (.2). Review driver class statement ISO confirmation (.1); review additional plan language from A. Hwang (WG) from insurers (.3) and discuss same with E. Wilson (KDW) (.1); review (1.4) and revise (1.6) confirmation order; review sample trust transition memo (.3), contact sheet (.2) and dates chart (.1); outline additional documents needed for transition to GUC trust (.4); review Arch insurance confirmation objection (.3); review voting declaration and exhibits (.3) and follow up with E. Wilson (KDW) regarding same (.1); review Roe (.2), Garrison, (.2) and landlord (.3) confirmation objections; summarize same (.3).	MJM	6.20	5208.00
01/22/21	Email correspondence with A. Hwang (WG) and M. McLoughlin (KDW) regarding insurance providers request for modified plan language to address provisions relating to GUC trust taking on causes of action (.3); review driver class statement in support of plan (.1); review the following filed confirmation objections: two personal injury claimant objections (.3); Realty Income and other landlords (.2) and Arch Insurance (.2); begin review of draft confirmation order (.4); review draft of voting results declaration (.2) and	JRA	2.10	1795.50

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01/22/21	analyze underlying voting results (.3); email correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same and impact on confirmation (.1). Review following precedent forms for trust transition: critical dates (.2), trust duties (.3) and case status (.2); forward to KDW team with instruction (.1); emails to D. Kane (KDW) regarding GUC trustee (.2); continue review and analysis of updated wind down budget (.6); review notice of revised schedules to disclosure statement (.1), summary of implied value (.3), recovery analysis (.2); continue review of draft confirmation order (.9); emails with M. McLoughlin, J. Adams and D. Kane (all of KDW) and N. Hwangpo (WG) regarding insurance policies, confirmation order (.2); review J. Sullivan (Epiq) voting declaration (.2) and exhibits (.2); emails with M. McLoughlin (KDW) regarding same (.2); emails to M. McLoughlin (KDW) and L. Carens (WG) regarding same (.2).	ERW	4.10	3997.50
01/23/21	Continue review of debtors' draft of confirmation order (.7); review M. McLoughlin (KDW) comments to same (.4); provide additional comments to draft order (2.2); review PH added provision to order (.3) and	JRA	3.80	3249.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/23/21	provide additional comments to same (.2). Revise statement in support of plan per filed confirmation objections (1.9); emails with J. Adams (KDW) regarding confirmation objections (.2); brief review of J. Adams (KDW) comments to confirmation order (.2); review Pizza Hut revisions to confirmation order (.3).	MJM	2.60	2184.00
01/24/21	Review (.5) and incorporate (.4) J. Adams (KDW) comments to confirmation order; make additional updates to orders (.3); emails with M. Buschmann (WG) regarding Pizza Hut comments to confirmation order (.2); review J. Adams (KDW) revisions to same (.3) and revise Pizza Hut comments (.2); follow up with J. Adams with additional comments (.3).	MJM	2.20	1848.00
01/25/21	Conference with M. McLoughlin (KDW) regarding status of confirmation order, multiple rounds of revisions and brief in support (.4); review M. McLoughlin (KDW) draft revisions to order (.6); follow up correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.3); correspondence with A. Hwang (WG) regarding insurance reimbursements and refunds (.2); review draft UCC statement in support of confirmation from M. McLoughlin (.6); outline revisions to UCC	JRA	6.00	5130.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/25/21	statement in support of confirmation (.5); review the following in preparation for revising the UCC statement: debtors' first day declaration (.4), sale procedures order and stalking horse orders (.2), McLane pleadings (.2), PH settlement (.3) and driver class pleadings (.4); begin revising statement (1.9). Finalize comments to confirmation order (.5); follow up call with J. Adams (KDW) regarding same (.4); emails with M. Buschmann (WG) to discuss comments to confirmation orders (.2); review additional comments to Pizza Hut portion of confirmation order (.3); follow up with E. Wilson (KDW) and J. Adams (KDW) regarding same (.2); emails with A. Hwang (WG) regarding insurance sections of plan and order (.2) and review proposed language and impact (.3); review plan injunction provisions in relation to PI claimant objections (.3) and proof of claim provisions in connection with landlord objections (.3); additional emails with M. Buschmann (WG) regarding further amendments to confirmation order (.2).	MJM	2.90	2436.00
01/25/21	Review as filed trust documents (.8); emails to J. Adams and M. McLoughlin (both of KDW) regarding conformation objections (.3); review summary of same (.2); review further revised	ERW	6.10	5947.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	confirmation order (1.1); emails to M. McLoughlin and J. Adams (both of KDW), N. Hwangpo and M. Buschmann (both of WG) regarding same (.6); initial review of draft confirmation statement (1.4); further emails with J. Adams and M. McLoughlin (both of KDW) and A. Hwang (WG) regarding insurance issues (.3); review 1L, PH comments to confirmation order (.8); emails with M. Buschmann (WG), J. Adams and M. McLoughlin (both of KDW) regarding same, further comments (.6).			
01/26/21	Review further amended Pizza Hut comments to confirmation order (.3); review updated plan (.3); call with J. Adams (KDW) to discuss plan comments (.2); call with M. Buschmann (WG) to discuss Pizza Hut comments (.1) and follow up email regarding same (.2); follow up with A. Hwang (WG) regarding new plan comments (.2); review J. Adams (KDW) comments to committee confirmation statement (.7) and incorporate further changes (.4); send same to Weil team (.1); draft trust transition memo (3.3); review latest draft of confirmation order (.8); follow up call with J. Adams (KDW) to discuss same (.3); revise order (.3) and draft email to M. Buschmann (WG) (.3); review	MJM	9.40	7896.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/26/21	<p>additional plan revisions (.2) and emails with A. Hwang (WG) regarding same (.1); review filed plan (.1) and redline of same (.2); calls (2X) with N. Hwangpo (WG) regarding insurance provisions of confirmation order (.3); revise applicable provision of order (.5); review comparable provisions (.3); follow up with J. Adams (KDW) regarding same (.2).</p> <p>Review further revised comments to confirmation order to address PH issues (.3); review revised plan to address Ballard comments (.3); follow up conference with M. McLoughlin (KDW) regarding same (.2); continue revisions to UCC statement in support of confirmation including continued update of facts (2.6), argument (1.2) and preliminary statement (.3); conference with R. Newman (A&amp;M) regarding confirmation, wind down budget reconciliation and next steps (.3); conference with E. Wilson (KDW) regarding revised UCC statement (.2); analyze further revised confirmation order to address additional comments from debtors, franchisors and other parties (.7); confer (2x) with M. McLoughlin (KDW) regarding same (.5); review M. McLoughlin (KDW) proposed revisions (.1); analyze further revise language</p>	JRA	7.80	6669.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/26/21	<p>regarding plan injunction and litigation claimants (.3) and correspondence with Weil on same (.1); follow up correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.5); follow up correspondence with N. Hwangpo (WG) regarding same (.2). Emails with J. Adams and M. McLoughlin (both of KDW) regarding statement in support of plan (.3); initial review of confirmation statement (.8); instruction to J. Adams and M. McLoughlin (both of KDW) regarding same (.2); emails with J. Adams and M. McLoughlin (both of KDW), N. Hwangpo and M. Buschmann (both of WG) regarding revisions to confirmation order (1.1); emails with R. Newman (AM) regarding wind down budget (.2); review same (.3), amended plan (.4); review various iterations of further revised confirmation order, exhibit D (1.4); emails with M. Buschmann, et al. (WG), M. McLoughlin and J. Adams (both of KDW) regarding same (.4); emails with T. Pillar (USB) regarding trust transition (.3); review trust agreement regarding account maintenance, disbursing agent (.4).</p>	ERW	5.80	5655.00
01/27/21	<p>Draft response to UCC issues regarding confirmation order (.8); follow up with N.</p>	MJM	8.70	7308.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Hwangpo (WG) (.1) regarding same; calls (2X) with E. Wilson (KDW) regarding open issues with order and statement (.4); incorporate E. Wilson comments (4X) to committee confirmation statement (3.3); email M. Buschmann (WG) regarding Pizza Hut comments (.2) and Wendy's comments (.2); calls with J. Adams (KDW) and N. Hwangpo (WG) regarding confirmation order (.5); follow up with E. Wilson and J. Adams (both KDW) to discuss additional confirmation documents (.2); review Roe amended limited objection (.2); review filed order (.2) and compare to previous versions (.4); review Hunsinger confirmation objection (.2); follow up with E. Wilson (KDW) regarding plan injunction (.2); review second amended plan supplement (.3); emails with N. Hwangpo (WG) regarding Roe objection and ADR procedures (.2); finalize, file committee statement (.3); brief review of debtors' confirmation brief (.3); and 1L (.2), driver class statements (.2); email E. Wilson and J. Adams (KDW) update on plan filings, review of same (.3).			
01/27/21	Prepare for (.2) and participate in conference (.5) with E. Wilson and M. McLoughlin (both KDW) and N. Hwangpo and Weil team (WG)	JRA	3.40	2907.00

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	regarding revised confirmation order and provisions relating to PI claimants; follow up with E. Wilson (2x) (.4) and M. McLoughlin (.2) (both KDW) regarding same; review revised proposed language (.1) and status of vetting same with claimants (.2); review multiple rounds of revised draft of UCC statement in support of confirmation incorporating comments from E. Wilson and M. McLoughlin (both KDW) (.5); review further modified plan supplement and redline regarding wind down budget and assumed leases/contracts (.3); review final version of UCC statement in support of confirmation in advance of filing (.3); review email from N. Hwangpo (WG) regarding J Roe request on ADR procedures to resolve confirmation objection (.1); analyze request and recommendation to M. McLoughlin (KDW) on same (.3); follow up correspondence with K. Bostel (WG) on same (.1); review additional requested language for order from Wendy's (.2).			
01/27/21	Confer with M. McLoughlin (2x) (KDW) regarding confirmation statement (.4); conference call with J. Adams (KDW) and K. Bostel, et al. (WG) regarding revisions to	ERW	9.50	9262.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/28/21	confirmation order (.5); follow up call with J. Adams (KDW) (.2); review various iterations of confirmation order (1.3); emails with M. McLoughlin (KDW) and M. Buschmann(WG) regarding same (.6); outline issues for transition call with trustee (.5); call with T. Pillar, et al. (USB) regarding trust transition (.4); confer with J. Adams (KDW) regarding confirmation issues, injunction (.2); extensive revisions to multiple iterations of confirmation statement (3.8); follow-up call with M. McLoughlin (KDW) (.2); emails with M. McLoughlin and J. Adams (both of KDW) and N. Hwangpo (WG) regarding same (.6); review proposed ADR procedures regarding PI claimant objections (.5); emails to M. McLoughlin (KDW) regarding GUC trustee, trust (.2); email to S. McLernon (KDW) regarding discovery motion (AHG) (.1). Compile remaining plan documents (.2); prepare for (.1) and call with E. Wilson and J. Adams (both KDW) to discuss confirmation hearing (.4); email Weil team regarding same (.1); call with E. Wilson (KDW) to discuss plan filings (.2) and follow up with P. Weintraub (.2) and C. Postighone (both KDW) to discuss same (.2); review third amended plan	MJM	5.60	4704.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/28/21	supplement (.2); review C. Postighone (KDW) personal injury motion/claim summary (.3); review recovery analysis (.2) and email P. DiDonato (WG) (.1) regarding amounts; review debtors confirmation brief (1.2), Koza Declaration (.6); Augustine declaration (.3); Slack declaration (.2); driver class statement (.6), 1L statement (.3); and voting declaration (.2). Conference with E. Wilson and M. McLoughlin (both KDW) regarding confirmation pleadings, outstanding objections and preparation for tomorrow's confirmation hearing (.4); follow up call with E. Wilson (KDW) regarding same (.2); follow up correspondence with N. Hwangpo (WG) regarding J. Roe proposal to resolve confirmation objection (.1); review further updated proposal to address J. Roe issues (.1) and email follow up with E. Wilson (KDW) (.2) and N. Hwangpo (WG) (.1) regarding same.	JRA	1.10	940.50
01/28/21	Review research regarding personal injury claims jurisdictional issues (.6); review as filed amended plan (.4), supplemental (.3), wind down budget (.3) and confirmation order (.5); emails to M. McLoughlin (KDW) regarding	ERW	10.30	10042.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	<p>same, hearing prep, and wind down budget (.4);            outline open confirmation issues for today's            hearing prep call (.6); confer with M.            McLoughlin and J. Adams (both of KDW)            preparatory to tomorrow's confirmation hearing            (.4); follow up call with J. Adams (KDW)            regarding same (.2); call with M. McLoughlin            (KDW) regarding review of plan filings (.2);            further emails with T. Pillar (USB) and M.            McLoughlin (KDW) regarding GUC trustee            (.8); extensive emails with M. McLoughlin and            J. Adams (both of KDW) and N. Hwangpo            (WG) regarding plan injunction, PI claimants            and ADR (1.1); review and analyze proposed            ADR language (.8); review various iterations of            revised confirmation order (.6); review trust            agreement prior to circulation (.4); instruction            to P. Weintraub (KDW) regarding summary of            filings preparatory to tomorrow's hearing (.2);            emails with M. McLoughlin (KDW), K. Bostel            and N. Hwangpo (both of WG) regarding Roe,            PI claims and resolution (.4); review Roe            objection (.3), lift stay motion (.2), claim            (.2), Morrison objection (.2) and claim (.2),            Hunsinger objection (.2), voting stipulation (.2)            and various claims (.4); review C. Postighone            (KDW) summary regarding same (.2).</p>			

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/28/21	Call with M. McLoughlin (KDW) regarding review of recent filings in support of confirmation (.2); review and prepare summaries in preparation for confirmation hearing of filings in support of confirmation including Debtors' confirmation brief (1.8) and various supporting declarations (1.3), ad hoc group brief (1.6) and driver class brief (.6).	PAW	5.50	3520.00
01/29/21	Email correspondence from K. Fackler (Akerman) regarding resolution of J. Roe confirmation objection (.1); conference with E. Wilson (KDW) regarding same and further preparation for confirmation (.2); review debtors' confirmation brief (.5); follow up correspondence with K. Fackler (Akerman) and N. Hwangpo (WG) regarding J. Roe resolution (.3); further review P. Weintraub (KDW) summary of confirmation pleadings in advance of hearing (.7).	JRA	1.80	1539.00
01/29/21	Review notices of withdrawal of objections (.5) and compare to confirmation brief (.2); emails with N. Hwangpo (WG) and J. Adams (KDW) regarding resolution of remaining objections (.2).	MJM	0.90	756.00
01/29/21	Review P. Weintraub (KDW) summary of debtors confirmation brief, Sullivan, Slack, Koza and Augustine declarations, driver class	ERW	7.00	6825.00

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	and AHG statements (.8); review the following preparatory to today's hearing: confirmation order (.6), amended plan (.8), confirmation brief (1.1), Augustine (.4), Koza (.5), Epiq declaration (.2) and 1L (.8) and committee (.3) statements, debtors' demonstrative (.5); confer with J. Adams (KDW) regarding open confirmation issues (.2); emails with M. McLoughlin (KDW) and K. Bostel (WG) regarding GUC recoveries (.3); review and analyze proposed Roe objection settlement terms (.3); emails with M. McLoughlin (KDW) and N. Hwangpo (WG) regarding same (.2).			
01/30/21	Emails with J. Shearer (USB) regarding trust agreement (.3); review same (.4).	ERW	0.70	682.50
Total Services for this Matter:				423,665.50
Total this Invoice				\$423,665.50

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BDF	Feder, Benjamin D	21.40	830.00	\$17,762.00
CC	Choe, Connie	7.10	455.00	3,230.50
CP	Postighone, Cassandra	18.30	540.00	9,882.00
CRH	Hickey, Caitlin	9.60	495.00	4,752.00
DPK	Kane, Dana P	13.00	760.00	9,880.00
EAP	Peral, Eloy A	46.00	725.00	33,350.00
EP	Presbitero, Elizabeth	0.30	260.00	78.00
ERW	Wilson, Eric	124.50	975.00	121,387.50
JBS	Saylor, James B	1.60	810.00	1,296.00
JLN	Norkus, Jennifer L	0.60	685.00	411.00
JRA	Adams, Jason	90.70	855.00	77,548.50
KK	Katsionis, Konstantinos	1.00	540.00	540.00
KSE	Elliott, Kristin S	0.20	760.00	152.00
LMD	Downing, Levi M	7.60	830.00	6,308.00
MJM	McLoughlin, Maeghan J	114.80	840.00	96,432.00
MMV	Vicinanza, Marie M	0.20	320.00	64.00
MR	Rao, Malavika	8.70	725.00	6,307.50
PAW	Weintraub, Philip A	23.00	640.00	14,720.00
RM	Mahat, Raxak	3.50	855.00	2,992.50

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SFM	McLernon, Sean F	25.70	600.00	15,420.00
WMS	Smith, Whitney	1.60	720.00	1,152.00

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**Account Summary And Remittance Form**

Legal Services:	\$25,836.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$25,836.00**

**Terms: Payment Due on or Before March 30, 2021**

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Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/01/21	Update to committee regarding McLane, drivers' class settlements (.1); instruction to M. McLoughlin (KDW) (.1).	ERW	0.20	\$195.00
01/03/21	Review UCC update email regarding settlement and E. Wilson (KDW) comments to same.	JRA	0.20	171.00
01/03/21	Draft committee update date regarding settlement (.4); follow up emails with E. Wilson (KDW) (.1); revise, send same (.2).	MJM	0.70	588.00
01/03/21	Review update regarding settlement to committee (.2); instruction to M. McLoughlin (KDW) (.1).	ERW	0.30	292.50
01/04/21	Emails with A. Berk (MB) on committee settlement (.1); follow up call regarding same (.1); follow up with E. Wilson (KDW) regarding same (.1).	MJM	0.30	252.00
01/04/21	Emails with C. Marshall (Coca-Cola) regarding sale status.	ERW	0.20	195.00
01/05/21	Emails (.1) and call with (.1) D. Skieski (SJ) regarding voting deadline.	MJM	0.20	168.00
01/05/21	Email from D. Skieski (SJ) regarding plan,	ERW	0.20	195.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/06/21	voting. Draft committee update on timing, process going forward (.3); revise, send same (.3).	MJM	0.60	504.00
01/06/21	Review (.1) and revise (.2) draft UCC update email; email correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.2).	JRA	0.50	427.50
01/06/21	Instruction to M. McLoughlin (KDW) regarding committee update (.1); review update (.1).	ERW	0.20	195.00
01/07/21	Review (.1) and revise (.1) UCC update email.	JRA	0.20	171.00
01/07/21	Draft committee update on A&M rate increase (.2); emails with J. Linot (IPHFHA) regarding assignment notice and news article (.3); emails with K. Carson (RI) regarding assignment notice and relevant deadlines (.3); draft, revise committee update on sale pleadings and sale deadlines (.4).	MJM	1.20	1008.00
01/08/21	Review A&M presentation on adequate assurance (.5); draft committee update on hearing and adequate assurance (.3); emails with K. Carson (RI) regarding successful bid notice and upcoming deadlines (.2).	MJM	1.00	840.00
01/09/21	Finalize committee presentation (.2) and send to committee (.2).	MJM	0.40	336.00
01/09/21	Update to C. Marshall (Coca-Cola) regarding sale status.	ERW	0.10	97.50

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February 28, 2021  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/10/21	Update to committee regarding status conference, adequate assurance.	ERW	0.10	97.50
01/11/21	Emails with K. Carson (RI) regarding lease disposition and assignment notice (.2); and review same (.2).	MJM	0.40	336.00
01/12/21	Emails with K. Carson (RI) regarding assignment notice (.2); call with K. Carson (RI) to discuss same (.2); draft committee update on adjourned hearing dates and PH objection (.3); draft talking points for committee call (2.2).	MJM	2.90	2436.00
01/12/21	Conference with E. Wilson and M. McLoughlin (both KDW) regarding preparation for this week's UCC call (.4); review draft UCC update email prior to sending (.2).	JRA	0.60	513.00
01/12/21	Instruction to M. McLoughlin (KDW) regarding Thursday's call (.1); confer with J. Adams and M. McLoughlin (both of KDW) preparatory to Thursday's call (.4); outline issues for call (.3).	ERW	0.80	780.00
01/13/21	Update to committee regarding PH objection (.1); emails to M. McLoughlin (KDW) and R. Newman (A&M) regarding next committee call (.2); email from K. Domfeh (A&M) regarding updated cash collateral budget (.1); review and analyze same for committee update (.3).	ERW	0.70	682.50
01/14/21	Update talking points for next committee call.	MJM	1.30	1092.00
01/14/21	Instruction to M. McLoughlin (KDW)	ERW	0.10	97.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/15/21	regarding talking points for Friday's call. Call with E. Wilson and J. Adams (both KDW) and A&M team to prepare for committee call (.2) and participate in committee call (.4); emails with K. Carson (RI) regarding rejection notice (.2); draft, send committee update on revised sale/confirmation timeline (.3); confer with J. Adams (KDW) regarding same (.2).	MJM	1.30	1092.00
01/15/21	Review (.6) and prepare comments to (1.8) draft talking points for today's UCC call; conference with E. Wilson (KDW) regarding same (.3); further conference with E. Wilson and M. McLoughlin (both KDW) and R. Newman and D. Miller (both A&M) in preparation for today's UCC call (.2); participate on today's call (.4); email correspondence with E. Wilson and M. McLoughlin (both KDW) regarding further update to UCC regarding PH resolution (.1); conference with M. McLoughlin (KDW) regarding same (.2).	JRA	3.60	3078.00
01/15/21	Confer with J. Adams (KDW) preparatory to today's committee call (.3); call with J. Adams and M. McLoughlin (both KDW) and R. Newman (A&M) regarding same (.2); review and revise talking points preparatory to today's call (1.6); cross-reference critical dates (.4);	ERW	3.80	3705.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	review notes regarding driver class settlement (.2), 2L opposition to settlement (.2); conduct today's committee call (.4); follow-up call with K. Carson (RI) (.5).			
01/16/21	Update to committee regarding PH settlement.	ERW	0.10	97.50
01/19/21	Draft committee update on sale objection and plan filings.	MJM	0.30	252.00
01/19/21	Review M. McLoughlin (KDW) draft UCC update email (.1); correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same prior to sending (.1).	JRA	0.20	171.00
01/19/21	Review update to committee regarding sale (.1); instruction to M. McLoughlin (KDW) (.1).	ERW	0.20	195.00
01/20/21	Review (.1) and revise (.1) draft UCC update email from M. McLoughlin (KDW) regarding results of sale hearing.	JRA	0.20	171.00
01/20/21	Revise committee update on sale hearing.	MJM	0.30	252.00
01/20/21	Emails with M. Shriro (SL) regarding GUC recoveries (.2); update to committee regarding sale objection (.2); review update to committee regarding hearing, sale (.1); instruction to M. McLoughlin (KDW) (.1).	ERW	0.60	585.00
01/20/21	Draft committee update regarding sale hearing.	CP	0.60	324.00
01/21/21	Email J. Linot (IPHFHA) regarding plan supplement documents.	MJM	0.20	168.00
01/21/21	Email with M. McLoughlin (KDW) and J.	ERW	0.20	195.00

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Page 6

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/22/21	Linot (IPHFHA) regarding removed contracts. Emails with M. Shriro (SL) regarding assumption/rejection schedules (.2); draft, send committee update regarding recently filed pleadings (.5).	MJM	0.70	588.00
01/22/21	Revise update to committee (.2); instruction to M. McLoughlin (KDW) (.1).	ERW	0.30	292.50
01/25/21	Review M. McLoughlin (KDW) draft UCC update.	JRA	0.10	85.50
01/25/21	Draft committee update on confirmation status.	MJM	0.30	252.00
01/25/21	Emails to L. Heilman (BS) regarding last week's hearing (.2); review update to committee (.1); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.40	390.00
01/26/21	Revise draft UCC update email regarding sale orders and confirmation statement.	JRA	0.20	171.00
01/26/21	Draft committee update regarding committee statement in support of confirmation, confirmation timeline, and entered sale orders.	MJM	0.30	252.00
01/26/21	Update to committee regarding confirmation statement.	ERW	0.20	195.00
01/27/21	Email K. Carson (RI) with impact on amended plan supplement.	MJM	0.20	168.00
01/28/21	Draft committee update on plan filings and confirmation documents.	MJM	0.30	252.00
01/28/21	Review (.1) and revise (.1) draft UCC update email from M. McLoughlin (KDW).	JRA	0.20	171.00

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 Page 7

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/28/21	Update to committee regarding confirmation (.1); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.20	195.00
01/29/21	Email K. Carson (RI) regarding rejection notice (.2); email committee update on confirmation hearing (.5).	MJM	0.70	588.00
01/29/21	Review M. McLoughlin (KDW) draft UCC update following confirmation hearing.	JRA	0.10	85.50
01/30/21	Update to committee regarding confirmation (.1); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.20	195.00
Total Services for this Matter:				25,836.00
Total this Invoice				\$25,836.00

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	0.60	540.00	\$324.00
ERW	Wilson, Eric	9.10	975.00	8,872.50
JRA	Adams, Jason	6.10	855.00	5,215.50
MJM	McLoughlin, Maeghan J	13.60	840.00	11,424.00

**PAYMENT BY CHECK:**

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 101 PARK AVENUE  
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 (212) 808-7800

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JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
 PLEASE INDICATE CLIENT, MATTER AND  
 INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

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101 Park Avenue  
New York, NY 10178

February 28, 2021  
Invoice No. 2811953

028033 NPC International Committee  
0013 Court Hearings

**Account Summary And Remittance Form**

Legal Services:	\$31,260.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$31,260.00**

**Terms: Payment Due on or Before March 30, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

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**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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Matter 0013 Court Hearings

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/06/21	Emails with N. Hwangpo (WG) regarding Friday's status conference (.2); review notice of adjournment of status conference (.1); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.40	\$390.00
01/08/21	Attend status hearing on sale, plan and driver class settlement (.4); follow up conference with E. Wilson (KDW) following same (.2).	JRA	0.60	513.00
01/08/21	Emails with C. Postighone (KDW) regarding hearing (.2) and participate in hearing (.4).	MJM	0.60	504.00
01/08/21	Review notice of status conference (.1); instruction to M. McLoughlin (KDW) (.1); emails with A. Hwangpo (WG) regarding status conference (.1); participate on today's status conference (.4); follow up call with J. Adams (KDW) (.2); review notice of cancellation of Thursday's hearing (.1).	ERW	1.00	975.00
01/12/21	Review notice scheduling status conference and adjourning hearings (.1); email E. Presbitero (KDW) regarding scheduling (.1).	MJM	0.20	168.00

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February 28, 2021  
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/13/21	Review notice of scheduling conference (.1); instruction to M. McLoughlin (KDW) (.1).	ERW	0.20	195.00
01/14/21	Participate in today's scheduling hearing.	MJM	0.40	336.00
01/14/21	Participate in status call on sale schedule (.4); follow up call with E. Wilson (KDW) (.2).	JRA	0.60	513.00
01/15/21	Reviewing notice adjourning sale and confirmation hearing and related deadlines.	MJM	0.20	168.00
01/16/21	Review notice of sale, confirmation hearings (.1); email to M. McLoughlin (KDW) (.1); email from J. Koevary (OF) regarding exhibit list (.1); review same (.1).	ERW	0.40	390.00
01/18/21	Draft (.3), and assemble (.2) exhibit and witness list for Wednesday's hearing.	MJM	0.50	420.00
01/18/21	Review debtor witness list for Wednesday's hearing (.1); instruction to M. McLoughlin (KDW) regarding hearing outline (.1).	ERW	0.20	195.00
01/19/21	Draft hearing outline for tomorrow's sale hearing (1.1); email C. Postighone (KDW) regarding attendance at hearing (.1); call with E. Wilson (KDW) to prepare for sale hearing (.2).	MJM	1.40	1176.00
01/19/21	Confer with M. McLoughlin (KDW) regarding tomorrow's hearing (.2); review and revise talking points for tomorrow's hearing (.8); email to M. McLoughlin (KDW) regarding same (.1); review agenda (.1), witness list (.1) for tomorrow's hearing.	ERW	1.30	1267.50

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Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/20/21	Review agenda (.2) and debtors' amended witness and exhibit list (.2) in advance of today's sale hearing; review talking points for today's hearing from M. McLoughlin (KDW) (.3); attend today's sale hearing (1.0); follow up conferences with E. Wilson (KDW) (.4) and M. McLoughlin (KDW) (.5) regarding sale approval, revisions to order and next steps.	JRA	2.60	2223.00
01/20/21	Review hearing agenda (.2); emails with E. Wilson (KDW) to prepare for hearing (.2); prepare for (.1) and participate in (.7) (partial) sale hearing; follow up conference with J. Adams (KDW) (.5) regarding sale approval, and revisions to order, and next steps.	MJM	1.70	1428.00
01/20/21	Revise talking points preparatory to today's hearing (.5); instruction to C. Postighone (KDW) regarding today's hearing (.1); participate in today's telephonic hearing (1.0); follow up with J. Adams (KDW) (.4); emails to M. McLoughlin (KDW) regarding today's hearing (.2).	ERW	2.20	2145.00
01/20/21	Prepare for (.5) and attend sale hearing (1.0).	CP	1.50	810.00
01/27/21	Review witness and exhibit list for confirmation hearing (.2); emails with E. Wilson (KDW) to discuss hearing outline (.1).	MJM	0.30	252.00
01/27/21	Instruction to M. McLoughlin (KDW) regarding tomorrow's hearing prep (.2); review	ERW	0.40	390.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/28/21	witness list for confirmation hearing (.1); instruction to M. McLoughlin (KDW) (.1). Draft talking points for confirmation hearing (1.8); review 3 personal injury claimant objections regarding same (.4); call with E. Wilson and J. Adams (both KDW) to prepare for hearing (.4); update hearing outline (.4); compile relevant plan documents in preparation for hearing (.4).	MJM	3.40	2856.00
01/28/21	Review witness and exhibit list for tomorrow's confirmation hearing (.2); conference with E. Wilson and M. McLoughlin (both KDW) in preparation for tomorrow's hearing (.4); review the following pleadings in preparation for tomorrow's hearing: filed voting declaration (.1), 1L lenders statement in support (.2), driver class statement in support (.4), Slack declaration (.1), Augustine declaration (.2), and Koza declaration (.7).	JRA	2.30	1966.50
01/28/21	Conference call with J. Adams and M. McLoughlin (both of KDW) regarding preparation for confirmation hearing (.4); update talking points for Friday's hearing (.5).	ERW	0.90	877.50
01/29/21	Review amended exhibit and witness list (.3) and hearing agenda (.2); compile documents for confirmation hearing (.3); review updated hearing outline with ADR updates (.3) and	MJM	3.60	3024.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/29/21	follow up with E. Wilson and J. Adams (both KDW) regarding same (.2); reviewing hearing demonstrative (.3); follow up with J. Adams (KDW) regarding same (.1); prepare for (.3) and participate in confirmation hearing (1.2); follow up with C. Postighone (KDW) regarding transcript and review form (.2); follow up emails with E. Wilson and J. Adams (both KDW) (.2). Review talking points for today's confirmation hearing from M. McLoughlin (KDW) (.3); revise same, with specific focus on PI claims, plan injunction and ADR procedures (1.1); follow up with E. Wilson (KDW) on same (.3); review agenda and amended witness and exhibit list (.3); review demonstrative (.3) and supplemental confirmation pleadings (.3) in preparation for hearing; attend today's confirmation hearing (1.2); follow up call with E. Wilson (KDW) regarding same and next steps (.2).	JRA	4.00	3420.00
01/29/21	Review and revise hearing outline (1.6); review amended witness and exhibit list (.4); instruction to C. Postighone (KDW) regarding today's hearing (.1); emails to M. McLoughlin (KDW) regarding same (.2); call with J. Adams (KDW) in preparation for same (.3); review	ERW	4.20	4095.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	agenda for today's hearing (.2); participate at today's confirmation hearing (1.2); follow up call with J. Adams (KDW) (.2).			
01/29/21	Draft order transcript request for transcript of confirmation hearing.	CP	0.50	270.00
01/30/21	Instruction to M. McLoughlin (KDW) regarding hearing transcripts.	ERW	0.30	292.50
Total Services for this Matter:				31,260.00
Total this Invoice				\$31,260.00

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CP	Postighone, Cassandra	2.00	540.00	\$1,080.00
ERW	Wilson, Eric	11.50	975.00	11,212.50
JRA	Adams, Jason	10.10	855.00	8,635.50
MJM	McLoughlin, Maeghan J	12.30	840.00	10,332.00

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JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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c/o Eric Wilson  
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New York, NY 10178

February 28, 2021  
Invoice No. 2811955

028033 NPC International Committee  
0016 Other Contested Matters

**Account Summary And Remittance Form**

Legal Services:	\$3,070.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$3,070.50**

**Terms: Payment Due on or Before March 30, 2021**

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**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

NEW YORK, NEW YORK 10178

(212) 808-7800

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

February 28, 2021  
Invoice No. 2811955

Client 028033  
Matter 0016 Other Contested Matters

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/01/21	Emails with P. DiDonato (WG) regarding McLane settlement.	MJM	0.20	\$168.00
01/01/21	Emails with P. DiDonato (WG), J. Adams and M. McLoughlin (both of KDW) regarding McLane settlement, committee support (.2); review motion (.5), agreement (.3) and Koza declaration (.2); instruction to M. McLoughlin (KDW); review stipulation to dismiss McLane adversary (.1); emails with J. Edwards (AB) regarding McLane settlement (.2).	ERW	1.50	1462.50
01/02/21	Review filed 9019 motion, settlement agreement, and stipulation of dismissal resolving McLane dispute (.4); further emails with E. Wilson and litigation team (all KDW) regarding same (.2).	MJM	0.60	504.00
01/06/21	Summarize McLane settlement terms.	CRH	0.50	247.50
01/06/21	Review C. Hickey (KDW) detailed summary of McLane settlement.	MJM	0.30	252.00
01/06/21	Emails with W. Smith (KDW) regarding McLane summary (.1); review C. Hickey (KDW) summary (.2).	ERW	0.30	292.50

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 Matter 0016  
 February 28, 2021  
 Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/06/21	Review and comment on summary of McLane settlement (.1); email C. Hickey (KDW) regarding same (.1).	WMS	0.20	144.00
Total Services for this Matter:				3,070.50
Total this Invoice				\$3,070.50

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 Matter 0016  
 February 28, 2021  
 Page 3

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CRH	Hickey, Caitlin	0.50	495.00	\$247.50
ERW	Wilson, Eric	1.80	975.00	1,755.00
MJM	McLoughlin, Maeghan J	1.10	840.00	924.00
WMS	Smith, Whitney	0.20	720.00	144.00

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JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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February 28, 2021  
Invoice No. 2811957

028033 NPC International Committee  
0018 Lender Litigation

**Account Summary And Remittance Form**

Legal Services:	\$73,100.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$73,100.50**

**Terms: Payment Due on or Before March 30, 2021**

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**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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Client 028033  
Matter 0018 Lender Litigation

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/01/21	Continue review of draft reply brief on standing (2.3); review objections from debtors and ad hoc group in connection with same (.8); review underlying case law summaries and cases related to objection arguments on cost benefit analysis and franchise agreement security (1.8); prepare notes for revisions to reply for discussion with team tomorrow (2.2).	JRA	7.10	\$6070.50
01/01/21	Emails to and from P. Weintraub (KDW) and C. Hickey (KDW) regarding research related to draft standing Reply (.3); call with P. Weintraub discussing strategy for research related to draft standing Reply (.2); draft standing reply concerned finding and analyzing case law in which courts have granted standing to pursue lien challenges (3.1).	SFM	3.60	2160.00
01/01/21	Call with P. Weintraub to discuss research assignment for standing motion (.2); research lien challenges where court granted standing (4.2).	CRH	4.40	2178.00
01/01/21	Review Fischhoff declaration in support of	MJM	2.90	2436.00

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February 28, 2021  
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/01/21	standing reply (.5) and compare to Burke declaration (.3); review Newman reply declaration (.5) and compare to Koza declaration (.3); draft issues list for Newman declaration (.6) and reply (.7). Review of supplemental rebuttal report of S. Fischoff (A&M) (.9); review of cases cited and correspondence concerning standing reply draft (.3).	JBS	1.20	972.00
01/01/21	Emails with J. Adams and P. Weintraub (both of KDW) regarding standing reply, additional research (.2); review franchise agreement and administrative expense research regarding reply (1.2); outline open issues for reply (.6); review and comment on revised standing reply (1.4); emails with J. Saylor and J. Adams (both of KDW) regarding same (.2).	ERW	3.60	3510.00
01/01/21	Research lien challenge case law for reply brief (2.1); email with J Adams regarding same (.1); email with email to S. McLernon (KDW) and C. Hickey (KDW) regarding review of recent bankruptcy cases with standing disputes (.1); call with S. McLernon (KDW) regarding same (.2); call with C. Hickey (KDW) regarding same (.2); Research standing pleadings and orders as filed in recent bankruptcy cases (1.2).	PAW	3.90	2496.00
01/01/21	Review draft expert report for S. Fischoff (1.3);	WMS	2.50	1800.00

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February 28, 2021  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/02/21	edit same (.8); review and analyze valuation reports submitted by Ad Hoc Group and Debtors. (.4). Call with E. Wilson, J. Adams, M. McLoughlin, J. Saylor, P. Weintraub, C. Hickey and S. McLernon (all KDW) to discuss reply in support of standing motion (.9); multiple follow-up calls with J. Saylor (KDW) regarding same (.4); edit reply sections regarding waterfall (.8); review and analyze comments from J. Adams (KDW) regarding waterfall (.5); incorporate same into draft brief (.9); review and analyze declaration for R. Newman (A&M) (.5); review and analyze comments from J. Adams regarding valuation of franchise agreements (.6); incorporate same into draft reply brief (.8); incorporate portions of S. Fischhoff declaration into reply brief (.8); edit other sections of reply brief (1.1).	WMS	7.30	5256.00
01/02/21	Call with E. Wilson, J. Adams. W. Smith, and J. Saylor (all KDW) to discuss standing reply (.9) ; review J. Adams (KDW) comments to standing reply (.5); conferences with J. Saylor (KDW) regarding same (.2); reviewed updated draft of reply (.6); research committee standing cases (.3) and discuss same with P. Weintraub (.2); draft list of pre-filing requirements and	MJM	3.30	2772.00

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February 28, 2021  
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/02/21	documents needed (.4); compare to scheduling order and prior pleadings (.2). Begin mark up of standing reply brief (1.2); conference with E. Wilson, M. McLoughlin, W. Smith, J. Saylor and P. Weintraub (all KDW) regarding same and revising (.9); begin mark up of updated Newman declaration (2.6); continue preliminary mark up of reply (2.3); review updated reply structure from J. Saylor (KDW) (.3) and provide input on same (.2).	JRA	7.50	6412.50
01/02/21	Call with KDW team to discuss standing reply (.9); research lien challenge cases (3.6).	CRH	4.50	2227.50
01/02/21	Call with KDW team to discuss revisions to draft standing reply (.9); continue conducting research regarding case law in which courts have granted standing to pursue lien challenges (2.9); emails to and from P. Weintraub (KDW) concerning research related to draft standing reply (.3); conduct follow-up research regarding case law in which courts have granted standing to pursue lien challenges (2.8); identify and enter citations in revised sections of draft standing reply (1.4).	SFM	8.30	4980.00
01/02/21	Call with E. Wilson, J. Adams, W. Smith, M. McLoughlin and others (all KDW) regarding draft standing reply (.9); calls with W. Smith (KDW) regarding draft standing reply (.4);	JBS	7.30	5913.00

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February 28, 2021  
Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/02/21	reorganizing draft in accordance with comments from J. Adams (KDW) (2.8); addressing comments from J. Adams (KDW) concerning arguments on encumbrance of franchise agreement proceeds (1.4); correspondence with P. Weintraub (KDW) and edits to arguments on incremental benefit to estate from standing motion (.6); incorporation of various sections and finalizing revised draft (1.2).	ERW	6.10	5947.50
01/02/21	Conference call with J. Adams and W. Smith, et al. (both of KDW) regarding revisions to standing reply (.9); initial review of McKeska declaration (.5); emails from P. Weintraub (KDW) regarding benefit cases (.2); initial review of Sabine, Feldhahn, Holthaus and Jones decisions (1.9); continue review and analysis of AHG standing objection (1.4), SRJ (.3), Gold Coast (.3) decisions and memo regarding proceeds (.6).	PAW	8.70	5568.00
01/02/21	Call regarding draft standing motion reply with J. Adams, E. Wilson, J. Saylor, M. McLoughlin and W. Smith (all of KDW) (.9); email to S. McLernon and C. Hickey (both of KDW) regarding review of recent bankruptcy cases with standing disputes (.2); read unjustifiable refusal cases cited in objections			

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Page 6

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/03/21	(4.1); revise reply brief section concerning plan issues and unjustifiable refusal (3.5). Begin revisions to further updated draft of reply from W. Smith (KDW), including preliminary statement (1.7), arguments related to incremental challenge value (2.4) and cost/benefit analysis and revised waterfall analysis (2.1).	JRA	6.20	5301.00
01/03/21	Continue research regarding case law in which courts have granted standing to pursue lien challenges.	SFM	1.90	1140.00
01/03/21	Review cases where court granted standing for lien challenge.	CRH	0.60	297.00
01/03/21	Continue review and revise of draft standing reply (2.4); review and analyze Burke report (.8); review P. Weintraub (KDW) summary of 5th Circuit standing cases (.1).	ERW	3.30	3217.50
01/03/21	Research standing pleadings and orders as filed in recent bankruptcy cases (2.0); email S. McLernon (KDW) and C. Hickey (KDW) regarding same (.2); review draft Newman reply declaration (.6).	PAW	2.80	1792.00
01/03/21	Correspond with E. Wilson and J. Adams (both KDW) via email re declarations in support of reply for standing motion.	WMS	0.20	144.00
01/04/21	Review prior scheduling order to confirm process for adjourning dates/deadlines.	MJM	0.20	168.00

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 Client 028033  
 Matter 0018  
 February 28, 2021  
 Page 7

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/14/21	Review revisions to reply brief.	RM	0.40	342.00
	Total Services for this Matter:			73,100.50
	Total this Invoice			\$73,100.50

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February 28, 2021  
Page 8

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CRH	Hickey, Caitlin	9.50	495.00	\$4,702.50
ERW	Wilson, Eric	13.00	975.00	12,675.00
JBS	Saylor, James B	8.50	810.00	6,885.00
JRA	Adams, Jason	20.80	855.00	17,784.00
MJM	McLoughlin, Maeghan J	6.40	840.00	5,376.00
PAW	Weintraub, Philip A	15.40	640.00	9,856.00
RM	Mahat, Raxak	0.40	855.00	342.00
SFM	McLernon, Sean F	13.80	600.00	8,280.00
WMS	Smith, Whitney	10.00	720.00	7,200.00

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New York, NY 10178

February 28, 2021  
Invoice No. 2811956

028033 NPC International Committee  
0019 Meetings/Communications with Debtors

**Account Summary And Remittance Form**

Legal Services:	\$25,036.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$25,036.50**

**Terms: Payment Due on or Before March 30, 2021**

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Client 028033  
Matter 0019 Meetings/Communications with Debtors

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/04/21	Email correspondence with K. Bostel and N. Hwangpo (WG) regarding weekly calls and today's call on next steps (.1); conference with E. Wilson and M. McLoughlin (both KDW) in preparation for weekly debtor call (.4); participate in same (.2); follow up conference with E. Wilson and M. McLoughlin (both KDW) regarding same and next steps (.4).	JRA	1.10	\$940.50
01/04/21	Call with E. Wilson and J. Adams (both KDW) to prepare for debtor call (.4); participate in debtor call (.2) and follow up call with E. Wilson and J. Adams (both KDW) (.4).	MJM	1.00	840.00
01/04/21	Participation in weekly status call with Debtors' counsel.	JBS	0.20	162.00
01/04/21	Participate alongside KDW bankruptcy and litigation teams in week case status call with debtors' counsel.	KK	0.20	108.00
01/04/21	Outline issues for debtor pre-call with J. Adams and M. McLoughlin (both of KDW) (.5); pre-call with J. Adams and M. McLoughlin (both of KDW) (.4); weekly status	ERW	1.70	1657.50

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Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/05/21	call with A. Hwangpo, et al. (WG) (.2); follow up with J. Adams and M. McLoughlin (both of KDW) (.4); email to K. Bostel (WG) regarding weekly call (.2). Confer with J. Adams (KDW) preparatory to call with Weil (.2); conference call with J. Adams, et al. (KDW) and K. Bostel (WG) regarding today's status conference (.2); follow up with J. Adams and M. McLoughlin (both of KDW) regarding next steps (.5); emails with K. Bostel (WG) regarding settlement (.2).	ERW	1.10	1072.50
01/06/21	Conference with E. Wilson (KDW) and K. Bostel (WG) regarding case status, his call with Milbank and today's status conference (.3); follow up with E. Wilson (KDW) regarding same (.3).	JRA	0.60	513.00
01/06/21	Conference call (.3) and emails (.2) with J. Adams (KDW), K. Bostel (WG) regarding today's status conference; follow up with J. Adams (KDW) (.3); notes to file regarding same (.5).	ERW	1.30	1267.50
01/08/21	Update conference with E. Wilson (KDW) and K. Bostel (WG) regarding today's status conference.	JRA	0.20	171.00
01/08/21	Conference K. Bostel (WG) and J. Adams (KDW) regarding today's status conference (.2); pre-call with J. Adams (KDW) (.2).	ERW	0.40	390.00

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Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/08/21	Emails with debtors regarding informal cure objections.	CP	0.30	162.00
01/09/21	Email with R. Patel (AlixPartners) regarding discrepancy in creditors' cure amounts for executory contracts on assumption notice.	CP	0.40	216.00
01/11/21	Participate in call with Debtors regarding edits to Plan (.8); email with R. Patel (AlixPartners) regarding discrepancy in landlord-creditors' cure amounts and objection deadline to cure notice (.2).	CP	1.00	540.00
01/11/21	Participate on weekly debtor conference with E. Wilson and M. McLoughlin (both KDW) and K. Bostel, AN. Hwangpo and A. Hwang (all WG) regarding sale order and plan status (.8); follow up conference with E. Wilson and M. McLoughlin (both KDW) regarding same and open issues (.4).	JRA	1.20	1026.00
01/11/21	Participate in weekly call with Weil team (.8); follow up call with E. Wilson and J. Adams (both KDW) (.4).	MJM	1.20	1008.00
01/11/21	Outline issues for today's debtor status call (.4); weekly conference call with J. Adams and M. McLoughlin (both of KDW) and K. Bostel, et al (WG) (.8); follow up call with J. Adams and M. McLoughlin (both of KDW) (.4).	ERW	1.60	1560.00
01/12/21	Call with E. Wilson and J. Adams (both KDW) to discuss E. Wilson's call with K. Bostel (WG)	MJM	0.40	336.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/12/21	and next steps. Update from E. Wilson (KDW) regarding call with K. Bostel (WG) regarding open sale issues with PH, adjournment of hearing, and next steps.	JRA	0.30	256.50
01/12/21	Confer with K. Bostel (WG) regarding adjournment of sale hearing, PH objection (.1); conference call with J. Adams and M. McLoughlin (both of KDW) regarding same (.3).	ERW	0.40	390.00
01/12/21	Email with debtor's counsel regarding cure amount discrepancies raised by several creditors.	CP	0.40	216.00
01/13/21	Email with debtors' counsel regarding backup documentation for cure amount discrepancies for assumed lease.	CP	0.30	162.00
01/13/21	Update from K. Bostel (WG) regarding status of PH/lender discussions on sale.	JRA	0.10	85.50
01/13/21	Emails with K. Bostel (WG) regarding status.	ERW	0.20	195.00
01/14/21	Review correspondence from A. Hwang (WG) regarding proposed alternative timelines for sale and confirmation pending resolution of PH cure objection (.2); conference with E. Wilson (KDW) in preparation for update call with Weil (.2); participate with E. Wilson and M. McLoughlin (both KDW) in update call with K. Bostel and N. Hwangpo (both WG) (.2);	JRA	1.10	940.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
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BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

NPC International Committee  
Client 028033  
Matter 0019  
February 28, 2021  
Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	follow up call with E. Wilson and M. McLoughlin (both KDW) on same and next steps (.5).			
01/14/21	Call with K. Bostel and N. Hwangpo (WG) to discuss case status, adjourned timeline (.2); follow up call with E. Wilson and J. Adams (both KDW) (.5).	MJM	0.70	588.00
01/14/21	Email with Debtors' counsel regarding pool of open litigation claims.	CP	0.20	108.00
01/15/21	Email correspondence with K. Bostel (WG) regarding status of negotiations between PH and lenders (.2); update M. McLoughlin (KDW) (.1) and E. Wilson (KDW) (.2) regarding same.	JRA	0.50	427.50
01/15/21	Emails with K. Bostel (WG) regarding PH settlement.	ERW	0.20	195.00
01/16/21	Emails to J. Adams (KDW) and H. Hwang (WG) regarding Monday's call.	ERW	0.20	195.00
01/18/21	Updated from M. McLoughlin (KDW) regarding various conferences and correspondence with Weil regarding modifications to plan and sale orders to address contract assumption deadline.	JRA	0.30	256.50
01/19/21	Call with K. Bostel, N. Hwangpo and K&E team to discuss sale objection (.3); follow up call with E. Wilson and J. Adams (both KDW) (.3).	MJM	0.60	504.00

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Matter 0019

February 28, 2021

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/19/21	Participate with E. Wilson and M. McLoughlin (both KDW) on today's debtor update call with Weil and Kirkland teams (.3); follow up conference with E. Wilson and M. McLoughlin (both KDW) regarding same and next steps (.3).	JRA	0.60	513.00
01/19/21	Emails with A. Hwang (WG) regarding today's call (.2); outline issues for call (.4); weekly status call with K. Bostel (WG), Kirkland (.3); follow up with J. Adams and M. McLoughlin (both of KDW) regarding same (.3); telephone calls (.3) and emails (.3) with K. Bostel (WG) regarding final sale orders.	ERW	1.80	1755.00
01/25/21	Prepare for (.2) and participate with M. McLoughlin (KDW) (.2) in call with N. Hwangpo and A. Hwang (both WG) regarding confirmation; update E. Wilson (KDW) regarding same (.2).	JRA	0.60	513.00
01/25/21	Prepare for (.2) and participate (.2) in weekly call with debtors.	MJM	0.40	336.00
01/25/21	Confer with J. Adams (KDW) regarding disposition of today's weekly call.	ERW	0.20	195.00
01/26/21	Call with E. Wilson, J. Adams, P. Weintraub (all KDW), A&M, WG, and AlixPartners regarding claims reconciliation (.4); follow up with J. Adams (KDW) regarding same (.2).	MJM	0.60	504.00
01/26/21	Participate with E. Wilson, M. McLoughlin and	JRA	0.80	684.00

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February 28, 2021  
Page 7

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	P. Weintraub (all KDW) on call with Weil, A&M and Alix tams regarding case status, next steps, and claims reconciliation (.4); follow up conferences with E. Wilson (.2) and M. McLoughlin (.2) (each KDW).			
01/26/21	Conference call with J. Adams (KDW), K. Bostel, et al. (WG), Alix, A&M and Greenhill regarding confirmation, claims (.4); follow up call with J. Adams (KDW) (.2).	ERW	0.60	585.00
01/26/21	Prepare for call regarding claims administration (.2); attend call with A&M, Alix, KDW and Weil regarding claim administration and reconciliation (.4).	PAW	0.60	384.00
01/27/21	Prepare for (.1) and participate in call with Weil team regarding confirmation order (.4); follow up call with J. Adams (.2).	MJM	0.70	588.00
01/28/21	Prepare for (.1) and call with Weil team to prepare for confirmation hearing (.7).	MJM	0.80	672.00
01/28/21	Review underlying claims and confirmation objections of outstanding PI claimants in preparation for call with debtors (.4); participate with E. Wilson and M. McLoughlin (both KDW) on call with K. Bostel, N. Hwangpo and others (WG) regarding ADR procedures and confirmation (.7).	JRA	1.10	940.50
01/28/21	Confer with J. Adams (KDW) and K. Bostel (WG) regarding confirmation hearing (.7);	ERW	0.90	877.50

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February 28, 2021  
Page 8

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	outline issues for call (.2).			
	Total Services for this Matter:			25,036.50
	Total this Invoice			\$25,036.50

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February 28, 2021  
Page 9

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	2.60	540.00	\$1,404.00
ERW	Wilson, Eric	10.60	975.00	10,335.00
JBS	Saylor, James B	0.20	810.00	162.00
JRA	Adams, Jason	8.50	855.00	7,267.50
KK	Katsionis, Konstantinos	0.20	540.00	108.00
MJM	McLoughlin, Maeghan J	6.40	840.00	5,376.00
PAW	Weintraub, Philip A	0.60	640.00	384.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

February 28, 2021  
Invoice No. 2811959

028033 NPC International Committee  
0023 Tax Matters

**Account Summary And Remittance Form**

Legal Services:	\$10,336.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$10,336.00**

**Terms: Payment Due on or Before March 30, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

101 PARK AVENUE

NEW YORK, NEW YORK 10178

(212) 808-7800

**KELLEY DRYE & WARREN LLP**

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NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

February 28, 2021  
Invoice No. 2811959

Client 028033  
Matter 0023 Tax Matters

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/01/21	Emails with J. Miles and J. Adams (both of KDW) regarding standing, tax implications.	ERW	0.20	\$195.00
01/01/21	Research regarding whether [REDACTED]	JJM	2.40	2064.00
01/02/21	Email correspondence with J. Miles (KDW) on worthless stock analysis and potential impact on value.	JRA	0.30	256.50
01/02/21	Research regarding NOL issues raised in debtors' response to standing motion.	JJM	2.20	1892.00
01/04/21	Email to J. Miles (KDW) regarding NOL issue.	ERW	0.20	195.00
01/13/21	Emails to D. Kane and J. Miles (both of KDW) regarding trust review.	ERW	0.20	195.00
01/13/21	Research regarding use of liquidating trust in connection with plan and implementation of UCC settlement.	JJM	1.50	1290.00
01/15/21	Research regarding classification of liquidating trust.	JJM	0.80	688.00
01/16/21	Initial review of liquidating trusts agreement (.4); research regarding qualification as grantor trust (1.1).	JJM	1.50	1290.00

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Client 028033  
Matter 0023  
February 28, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
01/16/21	Email to J. Miles (KDW) regarding debtor trust, taxes (.1); review same (.2).	ERW	0.30	292.50
01/17/21	Continue review of liquidating trust agreement (1.4); research regarding tax considerations (.9).	JJM	2.30	1978.00
Total Services for this Matter:				10,336.00
Total this Invoice				\$10,336.00

**KELLEY DRYE & WARREN LLP**

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Client 028033  
Matter 0023  
February 28, 2021  
Page 3

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.90	975.00	\$877.50
JJM	Miles, Jack J	10.70	860.00	9,202.00
JRA	Adams, Jason	0.30	855.00	256.50

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

KELLEY DRYE & WARREN LLP

**\*\* CONFIDENTIAL WORK SHEET FOR INTERNAL USE ONLY \*\***

RUN DATE: March 2, 2021 12:02:52  
**Billing Timekeeper: 05395 - Wilson, Eric**  
 Prebill #: 1741616  
**028033 - NPC International Committee**  
**0001 - Case Administration**

DATE THRU: January 31, 2021

Page: 1  
**Responsible Timekeeper: 05395 - Wilson, Eric**  
 FORMAT 021

c/o Eric Wilson  
 101 Park Avenue  
 New York, NY 10178

**Other Charges/Disbursements**

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
		01/11/21	Duplication	25.50	H T W	8704382
		01/04/21	Duplication	12.30	H T W	8703258
		01/11/21	Duplication	9.20	H T W	8704383
00014	Miles , J.J.	01/04/21	FEDEX Invoice # 723436240 028033-0023 SHIPPED ON 12/30/2020 FROM: Lorraine Blazak NEW YORK NY 10178, TO: Jack Miles Esq., , 4 GATE HOUSE RD SCARSDALE, NY 10583 USCourier	18.19	H T W	8703723
00014	Miles , J.J.	01/11/21	FEDEX Invoice # 724025027 028033-0023 SHIPPED ON 01/04/2021 FROM: Lorraine Blazak NEW YORK NY 10178, TO: Jack Miles Esq., , 4 GATE HOUSE RD SCARSDALE, NY 10583 USCourier	25.48	H T W	8707237
00014	Miles , J.J.	01/11/21	FEDEX Invoice # 724025027 028033-0023 SHIPPED ON 01/07/2021 FROM: Lorraine Blazak NEW YORK NY 10178, TO: Jack Miles Esq., , 4 GATE HOUSE RD SCARSDALE, NY 10583 USCourier	19.02	H T W	8707238
00014	Miles , J.J.	01/25/21	FEDEX Invoice # 725523799 028033-0023 SHIPPED ON 01/15/2021 FROM: Lorraine Blazak NEW YORK NY 10178, TO: Jack Miles Esq., , 4 GATE HOUSE RD SCARSDALE, NY 10583 USCourier	38.89	H T W	8707286

## KELLEY DRYE &amp; WARREN LLP

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RUN DATE: March 2, 2021 12:02:52  
 Billing Timekeeper: 05395 - Wilson, Eric  
 Prebill #: 1741616  
 028033 - NPC International Committee  
 0001 - Case Administration

DATE THRU: January 31, 2021

Page: 2  
 Responsible Timekeeper: 05395 - Wilson, Eric  
 FORMAT 021

## Other Charges/Disbursements

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
05395	Wilson E R	01/11/21	VENDOR: Judicial Transcribers of Texas LLC INVOICE#: NPC International - Cost of Transcript/ <b>Transcriptions</b>	583.20	H T	W 8704616
06080	Elliott , K.	01/13/21	VENDOR: Elliott, Kristin S. INVOICE#: 4420050501140347 DATE: 1/14/2021 NPC/Chesapeake transcripts (8)Transaction Date: 01/13/21; NPC/Chesapeake Energy transcripts (8)	1,802.40	H T	W 8704530
07168	McLernon , S.F.	01/01/21	Westlaw Research	68.83	H T	W 8706170
07611	Hickey , C.R.	01/01/21	Westlaw Research	137.66	H T	W 8706172
07168	McLernon , S.F.	01/02/21	Westlaw Research	68.83	H T	W 8706171
07383	McLoughlin , M.J.	01/04/21	Westlaw Research	68.83	H T	W 8706157
07168	McLernon , S.F.	01/08/21	Westlaw Research	302.54	H T	W 8706166
07863	Peral , E.A.	01/11/21	Westlaw Research	127.26	H T	W 8706173
07168	McLernon , S.F.	01/12/21	Westlaw Research	68.83	H T	W 8706167
07168	McLernon , S.F.	01/12/21	Westlaw Research	312.95	H T	W 8706169
07863	Peral , E.A.	01/12/21	Westlaw Research	68.83	H T	W 8706174
06695	Rao , M.	01/13/21	Westlaw Research	137.66	H T	W 8706163
07168	McLernon , S.F.	01/13/21	Westlaw Research	577.86	H T	W 8706164
07168	McLernon , S.F.	01/13/21	Westlaw Research	68.83	H T	W 8706168

## KELLEY DRYE &amp; WARREN LLP

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 0001 - Case Administration

DATE THRU: January 31, 2021

Page: 3  
 Responsible Timekeeper: 05395 - Wilson, Eric  
 FORMAT 021

## Other Charges/Disbursements

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
07383	McLoughlin , M.J.	01/14/21	Westlaw Research	68.83	H T W	8706158
07168	McLernon , S.F.	01/14/21	Westlaw Research	711.52	H T W	8706165
07383	McLoughlin , M.J.	01/18/21	Westlaw Research	137.66	H T W	8706159
07383	McLoughlin , M.J.	01/19/21	Westlaw Research	536.25	H T W	8706160
07863	Peral , E.A.	01/19/21	Westlaw Research	230.91	H T W	8706175
07383	McLoughlin , M.J.	01/21/21	Westlaw Research	68.83	H T W	8706161
07383	McLoughlin , M.J.	01/29/21	Westlaw Research	68.83	H T W	8706162
07858	Weintraub , P.A.	01/01/21	Lexis Research	58.00	H T W	8706550
07858	Weintraub , P.A.	01/07/21	Lexis Research	38.67	H T W	8706551
07858	Weintraub , P.A.	01/09/21	Lexis Research	38.67	H T W	8706552
07858	Weintraub , P.A.	01/10/21	Lexis Research	38.67	H T W	8706553
07858	Weintraub , P.A.	01/11/21	Lexis Research	38.67	H T W	8706554
07168	McLernon , S.F.	01/12/21	Lexis Research	19.34	H T W	8706549
07263	Ostensen , P.	01/01/21	VENDOR: Courthouse News Service-30 N. Raymond INVOICE#: 690551 DATE: 1/1/2021Downloading of documents./ <b>Computer Search</b>	11.43	H T W	8704980

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RUN DATE: March 2, 2021 12:02:52  
**Billing Timekeeper: 05395 - Wilson, Eric**  
 Prebill #: 1741616  
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**0001 - Case Administration**

DATE THRU: January 31, 2021

Page: 4  
**Responsible Timekeeper: 05395 - Wilson, Eric**  
 FORMAT 021

**Other Charges/Disbursements**

<b>Atty ID</b>	<b>Attorney</b>	<b>Date</b>	<b>Description</b>	<b>Bill Amount</b>	<b>Disp.</b>	<b>Disb Id</b>
06786	Cohen , E.W.	01/31/21	KLDiscovery Invoice #P0100166124 on 01/31/2021.KLDiscovery Invoice #P0100166124 on 01/31/2021 for Active Hosting - Relativity for January 2021./ <b>Discovery and Litigation Tech Services</b>	37.50	H T W	8709193
<b>Totals:</b>				<b>\$6,646.87</b>		

**KELLEY DRYE & WARREN LLP**

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RUN DATE: March 2, 2021 12:02:52  
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 Prebill #: 1741616  
**028033 - NPC International Committee**  
**0001 - Case Administration**

DATE THRU: January 31, 2021

Page: 5  
**Responsible Timekeeper: 05395 - Wilson, Eric**  
 FORMAT 021

<b>Other Charges Summary</b>		<b>Amount</b>	<b>Disp</b>	
000203	Duplication	47.00	H T	W
000206	Courier	101.58	H T	W
000218	Transcriptions	2,385.60	H T	W
000254	Westlaw Research	3,831.74	H T	W
000256	Lexis Research	232.02	H T	W
000258	Computer Search	11.43	H T	W
000278	Discovery and Litigation Tech Services	37.50	H T	W
	<b>Total</b>	<b>6,646.87</b>		

**KELLEY DRYE & WARREN LLP**  
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RUN DATE: March 2, 2021 12:02:52  
**Billing Timekeeper: 05395 - Wilson, Eric**  
Prebill #: 1741616  
**028033 - NPC International Committee**  
**0001 - Case Administration**

DATE THRU: January 31, 2021

Page: 6  
**Responsible Timekeeper: 05395 - Wilson, Eric**  
FORMAT 021

**Bill Summary:**

**Total Disbursements:** 6,646.87  
**Total Due:** \$6,646.87

---

Attorney Instructions:

/ / Bill Total Time & Expenses at Standard Amount.

Amount To  
be billed.

\$

          
/

/ Bill Total Time & Expen

/ / Write Off as Unbillable.

/ / Hold, do not Bill

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR 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)

Obj. Deadline: April 14, 2021 at 4:00 p.m. (CT)

**NOTICE OF EIGHTH MONTHLY FEE STATEMENT OF KELLEY DRYE  
& WARREN LLP FOR COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
NPC INTERNATIONAL, INC., ET AL., FOR THE PERIOD FROM  
FEBRUARY 1, 2021 THROUGH AND INCLUDING FEBRUARY 28, 2021**

PLEASE TAKE NOTICE that on March 31, 2021, Kelley Drye & Warren LLP (“Kelley Drye”) served the *Eighth Monthly Fee Statement of Kelley Drye & Warren LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of NPC International, Inc., et al., for the Period from February 1, 2021 Through and Including February 28, 2021* (the “Statement”) on the Fee Notice Parties as defined in the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief*, dated August 14, 2020 [D.I. 434] (the “Interim Compensation Order”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Statement must be made in accordance with the Interim Compensation Order and must be delivered via email upon

---

<sup>1</sup> The Debtors in these chapter 11 cases are NPC International, Inc.; NPC Restaurant Holdings I LLC; NPC Restaurant Holdings II LLC; NPC Holdings, Inc.; NPC International Holdings, LLC; NPC Restaurant Holdings, LLC; NPC Operating Company B, Inc.; and NPC Quality Burgers, Inc.

Kelley Drye and each of the other Fee Notice Parties so as to be received no later than **April 14, 2021 at 4:00 p.m. (CT)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that pursuant to the Interim Compensation Order, if no objection to the Statement is timely served by the Objection Deadline, the Debtors are authorized and directed under the Interim Compensation Order to pay Kelley Drye \$433,948.50, representing 80% of the fees and 100% of the expenses requested in the Statement.

Dated: March 31, 2021  
New York, New York

**KELLEY DRYE & WARREN LLP**

By: /s/ Eric R. Wilson  
Eric R. Wilson (admitted *pro hac vice*)  
Jason R. Adams (admitted *pro hac vice*)  
Maeghan J. McLoughlin (admitted *pro hac vice*)  
Cassandra Postighone  
3 World Trade Center  
175 Greenwich Street  
New York, NY 10007  
Tel: (212) 808-7800  
Fax: (212) 808-7897  
ewilson@kelleydrye.com  
jadams@kelleydrye.com  
mmcloughlin@kelleydrye.com  
cpostighone@kelleydrye.com

*Counsel to the Official Committee of Unsecured  
Creditors of NPC International, Inc., et al.*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR 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)

**EIGHTH MONTHLY FEE STATEMENT OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF NPC INTERNATIONAL, INC., *ET AL.*, FOR THE  
PERIOD FROM FEBRUARY 1, 2021 THROUGH AND INCLUDING FEBRUARY 28, 2021**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	September 15, 2020, effective as of July 15, 2020 <sup>2</sup>
Period for which compensation and reimbursement is sought:	February 1, 2021, through and including February 28, 2021
Amount of compensation sought as actual, reasonable and necessary:	\$539,643.00
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$2,234.10

Approximately 18.8 hours was expended for monthly fee statement preparation during the application period.

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<sup>1</sup> The Debtors in these chapter 11 cases are NPC International, Inc.; NPC Restaurant Holdings I LLC; NPC Restaurant Holdings II LLC; NPC Holdings, Inc.; NPC International Holdings, LLC; NPC Restaurant Holdings, LLC; NPC Operating Company B, Inc.; and NPC Quality Burgers, Inc.

<sup>2</sup> Docket No. 609.

**COMPENSATION BY TIMEKEEPER**

<b>Name of Professional</b>	<b>Position with Applicant</b>	<b>Year of Law School Graduation</b>	<b>Hourly Billing Rate 2021</b>	<b>Total Hours</b>	<b>Total Comp</b>
Eric R. Wilson	Partner	1997	\$975.00	134.20	\$130,845.00
Jason R. Adams	Partner	2000	\$855.00	121.40	\$103,797.00
Benjamin D. Feder	Special Counsel	1985	\$830.00	0.20	\$166.00
Kristin S. Elliott	Special Counsel	2002	\$760.00	12.30	\$9,348.00
Cameron R. Argetsinger	Special Counsel	2006	\$725.00	42.70	\$30,957.50
Levi M. Downing	Special Counsel	2011	\$830.00	2.50	\$2,075.00
Philip Weintraub	Senior Associate	2005	\$640.00	53.60	\$34,304.00
Eloy A. Peral	Senior Associate	2010	\$725.00	29.30	\$21,242.50
Maeghan J. McLoughlin	Senior Associate	2011	\$840.00	162.80	\$136,752.00
Sean T. Wilson	Associate	2014	\$655.00	0.10	\$65.50
Cassandra Postighone	Associate	2016	\$540.00	61.40	\$33,156.00
Mark Levine	Associate	2019	\$495.00	24.30	\$12,028.50
Connie Choe	Associate	2020	\$455.00	48.80	\$22,204.00
Marie Vicinanza	Paralegal	n/a	\$320.00	4.30	\$1,376.00
Elizabeth Presbitero	Paralegal	n/a	\$260.00	5.10	\$1,326.00
			<b>Total:</b>	<b>703.00</b>	<b>\$539,643.00</b>

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (1)	21.9	\$18,428.00
Retention Matters (Applications & Orders) (3)	0.5	\$460.50
Fee Matters (Applications & Orders) (4)	76.4	\$56,947.00
Executory Contracts & Leases (7)	3.0	\$1,970.00
Claims Administration (Analysis & Objection) (9)	169.3	\$112,338.00
Disclosure Statement & Plan (10)	40.0	\$27,271.50
Committee & Creditor Communication (11)	9.4	\$7,979.50
Business Operations (12)	3.8	\$3,441.00
Court Hearings (13)	2.5	\$1,982.00
Relief from Stay/Adequate Protection (14)	2.8	\$2,626.50
Contested Matters (16)	363.2	\$297,267.50
Meetings and Communications with Debtors (19)	10.2	\$8,931.50
<b>Total:</b>	<b>703.0</b>	<b>\$539,643.00</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses</b>
Courier	\$26.17
Duplication	\$75.90
Transcription Service	\$123.60
Lexis Research	\$92.53
Westlaw Research	\$1,915.90
<b>Total:</b>	<b>\$2,234.10</b>

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:  
MUMBAI, INDIA

NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

March 26, 2021  
Invoice No. 2813924

028033 NPC International Committee  
0001 Case Administration

**Account Summary And Remittance Form**

Legal Services:	\$18,428.00
Disbursements and Other Charges:	\$2,234.10

**Total Amount Due: \$20,662.10**

**Terms: Payment Due on or Before April 25, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK:** JP MORGAN CHASE, N.A.  
**ABA #:** 021-000-021  
**SWIFT CODE:** CHASUS33  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:**135-046110  
**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
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Client 028033  
Matter 0001 Case Administration

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/01/21	Review C. Postighone (KDW) summary of recently filed pleadings.	ERW	0.20	\$195.00
02/02/21	Draft new post-confirmation task list and upcoming dates chart.	MJM	0.90	756.00
02/02/21	Instruction to M. McLoughlin (KDW) regarding tomorrow's status call (.2); review and revise updated task list (.4).	ERW	0.60	585.00
02/03/21	Review updated internal task list to get through plan effective date.	JRA	0.30	256.50
02/09/21	Call with J. Adams (KDW) to discuss open case matters, ADR procedures, timing for fee statements (.3) and review task list in connection with same (.3).	MJM	0.60	504.00
02/09/21	Update conference with M. McLoughlin (KDW) regarding case status, continued review of insurance policies from debtors and ADR process, status on interim fee applications and general case assignments.	JRA	0.30	256.50
02/12/21	Review updated case task list from M. McLoughlin (KDW) (.1) and prepare comments to same (.1).	JRA	0.20	171.00

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March 26, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/21	Instruction to M. McLoughlin (KDW) regarding task list (.2); review same (.4).	ERW	0.60	585.00
02/15/21	Instruction to M. McLoughlin (KDW) regarding tomorrow's call.	ERW	0.20	195.00
02/16/21	Weekly status and strategy call on general claim issues and ADR procedures and PI claim review.	KSE	0.50	380.00
02/16/21	Prepare for (.1) and call with J. Adams and E. Wilson (both KDW) to discuss case matters, claims review, ADR procedures (.5); call with claims team to discuss next steps, timing for claims objections and review (.5); revise case task list (.3).	MJM	1.40	1176.00
02/16/21	Prepare for (.3) and participate in (.5) case status update call with E. Wilson and M. McLoughlin (both KDW); conference with E. Wilson, M. McLoughlin, K. Elliott, C. Argetsinger and remainder of internal team (all KDW) regarding general case update and status, PI claims, insurance coverage, claims procedures and other claim review (.5); follow up with E. Wilson (KDW) on same (.2); conference with R. Newman (A&M) regarding case status, business performance to date and update discussions with Alix on claims analysis (.3).	JRA	1.80	1539.00
02/16/21	Conference call with E. Wilson, J. Adams, M.	CRA	0.50	362.50

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Matter 0001  
March 26, 2021  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/16/21	McLoughlin (all KDW) regarding case status, ADR procedures. Outline issues for today's internal group call (.6); call with J. Adams and M. McLoughlin (both of KDW) preparatory to call (.5); conduct today's call (.5); follow-up call with J. Adams (KDW) regarding next steps (.2); emails to J. Adams, M. McLoughlin and M. Levine (all of KDW) regarding today's call (.2); instruction to M. McLoughlin (KDW) regarding case task list (.2); review updated list (.1).	ERW	2.30	2242.50
02/16/21	Internal KDW team call regarding next steps on claims review and other post-confirmation issues.	CP	0.50	270.00
02/16/21	Call with KDW team regarding case status and open task list items including claim review deliverables.	PAW	0.50	320.00
02/16/21	Conference with M. McLoughlin, J. Adams, E. Wilson, C. Postighone, M. Levine, K. Elliott, and C. Choe (all KDW) regarding claims review and next steps.	EAP	0.50	362.50
02/17/21	Update call with E. Wilson (KDW) on updated tasks list and calendar, creditor inquiries, claim review and today's call with debtors.	JRA	0.30	256.50
02/17/21	Update claims review task list with new information (.3); send to internal working group (.1).	MJM	0.40	336.00

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March 26, 2021  
Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/17/21	Confer with J. Adams (KDW) regarding case status, next steps.	ERW	0.30	292.50
02/17/21	Email with A&M team regarding PPP repayment.	PAW	0.20	128.00
02/18/21	Emails to J. Adams, et al. (KDW) regarding status, next steps (.3); review updated case task list (.2); emails to M. McLoughlin and J. Adams (both of KDW) regarding same (.2).	ERW	0.70	682.50
02/22/21	Call with J. Adams (KDW) to discuss case status, upcoming deadlines.	MJM	0.30	252.00
02/22/21	Conferences with E. Wilson (.2) and M. McLoughlin (.3) (both of KDW) regarding status on ADR procedures and motion, claims review, upcoming schedule, next call with debtors and trust transition.	JRA	0.50	427.50
02/22/21	Confer with J. Adams (KDW) regarding case status, next steps and weekly call.	ERW	0.20	195.00
02/23/21	Correspondence with M. McLoughlin (KDW) regarding case status and projects.	JRA	0.30	256.50
02/23/21	Instructions to M. McLoughlin (KDW) regarding group call.	ERW	0.20	195.00
02/24/21	Conference with E. Wilson (KDW) on case status.	JRA	0.20	171.00
02/24/21	Confer with J. Adams and M. McLoughlin (both of KDW) regarding status, next steps (.2); emails with W. Smith (KDW) regarding case status (.2).	ERW	0.40	390.00

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Matter 0001  
March 26, 2021  
Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/25/21	Correspondence with J. Adams (KDW) regarding case status (.2); update case task list (.3) for tomorrow's call; emails with K. Elliott (KDW) regarding updates to task list (.2).	MJM	0.70	588.00
02/25/21	Email from M. McLoughlin (KDW) regarding task list (.1); review revised task list (.2).	ERW	0.30	292.50
02/26/21	Participate in conference call with J. Adams, E. Wilson, and M. McLoughlin (all of KDW) regarding case status.	CC	0.50	227.50
02/26/21	Prepare for (.1) and call with claims team (.5) to discuss status and next steps.	MJM	0.60	504.00
02/26/21	Review updated task list in advance of today's internal call (.2); conference with E. Wilson (KDW) in preparation for same (.2); participate in internal team call on case status (.5).	JRA	0.90	769.50
02/26/21	Attend weekly call on case status and claim reconciliation efforts.	KSE	0.50	380.00
02/26/21	Call with J. Adams (KDW) preparatory to today's weekly group call (.2); review and revise case task list preparatory to same (.3); conduct weekly status call (.5).	ERW	1.00	975.00
02/26/21	KDW team call regarding case status, schedule and open task list items.	PAW	0.50	320.00
02/26/21	Call with E. Wilson (KDW) and internal KDW team regarding next steps preparatory for effective date.	CP	0.50	270.00
02/26/21	Call with J. Adams, M. McLoughlin, E.	EAP	0.50	362.50

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Matter 0001  
March 26, 2021  
Page 6

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Wilson, C. Postighone, M. Levine, and C. Choe (all KDW) regarding status of case and next steps.			

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Client 028033  
Matter 0001  
March 26, 2021  
Page 7

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Total Services for this Matter: 18,428.00

**Other Charges:**

Duplication	\$75.90
Courier	26.17
Transcriptions	123.60
Westlaw Research	1,915.90
Lexis Research	92.53

Total Other Charges for this Matter: 2,234.10

Total this Invoice \$20,662.10

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Matter 0001  
March 26, 2021  
Page 8

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	0.50	455.00	\$227.50
CP	Postighone, Cassandra	1.00	540.00	540.00
CRA	Argetsinger, Cameron R	0.50	725.00	362.50
EAP	Peral, Eloy A	1.00	725.00	725.00
ERW	Wilson, Eric	7.00	975.00	6,825.00
JRA	Adams, Jason	4.80	855.00	4,104.00
KSE	Elliott, Kristin S	1.00	760.00	760.00
MJM	McLoughlin, Maeghan J	4.90	840.00	4,116.00
PAW	Weintraub, Philip A	1.20	640.00	768.00

**PAYMENT BY CHECK:**

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101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:  
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NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

March 26, 2021  
Invoice No. 2813927

028033 NPC International Committee  
0003 Retention Matters (Applications & Objections)

**Account Summary And Remittance Form**

Legal Services:	\$460.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$460.50**

**Terms: Payment Due on or Before April 25, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**  
**ABA #: 021-000-021**  
**SWIFT CODE: CHASUS33**  
**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**  
**ACCOUNT #:135-046110**  
**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER**  
**AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

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NEW YORK, NEW YORK 10178  
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NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

March 26, 2021  
Invoice No. 2813927

Client 028033  
Matter 0003 Retention Matters (Applications & Objections)

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/19/21	Review notice of expansion of E&Y services (.1); initial review of E&Y statement of work (.1); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.30	\$292.50
02/22/21	Review E&Y updated engagement letter regarding expansion of services.	MJM	0.20	168.00
Total Services for this Matter:				460.50
Total this Invoice				\$460.50

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Matter 0003  
March 26, 2021  
Page 2

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.30	975.00	\$292.50
MJM	McLoughlin, Maeghan J	0.20	840.00	168.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
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101 PARK AVENUE  
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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

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c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

March 26, 2021  
Invoice No. 2813925

028033 NPC International Committee  
0004 Fee Matters (Applications & Objections)

**Account Summary And Remittance Form**

Legal Services:	\$56,947.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$56,947.00**

**Terms: Payment Due on or Before April 25, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**  
**ABA #: 021-000-021**  
**SWIFT CODE: CHASUS33**  
**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**  
**ACCOUNT #:135-046110**  
**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER**  
**AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

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c/o Eric Wilson  
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New York, NY 10178

March 26, 2021  
Invoice No. 2813925

Client 028033  
Matter 0004 Fee Matters (Applications & Objections)

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/01/21	Emails with P. Fabsik (WG) regarding Alix, Greenhill and E&Y fee statements (.1); review Alix (.2), Greenhill (.2) and E&Y (.1) fee statements; emails to C. Postighone and M. Vicinanza (both of KDW) regarding KDW January fee statement (.3).	ERW	0.90	\$877.50
02/02/21	Brief review of the following debtor professional monthly fee statements for December: Greenhill, E&Y, Weil and Alix.	JRA	0.40	342.00
02/02/21	Review KDW December invoices (.7); prepare KDW December fee worksheet (1.7).	MMV	2.40	768.00
02/02/21	Review Weil (.2), Alix (.1), Greenhill (.1), and E&Y (.1) fee statements; emails with M. Vicinanza (KDW) regarding KDW December fee statement (.2); preliminary review of fee worksheet (.3); and direction to C. Postighone (KDW) regarding same (.2).	MJM	1.20	1008.00
02/02/21	Further emails to M. Vicinanza, M. McLoughlin and C. Postighone (all of KDW) regarding KDW fee statement (.3); review prior fee worksheet (.3); email from D. Perkins (UP)	ERW	1.20	1170.00

**KELLEY DRYE & WARREN LLP**

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding January invoice (.1); review same (.1); email from P. Fabsik (WG) regarding January fee statement (.1); review same (.2); email to M. McLoughlin (KDW) regarding same (.1).			
02/03/21	Follow up emails with C. Postighone (KDW) regarding KDW December fee statement and second interim fee application (.2); review GD fee statement (.1); review KDW interim fees (.3) and follow up with M. Vicinanza (KDW) regarding worksheet (.2).	MJM	0.80	672.00
02/03/21	Email from T. Hammond (GDC) regarding Trinity invoice (.1); review same (.1).	ERW	0.20	195.00
02/04/21	Prepare KDW fee worksheet for second interim fee application (.3); conferences (2x) with C. Postighone (KDW) regarding fee worksheet (.5); review payments made and work with accounting to confirm receipt of payments and outstanding amounts (.4).	MMV	1.20	384.00
02/04/21	Instruction to M. McLoughlin (KDW) regarding KDW fee statement (.2); emails to M. McLoughlin and C. Postighone (both of KDW) regarding KDW January fee statement (.3); review and comment on same (.6).	ERW	1.10	1072.50
02/04/21	Conferences (2x) with M. Vicinanza (KDW) regarding payments received and review of KDW fee statement worksheet (.5); review	CP	4.50	2430.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/05/21	KDW December invoices to confirm accuracy of KDW monthly fee statement (1.4); update fee statement worksheet to reflect same (.8); update KDW December monthly fee statement (1.8). Brief review of draft of KDW 6th monthly fee statement for December and corresponding fee worksheet (.1); follow up correspondence to M. McLoughlin and C. Postighone (both KDW) regarding same and timing on KDW second interim fee application (.1).	JRA	0.20	171.00
02/05/21	Review (.9) and revise (.6) KDW December fee statement; redact December invoices (1.4).	MJM	2.90	2436.00
02/05/21	Review M. McLoughlin (KDW) revisions to KDW monthly statement (.2); emails to M. McLoughlin and C. Postighone (both of KDW) regarding same (.2); review invoice redactions (.6).	ERW	1.00	975.00
02/05/21	Correspondence with M. McLoughlin (KDW) regarding KDW December fee statement (.2); review invoices for redaction (1.9); update fee statement worksheet for KDW interim fee application (1.9); begin drafting KDW second interim fee application (2.7), proposed order (.8), J. Adams (KDW) declaration (1.2), and exhibits to fee application (1.6).	CP	10.30	5562.00
02/06/21	Emails with J. Adams and C. Postighone (both	MJM	0.90	756.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/06/21	KDW) regarding KDW second interim fee application (.2); initial review of second interim application (.5) and follow up email to C. Postighone (KDW) regarding exhibits to fee application (.2). Preliminary review of draft of KDW second interim fee application from C. Postighone (KDW) (.3) and email correspondence with M. McLoughlin (KDW) regarding review of same (.1).	JRA	0.40	342.00
02/07/21	Review (.6) and draft initial revisions to KDW second interim fee application (1.1); draft email outlining next steps, revisions (.3).	MJM	2.00	1680.00
02/08/21	Continue revisions to KDW second interim fee application (2.1); follow up emails with C. Postighone (KDW) regarding incorporating revisions (.2).	MJM	2.30	1932.00
02/08/21	Review KDW invoices for November and December (1.4) and revise KDW fee application matter descriptions (3.4).	CP	4.80	2592.00
02/09/21	Confer with C. Postighone (KDW) regarding additional data for KDW second interim fee application (.2); review updated draft (.3) and follow up with J. Adams (KDW) regarding same (.2).	MJM	0.70	588.00
02/09/21	Preliminary review updated redlined draft of KDW second interim fee application from C.	JRA	0.70	598.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/09/21	Postighone (KDW) (.5); correspondence with M. McLoughlin (KDW) regarding same (.2). Compare KDW second interim budget (.2); email to C. Postighone and M. McLoughlin (both of KDW) regarding same, fee statement (.4); review redacted invoices (.5); email from C. Postighone (KDW) regarding KDW second interim fee application (.1); review same (.3); cross-reference fee worksheet (.2); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	1.80	1755.00
02/09/21	Continue review of invoices for October (1.6) and December (1.4) and revise KDW fee application matter descriptions (2.2).	CP	5.20	2808.00
02/10/21	Revise KDW second interim fee statement (3.3) and exhibits to same (1.1); emails with J. Adams (KDW) and R. Newman (A&M) on timing for filing same (.2); follow up with C. Postighone (KDW) on additional data (.2).	MJM	4.80	4032.00
02/10/21	Review KDW January prebills for reasonableness preparatory to February statement (2.2); review further revised draft of KDW second interim fee statement (.6); instruction to M. McLoughlin and C. Postighone (both of KDW) (.2); email from T. Lii (PW) regarding January invoice (.1); review same (.1); emails to M. McLoughlin (KDW) regarding KDW second interim fee statement	ERW	3.80	3705.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(.1); review same as revised (.3); emails to R. Newman (A&M) regarding A&M fee statement (.2).			
02/11/21	Finalize draft of KDW second interim fee application (2.2); instruct C. Postighone (KDW) regarding fee worksheet (.2).	MJM	2.40	2016.00
02/11/21	Prepare comments to updated draft of KDW second interim fee application (1.2); conference with E. Wilson (KDW) regarding same (.2).	JRA	1.40	1197.00
02/11/21	Confer with J. Adams (KDW) regarding status of KDW second interim fee application (.2); review further revised second interim fee statement prior to circulation (1.1); emails to M. McLoughlin and C. Postighone (both of KDW) regarding same (.2); email from I. Volkov (MB) regarding A&G invoices (.1); review same (.2).	ERW	1.80	1755.00
02/11/21	Update KDW fee statement worksheet per M. McLoughlin's (KDW) comments.	CP	0.20	108.00
02/12/21	Prepare exhibits to KDW interim fee statement.	CP	0.40	216.00
02/12/21	Update the calendar to reflect the objection deadline for KDW second interim fee application.	EP	0.10	26.00
02/12/21	Organize (.2) and file (.2) KDW 2nd interim fee application.	MMV	0.40	128.00
02/12/21	Incorporate J. Adams and E. Wilson (both KDW) comments to KDW second interim fee	MJM	1.80	1512.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/21	application (.9); revise, finalize same (.5); prepare for filing (.2); emails with C. Postighone and M. Vicinanza (both KDW) regarding filing (.2). Review updated draft of KDW second interim application prior to filing and circulation to K. Carson (RI) (.3); email to M. McLoughlin (KDW) and K. Carson (RI) regarding same (.2); emails to C. Postighone and M. McLoughlin (both of KDW) regarding further revisions (.2).	ERW	0.70	682.50
02/15/21	Review draft of A&M second interim fee application (.5); provide comments to R. Newman (A&M) regarding revising same prior to filing (.3).	JRA	0.80	684.00
02/15/21	Finalize (.3) and file (.2) A&M second interim fee application.	MJM	0.50	420.00
02/15/21	Continue review of KDW January prebills preparatory to February statement for reasonableness (1.8); emails to M. Vicinanza and J. Adams (both of KDW) and R. Newman (A&M) regarding second interim fee application (.3); review same (.2).	ERW	2.30	2242.50
02/16/21	Email from A. Gunta (MS) regarding February invoice (.1); review same (.1).	ERW	0.20	195.00
02/17/21	Review Weil (.2), E&Y (.1); Alix (.2); AG (.1), and Greenhill (.2) fee applications.	MJM	0.80	672.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/17/21	Review Weil (.3) and Deloitte (.2) second interim fee applications (.5); review A&G (.2) and Greenhill (.2) second interim fee statements.	ERW	1.40	1365.00
02/18/21	Emails with E. Wilson and M. Purcell (both KDW) regarding LEDES file.	MJM	0.20	168.00
02/18/21	Emails from S. Statham and H. Duran (both UST) regarding LEDES data request (.1); instruction to J. Adams and M. McLoughlin (both of KDW) (.1); email from T. Lii (PW) regarding Porter January invoice (.1); review same (.1).	ERW	0.40	390.00
02/19/21	Instruction to C. Postighone (KDW) regarding LEDES file.	ERW	0.10	97.50
02/22/21	Review KDW prebills for January in connection with preparation of monthly fee statement.	JRA	2.10	1795.50
02/22/21	Email to J. Adams (KDW) regarding fee statement (.1); email to F. Ha (WG) regarding same (.1).	ERW	0.20	195.00
02/23/21	Email to B. Ruzinsky (JW) regarding February invoice (.1); review same (.1).	ERW	0.20	195.00
02/25/21	Emails to J. Adams (KDW) and F. Ha (WG) regarding January fee statement.	ERW	0.20	195.00
02/26/21	Review A&M January monthly fee statement prior to circulation to service list.	JRA	0.20	171.00
02/26/21	Review A&M January fee statement.	MJM	0.20	168.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/26/21	Email from R. Newman (A&M) regarding January statement (.1); review same (.2); emails to M. Vicinanza (KDW) regarding December payment (.1).	ERW	0.40	390.00
02/28/21	Final review of KDW invoices for January in connection with preparation of monthly fee statement.	JRA	1.30	1111.50
Total Services for this Matter:				56,947.00
Total this Invoice				\$56,947.00

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	25.40	540.00	\$13,716.00
EP	Presbitero, Elizabeth	0.10	260.00	26.00
ERW	Wilson, Eric	17.90	975.00	17,452.50
JRA	Adams, Jason	7.50	855.00	6,412.50
MJM	McLoughlin, Maeghan J	21.50	840.00	18,060.00
MMV	Vicinanza, Marie M	4.00	320.00	1,280.00

**PAYMENT BY CHECK:**

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(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

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c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

March 26, 2021  
Invoice No. 2813926

028033 NPC International Committee  
0007 Executory Contracts and Leases

**Account Summary And Remittance Form**

Legal Services:	\$1,970.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$1,970.00**

**Terms: Payment Due on or Before April 25, 2021**

**Please Return This Page With Your Payment**

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**ABA #: 021-000-021**

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**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/21	Review OLP extension stipulation (.1); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.20	\$195.00
02/15/21	Review OLP 365(d)(4) extension stip (.1) and summarize same for E. Wilson and J. Adams (both KDW) (.1).	MJM	0.20	168.00
02/15/21	Review stipulation with OLP Pawendy regarding extension of 365(d)(4) deadline (.1) and email with M. McLoughlin (KDW) regarding same (.1).	JRA	0.20	171.00
02/15/21	Emails with M. McLoughlin (KDW) regarding OLP stipulation.	ERW	0.10	97.50
02/19/21	Email to J. Adams (KDW) regarding lease assumption.	ERW	0.10	97.50
02/22/21	Follow up correspondence with C. Postighone (KDW), D. Papadatos (WG) and R. Patel (Alix) regarding status on cure payments in response to inquiries from landlords on non-payment (.3); follow up correspondence with C. Postighone (KDW) and impacted landlords regarding same (.3).	JRA	0.60	513.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/26/21	Discuss tracking rejection damages, prepetition and postpetition claims for rejected landlord locations with M. Vicinanza (KDW) (.5); begin review and analyze tracking rejection damages for all affected rejected locations (1.1).	CC	1.60	728.00
Total Services for this Matter:				1,970.00
Total this Invoice				\$1,970.00

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	1.60	455.00	\$728.00
ERW	Wilson, Eric	0.40	975.00	390.00
JRA	Adams, Jason	0.80	855.00	684.00
MJM	McLoughlin, Maeghan J	0.20	840.00	168.00

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New York, NY 10178

March 26, 2021  
Invoice No. 2813935

028033 NPC International Committee  
0009 Claims Administration, Analysis & Objection

**Account Summary And Remittance Form**

Legal Services:	\$112,338.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$112,338.00**

**Terms: Payment Due on or Before April 25, 2021**

**Please Return This Page With Your Payment**

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**BANK: JP MORGAN CHASE, N.A.**  
**ABA #: 021-000-021**  
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**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**  
**ACCOUNT #:135-046110**  
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Client 028033  
Matter 0009 Claims Administration, Analysis & Objection

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/01/21	Review form precedents for open claims review (.4), cured and satisfied claims (.3) rejection claims (.3), superseded claims (.3); forward to M. McLoughlin (KDW) with instruction (.2).	ERW	1.50	\$1462.50
02/01/21	Further review of non-litigation claims register to assess scope of claims and review process (.6); outline information needs in connection with same (.3).	JRA	0.90	769.50
02/01/21	Conference with M. Levine and E. Peral (both KDW) regarding review and analysis of open litigation and personal injury claims (.6); update chart and email correspondence with further instruction (.7).	CP	1.30	702.00
02/01/21	Conference regarding review and analysis of open litigation and personal injury claims with E. Peral and C. Postighone (both KDW).	ML	0.60	297.00
02/01/21	Conference with C. Postighone and M. Levine (both KDW) regarding review and analysis of personal injury and other litigation claims (.6); begin to review and analyze litigation claims	EAP	1.30	942.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/01/21	(.7). Pull certain claims from claims register in preparation for claims register analysis (4.4); send folder to C. Postighone (KDW) (.1).	EP	4.50	1170.00
02/02/21	Begin review of PI claims for relevant dates (.8) include date on PI spreadsheet (.5).	EAP	1.30	942.50
02/02/21	Conference with E. Wilson, M. McLoughlin and C. Argetsinger (all KDW) regarding review of insurance policies applicable to PI claims and incorporation into procedures (.3); review further case law research from M. McLoughlin (KDW) regarding 5th Circuit analysis of insurance proceeds in bankruptcy (.8).	JRA	1.10	940.50
02/02/21	Confer with J. Adams, et al. (KDW) regarding claims reconciliation (.3); instruction to C. Argetsinger (KDW) regarding insurance review (.2); continue review of insurance policies (.8); emails with M. McLoughlin, et al. (KDW) regarding same (.4); continue review and analyze of Edgewater (.5), read OGA charters (.8); prepare notes to file (.5).	ERW	3.50	3412.50
02/03/21	Prepare for (.2) and call with claims team (.5) to discuss PI and general claims reconciliation; follow up with K. Elliott (KDW) to prepare for claims review (.2).	MJM	0.90	756.00
02/03/21	Conference with E. Wilson, J. Adams, and M. McLoughlin (all KDW) regarding next steps	CC	0.90	409.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	and case strategy in trust transition and claims reconciliation of case (.5); review documents for same (.1); pull pleadings for K. Elliott (KDW) (.2); schedule call with KDW team for claims process (.1).			
02/03/21	Review uploaded litigation claims filed and create a sharepoint site for claims review.	MMV	0.20	64.00
02/03/21	Participate in internal group call regarding claims review and analysis (.5); follow up call with E. Wilson (KDW) regarding same (.3).	JRA	0.80	684.00
02/03/21	Review claims analysis task list (.2) and other materials from M. McLoughlin (KDW) (.1) to prepare for claims review strategy call; attend claims review strategy call with KDW claims review teams (.5); email with P. Weintraub and C. Choe (both KDW) regarding next steps for GUC review (.2); review trust transfer memo (.3), relevant plan provisions (.8), liquidating trust agreement (.4) and bar date order (.2) for provisions affecting/governing claim review and objection protocols; outline key provisions (.7) and open diligence issues (.3) to initiate claims review process.	KSE	3.70	2812.00
02/03/21	Review current draft of litigation tracker (.5), lease chart (.4); review precedent forms for omnibus claims objection (.6), declaration in support (.4) and order (.3); emails to K. Elliott	ERW	4.00	3900.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(KDW) regarding today's call (.2); emails to M. McLoughlin (KDW) regarding research, local rules (.3); emails with K. Elliott, P. Weintraub and E. Peral (all of KDW) regarding claims review (.3); conference call with J. Adams, et al. (KDW) regarding claims review, ADR, etc. (.5); follow up call with J. Adams (KDW) (.3); notes to file regarding same (.2).			
02/03/21	Confer with internal KDW team regarding post-confirmation claims reconciliation work (.5); draft summary and status of open litigation claims review for K. Elliott (KDW) (.8); email with E. Presbitero (KDW) regarding collection of proofs of claim (.4).	CP	1.70	918.00
02/03/21	Claims meeting conference with KDW team regarding claims reconciliation tasks and next steps.	ML	0.50	247.50
02/03/21	Call with J. Adams, E. Wilson, M. McLoughlin, and other (all KDW) regarding status of case and next steps in claims review process (.5); continue review and analysis of personal injury and other litigation claims (3.2) and update tracking spreadsheet (1.7).	EAP	5.40	3915.00
02/04/21	Participate in conference call with K. Elliott, P. Weintraub and internal team (all KDW) regarding claims reconciliation and next steps.	CC	0.60	273.00
02/04/21	Prepare for (.2) and call with claims team to	MJM	0.80	672.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/04/21	discuss PI and general unsecured claims (.6). Outline notes and task allocations for general GUC review (.2); kick off call with general GUC review team (.6); email M. McLoughlin (KDW) for claims register (.1).	KSE	0.90	684.00
02/04/21	Call with K Elliott, C. Choe and clams team (all KDW) regarding claims reconciliation and review process and omnibus claim objection procedures.	PAW	0.60	384.00
02/05/21	Review proposed tolling agreement with PI claimant A. Hoffman circulated by debtors (.2); assess impact and overlap with ADR procedures (.1); assess ranges of litigation claims (.4); follow up analysis of individual litigation claimants, and underlying POCs involving more than \$1MM (.8); follow up correspondence with C. Postighone (KDW) regarding same and pulling relevant claim information for analysis (.2).	JRA	1.70	1453.50
02/05/21	Commence review of potentially objectionable claims (.9); start to draft of objection claims chart (1.1).	CC	2.00	910.00
02/05/21	Emails regarding liquidated vs. unliquidated PI claims (.2); call with C. Postighone (KDW) regarding need to review and track PI claims for unliquidated amounts (.4).	KSE	0.60	456.00
02/05/21	Call with K. Elliott (KDW) regarding review of	CP	1.20	648.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/05/21	PI claims (.4); update open litigation claims tracking chart (.4); email with J. Adams (KDW) regarding unliquidated claims (.2); cursory review of Mackellar proofs of claim to determine if they are duplicative (.2). Email from C. Postighone (KDW) regarding revised litigation tracker (.1); review same (.8); review further revised litigation claims chart (.6); email from P. DiDonato (WG) regarding agreement to extend SOL, Hoffman (.1); review same (.3); instruction to J. Adams (KDW) (.1).	ERW	2.00	1950.00
02/05/21	Continue review personal injury claims (.9) and account for claims on spreadsheet of PI/litigation claims (.7); review docket in driver class suit in S.D. Ill. (.5)	EAP	2.10	1522.50
02/06/21	Review and analyze docket (.2), amended complaint (.2), order lifting stay due to arbitration (.1), and other pleadings filed in driver class action suit (.2).	EAP	0.70	507.50
02/07/21	Begin to analyze open litigation claims (.9); pull corresponding state court complaints and analyze same (.8); update open litigation claims tracking chart accordingly (1.3).	CP	3.00	1620.00
02/08/21	Review internal lease chart (.3); review proofs of claim for rejection locations (1.6); review attachments to same including invoices and	ML	7.00	3465.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/08/21	complaints (2.9); populate internal lease chart with applicable dates and claim information of same (2.2). Continue to review PI and litigation claims (.8); revise PI/litigation claim spreadsheet to include status of injury (.7); emails with K. Elliott and C. Postighone (both KDW) regarding updates to spreadsheet and review process (.3)	EAP	1.80	1305.00
02/08/21	Continue to review and analyze open litigation claims (1.2); pull corresponding state court complaints and analyze same (.7); update open litigation claims tracking chart accordingly (1.9); call with K. Elliott (KDW) regarding findings on state of injury (.3); email with E. Peral and M. Levine (both KDW) regarding updates to chart (.4); draft email to J. Adams and E. Wilson (both KDW) regarding same (.6).	CP	5.10	2754.00
02/08/21	Review results of states of injury diligence on PI claims (.3); call with C. Postighone (KDW) regarding additional information to search in connection with such inquiry (.3); revise email to E. Wilson and J. Adams (both KDW) regarding the results of the states of injury inquiry (.1).	KSE	0.70	532.00
02/08/21	Update from C. Postighone (KDW) regarding status of litigation claim review and implicated	JRA	0.60	513.00

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02/08/21	state law (.3); review updated claims chart regarding same (.3). Emails with K. Elliott (KDW) on updated claims chart (.1) and review updated PI claims chart (.2).	MJM	0.30	252.00
02/08/21	Review latest claims report (.5); email to M. McLoughlin (KDW) regarding same (.1).	ERW	0.60	585.00
02/09/21	Call with P. Weintraub (KDW) regarding adding objection to lease rejection cap calculation to list of grounds for which we request authority to object on an omnibus basis.	KSE	0.20	152.00
02/09/21	Review omnibus objection procedure precedent in southern district of Texas (2.2); begin draft omnibus claim procedures motion (1.3), form of order (.3), omnibus procedures and form of notice (.5); confer with K. Elliott (KDW) regarding same (.2).	PAW	4.50	2880.00
02/09/21	Confer with E. Peral (KDW) regarding lease rejection damages and claims (.6); review sample rejection damages spreadsheet (.1); update critical dates chart (.3).	CC	1.00	455.00
02/09/21	Review and analyze C. Postighone (KDW) summary of claims review, applicable jurisdictions.	ERW	0.30	292.50
02/09/21	Revise spreadsheet of PI and other litigation claims (.7); call with C. Choe (KDW) regarding review and reconciliation of lease	EAP	1.30	942.50

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02/10/21	rejection damages claims (.6). Emails with R. Newman (A&M) regarding claims reconciliation, Alix.	ERW	0.30	292.50
02/10/21	Continue to draft omnibus claim procedures motion (2.4), form of order (.3), and form of notice (.4).	PAW	3.10	1984.00
02/11/21	Revise draft omnibus claim procedures motion (1.1), form of order (.2), and form of notice (.2); circulate same for review (.2).	PAW	1.70	1088.00
02/11/21	Emails to C. Postighone (KDW) regarding driver class settlement, duplicative claims, releases (.2); review driver class notice, plan regarding same (.6).	ERW	0.80	780.00
02/11/21	Email with E. Wilson (KDW) regarding drivers class settlement papers.	CP	0.40	216.00
02/12/21	Review draft of motions for omnibus claim objections to duplicative, amended and superseded and late filed claims (.3); circulate to K. Elliott (of KDW) (.2).	CC	0.50	227.50
02/12/21	Confer with P. Weintraub (KDW) regarding omnibus claim objection procedures motion.	KSE	0.10	76.00
02/12/21	Call with K. Elliott (KDW) regarding omnibus claims objection procedures (.1); review first (.3) and second (.3) draft omnibus claim objections.	PAW	0.70	448.00
02/15/21	Emails with PI review team for status update on claim review and tracking report.	KSE	0.10	76.00

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02/15/21	Review chart of open general liability claims from T. Cohan (WG).	JRA	0.30	256.50
02/15/21	Continue analysis of personal injury claims (.5) and population (.3) of certain data onto spreadsheet.	EAP	0.80	580.00
02/16/21	Review litigation proofs of claim (.9); review complaints and proof of claim attachments (1.2); and populate internal claims chart (.8).	ML	2.90	1435.50
02/16/21	Continue analysis of personal injury claims (.5) and population (.4) of certain data onto spreadsheet; emails with the foregoing regarding scheduling of meeting to discuss non-substantive claims objections (.2).	EAP	1.10	797.50
02/16/21	Further emails on status of PI claims review.	KSE	0.10	76.00
02/16/21	Review current status of internal claim tracker for non-litigation claims.	JRA	0.60	513.00
02/16/21	Review claims tracker preparatory to tomorrow's call.	ERW	0.40	390.00
02/17/21	Participate in conference call with E. Peral, C. Postighone, and M. Levine (all KDW) regarding review of non-substantive claims review and preparation of exhibits and objections (1.0); participate in follow-up call regarding division of work with C. Postighone and M. Levine (both KDW) (.5); continue review of claims register for duplicative, amended and superseded, and late filed claims	CC	3.60	1638.00

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02/17/21	(2.1). Emails with C. Choe (KDW) regarding rejection damages review (.2); follow up with Weil regarding same (.1).	MJM	0.30	252.00
02/17/21	Review updated draft of claims assignment tracker and to do list.	JRA	0.20	171.00
02/17/21	Emails to M. McLoughlin and C. Postighone (both of KDW) regarding claims.	ERW	0.20	195.00
02/17/21	Call with E. Peral, C. Choe, and M. Levine (all of KDW) regarding non-substantive review of claims (1.0); follow-up call with C. Choe and M. Levine (both of KDW) regarding division of work and next steps (.5).	CP	1.50	810.00
02/17/21	Participated in team claims call review of non substantive review of claims (1.0); follow up call with C. Postighone and E. Peral (both KDW) regarding division of work and next steps (.5).	ML	1.50	742.50
02/17/21	Call with C. Postighone, M. Levine, and C. Choe (all of KDW) regarding review and compilation of schedules of superseded claims, duplicative claims, untimely claims, and claims that exceed \$100k.	EAP	1.00	725.00
02/18/21	Call with P. Weintraub (of KDW) regarding claims steps (.1); work on claims review for amended and superseded, late and duplicative claims (3.8).	CC	3.90	1774.50

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02/18/21	Review claims review tracker (.5), related omnibus procedures motion (.3) and non-substantive claims objections (.4).	MJM	1.20	1008.00
02/18/21	Further emails to C. Postighone and M. McLoughlin (both of KDW) regarding cross claim (.2); email from C. Postighone (KDW) regarding further revised litigation tracker incorporating debtor information (.1); initial review of same (.6), forward to J. Adams (KDW) (.1).	ERW	1.00	975.00
02/18/21	Confer with M. Levine regarding review of open litigation claims (.5); review additional information provided by debtors on open litigation claims (.7); review open litigation claimants' proofs of claim (.9); revise open litigation tracking chart accordingly (1.0).	CP	3.10	1674.00
02/18/21	Revise draft omnibus claims objection procedures (1.1); call with C. Choe (KDW) regarding claims review (.1); continue draft omnibus claims objections (1.3).	PAW	2.50	1600.00
02/19/21	Participate in KDW team call regarding claims review and case steps (.3); continue to review claims (1.5) and create chart (1.2) of amended and superseded, late filed and duplicative claims.	CC	3.00	1365.00
02/19/21	Weekly strategy/status call on claim reconciliation.	KSE	0.30	228.00

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02/19/21	Continue review of claims review assignments (.1) and updated litigation claims chart from C. Postighone (KDW) (.5); conference with E. Wilson (KDW) in preparation for team call (.2); participate with E. Wilson, K. Elliott, P. Weintraub, C. Postighone and remaining claims review team (all KDW) regarding status (.3).	JRA	1.10	940.50
02/19/21	Confer with J. Adams (KDW) preparatory to today's claims call (.2); review task list preparatory to today's call (.2); conduct today's KDW team status call (.3); call to C. Argetsinger (KDW) regarding same (.2); emails to E. Peral (KDW) regarding same (.1); emails to M. McLoughlin and C. Postighone (both of KDW) regarding Gross claim (.2); emails with R. Newman (A&M) regarding Alix claims review (.2); emails to P. Weintraub (KDW) regarding omnibus claims objection (.2); initial review of substantive (.3) and procedural (.3) objections.	ERW	2.20	2145.00
02/19/21	Status call with E. Wilson (KDW) and internal KDW team regarding claims review.	CP	0.30	162.00
02/19/21	KDW team call regarding claim review status (.3); further revise draft omnibus claims objection procedures (.5); continue to draft omnibus claims objections (2.0).	PAW	2.80	1792.00

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02/19/21	Internal NPC team claims call regarding non substantive claims analysis and next steps.	ML	0.30	148.50
02/22/21	Correspondence with C. Postighone (KDW) regarding reviewing non-substantive claims and coordinate next steps.	ML	0.20	99.00
02/22/21	Continue analyzing claims register (1.1) and creating exhibits for amended and superseded, duplicative and late filed claims (1.4); circulate to KDW team (.2).	CC	2.70	1228.50
02/22/21	Initial review of claims register from debtors (.5); preliminary review of omnibus claim objection procedures (.3); duplicate claims objection (.2) and late/superseded objection (.2).	MJM	1.20	1008.00
02/22/21	Emails with S. Bussell and S. Fox (both of ES) regarding Garrison claim (.2); email from R. Newman (A7M) regarding claims register (.1); initial review of same (.2).	ERW	0.50	487.50
02/22/21	Continue analysis of PI claims chart in connection with significant claims and additional detail needed (.8); Review updated claims register from R. Newman (A&M) (.6).	JRA	1.40	1197.00
02/23/21	Review documents from M. McLoughlin and E. Peral (both KDW) for claims review and next steps.	CC	0.30	136.50
02/23/21	Continue analysis of internal PI claim tracking chart and assess missing information (1.7);	JRA	2.90	2479.50

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02/23/21	review debtors' tracking charts for missing data (.6); continue review of updated claims register forwarded by R. Newman (A&M) to assess categories of claims for further review and potential overlap with PI claim issues (.6). Review claims that exceed \$100k and filter out claims reviewed under other process (.9); review emails from M. McLoughlin (KDW) regarding next level review of litigation claims (.3).	EAP	1.20	870.00
02/24/21	KDW team call regarding personal injury claims and next steps (.6); follow up call regarding distribution of work with C. Postighone and E. Peral (both KDW) (.4).	ML	1.00	495.00
02/24/21	Call with J. Adams, M. McLoughlin, C. Postighone, and M. Levine (all KDW) regarding next level of review of litigation claims (.6); call with C. Postighone and M. Levine (both KDW) regarding the same (.4); commence next level review of litigation claims (3.2).	EAP	4.20	3045.00
02/24/21	Begin review of lease rejection damages claim (.6); create spreadsheet tracking claims (.3); confer with M. McLoughlin (KDW) regarding same (.2).	CC	1.10	500.50
02/24/21	Prepare for (.2) and call with J. Adams, E. Peral, C. Postighone, M. Levine (all KDW) to	MJM	1.80	1512.00

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02/24/21	discuss PI claims spreadsheet (.6); review scope of rejection damages claims (.3) and explain same to C. Choe (KDW) (.2); emails with E. Peral (KDW) to discuss PI claims chart and review claims at issue (.3); follow up with C. Argetsinger (KDW) to confirm same (.2). Prepare for (.3) and participate with E. Wilson, M. McLoughlin, C. Postighone, E. Peral and M. Levine (all KDW) in update call (.6) regarding updating PI and litigation claims charts.	JRA	0.90	769.50
02/24/21	Confer with J. Adams, et al. (KDW) regarding status, next steps (.6); emails to M. McLoughlin (KDW) and S. Fox (ES) regarding Garrison claim (.2).	ERW	0.80	780.00
02/24/21	Conference with J. Adams (KDW) and team regarding second level review of litigation claims (.6); follow up call with E. Peral and M. Levine (both of KDW) (.4); begin reviewing open litigation claims (.9).	CP	1.90	1026.00
02/25/21	Review and revise claims review of non-substantive objections (.4); start tracking lease rejection damages (2.4); confer with E. Peral (of KDW) regarding rejection claims damages (.3); research calculation of research damages (.9); email M. Vicinanza (KDW) regarding process of rejection damages (.1).	CC	4.10	1865.50

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02/25/21	Conduct more detailed review of litigation claims tracking chart and cross reference with filed claims in connection with substance of claims and type of insurance policy coverage.	JRA	2.70	2308.50
02/25/21	Review retained causes of action in plan supplement (.2) and definition of GUC trust causes of action (.2); emails with E. Wilson (KDW) over scope of GUC Trust COA and process for review (.2); review (1.8) and revise (.8) omnibus claims objection procedures; compare to relevant precedent (.6).	MJM	3.80	3192.00
02/25/21	Continue review of open auto (.3), GL (.3) claims; emails to M. McLoughlin and P. Weintraub (both of KDW) regarding omnibus claims procedures (.2); review M. McLoughlin (KDW) revisions to omnibus objection procedures motion (.3); email to M. McLoughlin (KDW) regarding same (.1); emails to M. McLoughlin, J. Adams and P. Weintraub (all of KDW) regarding claims objection procedures motion (.3).	ERW	1.50	1462.50
02/25/21	Continue second review of PI claims and input data into spreadsheet (1.1); continue review of claims that exceed \$100k (.7); conference with C. Choe (KDW) regarding rejection claims (.3).	EAP	2.10	1522.50
02/26/21	Continue review of personal injury claims and fill out reserve amounts and insurance	ML	2.90	1435.50

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MUMBAI, INDIA

NPC International Committee  
Client 028033  
Matter 0009  
March 26, 2021  
Page 18

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/26/21	information of same in internal claims chart. Review and analyze claims filed by R. Adams based on employment agreement (.3); review corresponding cure notice (.2); prepare email to J. Adams (KDW) regarding the same (.2).	EAP	0.70	507.50
02/26/21	Emails regarding status of omnibus claim objection procedures (.1); review updated claim review task list to prepare for weekly claim review team call (.1).	KSE	0.20	152.00
02/26/21	Revise claims exhibits to exclude and distinguish priority/admin claims from unsecured amounts.	CC	0.60	273.00
02/26/21	Review first omnibus claims objection (.5) and preliminary comments to same (.3).	MJM	0.80	672.00
02/26/21	Review (.2) and email correspondence with E. Peral (KDW) (.2) regarding R. Adams claim; review updated litigation claims tracking chart from C. Postighone (KDW) for completeness and relevant data (.8).	JRA	1.20	1026.00
02/26/21	Review latest iterations of revised procedural (.3) and substantive (.3) form claim objections.	ERW	0.60	585.00
02/26/21	Review revisions to omnibus claim objection procedures.	PAW	0.30	192.00
02/26/21	Review debtors' general litigation and auto claims tracking charts (1.6); revise open litigation claims chart to reflect same information as in debtors' charts (2.3); review	CP	8.10	4374.00

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 Client 028033  
 Matter 0009  
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 Page 19

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	open litigation claims chart to ensure accuracy and consistency (1.8); draft separate tracking charts for general litigation claims (.6), drivers class claims (.6), workers' compensation claims (.6), and auto claims (.6).			
	Total Services for this Matter:			112,338.00
	Total this Invoice			\$112,338.00

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Client 028033  
Matter 0009  
March 26, 2021  
Page 20

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	24.30	455.00	\$11,056.50
CP	Postighone, Cassandra	27.60	540.00	14,904.00
EAP	Peral, Eloy A	25.00	725.00	18,125.00
EP	Presbitero, Elizabeth	4.50	260.00	1,170.00
ERW	Wilson, Eric	20.20	975.00	19,695.00
JRA	Adams, Jason	16.40	855.00	14,022.00
KSE	Elliott, Kristin S	6.90	760.00	5,244.00
MJM	McLoughlin, Maeghan J	11.10	840.00	9,324.00
ML	Levine, Mark	16.90	495.00	8,365.50
MMV	Vicinanza, Marie M	0.20	320.00	64.00
PAW	Weintraub, Philip A	16.20	640.00	10,368.00

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**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

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New York, NY 10178

March 26, 2021  
Invoice No. 2813931

028033 NPC International Committee  
0010 Disclosure Statement/Plan Issues

**Account Summary And Remittance Form**

Legal Services:	\$27,271.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$27,271.50**

**Terms: Payment Due on or Before April 25, 2021**

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**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK:** JP MORGAN CHASE, N.A.  
**ABA #:** 021-000-021  
**SWIFT CODE:** CHASUS33  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:**135-046110  
**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
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**PAYMENT BY CHECK:**

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March 26, 2021  
Invoice No. 2813931

Client 028033  
Matter 0010 Disclosure Statement/Plan Issues

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/01/21	Review entered confirmation order (.2); follow up with C. Postighone (KDW) regarding 365(d)(4) deadline (.2) and status of transcript (.1).	MJM	0.50	\$420.00
02/01/21	Review entered confirmation order (.1); instruction to M. McLoughlin (KDW) regarding circulation to UCC (.1).	JRA	0.20	171.00
02/01/21	Emails regarding confirmation order (.2); emails with J. Shearer (USB) regarding trust transition (.3); review current draft of trust agreement (.4), precedent for transition memo (.8) preparatory to call with GUC trustee; outline open pre-effective date items (.6).	ERW	2.30	2242.50
02/01/21	Review docket for confirmation order (.1); update the lease chart regarding same (.1).	EP	0.20	52.00
02/02/21	Confer (.6) and emails (.3) with J. Shearer (USB) regarding trust transition, information sharing.	ERW	0.90	877.50
02/03/21	Update GUC trust agreement (.6); and related trust transition documents (.4); email C. Choe (KDW) to discuss same (.2).	MJM	1.20	1008.00

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Client 028033  
Matter 0010  
March 26, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/03/21	Instruction to M. McLoughlin (KDW) regarding transition memo.	ERW	0.20	195.00
02/04/21	Call with M. McLoughlin (of KDW) regarding Trust agreement and memo (.2); review NPC plan (.3) and agreement (.2); create NPC trust contact sheet (.5); start critical dates chart (.3); review trust transition memo sections for next steps (.2).	CC	1.70	773.50
02/04/21	Prepare for (.1) and call (.2) with C. Choe (KDW) regarding trust transition documents.	MJM	0.30	252.00
02/05/21	Review second exclusivity motion (.3) and summarize same (.2).	MJM	0.50	420.00
02/05/21	Review motion to extend exclusivity (.2); correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.1).	JRA	0.30	256.50
02/05/21	Confer with B. Feder (KDW) regarding status, next steps; (.2); further emails with J. Shearer (USB) regarding trust transition (.5).	ERW	0.70	682.50
02/05/21	Confer with E. Wilson (KDW) regarding plan confirmation issues.	BDF	0.20	166.00
02/08/21	Review plan (.3) and disclosure statement (.4) for trust issues; update critical dates chart (1.0); email M. McLoughlin (KDW) regarding questions about GUC trustee transition memo (.2); confer with P. Weintraub (KDW) regarding case tasks on claim procedures (.3).	CC	2.20	1001.00
02/08/21	Emails with C. Choe (KDW) to discuss trust	MJM	0.60	504.00

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March 26, 2021  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/08/21	transition memo (.2); review summary of debtor trust (.2) and GUC Trust (.2). Review and analyze proposed trustee compensation structure (.5); review motion to extend exclusivity (.2); email to M. McLoughlin (KDW) and T. Cohen (WG) regarding same (.2); emails with J. Shearer (USB) regarding trustee issues, retention (.3); review comparable precedent (.4); prepare estimate (.4); review trust (.2), debtor trust agreements (.2) regarding same.	ERW	2.40	2340.00
02/09/21	Review plan (1.1), debtor (.5) and GUC trust (1.0) agreements; create and update debtor trust duties chart of transition memo (1.3); update GUC trust duties chart (2.6).	CC	6.50	2957.50
02/10/21	Review filed exclusivity motion (.2) and follow up with C. Postighone (KDW) regarding same (.1); further emails with C. Choe (KDW) on data for trust transition memo (.2).	MJM	0.50	420.00
02/10/21	Continue drafting trust transition memo GUC trust section (1.5); review and make edits to sections regarding trustee duties (1.2); draft and revise US Trustee quarterly fees section (1.7); review rule 3007 and local rules of Texas to confirm accuracy of section (.3); review background section to memo and fill in dates (.2); review plan (.4) and disclosure statement	CC	7.50	3412.50

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March 26, 2021  
Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/10/21	(.6) regarding same; email M. McLoughlin (KDW) with questions regarding plan sections (.2); review and confirm critical dates chart (1.2); confer with P. Weintraub (KDW) regarding next steps (.2). Further emails with J. Shearer (USB) regarding trust transition (.3); email to C. Postighone (KDW) regarding GUC recovery projections (.1); review exhibit to disclosure statement (.2); review as filed motion to extend exclusive periods (.1); instruction to C. Postighone (KDW) (.1).	ERW	0.80	780.00
02/10/21	Review recovery analysis and disclosure statement for recovery figures for priority and general unsecured claims.	CP	1.20	648.00
02/11/21	Review NPC trustee transition memo (.9); critical dates chart (.2); and contact sheet (.2); send to M. McLoughlin (KDW) for review (.2).	CC	1.50	682.50
02/11/21	Revise go-forward critical dates chart (.4), contact sheet (.3) and trust transition memo (.4).	MJM	1.10	924.00
02/12/21	Emails with C. Choe (KDW) to discuss trust transition documents.	MJM	0.20	168.00
02/12/21	Telephone call (.4) and emails (.3) with J. Shearer (USB) regarding status of trusteeship, compensation; review comparable trusteeships (.5).	ERW	1.20	1170.00

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March 26, 2021  
Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/15/21	Emails to J. Shearer (USB) regarding markup of trust agreement, exclusivity.	ERW	0.30	292.50
02/16/21	Further emails with J. Shearer (USB) regarding trust transition.	ERW	0.50	487.50
02/18/21	Emails with J. Shearer (USB) regarding revisions to trust agreement (.2); review revised trust agreement (.4); forward to M. McLoughlin and J. Adams (both KDW) with instruction (.2).	ERW	0.80	780.00
02/19/21	Review US Bank proposed revisions to trust agreement (.2); email correspondence with E. Wilson (KDW) regarding same (.1).	JRA	0.30	256.50
02/19/21	Review trustee comments to trust agreement (.2); emails with J. Shearer (USB) regarding professional retention agreements (.2); review precedent (.2).	ERW	0.60	585.00
02/22/21	Review GUC trustee comments to trust agreement (.3); update same (.2); review relevant plan provisions on timing for execution and establishment (.3); follow up with E. Wilson (KDW) regarding same (.2).	MJM	1.00	840.00
02/22/21	Emails to J. Shearer (USB) regarding engagement letters (.2); emails to M. McLoughlin (KDW) regarding trust extension (.2).	ERW	0.40	390.00
02/23/21	Further emails with J. Shearer (USB) regarding engagement.	ERW	0.20	195.00

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March 26, 2021  
Page 6

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/23/21	Emails with C. Choe (KDW) to update trust transition documents (.2) review updated contact sheet (.2).	MJM	0.40	336.00
02/25/21	Emails to J. Adams and M. McLoughlin (both of KDW) regarding trust advisors, causes of action (.2); cross-reference plan (.2), trust (.2) regarding same.	ERW	0.60	585.00
Total Services for this Matter:				27,271.50
Total this Invoice				\$27,271.50

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March 26, 2021  
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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BDF	Feder, Benjamin D	0.20	830.00	\$166.00
CC	Choe, Connie	19.40	455.00	8,827.00
CP	Postighone, Cassandra	1.20	540.00	648.00
EP	Presbitero, Elizabeth	0.20	260.00	52.00
ERW	Wilson, Eric	11.90	975.00	11,602.50
JRA	Adams, Jason	0.80	855.00	684.00
MJM	McLoughlin, Maeghan J	6.30	840.00	5,292.00

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ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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New York, NY 10178

March 26, 2021  
Invoice No. 2813928

028033 NPC International Committee  
0011 Committee and Creditor Communications

**Account Summary And Remittance Form**

Legal Services:	\$7,979.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$7,979.50**

**Terms: Payment Due on or Before April 25, 2021**

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**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

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KELLEY DRYE & WARREN LLP

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March 26, 2021  
Invoice No. 2813928

Client 028033  
Matter 0011 Committee and Creditor Communications

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/01/21	Draft (.1) and send (.1) committee update.	MJM	0.20	\$168.00
02/01/21	Call with creditor regarding distributions, claim (.2); update to committee regarding confirmation order (.1); respond to creditor inquiries (.3).	ERW	0.60	585.00
02/01/21	Review confirmation order (.3); email with creditor regarding inquiry into formal assumption of leases impacted by same (.4).	CP	0.70	378.00
02/02/21	Conference call with K. Johnson, landlord, regarding the administrative claim bar date.	STW	0.10	65.50
02/09/21	Review creditor portal inquiry from landlord at rejected location in Bastrop, LA (.1); instruction to M. McLoughlin and C. Postighone (both KDW) regarding same (.2).	JRA	0.30	256.50
02/10/21	Revise (.2) and send (.1) committee update on recently filed pleadings.	MJM	0.30	252.00
02/10/21	Review status of creditor inquiries (.3); instruction to C. Postighone (KDW) (.1); review draft update to committee (.1); instruction to M. McLoughlin (KDW) (.1).	ERW	0.60	585.00
02/11/21	Review creditor proof of claim in response to	MJM	0.30	252.00

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March 26, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/12/21	inquiry (.2); respond to creditor (.1). Call with N. Kamara (landlord) regarding rejection notice and proof of claim (.2); review relevant rejection notices and CNO (.2).	MJM	0.40	336.00
02/12/21	Telephone call with N. Kamara, creditor counsel, regarding case status, distribution (.1); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.20	195.00
02/15/21	Instruction to C. Postighone (KDW) regarding creditor inquiries tracker (.1); review same (.2); emails with M. McLoughlin (KDW) regarding N. Kamara inquiry (.2).	ERW	0.50	487.50
02/17/21	Review C. Postighone (KDW) update regarding status of responses to general creditor inquiries (.1); email correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.1).	JRA	0.20	171.00
02/17/21	Emails to C. Postighone (KDW) regarding revised creditor inquiry tracker (.1); review same (.2).	ERW	0.30	292.50
02/17/21	Address creditor inquiry on unpaid lease-related expenses.	CP	0.50	270.00
02/22/21	Telephone call (.2) and emails (.2) with M. Harris, creditor, regarding claim; emails to R. Newman (A&M) regarding financial update (.2).	ERW	0.60	585.00
02/22/21	Email with landlord creditors, Brookfield and	CP	0.40	216.00

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March 26, 2021  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/23/21	Regency, regarding outstanding cure payments. Review Claim no. 2140 (.1); call M. Harris (creditor) regarding same (.1); follow up emails with M. Harris regarding claim (.2).	MJM	0.40	336.00
02/23/21	Email correspondence with E. Wilson (KDW) and R. Newman (A&M) regarding cash flow report and UCC update on same.	JRA	0.20	171.00
02/23/21	Emails with M. McLoughlin (KDW) and M. Harris, creditor, regarding claims (.3); emails to M. McLoughlin (KDW) regarding Garrison claim, response and inquiry (.2).	ERW	0.50	487.50
02/24/21	Emails with M. Harris (creditor) regarding status of claim.	MJM	0.20	168.00
02/24/21	Further emails with M. McLoughlin (KDW) and M. Harris, creditor, regarding claims, Epiq (.2); email from B. May (BK) regarding Sangmen claim (.1).	ERW	0.30	292.50
02/25/21	Call with M. Harris (creditor) regarding claim status (.2); draft committee update regarding ADR and case status (.5).	MJM	0.70	588.00
02/25/21	Revise draft UCC update email from M. McLoughlin (KDW) (.2); follow up correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.1).	JRA	0.30	256.50
02/25/21	Review update to committee regarding sale closing, ADR (.1); instruction to M. McLoughlin (KDW) (.1); review motion (.2),	ERW	0.60	585.00

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 Matter 0011  
 March 26, 2021  
 Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	procedures (.2) prior to circulation to committee.			
	Total Services for this Matter:			7,979.50
	Total this Invoice			\$7,979.50

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March 26, 2021  
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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	1.60	540.00	\$864.00
ERW	Wilson, Eric	4.20	975.00	4,095.00
JRA	Adams, Jason	1.00	855.00	855.00
MJM	McLoughlin, Maeghan J	2.50	840.00	2,100.00
STW	Wilson, Sean T	0.10	655.00	65.50

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JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:  
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NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

March 26, 2021  
Invoice No. 2813929

028033 NPC International Committee  
0012 Business Operations

**Account Summary And Remittance Form**

Legal Services:	\$3,441.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$3,441.00**

**Terms: Payment Due on or Before April 25, 2021**

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**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**  
**ABA #: 021-000-021**  
**SWIFT CODE: CHASUS33**  
**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**  
**ACCOUNT #:135-046110**  
**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
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New York, NY 10178March 26, 2021  
Invoice No. 2813929Client 028033  
Matter 0012 Business Operations

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/19/21	Review spreadsheet from debtors regarding additional KERP participants under discretionary pool (.2); email correspondence with D. Papadatos (WG) regarding same (.1).	JRA	0.30	\$256.50
02/19/21	Email from D. Papadatos (WG) regarding additional KERP payments (.1); review same (.1); email to J. Adams (KDW) regarding same (.1).	ERW	0.30	292.50
02/20/21	Briefly review January MOR.	JRA	0.20	171.00
02/22/21	Emails to D. Papadatos (WG) regarding discretionary KERP payments (.1); review same (.2); review monthly operating report (.2).	ERW	0.50	487.50
02/22/21	Review debtors January MOR.	MJM	0.30	252.00
02/25/21	Emails with R. Newman (A&M) regarding financial report.	ERW	0.20	195.00
02/26/21	Analyze financial update report from A&M for UCC regarding year end performance vs. budget and updated budget variances (.3); prepare comments to same (.5).	JRA	0.80	684.00
02/26/21	Review A&M financial report.	MJM	0.50	420.00
02/26/21	Email to R. Newman (A&M) regarding	ERW	0.70	682.50

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NPC International Committee  
 Client 028033  
 Matter 0012  
 March 26, 2021  
 Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	financial report (.1); review and comment on same (.6).			
	Total Services for this Matter:			3,441.00
	Total this Invoice			\$3,441.00

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Client 028033  
Matter 0012  
March 26, 2021  
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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.70	975.00	\$1,657.50
JRA	Adams, Jason	1.30	855.00	1,111.50
MJM	McLoughlin, Maeghan J	0.80	840.00	672.00

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**PAYMENT BY WIRE:**

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March 26, 2021  
Invoice No. 2813930

028033 NPC International Committee  
0013 Court Hearings

**Account Summary And Remittance Form**

Legal Services:	\$1,982.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$1,982.00**

**Terms: Payment Due on or Before April 25, 2021**

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**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
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**PAYMENT BY CHECK:**

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March 26, 2021  
Invoice No. 2813930

Client 028033  
Matter 0013 Court Hearings

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/02/21	Follow up with C. Postighone and M. Vicinanza (both KDW) on status of hearing transcripts and timing for same.	MJM	0.20	\$168.00
02/03/21	Call to transcriber for status of the 1/29 transcript and order a copy of the 1/20 transcript.	MMV	0.10	32.00
02/03/21	Emails to M. Vicinanza (KDW) regarding hearing transcripts (.1); review same (.2).	MJM	0.30	252.00
02/04/21	Analyze confirmation transcript regarding discussion on treatment of personal injury claims and ADR procedures (.7); conference with E. Wilson (KDW) on same (.2).	JRA	0.90	769.50
02/04/21	Confer with J. Adams (KDW) regarding hearing transcript (.2); emails to M. McLoughlin (KDW) regarding hearing transcripts, review (.3); email from N. Hwangpo (WG) regarding ADR procedures, hearing transcript (.2).	ERW	0.70	682.50
02/26/21	Arrange for February 25 hearing transcript order request (.2); confer with P. Weintraub (KDW) accordingly (.1).	EP	0.30	78.00

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Client 028033  
Matter 0013  
March 26, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	Total Services for this Matter:			1,982.00
	Total this Invoice			\$1,982.00

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Matter 0013  
March 26, 2021  
Page 3

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
EP	Presbitero, Elizabeth	0.30	260.00	\$78.00
ERW	Wilson, Eric	0.70	975.00	682.50
JRA	Adams, Jason	0.90	855.00	769.50
MJM	McLoughlin, Maeghan J	0.50	840.00	420.00
MMV	Vicinanza, Marie M	0.10	320.00	32.00

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ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
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101 Park Avenue  
New York, NY 10178

March 26, 2021  
Invoice No. 2813932

028033 NPC International Committee  
0014 Relief From Stay/Adequate Protection

**Account Summary And Remittance Form**

Legal Services:	\$2,626.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$2,626.50**

**Terms: Payment Due on or Before April 25, 2021**

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March 26, 2021  
Invoice No. 2813932

Client 028033  
Matter 0014 Relief From Stay/Adequate Protection

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/05/21	Review lift stay tracker (.8); email to M. Levine (KDW) regarding same (.1).	ERW	0.90	\$877.50
02/15/21	Review Briggs lift stay stipulation.	MJM	0.20	168.00
02/16/21	Review (.1) and summarize (.2) Briggs lift stay stipulation.	MJM	0.30	252.00
02/16/21	Review Briggs stay relief stipulation (.2); email correspondence with E. Wilson and M. McLoughlin (both KDW) regarding impact on GUC trust and potential comments (.1).	JRA	0.30	256.50
02/16/21	Review lift stay (.2) and litigation (.4) trackers preparatory to tomorrows call; review Briggs stipulation (.1); emails to M. McLoughlin (KDW) regarding same (.2).	ERW	0.90	877.50
02/26/21	Emails to C. Postighone (KDW) regarding stay hearings, transcripts.	ERW	0.20	195.00
Total Services for this Matter:				2,626.50
Total this Invoice				\$2,626.50

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 Client 028033  
 Matter 0014  
 March 26, 2021  
 Page 2

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	2.00	975.00	\$1,950.00
JRA	Adams, Jason	0.30	855.00	256.50
MJM	McLoughlin, Maeghan J	0.50	840.00	420.00

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New York, NY 10178

March 26, 2021  
Invoice No. 2813933

028033 NPC International Committee  
0016 Other Contested Matters

**Account Summary And Remittance Form**

Legal Services:	\$297,267.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$297,267.50**

**Terms: Payment Due on or Before April 25, 2021**

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**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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Invoice No. 2813933

Client 028033  
Matter 0016 Other Contested Matters

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/01/21	Brief review of applicable insurance policies 2015 - 2020 (.9); review Edgeworth (.6), OGA (1.3), Vitek (.5), Equinox (.6) decisions; review related case law (1.1) and articles (.8); outline policy vs. proceeds issue (.9); call with J. Adams (KDW) to discuss ADR procedures (.3).	MJM	7.00	\$5880.00
02/01/21	Continue outlining critical issues to address in connection with ADR procedures to resolve PI claims (.8); conferences with E. Wilson (KDW) (.3) and M. McLoughlin (KDW) (.3) regarding same; begin review of relevant insurance policies from P. DiDonato (WG) to address same (1.4).	JRA	2.80	2394.00
02/01/21	Confer with J. Adams (KDW) regarding ADR procedures (.3); emails with P. DiDonato (WG) regarding insurance policies (.2); initial review of same (.5); forward to C. Argetsinger (KDW) with instruction (.2); review precedent regarding ADR procedures, Logans (.7), Buffets (.5).	ERW	2.40	2340.00

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Client 028033

Matter 0016

March 26, 2021

Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/02/21	Prepare for (.1) and call with E. Wilson and C. Argetsinger (both KDW) regarding ADR procedures and insurance policies (.6); follow up with C. Argetsinger (KDW) regarding scope of case law and relevant decisions (.3); summarize law on PI claims and policy proceeds (2.2); review litigation claims tracker (.3) and scope of asserted litigation claims (.3); review sample ADR procedures in the 5th circuit (2.4) and other jurisdictions (1.4).	MJM	7.60	6384.00
02/02/21	Pull relevant pleadings for ADR procedures (.8); confer with M. McLoughlin (KDW) regarding same (.2).	CC	1.00	455.00
02/02/21	Review draft ADR procedures preparatory to call (.5); conference call with M. McLoughlin and C. Argetsinger (both KDW) regarding same, next steps (.6).	ERW	1.10	1072.50
02/02/21	Review case law concerning insurer obligations post-bankruptcy (1.6); begin review of non-owned auto insurance policies (.8); conference with E. Wilson, M. McLoughlin (both KDW) regarding same (.6).	CRA	3.00	2175.00
02/03/21	Calls (2X) with J. Adams (KDW) regarding ADR procedures (.8); send sample procedures to E. Wilson (KDW) with summary of same (.3); email J. Adams (KDW) articles on intersection of bankruptcy and insurance law	MJM	6.60	5544.00

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Client 028033  
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March 26, 2021  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(.3) and sample procedures (.3); draft list of open questions in preparation for call with insurance team (.3); review confirmation hearing transcript with respect to ADR procedures (.8); review additional ADR procedures for insurer provisions (2.1); research claimant ability to pursue post-effective date claims against nominal defendants (1.7).			
02/03/21	Continue analysis of additional case law from M. McLoughlin (KDW) regarding 5th circuit law on treatment of personal injury claims (.9); review additional ADR samples from M. McLoughlin (KDW) (1.5); outline key provisions from same (.8); conferences (2x) with M. McLoughlin (KDW) regarding same (.8).	JRA	4.00	3420.00
02/03/21	Organizational emails with ADR/PI claim review team to initiate PI claim review (.2); high level initial review of PI claims tracker (.3); research 5th Circuit authority regarding bankruptcy court jurisdiction to [REDACTED] (1.1).	KSE	1.60	1216.00
02/03/21	Review additional ADR precedent, Caesars (.8), Northeast Airlines (.7); begin review of transcript of hearing regarding same (.6);	ERW	3.10	3022.50

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Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	emails to M. McLoughlin (KDW), C. Argetsinger (KDW) regarding same (.3); email to C. Postighone (KDW) regarding PI claims, ADR (.1); review and analyze schedule of open claims (.6).			
02/03/21	Continue review of non-owned auto insurance policies (.8); review transcript of confirmation proceeding concerning post-bankruptcy insurance obligations (.8); legal research regarding direct action states and application of self-insured retention (1.6).	CRA	3.20	2320.00
02/04/21	Participate in conference call with J. Adams, E. Wilson and internal team (all KDW) regarding ADR procedures and personal injury claims.	CC	0.80	364.00
02/04/21	Review M. McLoughlin (KDW) list of open ADR/PI claim issues to address on group call (.4); supplement same (.2); participate on internal call with E. Wilson, K. Elliott, C. Argetsinger, M. McLoughlin (all KDW) regarding same (.8); follow up call with M. McLoughlin (KDW) on same (.2); continue research on SIR in bankruptcy, including recent precedent on failure of insured to pay and implications on coverage (3.2); review auto liability insurance policies from 2015 through 2020 regarding SIR language and specific bankruptcy provisions (.8); outline additional	JRA	6.80	5814.00

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Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/04/21	issues for analysis in preparation for tomorrow's call with debtors (.3); follow up calls with M. McLoughlin (KDW) on same (.6); review additional policies from Weil (.3). Outline notes and task allocations for PI claims review kick off call (.3); call with KDW ADR team to discuss parameters of ADR procedures and legal issues regarding issuers (.8); correspondence with J. Adams (KDW) regarding timing for states of injury diligence (.1); call with PI review team to discuss next steps and scope of claim review (.8); update review team on timing issues (.2); review revised PI tracker chart to confirm all relevant information will be captured (.2); review outline of proposed ADR procedures and open issues (.2).	KSE	2.60	1976.00
02/04/21	Draft outline of ADR procedures (2.1); and document requests (.4) and issues list (.3); research obligations of insurer to defend (1.8); SIR issues (.9); duty of insurer to drop down (1.1); and applicable state law provisions (1.4); calls with J. Adams (2X) (KDW) (.8) to discuss these issues.	MJM	8.80	7392.00
02/04/21	Conference call with J. Adams (all KDW) regarding insurance, ADR procedures (.8); continue review exhibits to Caesars ADR	ERW	7.20	7020.00

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March 26, 2021  
Page 6

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	procedures (.4); review Hostess, Circuit City, Delphi and Overseas procedures (1.2); emails to K. Elliott and M. McLoughlin (both of KDW) regarding same, claims review (.4); review M. McLoughlin (KDW) summary of open issues regarding ADR procedures (.2); review plan documents regarding workers' comp claims (.9); continue review of hearing transcript regarding ADR (.7); continue review and analysis of Edgewater, et al. regarding same (1.7); outline open issues for procedures, discharge (.9).			
02/04/21	Conference call with E. Wilson, J. Adams and internal team (all KDW) regarding insurance coverage considerations for ADR (.8); analyze self-insured retention and direct action issues (.8) continue review of insurance policies (1.1); legal research regarding effect of [REDACTED] [REDACTED] (1.2).	CRA	3.90	2827.50
02/04/21	KDW team call regarding personal injury claims and insurance coverage (.8); call with KDW team to discuss review of personal injury claims and creation of claim tracker spreadsheet (.8).	PAW	1.60	1024.00
02/04/21	Conference with KDW team regarding insurance policies impacting personal injury	CP	4.10	2214.00

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	and ADR claims (.8); conference with K. Elliott, E. Peral, M. Levine, and P. Weintraub (all KDW) regarding review of personal injury and ADR claim (.8); email with K. Elliott (KDW) regarding same (.4); update personal injury and ADR claims tracking chart (1.2); begin review for late filed claims in personal injury and ADR claims (.9).			
02/04/21	Conference call with E. Wilson, J. Adams, K. Elliott, C. Postighone, P. Weintraub and E. Peral (all KDW) regarding personal injury claims reconciliation and next steps regarding same.	ML	0.80	396.00
02/04/21	Call with KDW team regarding process for review of PI claims in connection with ADR procedures (.8); review PI claims update spreadsheet of PI and other litigation claims according (1.4).	EAP	2.20	1595.00
02/05/21	Review choice of law analysis in non-direct action jurisdictions (1.2); summarize research on insurer liability and obligations (.9) and duty to drop down (.6); prepare for (.2) and call with J. Adams (KDW) to strategise on ADR procedures and call with debtors (1.0); review Edwards lift stay stipulation (.3) and related claim (.3); review insurance motion (.3); call with E. Wilson, J. Adams, and C. Argetsinger	MJM	7.20	6048.00

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02/05/21	(all KDW) to discuss ADR issues and prepare for debtor call (.9); participate in call with Weil team to discuss ADR procedures (.8); follow up call with J. Adams (KDW) (.2); review CJ Holdings and IHC opinions (.5). Continue analysis of caselaw involving implications of failure to comply with SIR requirements and bankruptcy treatment on insurance policies (1.3); conference with E. Wilson (KDW) on ADR status and next steps (.2); review update from C. Argetsinger (KDW) on drop down decisions and policy language (.4); review article from C. Argetsinger (KDW) regarding same (.5); review underlying policy language and outline open questions on missing information (.8); follow up correspondence to C. Argetsinger (KDW) regarding same (.3); conference with M. McLoughlin (KDW) on review of legal issues and procedures outline (1.0); conference with E. Wilson, C. Argetsinger and M. McLoughlin (all KDW) regarding same and in preparation for debtor call (.9); prepare for (.3) and conference with E. Wilson, M. McLoughlin and C. Argetsinger (all KDW) and Weil team on legal analysis for PI claims and ADR procedures (.8); follow up conference	JRA	6.70	5728.50

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02/05/21	with M. McLoughlin (KDW) (.2). Confer with J. Adams (KDW) regarding ADR status (.2); call with Weil and internal team (.5); conference call with J. Adams, et al. (KDW) regarding same preparatory to Weil call (.9); conference call with K. Bostel, et al. (WG) and J. Adams, et al. (KDW) regarding same (.8); continue review research (.5), transcripts (.5) regarding ADR procedures.	ERW	3.40	3315.00
02/05/21	Call with E. Wilson, J. Adams, M. McLoughlin (all KDW) concerning insurance considerations of ADR procedure (.9); call with debtor counsel and E. Wilson, J. Adams and M. McLoughlin (all KDW) concerning same (.8); analysis of choice of law on insurance issues (.4); begin review of CGL insurance policies (1.0); review additional insurance materials provided by debtor counsel (1.1).	CRA	4.20	3045.00
02/07/21	Begin review of additional materials provided by Weil related to PI claims and potential ADR procedures, including correspondence with insurers (.2), policy digests (.3), and relevant Southern District decisions on treatment of claims (.9).	JRA	1.40	1197.00
02/08/21	Continue draft of ADR procedures (3.1); review cases and articles sent by Weil (.9); emails with L. Carens (WG) regarding	MJM	5.80	4872.00

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02/08/21	supporting case law (.3); draft issues list for offer exchange and mediation process (1.1); brief review of additional policies and endorsements provided by Weil (.4). Review updated GL endorsements from debtors in connection with analysis of PI claim coverage issues and ADR procedures (.3); continue analysis of structure of ADR procedures (1.2) and cross reference prior approved procedures (.5); further review of research on discharge and PI claims (2.7).	JRA	4.70	4018.50
02/08/21	Begin review of general liability and employment practices liability insurance policies from debtors' counsel (2.5); continue research regarding effect of [REDACTED] (1.0).	CRA	3.50	2537.50
02/08/21	Review C. Argetsinger (KDW) policy summary regarding self insured retention (.3); cross-reference policy (.3); review direct action jurisdictions (.2); begin review of ABI article regarding insurance risk sharing (.7); continue review GL policies (.5); email from P. DiDonato (WG) regarding additional policies (.1); initial review of same (.4); forward to C. Argetsinger (KDW) with instruction (.1); review emails from J. Adams, C. Postighone and K. Elliott (all of KDW) regarding claims	ERW	5.40	5265.00

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02/09/21	review, insurance issues (.5); review research regarding self-insured policies, failure to pay (.6); review Mackellar complaint (.3); review NPC insurance policies motion (.3); email to M. McLoughlin (KDW) regarding same (.1); review M. McLoughlin (KDW) information request to debtors, ADR procedures (.6); review M. McLoughlin (KDW) ADR confirmation request (.3); instruction to M. McLoughlin (KDW) regarding same (.1). Continue drafting ADR procedures (3.3); ADR notice (1.1); mediation notice (.4); insurer notice (.4); proposed stipulation (.9); revise mediation process (.7); emails with T. Cohan (WG) over open document requests (.2) and review insurer and policy data provided (.6).	MJM	7.60	6384.00
02/09/21	Continue analysis of CGL insurance policies (.5); research regarding effect of deductibles on post-discharge coverage (.8); review decisions by Judges Jones and Isgur regarding same (.5).	CRA	1.80	1305.00
02/09/21	Review select provisions from comparable ADR procedures in Logans in connection with insurance carrier involvement and asses inclusion of same in proposed ADR procedures (1.0); further analyze tiers of coverage for PI and employment claims (.7); prepare notes on offer exchange process given proposed wind	JRA	2.40	2052.00

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02/09/21	down timeline to expedite process (.5); conference with E. Wilson (KDW) in preparing for tomorrow's call on ADR procedures (.2). Emails from L. Carens (WG) regarding policy endorsements (.1); initial review of same (.3); forward to C. Argetsinger (KDW) with instruction (.1); emails to M. McLoughlin (KDW) and L. Carens (WG) regarding ADR precedent (.2); call with J. Adams (KDW) regarding ADR status, tomorrow's call (.2); email from L. Carens (WG) regarding information request (.1); initial review of the following: Old Republic agreement (.3), policy digest, summary (.2), program schematic (.2), PI claims handling (.1); review the following opinions regarding procedures: C&D (.3), iHeart (.5) and Senior Centers (.5); notes to file regarding same (.8).	ERW	3.90	3802.50
02/10/21	Continue revising ADR procedures (2.1); update exhibits to same (.6); call with J. Adams (KDW) (.4) to discuss procedures; follow up call with C. Argetsinger (KDW) regarding same (.2); call with the debtors to discuss ADR procedures and timing for same (.3); follow up call with J. Adams (KDW) regarding same (.2).	MJM	3.80	3192.00
02/10/21	Review additional EPL policy endorsements (.4) and GL endorsements (.2); further analyze	JRA	5.00	4275.00

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	insurance structure and debtor flow chart on coverage (.4); cross reference relevant policy provisions relating to same (.5) and prepare notes for today's call with debtors (.2); conference with M. McLoughlin (KDW) regarding procedures (.4); further analyze relevant SD Texas case law on Edgeworth (.8); participate on today's call with Weil on ADR process with M. McLoughlin and C. Argetsinger (both KDW) (.3); follow up with M. McLoughlin (KDW) regarding same and draft procedures (.2); begin review of updated draft of ADR procedures (1.6).			
02/10/21	Confer with M. McLoughlin (KDW) regarding ADR procedures (.2); review additional general liability insurance policy documents from debtors' counsel (1.2); conference call with J. Adams and M. McLoughlin (all KDW) and debtors' counsel (.3).	CRA	1.70	1232.50
02/10/21	Email from T. Cohan (WG) regarding additional endorsements, insurers (.2); initial review of same (.4); forward to C. Argetsinger (KDW) with instruction (.1); emails with M. McLoughlin (KDW) regarding revised ADR procedures (.2); initial review of same (.5); cross-reference prior draft (.3).	ERW	1.70	1657.50
02/11/21	Conference with E. Wilson (KDW) regarding	JRA	5.20	4446.00

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02/11/21	PI/insurance research, yesterday's call with debtors and status of ADR procedures (.3); continue review of draft ADR procedures from M. McLoughlin (KDW) (2.2); prepare comments to same (1.5); review debtors' analysis chart of known PI and similar claims (.4); conference with M. McLoughlin (KDW) regarding comments to procedures (.8).	MJM	3.20	2688.00
02/11/21	Call with J. Adams (KDW) to discuss ADR procedures (.8); review debtors' litigation claims tracker (.5) and update with direct action information (.5); revise ADR procedures per call with J. Adams (KDW) (1.4).	CRA	1.10	797.50
02/11/21	Continue review of general liability and delivery auto insurance policy documents.	ERW	6.00	5850.00
02/11/21	Confer with J. Adams (KDW) regarding ADR procedures, research, group call (.3); email to team regarding internal call (.2); outline issues for call (.8); review research regarding SIR, deductible and coverage issues (1.0); cross-reference C. Postighone (KDW) claims report (.4); review research regarding injunction and insurance proceeds as property of the estate (1.3); continue review and analysis of ADR procedures (.7); cross-reference precedent (.5); emails to M. McLoughlin and C. Argetsinger (both of KDW) regarding			

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02/12/21	excess policies (.3); initial review of same (.5). Incorporate J. Adams (KDW) comments to ADR procedures (.8) and ADR Notice (.5); call with E. Wilson, J. Adams, C. Argetsinger, and P. Weintraub (all KDW) regarding ADR procedures and PI claims (.7); follow up call with E. Wilson and J. Adams (both KDW) regarding procedures and next steps (.3); incorporate additional comments (.6) and revise before sending to Weil (.4); create database with all relevant pleadings and policies (.9); follow up with C. Argetsinger (KDW) and T. Cohan (WG) regarding general liability claims (.2); follow up with P. Weintraub (KDW) on memo on Edgeworth and progeny (.2).	MJM	4.60	3864.00
02/12/21	Revise draft of ADR notice (2.3), settlement offer form (.4) and claim information form (.5); further review of PI claim tracker from debtors in preparation for internal call (.4); conference with E. Wilson, M. McLoughlin, C. Argetsinger and P. Weintraub (all KDW) regarding ADR procedures, claims review process and insurance overlap (.7); follow up call with E. Wilson and M. McLoughlin (both KDW) regarding claims review process (.3); review (.4) and revise (.9) additional revised draft of ADR procedures from M. McLoughlin	JRA	5.90	5044.50

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02/12/21	(KDW). High-level review of debtors' chart summarizing PI claim exposure (.1); email PI claim review group (C. Postighone, E. Peral and M. Levine) regarding need to incorporate relevant information in our tracking register (.1).	KSE	0.20	152.00
02/12/21	Review insurance policy documents and letter of credit documents from debtors' counsel (1.5); conference call with E. Wilson, J. Adams and M. McLoughlin (all KDW) (.7); begin summary of insurance policies (1.2).	CRA	3.40	2465.00
02/12/21	Review task list preparatory to today's call (.2); instruction to M. McLoughlin (KDW) regarding same (.1); email from T. Cohan (WG) regarding letters of credit, Old Republic litigation tracker (.1); review tracker (.3), LC documents (.2); email to M. McLoughlin (KDW) regarding same (.1); review summary of Edwards, Smith claims (.3); conference call with J. Adams, et al. (KDW) regarding ADR procedures, related-issues (.7); follow-up call with J. Adams and M. McLoughlin (both of KDW) regarding next steps, next week's team call (.3); review various iterations of revised ADR procedures, notice (.8); cross-reference precedent (.3); emails to M. McLoughlin and J.	ERW	4.40	4290.00

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02/12/21	Adams (both of KDW) regarding same (.3); email to KDW internal group regarding claims status call (.2); emails to M. McLoughlin (KDW) and T. Cohan (WG) regarding GL PI claims (.2); cross-reference claims tracker (.2); email to L. Carens, et al. (WG) regarding ADR procedures (.1). KDW team call regarding ADR procedures progress and analysis and review of insurance policies and personal injury claims.	PAW	0.70	448.00
02/15/21	Review general liability claims worksheet (.2) and email with T. Cohan (WG) regarding same (.1); assemble relevant documents for memo on treatment of insurance policies in bankruptcy (.5); summarize same for P. Weintraub (KDW) (.3).	MJM	1.10	924.00
02/15/21	Continue review and analysis of ADR procedures (.5); compare precedent (.3); email from T. Cohan (WG) regarding all open PI claims (.1); review and analysis of tracker (.5).	ERW	1.40	1365.00
02/16/21	Outline format of memo on insurance policies in bankruptcy (.3); call with P. Weintraub (KDW) to discuss memo on insurance and bankruptcy law, related case law, and next steps (1.0); follow up call with J. Adams (KDW) to discuss same and ADR procedures motion (.5); draft list of additional document	MJM	6.90	5796.00

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02/16/21	request (.3); follow up with C. Argetsinger (KDW) regarding same (.2); review updated PI claims spreadsheet (.4); begin draft of motion seeking approval of ADR procedures (3.6); emails with L. Carens (WG) and internally to reschedule call with debtors (.2); research additional approved procedures for motion (.4). Continue review of supplemental claims tracker from debtors identifying general liability claims (.4); email correspondence with C. Argetsinger and M. McLoughlin (both KDW) regarding additional insurance documents needed for review and analysis (.2); conference with M. McLoughlin (KDW) regarding insurance and bankruptcy law memo and ADR process (.5).	JRA	1.10	940.50
02/16/21	Assess additional materials needed from debtors for insurance portion of ADR procedures (.4); continue review of insurance materials from debtors (1.1); begin draft template for insurance summaries (.7).	CRA	2.20	1595.00
02/16/21	Review ADR, claims depository (.4); cross-reference documents received (.3); emails to M. McLoughlin (KDW) regarding same (.2); review C. Argetsinger (KDW) additional information request (.2); emails to T. Cohan (WG), C. Argetsinger, L. Downing and M.	ERW	1.60	1560.00

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02/16/21	McLoughlin (all of KDW) regarding same and workers' comp claims (.5). Call with M. McLoughlin (KDW) regarding ADR procedures and research related to liability insurance and bankruptcy (1.0); read research materials (.9) and confirmation hearing transcript related to same (.6).	PAW	2.50	1600.00
02/17/21	Review debtors comments to ADR procedures (.5); call with J. Adams (KDW) to discuss debtor comments to ADR procedures (.3); draft list of issues (.2) and further revise ADR procedures (.4); follow up with J. Adams (KDW) to discuss motion seeking approval of procedures (.3); revise case law in motion (1.3) and revise draft of motion (3.2).	MJM	6.20	5208.00
02/17/21	Analyze Weil comments to draft of ADR procedures (.6); cross reference relevant provisions of complex case procedures are other form procedures (.3); conferences (2x) with M. McLoughlin (KDW) regarding comments and further updating same (.6); continue review of general liability claims (.3), insurance coverage provisions (.8) and open items with respect to documents (.2).	JRA	2.80	2394.00
02/17/21	Draft template for insurance policy summaries (.7) and begin work on delivery auto policy summaries (1.7).	CRA	2.40	1740.00

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02/17/21	Read research materials related to liability insurance outcomes in bankruptcy (3.0); research additional secondary sources related to same (2.2).	PAW	5.20	3328.00
02/17/21	Continue reviewing proofs of claim (.5) and complaints/ attachments to same (.4); populate internal claims chart (.5).	ML	1.40	693.00
02/18/21	Review proofs of claim in connection with personal injury claims (1.2), review proofs of claim attachments and complaints in connection with same (1.4); populate internal claims chart (1.5); look for complaints filed in relation to personal injury claims (.8).	ML	4.90	2425.50
02/18/21	Continue review and analysis of litigation claims and input data into spreadsheet.	EAP	1.10	797.50
02/18/21	Call with C. Argetsinger regarding policy review and summary project (.4); analyze auto insurance policies and prepare summaries of same (2.1).	LMD	2.50	2075.00
02/18/21	Review further revised draft of ADR procedures from M. McLoughlin (KDW) to address Weil comments (.3); prepare follow up questions on same (.2); email correspondence with D. Kane (KDW) regarding mediation costs in connection with same (.1); conference with E. Wilson (KDW) regarding procedures revisions (.3); review M. McLoughlin (KDW)	JRA	5.10	4360.50

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02/18/21	draft of motion to approve ADR procedures (.7); conference with M. McLoughlin (KDW) regarding same (.3); begin revising facts section (2.4) and ADR summary (.5); review updated PI claim tracking chart from C. Postighone (KDW) (.3).			
02/18/21	Further revise ADR procedures (.4); follow up call with J. Adams (KDW) to discuss ADR motion (.4); review policy schematics and scope of workers compensation coverage (.3), prior correspondence on same (.3) and plan provisions regarding same (.2); calls with L. Carens (WG) regarding ADR procedures (.2) and send follow up emails regarding same (.2); locate contact information for certain PI claimants (.3) and draft email to same (.3); research treatment of workers compensation claims in bankruptcy (1.6); review 5th circuit briefs/case law opposing plan injunction (.5); review C. Postighone (KDW) PI claims summary (.6); draft list of necessary updates (.3); and follow up with J. Adams (KDW) (.2).	MJM	5.80	4872.00
02/18/21	Review further revised ADR procedures (.4); emails to J. Adams and M. McLoughlin (both of KDW) regarding same (.3); confer with J. Adams (KDW) regarding same (.3); initial review of motion to approve ADR procedures	ERW	2.00	1950.00

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02/18/21	(.6); emails to M. McLoughlin and C. Postighone (both of KDW) regarding revised PI claims tracker (.2); review draft email from M. McLoughlin (KDW) to PI claims counsel (.1); instruction to M. McLoughlin (KDW) regarding same (.1). Confer with L. Downing (KDW) regarding insurance policy review project (.4); continue insurance policy review and summary project (1.2); review ADR procedure draft (.8); correspondence with L. Downing (KDW) regarding insurance policy review (.1).	CRA	2.50	1812.50
02/19/21	Finalize draft ADR procedures for circulation to carriers and select claimants (.3); email correspondence with T. Cohan (WG) regarding same (.1); email same to litigation claimants' counsel that appeared at confirmation (.2); continue revising draft of motion to approve ADR procedures including legal argument section (2.2) and preliminary statement (1.5); review relevant case law for same (.7).	JRA	5.00	4275.00
02/19/21	Review and analyze further revised ADR procedures (.5); emails to L. Carens (WG) and J. Adams and M. McLoughlin (both of KDW) regarding same (.3); review updated task list, deadlines (.2); continue review of procedures motion (.6); email from T. Cohan (WG)	ERW	3.30	3217.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding further diligence items (.1); initial review of GL policies, excess and demonstratives (1.1); forward to C. Argetsinger (KDW) with instruction (.1); emails to J. Adams (KDW) regarding procedures motion (.2); emails to J. Adams (KDW) and T. Cohen (WG) regarding review of ADR procedures (.2).			
02/19/21	Confer with E. Wilson (KDW) regarding insurance review project (.1); review new materials from debtors: excess policies (1.1), additional CGL policy (.8), insurance schematics (.4), letter of credit information (.3); continue insurance summary project (2.2).	CRA	4.90	3552.50
02/20/21	Analyze Neiman Marcus briefing on Edgeworth issues and ability to proceed with claims following discharge.	JRA	0.60	513.00
02/21/21	Begin draft memo regarding liability insurance treatment in bankruptcy.	PAW	1.20	768.00
02/22/21	Conference with E. Wilson (KDW) regarding ADR motion and procedures (.2); email correspondence with T. Cohan (WG) regarding Old Republic request for call to discuss ADR procedures (.2); confer internally on availability for call (.2); correspondence with S. Fox (ESC Law) regarding procedures (.3); follow up correspondence with M. McLoughlin (KDW)	JRA	3.10	2650.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/22/21	regarding same (.1); analyze C. Argetsinger (KDW) insurance coverage summary charts and outline open issues (1.3); extensive correspondence with T. Cohan (WG) regarding coordinating calls with carriers (.3); review draft ADR procedures in preparation for calls with carriers and claimants (.5). Review J. Adams (KDW) comments to ADR procedures (.6); comment on same (.4); review significant claims (.9) and C. Argetsinger (KDW) summary of auto policies (.6) and GL policies (.6); analyze policy schematics from 2014-15 (.3); 2016-17 (.3), and 2017 - 2018 (.3)	MJM	4.00	3360.00
02/22/21	Finalize insurance coverage summaries (1.0); call with E. Wilson (KDW) regarding same (.2).	CRA	1.20	870.00
02/22/21	Call (.2) and email (.2) with C. Argetsinger (KDW) regarding status (.4); review Neiman Marcus objection to modification of plan injunction (.7); email to P. Weintraub (KDW) regarding same (.1); confer with J. Adams (KDW) regarding ADR procedures motion (.2); emails to R. Franke (CH), T. Cohan and K. Bostel (both of WG) (.5) and counsel for PI claimants (.1) regarding same.	ERW	2.40	2340.00
02/22/21	Research case law and secondary sources	PAW	3.90	2496.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/23/21	<p>regarding liability outcomes in bankruptcy (2.2); continue draft memo regarding same (1.7).</p> <p>Prepare for (.1) and participate in call with Old Republic team (.6); follow up with E. Wilson, J. Adams, C. Argetsinger (all KDW) regarding procedures (.2); summarize call with OR (.3); draft contact list for ADR procedures (.6); emails with E. Wilson (KDW) regarding same (.2); research disposition of LCs and their proceeds (1.3); call with L. Carens and T. Cohan (both WG) regarding same (.2); prepare additional data needed for litigation claims review, analysis, and initial correspondence (.9) and revise same per J. Adams (KDW) comments (.2); call with J. Adams (KDW) regarding same (1.0); call with Republic Vanguard (.3); summarize same (.2); follow up with T. Cohan (WG) regarding insurer contact list (.1); second call with Old Republic (.3); follow up call with J. Adams (KDW) (.5) and J. Adams and E. Wilson (both KDW) (.3); incorporate E. Wilson comments to ADR motion (1.4); emails with E. Wilson (KDW) regarding summary chart (.2).</p>	MJM	8.90	7476.00
02/23/21	<p>Review ADR procedures in preparation for call with KDW, Weil and Old Republic teams on</p>	JRA	6.10	5215.50

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	Old Republic questions on ADR procedures (.4); participate in call (.6); follow up call with E. Wilson, M. McLoughlin and C. Argetsinger (all KDW) regarding same (.2); email correspondence with P. Moak (GR) regarding status of comments (.1); review letter from S. Fox (ESC) regarding questions on ADR procedures (.3); outline responses to same (.3) and review M. McLoughlin (KDW) draft reply (.2); continue review of insurance summary for C. Argetsinger (KDW) to track policy coverage by year (.4) and cross reference with policies (.5) and coverage schematics (.3); conferences (2x) with M. McLoughlin (KDW) regarding claims update, procedures and insurer calls (1.5); follow up conferences with Old Republic team (.3) and R. Franke (CH) (.3), including Weil and KDW teams on insurer comments and questions on ADR procedures; review E. Wilson (KDW) comments to ADR approval motion (.4); follow up conference with E. Wilson and M. McLoughlin (both KDW) regarding same, modifications and motion to approve (.3).			
02/23/21	Review communications from insurer counsel (.2); conference call with E. Wilson, J. Adams and M. McLoughlin (all KDW), debtor's	CRA	1.30	942.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/23/21	counsel and Old Republic counsel (.6); follow-up discussion with E. Wilson, J. Adams and M. McLoughlin (all KDW) (.2); follow up conference call with E. Wilson, J. Adams and M. McLoughlin (all KDW), debtor's counsel and Old Republic counsel (.3). Further emails with T. Cohan (WG) and R. Franke (CH) regarding ADR procedures (.2); emails to M. McLoughlin (KDW) regarding notice parties (.2); review notice list (.4); extensive revisions to ADR procedures motion (1.6); review C. Argetsinger (KDW) summaries of open items (.2), auto (.5) and GL (.6) policies; prepare for (.2) and participate on (.9) calls (2x) with L Carens (WG), J. Adams (KDW) regarding ADR procedures; follow up call with J. Adams and M. McLoughlin (both of KDW) regarding same (.3); emails to M. McLoughlin (KDW) regarding litigation tracker (.2); review response to S. Fox (ES) regarding Garrison claim (.1); instruction to M. McLoughlin (KDW) (.1); conference call with Weil, J. Adams, et al (KDW), Old Republic counsel regarding same (.6); follow up call with J. Adams, et al. (KDW) regarding same (.2).	ERW	6.30	6142.50
02/23/21	Calls with counsel for insurers regarding ADR	PAW	7.40	4736.00

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	procedures with debtors' counsel and J. Adams (KDW) and M. McLoughlin (KDW) (.9); continue research of case law and secondary materials relating to liability insurance results in bankruptcy (4.7); draft and revise memo regarding same (1.8).			
02/23/21	Review and revise personal injury internal claims chart.	ML	0.30	148.50
02/24/21	Draft list of questions for ADR call (.3) and call with J. Adams and C. Argetsinger (both KDW) regarding changes to procedures (.6); calls (2x) with J. Adams (KDW) to discuss further revisions to procedures (.6); further revise procedures (1.1); email to Weil team regarding same (.2); review debtor comments to ADR motion (.3); begin incorporating same (.2).	MJM	3.30	2772.00
02/24/21	Prepare for (.1) and participate on call (.6) with M. McLoughlin and C. Argetsinger (both KDW) regarding ADR procedures and analysis of Old Republic general comments; review ADR procedures for areas of revisions to address same (.8); review M. McLoughlin's (KDW) proposed revisions to same (.4) and conferences (2x) with M. McLoughlin (KDW) on further revisions to same (.6); review Weil comments to ADR approval motion (.3) and	JRA	3.20	2736.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/24/21	assess further revisions (.4). Conference call with E. Wilson, J. Adams and M. McLoughlin (all KDW) regarding ADR procedures (.6); emails to M. McLoughlin (KDW) regarding insurance coverage issue (.2).	CRA	0.80	580.00
02/24/21	Further emails to M. McLoughlin (KDW) regarding notice to parties (.2); review same (.1); review M. McLoughlin (KDW) summary of updated litigation tracker and recommendation regarding next steps (.2); cross-reference GL (.2) and auto (.2) claims trackers; emails with M. McLoughlin (KDW) regarding revisions to ADR motion, next steps (.2); emails to L. Carens, T. Cohan (both of WG) and M. McLoughlin (KDW) regarding motion, procedures and next steps (.2); review Weil comments to motion (.2); review and revise M. McLoughlin (KDW) outline of open issues for today's call (.5); review further revised procedures (.5).	ERW	2.50	2437.50
02/24/21	Continue researching case law regarding liability insurance outcomes in bankruptcy (4.4); continue draft and revise memo regarding same (2.5).	PAW	6.90	4416.00
02/25/21	Email correspondence with P. Moak (counsel for PI claimant) regarding procedures (.2);	JRA	2.50	2137.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/25/21	review email from K. Fackler (Akerman) regarding same (.2); review further revised draft of procedures from M. McLoughlin (KDW) to address Old Republic comments, Weil input and further comments (.4); conference with E. Wilson (KDW) on procedures (.4); review Weil proposed revisions to ADR procedures (.2) and correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.2); prepare for (.3) and conference with (.4) S. Fox (counsel for PI claimant) regarding ADR procedures; follow up call with E. Wilson (KDW) regarding same (.2). Call with P. Weintraub (KDW) regarding ADR memo (.5); call with L. Carens (WG) regarding status of revisions to ADR procedures (.2); incorporate debtors comments to ADR motion (1.1) and further revise same (.5); review debtors comments to ADR procedures (.4) and draft relevant settlement language (.3); further emails with L. Carens (WG) regarding updated language (.2) and update procedures accordingly (.2); email insurers with additional comments (.3); review Republic Vanguard requested language (.2); draft list of filing requirements (.3); initial review of P.	MJM	4.50	3780.00

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02/25/21	Weintraub (KDW) memo on ADR process (.3). Conference call with counsel for personal injury claimant and J. Adams (KDW), M. McLoughlin (KDW) regarding ADR procedures.	CRA	0.40	290.00
02/25/21	Confer with J. Adams (KDW) regarding revised ADR procedures (.4); emails to K. Facker (Akerman) and P. Moak (GR) regarding same (.2); confer with J. Adams, et al. (KDW) and counsel for Garrison (.4); follow up call with J. Adams (KDW) regarding next steps (.2); emails to R. Franke (CH) regarding comments to procedures, SIR (.2); emails from J. Adams and M. McLoughlin (both of KDW) and L. Carens (WG) regarding further revisions, consent rights (.5); review same (.3); email to P. Weintraub (KDW) regarding insurance and bankruptcy memo (.1); begin review of memo (.6); emails to M. McLoughlin regarding analysis of insurance issues (.2).	ERW	3.10	3022.50
02/25/21	Call with M. McLoughlin regarding current status of ADR procedures and insurance memo (.5); draft section of insurance memo regarding fifth circuit case law (1.2); draft ADR section of memo (.8); review and revise draft insurance memo (3.4).	PAW	5.90	3776.00
02/26/21	Call with J. Adams (KDW) regarding	MJM	6.90	5796.00

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	additional changes to ADR procedures (.4); incorporate Vanguard-Republic comments (.3) and J. Roe comments (.2); call with L. Carens (WG) regarding litigation claims list and service of ADR motion (.2); prepare litigation claimants list, as Exhibit A to procedures (2.3); call with P. Moak (GR) and J. Adams (KDW) to discuss issues with ADR procedures (.3); follow up call with J. Adams (KDW) (.3); draft CGL and PI insurance policy summary chart (2.2); emails with P. Weintraub (KDW) to discuss transcript from Neiman Marcus (.2); consider impact of same on current procedures (.4); emails with K. Fackler (Akerman) to coordinate call on procedures (.1).			
02/26/21	Analyze Clark Hill comments on ADR procedures (.3); conference with M. McLoughlin (KDW) regarding same, updating procedures and filing on Monday (.4); follow up instructions to M. McLoughlin (KDW) on revisions to ADR process to address additional comments from claimants (.2); prepare for (.2) and conference with P. Moak (GR) and M. McLoughlin (KDW) regarding ADR procedures (.3); follow up call with M. McLoughlin (KDW) (.3); coordinate additional conference with claimants on procedures (.2);	JRA	4.10	3505.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/26/21	review Neiman pleadings (.3) and listen to audio file of hearing on Baldwin dispute (.5); begin assessing impact of same on current ADR procedures (1.3). Further emails with P. Moak (GR), J. Sucher (FS), L. Carens (WG) and M. McLoughlin (KDW) regarding ADR procedures (.5); continue review and analysis of insurance/bankruptcy memo (1.6); review revised list of litigation claimants (.3); emails to J. Adams and P. Weintraub (both of KDW) regarding hearing on Edgewater motion in Neiman Marcus (.2).	ERW	2.60	2535.00
02/26/21	Review recent liability insurance decision (.6); email KDW team summary of same (.3).	PAW	0.90	576.00
02/26/21	Review emails from M. McLoughlin (KDW) regarding ADR contacts and updated information (.2); update the trust contact sheet (.9); circulate to M. McLoughlin (KDW) (.1).	CC	1.20	546.00
02/27/21	Review updated PI claims chart for relevant data (.8); cross check against litigation claims list to ADR motion (.6) and update same (.4); review Epiq changes to litigation claims list (.3) and emails with L. Carens (WG) with updated claimants and questions (.2).	MJM	2.30	1932.00
02/27/21	Continue assessment of implications of Neiman Marcus discussion on resolution of PI claims in	JRA	6.40	5472.00

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	connection with ADR procedures (1.4); follow up research on estimation possibilities, district court jurisdiction, Pak Mor, and related case decisions; (2.6); assess implications and impact on different possibilities for reconciling claims with SIR both involving insurers and below threshold and involving deductibles; (2.0); review updated claimant data for services issues (.2) and email correspondence with M. McLoughlin (KDW) and Weil on same (.2).			
	Total Services for this Matter:			297,267.50
	Total this Invoice			\$297,267.50

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CC	Choe, Connie	3.00	455.00	\$1,365.00
CP	Postighone, Cassandra	4.10	540.00	2,214.00
CRA	Argetsinger, Cameron R	41.50	725.00	30,087.50
EAP	Peral, Eloy A	3.30	725.00	2,392.50
ERW	Wilson, Eric	63.80	975.00	62,205.00
JRA	Adams, Jason	84.90	855.00	72,589.50
KSE	Elliott, Kristin S	4.40	760.00	3,344.00
LMD	Downing, Levi M	2.50	830.00	2,075.00
MJM	McLoughlin, Maeghan J	112.10	840.00	94,164.00
ML	Levine, Mark	7.40	495.00	3,663.00
PAW	Weintraub, Philip A	36.20	640.00	23,168.00

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028033 NPC International Committee  
0019 Meetings/Communications with Debtors

**Account Summary And Remittance Form**

Legal Services:	\$8,931.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$8,931.50**

**Terms: Payment Due on or Before April 25, 2021**

**Please Return This Page With Your Payment**

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Attorney: 05395

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02/01/21	Prepare for (.1) and participate in weekly call with debtors' counsel (.2).	MJM	0.30	\$252.00
02/01/21	Prepare for (.2) and participate in (.2) weekly update call with Weil on case status.	JRA	0.40	342.00
02/16/21	Emails to L. Carens, et al. (WG) regarding rescheduling today's call.	ERW	0.20	195.00
02/17/21	Pre-call with E. Wilson, J. Adams, and C. Argetsinger (all KDW) (.3); call with Weil team to discuss ADR procedures (.4) and follow up call with E. Wilson, J. Adams, and C. Argetsinger (all KDW) to discuss next steps (.2).	MJM	0.90	756.00
02/17/21	Conference with E. Wilson, M. McLoughlin and C. Argetsinger (all KDW) in preparation for call with debtors on case status and ADR procedures (.3); participate with same in conference with N. Hwangpo and Weil team (all Weil) regarding same (.4); follow up conference with E. Wilson and M. McLoughlin (both KDW) regarding same (.2).	JRA	0.90	769.50
02/17/21	Call with E. Wilson, J. Adams and M.	CRA	0.70	507.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/17/21	McLoughlin (all KDW) regarding ADR procedures (.3); call with debtor's counsel and E. Wilson, J. Adams and M. McLoughlin (all KDW) regarding ADR procedures (.4). Emails to M. McLoughlin (KDW) regarding today's call (.2); outline issues for call (.2); emails to T. Cohan (WG) regarding additional information request (.2); conference call with J. Adams, M. McLoughlin and C. Argetsinger (all KDW) preparatory to today's debtor call (.3); call with K. Bostel, et al (WG) regarding ADR procedures, case status (.4); follow-up with KDW team regarding next steps (.2); review and analyze Weil comments to ADR procedures (.8); email from L. Carens (WG) regarding same (.1); emails to M. McLoughlin and J. Adams (both of KDW) regarding same (.3).	ERW	2.70	2632.50
02/19/21	Email correspondence with N. Hwangpo (WG) and C. Postighone (KDW) regarding status of cure payments (.2); review correspondence from T. Cohan (WG) to carriers and broker regarding ADR procedures (.2).	JRA	0.40	342.00
02/22/21	Emails to T. Cohan (WG) and J. Adams, et al (KDW) regarding call with Old Republic.	ERW	0.40	390.00
02/22/21	Email with debtors' counsel regarding outstanding cure payments.	CP	0.50	270.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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BRUSSELS

AFFILIATE OFFICE:  
MUMBAI, INDIA

NPC International Committee  
Client 028033  
Matter 0019  
March 26, 2021  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
02/23/21	Emails to M. McLoughlin (KDW) regarding omnibus claims objection (.4); emails with T. Evans (ES) regarding Garrison claim (.2); review correspondence from S. Fox (ES) regarding same (.2).	ERW	0.80	780.00
02/24/21	Conference with M. McLoughlin (KDW) in preparation for debtor call (.5); conference with M. McLoughlin (KDW) and K. Bostel, N. Hwangpo and Weil team (all WG) regarding open issues on ADR procedures (.3); follow up conference with M. McLoughlin (KDW) regarding same (.2).	JRA	1.00	855.00
02/24/21	Call with J. Adams (KDW) to prepare for call with Weil (.5); participate in call with Weil (.3); and follow up with J. Adams (KDW) (.2).	MJM	1.00	840.00
Total Services for this Matter:				8,931.50
Total this Invoice				\$8,931.50

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
LOS ANGELES  
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NPC International Committee  
Client 028033  
Matter 0019  
March 26, 2021  
Page 4

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	0.50	540.00	\$270.00
CRA	Argetsinger, Cameron R	0.70	725.00	507.50
ERW	Wilson, Eric	4.10	975.00	3,997.50
JRA	Adams, Jason	2.70	855.00	2,308.50
MJM	McLoughlin, Maeghan J	2.20	840.00	1,848.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
101 PARK AVENUE  
NEW YORK, NEW YORK 10178  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR 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)

Obj. Deadline: May 3, 2021 at 4:00 p.m. (CT)

**NOTICE OF NINTH MONTHLY FEE STATEMENT OF KELLEY DRYE  
& WARREN LLP FOR COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL  
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF  
NPC INTERNATIONAL, INC., *ET AL.*, FOR THE PERIOD FROM  
MARCH 1, 2021 THROUGH AND INCLUDING MARCH 31, 2021**

PLEASE TAKE NOTICE that on April 19, 2021, Kelley Drye & Warren LLP (“Kelley Drye”) served the *Ninth Monthly Fee Statement of Kelley Drye & Warren LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of NPC International, Inc., et al., for the Period From March 1, 2021 Through and Including March 31, 2021* (the “Statement”) on the Fee Notice Parties as defined in the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and (II) Granting Related Relief*, dated August 14, 2020 [D.I. 434] (the “Interim Compensation Order”).

---

<sup>1</sup> The Debtors in these chapter 11 cases are NPC International, Inc.; NPC Restaurant Holdings I LLC; NPC Restaurant Holdings II LLC; NPC Holdings, Inc.; NPC International Holdings, LLC; NPC Restaurant Holdings, LLC; NPC Operating Company B, Inc.; and NPC Quality Burgers, Inc.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Statement must be made in accordance with the Interim Compensation Order and must be delivered via email upon Kelley Drye and each of the other Fee Notice Parties so as to be received no later than **May 3, 2021 at 4:00 p.m. (CT)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that pursuant to the Interim Compensation Order, if no objection to the Statement is timely served by the Objection Deadline, the Debtors are authorized and directed under the Interim Compensation Order to pay Kelley Drye \$420,663.52, representing 80% of the fees and 100% of the expenses requested in the Statement.

Dated: April 19, 2021  
New York, New York

**KELLEY DRYE & WARREN LLP**

By: /s/ Eric R. Wilson  
Eric R. Wilson (admitted *pro hac vice*)  
Jason R. Adams (admitted *pro hac vice*)  
Maeghan J. McLoughlin (admitted *pro hac vice*)  
Cassandra Postighone  
3 World Trade Center  
175 Greenwich Street  
New York, NY 10007  
Tel: (212) 808-7800  
Fax: (212) 808-7897  
ewilson@kelleydrye.com  
jadams@kelleydrye.com  
mmcloughlin@kelleydrye.com  
cpostighone@kelleydrye.com

*Counsel to the Official Committee of Unsecured  
Creditors of NPC International, Inc., et al.*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR 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)

**NINTH MONTHLY FEE STATEMENT OF KELLEY DRYE & WARREN LLP FOR  
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF NPC INTERNATIONAL, INC., *ET AL.*, FOR THE  
PERIOD FROM MARCH 1, 2021 THROUGH AND INCLUDING MARCH 31, 2021**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	September 15, 2020, effective as of July 15, 2020 <sup>2</sup>
Period for which compensation and reimbursement is sought:	March 1, 2021, through and including March 31, 2021
Amount of compensation sought as actual, reasonable and necessary:	\$524,134.00
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$1,356.32

Approximately 31.2 hours was expended for monthly fee statement preparation during the application period.

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<sup>1</sup> The Debtors in these chapter 11 cases are NPC International, Inc.; NPC Restaurant Holdings I LLC; NPC Restaurant Holdings II LLC; NPC Holdings, Inc.; NPC International Holdings, LLC; NPC Restaurant Holdings, LLC; NPC Operating Company B, Inc.; and NPC Quality Burgers, Inc.

<sup>2</sup> Docket No. 609.

**COMPENSATION BY TIMEKEEPER**

<b>Name of Professional</b>	<b>Position with Applicant</b>	<b>Year of Law School Graduation</b>	<b>Hourly Billing Rate 2021</b>	<b>Total Hours</b>	<b>Total Comp</b>
Eric R. Wilson	Partner	1997	\$975.00	122.7	\$119,632.50
Jason R. Adams	Partner	2000	\$855.00	141.0	\$120,555.00
Kristin S. Elliott	Special Counsel	2002	\$760.00	1.7	\$1,292.00
Cameron R. Argetsinger	Special Counsel	2006	\$725.00	3.2	\$2,320.00
Philip Weintraub	Senior Associate	2005	\$640.00	25.5	\$16,320.00
Eloy A. Peral	Senior Associate	2010	\$725.00	32.6	\$23,635.00
Maeghan J. McLoughlin	Senior Associate	2011	\$840.00	185.7	\$155,988.00
Sean T. Wilson	Associate	2014	\$655.00	0.4	\$262.00
Cassandra Postighone	Associate	2016	\$540.00	61.2	\$33,048.00
Mark Levine	Associate	2019	\$495.00	31.6	\$15,642.00
Connie Choe	Associate	2020	\$455.00	73.7	\$33,533.50
Marie Vicinanza	Paralegal	n/a	\$320.00	4.9	\$1,568.00
Elizabeth Presbitero	Paralegal	n/a	\$260.00	1.3	\$338.00
			<b>Total:</b>	<b>685.5</b>	<b>\$524,134.00</b>

**COMPENSATION BY PROJECT CATEGORY**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (1)	11.1	\$9,097.00
Pleadings Review (2)	0.3	\$292.50
Fee Matters (Applications & Orders) (4)	47.8	\$36,260.50
Asset Analysis Recovery and Disposition (6)	9.5	\$8,415.00
Executory Contracts & Leases (7)	6.6	\$5,790.00
Avoidance Actions (8)	4.1	\$2,908.50
Claims Administration (Analysis & Objection) (9)	261.9	\$167,196.50
Disclosure Statement & Plan (10)	92.5	\$80,156.50
Committee & Creditor Communication (11)	23.0	\$19,711.00
Relief from Stay/Adequate Protection (14)	8.8	\$6,556.50
Employee Issues (15)	1.2	\$1,098.00
Contested Matters (16)	211.4	\$180,508.00
Meetings and Communications with Debtors (19)	7.3	\$6,144.00
<b>Total:</b>	<b>685.5</b>	<b>\$524,134.00</b>

**EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total Expenses</b>
Discovery & Litigation Tech Services	\$37.50
Transcription Service	\$92.65
Lexis Research	\$14.52
Westlaw Research	\$1,211.65
<b>Total:</b>	<b>\$1,356.32</b>

**KELLEY DRYE & WARREN LLP**

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AFFILIATE OFFICE:  
MUMBAI, INDIA

NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815148

028033 NPC International Committee  
0001 Case Administration

**Account Summary And Remittance Form**

Legal Services:	\$9,097.00
Disbursements and Other Charges:	\$1,356.32

**Total Amount Due: \$10,453.32**

**Terms: Payment Due on or Before May 13, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP

ATTN: TREASURER'S DEPARTMENT

3 WORLD TRADE CENTER

175 GREENWICH STREET

NEW YORK, NEW YORK 10007

(212) 808-7800

**KELLEY DRYE & WARREN LLP**

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NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815148

Client 028033  
Matter 0001 Case Administration

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/01/21	Update call with E. Wilson (KDW) on case status and this week's agenda.	JRA	0.30	\$256.50
03/01/21	Confer with J. Adams (KDW) regarding case status, next steps.	ERW	0.30	292.50
03/04/21	Emails to M. McLoughlin, et al. (KDW) regarding status call, next steps.	ERW	0.20	195.00
03/08/21	Conference with E. Wilson (KDW) on outstanding matters.	JRA	0.20	171.00
03/08/21	Confer with J. Adams (KDW) regarding trust, status (.2); review quarterly report regarding ordinary course professionals (.1); email to M. McLoughlin (KDW) regarding same (.1).	ERW	0.40	390.00
03/09/21	Review updated task list from M. McLoughlin (KDW) (.2); prepare for (.2) and participate (.5) in internal team call on case status and tasks.	JRA	0.90	769.50
03/09/21	Prepare for (.2) and participate in call with KDW team regarding case status and claims analysis (.5).	MJM	0.70	588.00
03/09/21	Participate in claims conference call with E. Wilson and J. Adams (both of KDW).	CC	0.50	227.50
03/09/21	Review the following preparatory to today's	ERW	2.20	2145.00

**KELLEY DRYE & WARREN LLP**

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NPC International Committee  
Client 028033  
Matter 0001  
April 13, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	status call: revised trust contact sheet (.3), PI (.3) and non-PI (.3) trackers; outline issues for call (.5); conduct today's call (.5); email to M. McLoughlin (KDW) regarding same (.1); emails to K. Elliott (KDW) regarding same, next steps (.2).			
03/09/21	Call with E. Wilson (KDW) and internal KDW team regarding case status, claims review and next steps and outstanding tasks prior to confirmation.	CP	0.50	270.00
03/09/21	Participate on KDW team call to discuss case status and task list.	PAW	0.50	320.00
03/09/21	Participate in KDW teams call regarding case status and claims.	ML	0.50	247.50
03/09/21	Call with E. Wilson, M. McLoughlin, J. Adams, C. Postighone, M. Levine, and C. Choe (all KDW) regarding status of case and next steps.	EAP	0.50	362.50
03/15/21	Call with J. Adams (KDW) to discuss case status, upcoming deadlines, status of ADR procedures.	MJM	0.40	336.00
03/15/21	Review current case task list and upcoming calendar (.3); conferences with E. Wilson (KDW) (.3) and M. McLoughlin (KDW) (.4) regarding same.	JRA	1.00	855.00
03/15/21	Confer with J. Adams (KDW) regarding case status (.3); prepare notes to file (.3).	ERW	0.60	585.00

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NPC International Committee  
 Client 028033  
 Matter 0001  
 April 13, 2021  
 Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/16/21	Correspondence with E. Wilson (KDW) on case status, sale closure timeline and trust transition issues.	JRA	0.30	256.50
03/17/21	Confer with M. McLoughlin (KDW) on case status, claims review, fee application status and ADR issues.	JRA	0.30	256.50
03/18/21	Conference with M. McLoughlin (KDW) regarding case status, upcoming projects and next internal call.	JRA	0.20	171.00
03/18/21	Call with J. Adams (KDW) to discuss upcoming deadlines and case status.	MJM	0.20	168.00
03/23/21	Email to M. McLoughlin (KDW) regarding task list.	ERW	0.10	97.50
03/28/21	Update critical dates chart with effective date and confirm information under confirmation order.	CC	0.30	136.50

**KELLEY DRYE & WARREN LLP**

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MUMBAI, INDIA

NPC International Committee  
Client 028033  
Matter 0001  
April 13, 2021  
Page 4

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Total Services for this Matter: 9,097.00

**Other Charges:**

Transcriptions	\$92.65
Westlaw Research	1,211.65
Lexis Research	14.52
Discovery and Litigation Tech Services	37.50

Total Other Charges for this Matter: 1,356.32

Total this Invoice \$10,453.32

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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Client 028033  
Matter 0001  
April 13, 2021  
Page 5

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CC	Choe, Connie	0.80	455.00	\$364.00
CP	Postighone, Cassandra	0.50	540.00	270.00
EAP	Peral, Eloy A	0.50	725.00	362.50
ERW	Wilson, Eric	3.80	975.00	3,705.00
JRA	Adams, Jason	3.20	855.00	2,736.00
MJM	McLoughlin, Maeghan J	1.30	840.00	1,092.00
ML	Levine, Mark	0.50	495.00	247.50
PAW	Weintraub, Philip A	0.50	640.00	320.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
3 WORLD TRADE CENTER  
175 GREENWICH STREET  
NEW YORK, NEW YORK 10007  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815160

028033 NPC International Committee  
0002 Pleadings Review

**Account Summary And Remittance Form**

Legal Services:	\$292.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$292.50**

**Terms: Payment Due on or Before May 13, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
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101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815160

Client 028033  
Matter 0002 Pleadings Review

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/19/21	Review monthly operating report.	ERW	0.20	\$195.00
03/31/21	Review notice of fees in excess of OCP cap.	ERW	0.10	97.50
Total Services for this Matter:				292.50
Total this Invoice				\$292.50

**KELLEY DRYE & WARREN LLP**

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NPC International Committee  
Client 028033  
Matter 0002  
April 13, 2021  
Page 2

---

<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.30	975.00	\$292.50

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
3 WORLD TRADE CENTER  
175 GREENWICH STREET  
NEW YORK, NEW YORK 10007  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:  
MUMBAI, INDIA

NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815149

028033 NPC International Committee  
0004 Fee Matters (Applications & Objections)

**Account Summary And Remittance Form**

Legal Services:	\$36,260.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$36,260.50**

**Terms: Payment Due on or Before May 13, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK:** JP MORGAN CHASE, N.A.  
**ABA #:** 021-000-021  
**SWIFT CODE:** CHASUS33  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:**135-046110  
**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
3 WORLD TRADE CENTER  
175 GREENWICH STREET  
NEW YORK, NEW YORK 10007  
(212) 808-7800

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c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815149

Client 028033  
Matter 0004 Fee Matters (Applications & Objections)

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/01/21	Review Weil (.2), EY (.1), Alix (.2), and Greenhill (.1) January fee statements.	MJM	0.60	\$504.00
03/01/21	Emails to J. Adams (KDW) regarding KDW February statement (.2); email to S. McLernon (KDW) regarding February fee statement (.2).	ERW	0.40	390.00
03/02/21	Briefly review January fee statements of debtors' professionals Weil (.2), Alix (.2) and Greenhill (.1).	JRA	0.50	427.50
03/02/21	Organize KDW January invoices (.3); prepare fee worksheet for the month of January (2.1).	MMV	2.40	768.00
03/02/21	Email from P. Fabsik (WG) regarding Alix, Greenhill, Weil and E&Y January fee statements (.1); briefly review same (.2); emails to M. McLoughlin, M. Vicinanza and C. Postighone (all of KDW) regarding KDW March statement. (.3).	ERW	0.60	585.00
03/03/21	Update KDW fee worksheet to reflect the revised expenses.	MMV	0.10	32.00
03/03/21	Emails with C. Postighone (KDW) regarding status of KDW January fee statement (.2) and brief review of worksheet (.2).	MJM	0.40	336.00

**KELLEY DRYE & WARREN LLP**

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Matter 0004  
April 13, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/03/21	Correspondence with J. Adams (KDW) regarding fee statements, interims.	ERW	0.20	195.00
03/04/21	Conference with E. Wilson (KDW) regarding outstanding fees, next monthly statement, and fee estimates request from debtors (.3); review draft of KDW monthly fee statement for January (.2) and provide comments to same (.1); prepare fee estimate per debtors' request (.2).	JRA	0.80	684.00
03/04/21	Review (1.3) and revise (.7) KDW January fee statement; follow up emails with C. Postighone (KDW) (.2); review GD February fee statement (.1); review KDW January fees (.2).	MJM	2.50	2100.00
03/04/21	Email from T. Hammond (GD) regarding February statement (.1); review same (.1); review January and February fees (.2); prepare Q1 fee estimate (.2); email to J. Adams (KDW) regarding same (.2); follow up call with J. Adams (KDW) (.3); emails to J. Adams (KDW) regarding outstanding fee statements (.1); email to C. Postighone (KDW) regarding KDW fee statement (.2); initial review of draft statement (.3); cross-reference fee work sheet (.2); instruction to M. McLoughlin (KDW) regarding redaction (.1).	ERW	2.00	1950.00
03/04/21	Review KDW invoices and cross-reference fee statement worksheet (.9); begin drafting KDW	CP	5.20	2808.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/05/21	fee statement (2.5); review invoices for redaction (1.8). Further review and revise KDW fee statement (.6); confer with M. Vicinanza (KDW) regarding same (.2); email with managing attorneys' office regarding expenses (.2); update fee statement worksheet (.6); finalize fee statement for service (.7).	CP	2.30	1242.00
03/05/21	Final review of KDW monthly fee statement for January prior to service.	JRA	0.10	85.50
03/05/21	Finalize redactions (1.1) and KDW monthly fee statement (.2); serve same (.2).	MJM	1.50	1260.00
03/05/21	Emails to J. Adams and M. McLoughlin (both of KDW) regarding revisions to KDW interim fee statement (.4); review same (.2); review updated fee statement (.2), redacted invoices (.3); emails to C. Postighone and M. McLoughlin (both of KDW) regarding vendor expense (.1); final review of fee statement prior to circulation (.2); email to M. McLoughlin (KDW) regarding same (.1).	ERW	1.50	1462.50
03/08/21	Revise CNO regarding KDW 2nd interim fee application to include certificate of service (.1) and file CNO (.2).	MMV	0.30	96.00
03/08/21	Draft KDW CNO and prepare exhibit (.3); coordinate filing (.1); emails with R. Newman (A&M) regarding A&M fee application (.1);	MJM	0.80	672.00

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Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/08/21	prepare CNO and exhibit (.3). Instructions to M. McLoughlin (KDW) regarding preparation of CNO for KDW interim fee application (.1); follow up correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.1).	JRA	0.20	171.00
03/08/21	Email from T. Li (PW) regarding February statement (.1); review same (.1); emails to M. McLoughlin (KDW), R. Newman (A&M) regarding second interim fee application (.2); review proposed order (.1); emails to J. Adams and M. McLoughlin (both of KDW) regarding CNO (.2).	ERW	0.70	682.50
03/09/21	Review entered fee order (.1), finalize holdback (.1) and email F. Ha (WG) requesting payment of same (.1).	MJM	0.30	252.00
03/09/21	Review entered order from court regarding KDW second interim fee order (.1); instructions to M. McLoughlin (KDW) regarding same (.1).	JRA	0.20	171.00
03/09/21	Emails to F. Ha (WG) and M. McLoughlin (KDW) regarding second interim order.	ERW	0.20	195.00
03/10/21	Conference with E. Wilson (KDW) regarding entry of interim fee orders, outstanding fees and next steps.	JRA	0.30	256.50
03/10/21	Confer with J. Adams (KDW) regarding fee statements, holdback (.3); review February	ERW	2.30	2242.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	prebills preparatory to March statement for reasonableness (1.8); email from T. Lii (PH) regarding February invoice (.1); review same (.1).			
03/11/21	Finalize and coordinate filing of A&M CNO for fee statement.	MJM	0.20	168.00
03/11/21	Organize certificate of no objection regarding A&M fee application and file same.	MMV	0.30	96.00
03/11/21	Emails to M. McLoughlin (KDW) regarding expenses.	ERW	0.30	292.50
03/15/21	Review entered fee orders (.2) and Weil stip with the UST (.2); follow up with J. Adams (KDW) on KDW payment (.1).	MJM	0.50	420.00
03/15/21	Review entered interim fee application orders for debtors' professionals (.3) and stipulation between Weil and US Trustee on Weil fees (.1); correspondence with E. Wilson and M. McLoughlin (both KDW) regarding status of orders, payments and monthly application timing (.3).	JRA	0.70	598.50
03/15/21	Emails to M. McLoughlin and J. Adams (both of KDW) regarding second interim, holdback and WG reduction.	ERW	0.20	195.00
03/17/21	Emails with F. Ha (WG) on status of interim fee payments.	MJM	0.20	168.00
03/17/21	Email to F. Ha (WG) regarding second interim (.1); continue review of February prebills for	ERW	2.70	2632.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/18/21	reasonableness preparatory to March statement (1.7); prepare estimate for escrow reserve (.4); review prior applications regarding holdbacks WIP (.3); emails to J. Adams (KDW) regarding same (.2). Emails to M. Vicinanza (KDW) regarding holdback payment, allocation (.2); review prior applications (.2); email from D. Campbell (UP) regarding DB invoice (.1); review same (.1); email from F. Ha (WG) regarding Greenhill fees (.1); email from D. Campbell (VP) regarding same (.1); review February invoice (.1).	ERW	0.90	877.50
03/19/21	Review KDW holdback payment for completeness (.1); review F. Ha (WG) email on Greenhill fee payment and cap (.1).	JRA	0.20	171.00
03/19/21	Emails with F. Ha (WG) regarding KDW January fee statement.	MJM	0.20	168.00
03/19/21	Emails to J. Adams (KDW) regarding holdback, allocation (.2); emails to F. Ha (WG) and M. McLoughlin (KDW) regarding second interim, non-opposition (.2).	ERW	0.40	390.00
03/23/21	Begin review of KDW invoices for February in connection with preparation of monthly fee statement.	JRA	0.60	513.00
03/25/21	Final review of KDW prebills for February time in connection with preparation of monthly	JRA	3.80	3249.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/26/21	fee statement. Review KDW February invoices (.2) and prepare fee worksheet (.7).	MMV	0.90	288.00
03/29/21	Review motion for approval of AlixPartners restructuring fee.	MJM	0.30	252.00
03/29/21	Confer with J. Adams (KDW) regarding monthly statement (.2); email from K. Kolbig (MS) regarding March invoice (.1); review same (.1).	ERW	0.40	390.00
03/30/21	Review KDW February fee worksheet (.2) and discuss same with C. Postighone (KDW) (.1); review Weil (.2), Alix Partners (.2), EY (.1) and Greenhill (.1) fee applications.	MJM	0.90	756.00
03/30/21	Review KDW invoices (.4) and confirm accuracy of fee statement worksheet (.6); begin draft of KDW monthly fee statement for February (1.3).	CP	2.30	1242.00
03/31/21	Review draft of KDW monthly fee statement for February from C. Postighone (KDW) (.2) and provide comments to same (.1); review final version prior to circulation to notice parties (.1).	JRA	0.40	342.00
03/31/21	Review (.4) and revise (.6) KDW February fee statement; compare to fee worksheet (.3) and review redacted invoices for accuracy (.7); serve same (.2).	MJM	2.20	1848.00
03/31/21	Review Alix Partners transaction fee	PAW	0.80	512.00

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April 13, 2021  
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/31/21	application. Email to P. Weintraub (KDW) regarding Alix restructuring fee.	ERW	0.10	97.50
03/31/21	Update KDW fee statement for February (.4); review invoices for redaction (1.2); finalize fee statement (.3).	CP	1.90	1026.00
Total Services for this Matter:				36,260.50
Total this Invoice				\$36,260.50

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	11.70	540.00	\$6,318.00
ERW	Wilson, Eric	12.90	975.00	12,577.50
JRA	Adams, Jason	7.80	855.00	6,669.00
MJM	McLoughlin, Maeghan J	10.60	840.00	8,904.00
MMV	Vicinanza, Marie M	4.00	320.00	1,280.00
PAW	Weintraub, Philip A	0.80	640.00	512.00

**PAYMENT BY CHECK:**

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3 WORLD TRADE CENTER  
175 GREENWICH STREET  
NEW YORK, NEW YORK 10007  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
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NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815150

028033 NPC International Committee  
0006 Asset Analysis, Recovery and Disposition

**Account Summary And Remittance Form**

Legal Services:	\$8,415.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$8,415.00**

**Terms: Payment Due on or Before May 13, 2021**

**Please Return This Page With Your Payment**

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**BANK:** JP MORGAN CHASE, N.A.  
**ABA #:** 021-000-021  
**SWIFT CODE:** CHASUS33  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:**135-046110  
**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
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**PAYMENT BY CHECK:**

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Invoice No. 2815150

Client 028033  
Matter 0006 Asset Analysis, Recovery and Disposition

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/11/21	Review final desired contract lists for PH (.3) and Wendy's (.2) sales; correspondence with M. McLoughlin (KDW) regarding same (.1).	JRA	0.60	\$513.00
03/11/21	Review final assignment notices for Wendy's (.3) and Flynn (.4); compare to plan supplement (.5) and review removed leases to prior rejection notices (.5); review plan and sale order provisions for post-confirmation removal (.6); summarize same (.3).	MJM	2.60	2184.00
03/11/21	Email to M. McLoughlin (KDW) regarding final assigned contracts (.1); review same, Flynn (.3) and Wendy's (.2).	ERW	0.60	585.00
03/21/21	Update from A. Hwang (WG) regarding upcoming amendments to sale disclosure schedules and scope of same.	JRA	0.20	171.00
03/22/21	Email from N. Hwangpo (WG) regarding amended Flynn APA (.1); cross-reference Flynn order (.2), and APA (.1) regarding same; instruction to M. McLoughlin (KDW) (.1).	ERW	0.50	487.50
03/23/21	Preliminary review of amended schedules to APA for impact (.3); email to T. Liu (WG)	JRA	0.90	769.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding redlined schedules (.1); review redlined schedules (.3) and email correspondence with M. McLoughlin (KDW) regarding same (.2).			
03/23/21	Analyze amendment to APA (.6); follow up emails with J. Adams (KDW) regarding removed leases (.2) and cross-check against rejection notices (.3).	MJM	1.10	924.00
03/23/21	Email to J. Adams (KDW), T. Liu and A. Hwang (both of WG) regarding amendment to APA (.3); review redline of APA amendment (.2).	ERW	0.50	487.50
03/24/21	Read press release regarding sales (.2); instruction to M. McLoughlin (KDW) (.1); review vendor letter from Flynn (.2); emails to J. Adams (KDW) regarding same (.2).	ERW	0.70	682.50
03/29/21	Analyze filed version of Wend TSA agreement (.5); follow up correspondence to N. Hwangpo and A. Hwang (both WG) regarding updated schedules to same (.1).	JRA	0.60	513.00
03/30/21	Review TSA schedules for scope of services and access rights to purchasers (.3); cross reference sale order provisions on access rights (.2) and email to E. Wilson and M. McLoughlin (both KDW) regarding same (.1).	JRA	0.60	513.00
03/31/21	Email from A. Hwang (WG) regarding fully compiled TSA (.1); briefly review same,	ERW	0.60	585.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	schedules (.3); read NPC notice of acquisition (.1); forward to KDW team (.1).			
	Total Services for this Matter:			8,415.00
	Total this Invoice			\$8,415.00

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	2.90	975.00	\$2,827.50
JRA	Adams, Jason	2.90	855.00	2,479.50
MJM	McLoughlin, Maeghan J	3.70	840.00	3,108.00

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New York, NY 10178

April 13, 2021  
Invoice No. 2815151

028033      NPC International Committee  
0007      Executory Contracts and Leases

**Account Summary And Remittance Form**

Legal Services:	\$5,790.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due:** **\$5,790.00**

**Terms: Payment Due on or Before May 13, 2021**

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**ABA #:** 021-000-021  
**SWIFT CODE:** CHASUS33  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:**135-046110  
**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
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Client 028033  
Matter 0007 Executory Contracts and Leases

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/15/21	Review prior rejection notices (.3), orders (.2) and CNOs (.2); emails with K. Carson (RIC) regarding status of rejection orders for certain locations (.2); email A. Hwang (WG) to discuss correct rejection date (.2).	MJM	1.10	\$924.00
03/15/21	Email correspondence with K. Carson (RI) and M. McLoughlin (KDW) regarding rejection and surrender of locations (.2); follow up correspondence with M. McLoughlin (KDW) and N. Hwangpo (WG) regarding same (.1).	JRA	0.30	256.50
03/15/21	Email to A. Hwang, et al. (WG) regarding Realty rejections (.1); review same (.2).	ERW	0.30	292.50
03/16/21	Follow up correspondence from M. Buschmann (WG) regarding rejection effective date.	JRA	0.20	171.00
03/16/21	Emails with M. Buschmann (WG) (.2) and K. Carson (RIC) (.2) to discuss status of lease rejection.	MJM	0.40	336.00
03/17/21	Email to M. Buschmann (WG) regarding rejections, surrender.	ERW	0.20	195.00
03/23/21	Review assumption stipulation and amendments with Spirit (.6); follow up with J.	MJM	1.40	1176.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/23/21	Adams (KDW) with respect to cure payments and remaining claims (.3); review 3 additional surrender letters sent to RIC (.3); follow up with K. Carson (RIC) (.1) and M. Buschmann (WG) (.1) regarding same. Email correspondence with M. McLoughlin (KDW) and M. Buschmann (WG) regarding CNOs on additional rejection dates (.1); review debtors' settlement with Spirit on master leases for cure and resulting claims impact (.4); email correspondence with M. McLoughlin (KDW) regarding same (.1).	JRA	0.60	513.00
03/23/21	Review Comcast cure reservation and SVCN stipulation (.3); instruction to M. McLoughlin (KDW) (.1).	ERW	0.40	390.00
03/24/21	Emails to M. Buschmann (WG) and M. McLoughlin (KDW) regarding lease rejection (.1); review correspondence (.1).	ERW	0.20	195.00
03/26/21	Emails with M. Buschmann (WG) on status of revised CNO for rejected leases.	MJM	0.20	168.00
03/29/21	Emails with C. Postighone (KDW) regarding SVCN stipulation and response to same.	MJM	0.20	168.00
03/29/21	Emails to M. Buschmann and M. McLoughlin (KDW) regarding rejection, CNO (.2); emails to J. Adams (KDW) regarding assumed contracts (.2).	ERW	0.40	390.00
03/30/21	Emails with M. Buschmann (WG) regarding	MJM	0.50	420.00

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 Client 028033  
 Matter 0007  
 April 13, 2021  
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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	assignment of certain Wendy's locations (.1); review notice of acquisition and lease assignment information (.4).			
03/30/21	Email from D. Papadatos (WG) regarding PH cure payment (.1); email to J. Adams (KDW) regarding PH cure claim (.1).	ERW	0.20	195.00
Total Services for this Matter:				5,790.00
Total this Invoice				\$5,790.00

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	1.70	975.00	\$1,657.50
JRA	Adams, Jason	1.10	855.00	940.50
MJM	McLoughlin, Maeghan J	3.80	840.00	3,192.00

**PAYMENT BY CHECK:**

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ATTN: TREASURER'S DEPARTMENT  
3 WORLD TRADE CENTER  
175 GREENWICH STREET  
NEW YORK, NEW YORK 10007  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

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c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815152

028033 NPC International Committee  
0008 Avoidance Actions

**Account Summary And Remittance Form**

Legal Services:	\$2,908.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$2,908.50**

**Terms: Payment Due on or Before May 13, 2021**

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**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

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**PAYMENT BY CHECK:**

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Invoice No. 2815152

Client 028033  
Matter 0008 Avoidance Actions

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/24/21	Instructions to P. Weintraub (KDW) regarding follow up discovery on PPP loan repayment.	JRA	0.20	\$171.00
03/24/21	Email with A&M regarding PPP loan (.1); confer with J. Adams (KDW) regarding same (.2).	PAW	0.30	192.00
03/30/21	Review PPP loan documentation from debtors (.5); draft summary of same (.3); research recent PPP related bankruptcy code amendments (.8); draft email to KDW team regarding next steps and information request (.5).	PAW	2.10	1344.00
03/31/21	Review P. Weintraub (KDW) summary of PPP loan repayment issues and diligence requests to debtors (.2); provide comments to same (.3).	JRA	0.50	427.50
03/31/21	KDW emails regarding PPP loan repayment analysis with E. Wilson (KDW) and J. Adams (KDW) (.3); draft email regarding additional information inquiry (.3).	PAW	0.60	384.00
03/31/21	Review P. Weintraub's (KDW) summary of PPP status, next steps (.2); review press release regarding covid-19 bankruptcy relief extension	ERW	0.40	390.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	(.1); forward to P. Weintraub (KDW) with instruction (.1).			
	Total Services for this Matter:			2,908.50
	Total this Invoice			\$2,908.50

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.40	975.00	\$390.00
JRA	Adams, Jason	0.70	855.00	598.50
PAW	Weintraub, Philip A	3.00	640.00	1,920.00

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April 13, 2021  
Invoice No. 2815159

028033 NPC International Committee  
0009 Claims Administration, Analysis & Objection

**Account Summary And Remittance Form**

Legal Services:	\$167,196.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$167,196.50**

**Terms: Payment Due on or Before May 13, 2021**

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**BANK:** JP MORGAN CHASE, N.A.  
**ABA #:** 021-000-021  
**SWIFT CODE:** CHASUS33  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:**135-046110  
**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

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Invoice No. 2815159

Client 028033  
Matter 0009 Claims Administration, Analysis & Objection

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/01/21	Continue review of register in preparation for call with M. Levine (KDW) on additional review (.3); call with M. Levine (KDW) on review of potential additional litigation claims (.2); follow up correspondence with M. McLoughlin and C. Postighone (both KDW) regarding updated litigation claims chart (.2).	JRA	0.70	\$598.50
03/01/21	Begin review of rejection damages claims for analysis of damages.	CC	0.50	227.50
03/01/21	Review E. Peral (KDW) summary of Adams claim (.2), claim (.1) and amended claim (.1).	ERW	0.40	390.00
03/01/21	Call with J. Adams (KDW) regarding additional litigation claims review (.2); begin review of updated claims register for potential litigation claims, other basis and no basis claims (.2).	ML	0.40	198.00
03/02/21	Correspondence with C. Postighone (KDW) regarding additional personal injury claims review (.1); continue review of proofs of claim from register (.8); organize litigation claims to be put into personal injury internal claims chart	ML	1.50	742.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/02/21	(.6). Continue review of underlying lease agreements filed with POCs for rejected locations (1.0); continue tracking and calculating rejection damages for relevant leases (.5); update spreadsheet (.3).	CC	1.80	819.00
03/02/21	Revise drafts of first (1.2) and second (.8) omnibus claim objections to address procedural objections; draft issues/questions for same (.3).	MJM	2.30	1932.00
03/03/21	Follow up correspondence with M. Levine (KDW) regarding review of miscellaneous claims in register for potential additional ADR claims (.2); review draft of omnibus claims objection procedures motion (.3) and M. McLoughlin (KDW) comments to same (.3); review draft form omnibus objections (.4).	JRA	1.20	1026.00
03/03/21	Send comments to draft omnibus claims objections (.3); review P. Weintraub (KDW) markup of procedures motion (.3); preliminary review of M. Levine (KDW) review of additional claims (.5).	MJM	1.10	924.00
03/03/21	Emails to P. Weintraub and M. McLoughlin (both of KDW) regarding omnibus objections (.2); review revised non-substantive (.5) and substantive (.4) form omnibus objections.	ERW	1.10	1072.50
03/03/21	Review comments to form omnibus claim objection procedures and first draft omnibus	PAW	1.30	832.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/03/21	claims objections (.5); revise same (.8). Review and analyze "other," "no basis," and "customer claims" proofs of claim from debtor's register for potential personal injury claims (1.0) and populate internal personal injury claims chart with all relevant claims (.9).	ML	1.90	940.50
03/04/21	Review M. McLoughlin (KDW) email on claims analysis (.1); quick review of personal injury claims register (.1); review proofs of claim in connection with litigation claims (.1); email M. McLoughlin (KDW) regarding same (.2).	ML	0.50	247.50
03/04/21	Analyze updated claims analysis prepared by M. Levine (KDW) (.9); email responses and questions to same (.3); request follow up data (.2).	MJM	1.40	1176.00
03/04/21	Review M. Levine (KDW) analysis of additional register claims for potential inclusion in ADR procedures or follow up with debtors (.4); correspondence with M. McLoughlin and M. Levine (both KDW) on same (.2); instructions to M. McLoughlin (KDW) on next steps with respect to same (.2).	JRA	0.80	684.00
03/04/21	Email from M. Levine (KDW) regarding no basis and customer claims (.1); review open claims register (.2); email to M. Levine and M. McLoughlin (both of KDW) regarding claims	ERW	0.50	487.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/05/21	review (.2). Review GUC register (1.0) and combine/consolidated updated claims register with the already relevant/applicable claims (2.8).	CC	3.80	1729.00
03/05/21	Review driver class motion to allocate portion of fees/expenses.	MJM	0.30	252.00
03/05/21	Continue review of claims register (.8); update chart regarding same (.8).	CP	1.60	864.00
03/08/21	Emails with E. Peral (KDW) regarding claims tracker (.2); review same (.2); update claims reconciliation task list (.3) and correspond with P. Weintraub and C. Postighone (both KDW) in connection with same (.2); initial review of M. Levine (KDW) updated spreadsheet (.2).	MJM	1.10	924.00
03/08/21	Confer with C. Postighone (of KDW) regarding claims register and incorporating new claims for review (.6); continue updating claims register tracker with newly scheduled/filed debtor claims (2.2).	CC	2.80	1274.00
03/08/21	Review updated claims register to determine how to incorporate new claims for non-substantive objection review (.9); confer with C. Choe (KDW) regarding same (.6).	CP	1.50	810.00
03/08/21	Review (.3) and revise (.3) personal injury litigation claims chart with other basis and no basis claims; review proofs of claims related to	ML	0.90	445.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/08/21	same and coordinate next steps (.3). Review and analyze former employee/deferred compensation claims (2.1); review plan in connection with the same (.7).	EAP	2.80	2030.00
03/09/21	Review non-substantive claims (.9) populate schedules for same (.2); conference with C. Choe and C. Postghone (both KDW) regarding claims review (.8).	ML	1.90	940.50
03/09/21	Continue to analyze deferred compensation claims (.8); begin review of other claims exceeding \$100k (.9).	EAP	1.70	1232.50
03/09/21	Confer with C. Postighone and M. Levine (both of KDW) regarding claims register and review (.8); review spreadsheet of claims and edit same (.6).	CC	1.40	637.00
03/09/21	Review M. Levine (KDW) no basis listed claims chart (.3); revise same (.2) and emails with T. Cohan (WG) requesting additional information (.2).	MJM	0.70	588.00
03/09/21	Confer with C. Postighone and M. Levine (both of KDW) regarding claims register and review (.8); review and update claims register worksheet to incorporate new claims (1.9); continue review of claims to determine status and possible objections (.9).	CP	3.60	1944.00
03/10/21	Revise PI claims spreadsheet (1.3); follow up with C. Postighone (KDW) to discuss	MJM	1.70	1428.00

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Page 6

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/10/21	additional claimants (.2); emails with T. Cohan (WG) regarding no basis claims (.2). Continue review of claims register to determine status of claims and possible objections (1.3); update tracking chart to reflect same (1.1).	CP	2.40	1296.00
03/11/21	Continue review and calculation of lease rejection claims (.4); continue updating spreadsheet for same (.3).	CC	0.70	318.50
03/11/21	Email correspondence with T. Cohan (WG) and M. McLoughlin (KDW) regarding unidentified claims (.2); review claims based on debtors' lack of knowledge to assess foundation for claims and next steps (.6).	JRA	0.80	684.00
03/11/21	Review iterations of PI claims spreadsheet (.3) and follow up emails with C. Postighone (KDW) regarding same (.2).	MJM	0.50	420.00
03/11/21	Correspondence from S. Walton (PB) regarding savage claims (.3); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.40	390.00
03/11/21	Update open litigation claims chart per M. McLoughlin's (KDW) comments.	CP	1.40	756.00
03/12/21	Emails with E. Wilson (KDW) regarding no liability claims (.2); instructions to M. Levine (KDW) regarding outreach for no liability claims (.2); review extent of claims list (.3).	MJM	0.70	588.00
03/12/21	Email to M. McLoughlin (KDW) regarding Beran claim and claims register (.3); review	ERW	0.60	585.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/15/21	same (.3). Emails with M. Levine (KDW) regarding outreach out to no liability claimants.	MJM	0.20	168.00
03/15/21	Confer with K. Elliott (KDW) regarding claims review (.3); emails to M. McLoughlin (KDW) regarding claims agent register (.2); review same (.2); outline claims review status per call with K. Elliott (KDW) (.5).	ERW	1.20	1170.00
03/15/21	Review personal injury internal chart (.2) and related proofs of claims (.6); call creditors regarding the basis for their claims (1.3).	ML	2.10	1039.50
03/16/21	Calls with creditors regarding basis for proofs of claims (.1); email to creditor regarding basis of claim (.2); review claims register (.1) and creditor proof of claim (.1) in regards to same.	ML	0.50	247.50
03/16/21	Continue review of GUCs that exceed \$100k.	EAP	0.80	580.00
03/16/21	Continue review of claims register (1.1); analyze POC's and scheduled claims on the docket (.8); sort and organize claims into exhibits for duplicative, A/S scheduled/filed claims non-substantive objections (.9).	CC	2.80	1274.00
03/16/21	Call with E. Wilson (KDW) to discuss status of claims process (.2); review master claims spreadsheet (.9) and claims spreadsheets for amended and superseded (.7), duplicate (.4); late (.4), and rejection damages claims (.8); follow up with C. Choe (KDW) (.2) to discuss	MJM	3.60	3024.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/16/21	claims review. Correspondence with E. Wilson (KDW) regarding status of non-PI claims review and next steps.	KSE	0.10	76.00
03/16/21	Confer with M. McLoughlin (KDW) regarding claims reconciliation, next steps (.2); email from P. DiDonato (WG) regarding Bruin claim (.1); review state court pleading (.2); emails to M. McLoughlin and J. Adams (both of KDW) regarding same (.2).	ERW	0.70	682.50
03/17/21	Confer with M. McLoughlin (of KDW) regarding claims update (.3); confer with C. Postighone (of KDW) regarding claims review (.3); update claims register spreadsheet (2.6); review claims (.2); correspondence with E. Peral (of KDW) regarding claims updates and next steps (.6).	CC	4.00	1820.00
03/17/21	Prepare for (.2) and call with C. Choe (KDW) regarding claims review (.3); call with K. Elliott (KDW) regarding status of claims review (.6); revise master claims spreadsheet (.9); call with E. Peral (KDW) to discuss next steps for claims reconciliation (.2); update claims reconciliation task list (.5); emails with P. DiDonato (WG) regarding allowance of Brown claim (.2); review supporting documents (.3).	MJM	3.20	2688.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/17/21	Call with M. McLoughlin (KDW) regarding status of claim review.	KSE	0.60	456.00
03/17/21	Emails to L. Carens (WG) regarding Gallagher, claims (.3); emails to P. DiDonato (WG) regarding Brown claim, insurance (.2); review demand (.2).	ERW	0.70	682.50
03/17/21	Continue review and analysis of claims that exceed \$100k (3.9); call with M. McLoughlin (KDW) regarding non-substantive claims review and next steps (.2).	EAP	4.10	2972.50
03/17/21	Review claims register analysis chart (.6); confer with C. Choe (KDW) regarding same (.3).	CP	0.90	486.00
03/17/21	Continue review of "other claims" listed in claim register (.4); review proofs of claim for same (.9) and calls with several creditors regarding the basis for filing their proofs of claim (.9).	ML	2.20	1089.00
03/18/21	Continue review and analysis of claims that exceed \$100k (1.5); review documents pertaining to deferred compensation and retirement programs (1.3); review Cook and Schwartz employment agreements (.5); prepare email to M. McLoughlin (KDW) containing analysis and observations of review of former employees' deferred compensation claims (1.5).	EAP	4.80	3480.00
03/18/21	Prepare for working session with M.	JRA	4.60	3933.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	McLoughlin (KDW) on claims analysis (.7); working session with M. McLoughlin (KDW) to analyze litigation claims in connection with delivery driver personal injury claims (2.4); prepare follow up notes on same (.4); email correspondence with Weil and Old Republic on arranging call with Gallagher Bassett to review litigation claims and parameters of same (.4); instructions to M. McLoughlin (KDW) on preparation for tomorrow's call (.3); follow up correspondence with M. McLoughlin (KDW) and P. DiDonato (WG) regarding debtors' prior agreement to allow late claim by Diaz claimants (.2) and review underlying lift stay motion previously filed (.2).			
03/18/21	Prepare for (.5) and working conference with J. Adams (KDW) re: individual claims analysis with respect to filed litigation claims (2.4); update PI Claims spreadsheet with additional detail (2.2); draft list of claims with redacted/missing sensitive information (.3).	MJM	5.40	4536.00
03/19/21	Begin more substantive review of updated claims chart related to general liability litigation claims (.3), underlying coverage (.2) and individualized proof of claim review (.5); assess division of additional auto claim amongst relevant insurers (.2); review NPC	JRA	1.70	1453.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/19/21	coverage agreement with Old Republic for impact on claims process (.5). Review applicable claims and POC's for non-substantive objections (1.8); categorize into non-substantive first claim omnibus objection (.6); conference call with E. Peral, M. Levine, and C. Postighone (all of KDW) regarding claims review and non-substantive claim objections (.2); confer with C. Postighone regarding claims review and spreadsheet (.1); continue review and edits of non-substantive claim objection schedules (1.9).	CC	4.60	2093.00
03/19/21	Review latest iterations of personal injury (.5) and general (.6) claims trackers.	ERW	1.10	1072.50
03/19/21	Conference call with E. Peral, M. Levine, and C. Choe (all of KDW) regarding claims review and non-substantive claim objections (.2); continue review of claims and corresponding tracking chart to determine claims that are amended or superseded, filed, or scheduled (1.6); categorize claims into non-substantive omnibus objection categories (.9); update tracking chart to reflect same (1.2).	CP	3.90	2106.00
03/19/21	Update claims chart with analysis of personal injury claims (2.7); emails with P. DiDonato (WG) regarding employment discrimination	MJM	3.00	2520.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/19/21	claims (.3). Conference call with E. Peral, C. Choe, and C. Postighone (all KDW) regarding claims review and non-substantive claim objections.	ML	0.20	99.00
03/19/21	Conference call with C. Choe, M. Levine, and C. Postighone (all KDW) regarding claims review and non-substantive claim objections (.2); continue review and analysis of claims that exceed \$100k (3.4); finalize email to M. McLoughlin (KDW) containing analysis and observations of review of former employees' deferred compensation claims (1.0).	EAP	4.60	3335.00
03/20/21	Conduct rejection damages analysis for landlord claims.	CC	1.20	546.00
03/20/21	High level review of schedules produced by Gallagher Bassett regarding non-owned auto claims being addressed by GB (.6); follow up correspondence with M. McLoughlin (KDW) regarding review of same and follow up on general liability and owned auto claims (.2).	JRA	0.80	684.00
03/20/21	Review GB spreadsheets on Old Republic (.6); Republic Vanguard (.4); and Lexington (.4) claims; follow up emails with J. Adams (KDW) (.2) and L. Carens (WG) (.2).	MJM	1.80	1512.00
03/21/21	Review rejection damages motions (.3); review applicable landlord POCs for rejection damages (.4); adjust rejection damages	CC	1.00	455.00

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03/21/21	spreadsheet accordingly (.2); confer with E. Peral (KDW) regarding same (.1). Continue preliminary review of Gallagher Bassett spreadsheet of in process claims for non-owned auto (.4) and general liability (.4).	JRA	0.80	684.00
03/22/21	Prepare for (.3) and update conference (.9) with M. McLoughlin and P. Weintraub (both KDW) regarding litigation claims review; follow up conference with M. McLoughlin (KDW) regarding same (.3); further analyze Gallagher Bassett claim tracking files and cross reference with filed POCs (2.4); instructions to M. McLoughlin (KDW) regarding same and analysis of bar date service for insurance claims not in suit (.2).	JRA	4.10	3505.50
03/22/21	Review email regarding certificate of service assignment from M. McLoughlin (KDW) (.1); review emails from E. Peral (KDW) regarding discussion of rejection damages (.2); review documents in preparation for call (.1); confer with E. Peral (KDW) regarding review of claims and analysis (1.1); correspondence with C. Postighone (KDW) regarding claims review (.2); review email with questions of A/S and scheduled claims along with non-substantive omnibus objections (.2); draft email to E. Peral, C. Postighone and M. Levine (all KDW) with	CC	3.30	1501.50

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03/22/21	answers to issues/concerns/questions (1.2); schedule call with KDW team for Tuesday for updates (.2). Review claim summary tracker in advance of KDW call regarding claim review (.8); call with M. McLoughlin (KDW) and J. Adams (KDW) regarding general unsecured claim review and analysis (.9).	PAW	1.70	1088.00
03/22/21	Prepare summary of litigation claims spreadsheet and process for resolving claims (1.7); follow up with P. Weintraub (KDW) regarding same (.2); review Gallagher Bassett spreadsheets for extent of Old Republic claims (.7); emails with C. Choe (KDW) regarding review of claims not yet in litigation (.3); review insurance summary chart for SIRs and deductibles (.3); prepare for (.2) and call with J. Adams and P. Weintraub (both KDW) to discuss PI claims review (.9); follow up call with J. Adams (KDW) (.3) to discuss next steps; review E. Peral (KDW) summary of large claims (.3) and review prior research on [REDACTED] (.3) [REDACTED] (.3); follow up with E. Peral (KDW) regarding same (.2).	MJM	5.70	4788.00
03/22/21	Continue review of "other claims" in claims register and call creditors to determine claim basis (.3); follow up emails to creditors	ML	0.60	297.00

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03/22/21	regarding same and coordinate next steps (.3). Call with C. Choe (KDW) regarding review and analysis of rejection damages claims (1.1); various emails with C. Choe, C. Postighone, and M. Levine (all KDW) regarding non-substantive review of claims register and preparation of exhibits to non-substantive claims objections (.7); continue review of deferred compensation claims and other claims that exceed \$100k (2.1).	EAP	3.90	2827.50
03/22/21	Continue review (1.7) and analysis (1.8) of claims and corresponding tracking chart to determine claims that are amended or superseded, filed, or scheduled; categorize claims into non-substantive omnibus objection categories (1.8); update tracking chart to reflect same (1.6).	CP	6.90	3726.00
03/23/21	Prepare for conference call regarding non substantive claims review and analysis (.1); conference call with C. Choe, E. Peral, and C. Postighone (all KDW) regarding nonsubstantive claims review and next steps (2.4); follow up call with C. Postighone (KDW) regarding same (.5); review claims register (.4) and revise same to reflect claim status (1.3); calls to creditors regarding basis for claims (1.4), review and revise chart to	ML	7.90	3910.50

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03/23/21	reflect same (.7); emails to creditors regarding basis for claims (1.1). Call with C. Choe, C. Postighone, and M. Levine (all KDW) regarding process for reviewing and sorting claims (2.4); review and analyze fourth plan supplement and notice of contracts/leases that purchasers intend to assume and prepare email to C. Choe, C. Postighone, and M. Levine (all KDW) regarding same (.8); continue review of deferred compensation claims (1.3); compile list of all former employee claims (.7).	EAP	5.20	3770.00
03/23/21	Call with E. Peral, M. Levine, and C. Choe (all KDW) regarding claims review (2.4); follow up call with M. Levine (KDW) regarding same (.5); continue to review claims (2.8) and update tracking chart to reflect same (1.9); call with C. Choe (KDW) regarding same (.2).	CP	7.80	4212.00
03/23/21	Review bar date certificate of service for applicable litigation creditors (1.5); update spreadsheet regarding notice and service of bar dates for all creditors (2.3); circulate to M. McLoughlin (KDW) with updates (.1); conference call with E. Peral, C. Postighone, and M. Levine (all KDW) regarding claims review process (2.4); review emails regarding claims updates (.3); continue review and update	CC	10.00	4550.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/23/21	of claims register (1.5); confer with C. Postighone (KDW) regarding same (.2); update non-substantive claim objection exhibits (1.7). Review C. Choe (KDW) analysis of general liability (.4) and personal injury (.3) claims; follow up emails regarding filed proofs of claim for individual claimants (.3); update claims reconciliation task list (.3); follow up with E. Peral (KDW) (.2) and M. Levine (KDW) (.2) on status of claims review; review E. Peral (KDW) large claims tracker chart (.3).	MJM	2.00	1680.00
03/23/21	Email to C. Choe (KDW) regarding bar date issues, notice (.1); review impacted claims list (.3); emails from M. Levine (KDW) regarding Tritt, Christman, Eldridge, Tate, Christian, Bryant and Louis claims information requests (.5).	ERW	0.90	877.50
03/24/21	Review updated task list (.1); email with claims review team for update on non-substantive review and review of claims over \$100k (.2).	KSE	0.30	228.00
03/24/21	Confer with C. Postighone (KDW) regarding claims review (.5); start schedule of assumption/cured/satisfied claims (2.2); update creditor claimant sheets regarding pre-petition owned auto owned claims for claims filed (.5); review (.1); draft email of update addressing a few concerns to M. McLoughlin (KDW) (.4);	CC	6.30	2866.50

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03/24/21	fill in all KDW comments for claims (2.6). Review C. Choe (KDW) analysis of filed vs unfiled claims (.8) and follow up emails regarding same (.2); review Spirit filed claims (.5) for master leases and compare to stipulation (.6) for waiver.	MJM	2.10	1764.00
03/24/21	Review C. Choe (KDW) cross reference of bar date notice to outstanding personal injury claims (.3); review updated litigation claims chart in connection with same (.2); analyze impact on claims reconciliation process (.4).	JRA	0.90	769.50
03/24/21	Emails from M. Levine (KDW) regarding information request regarding Goldacker, McCoy, Frank, Dicks, Davis Harris, et al. claims.	ERW	0.50	487.50
03/24/21	Continue analysis of claims register (1.0); review schedules and proofs of claims to understand claim status (.9); populate claims register with necessary claim information (1.5); review personal injury internal chart (.3) and email creditors with unknown claim basis (1.5).	ML	5.20	2574.00
03/24/21	Continue review of claims and corresponding tracking chart to determine claims that are amended or superseded, filed, or scheduled (1.9); categorize claims into non-substantive omnibus objection categories (1.8); update tracking chart to reflect same (1.6); generate	CP	6.30	3402.00

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03/24/21	tracking chart template for assumed contracts review (.5); call with C. Choe (KDW) regarding same (.5). Emails with K. Elliott, M. Levine, C. Choe, and C. Postighone (all KDW) regarding status of review and coding of claims register for preparation of non-substantive omni objections (1.2); continue review and analysis of claims that exceed \$100k and deferred compensation claims (2.4).	EAP	3.60	2610.00
03/25/21	Analyze stipulation entered with SVCN/Spirit and SVCN's proofs of claim to determine if all claims were waived (.9); summarize same for M. McLoughlin (KDW) (.7).	CP	1.60	864.00
03/25/21	Review SVCN claims and stipulation (.3) and C. Postighone (KDW) analysis of same (.5); update PI claims chart with information on GL claims (1.9) and information on defendants (.4).	MJM	3.10	2604.00
03/25/21	Review claims trackers preparatory to tomorrow's call (.3); email to C. Choe (KDW) regarding same (.1).	ERW	0.40	390.00
03/25/21	Review Gallagher Bassett plan of action claim assessments in preparation for call with Old Republic and Gallagher Basset and Weil (.5); review personal injury claim summary chart in preparation for same (.9).	PAW	1.40	896.00

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03/26/21	Preliminary review of GB files on Old Republic covered claims (.5); email correspondence with S. Altshaf (GB) regarding litigation claim review process (.2); review correspondence from C. Postighone (KDW) regarding call with R. Oetken (counsel for claimant P. Clark) on questions on ADR process (.2).	JRA	0.90	769.50
03/26/21	Review updated auto (.2), GL (.2) and litigation (.3) claims trackers; email to M. McLoughlin (KDW) regarding same (.2).	ERW	0.90	877.50
03/28/21	Continue to review and analyze non substantive claims chart and claim information (.4); populate chart with classification of claims (.5).	ML	0.90	445.50
03/29/21	Continue to review and analyze non substantive claims chart and claim information (.7); populate chart with classification of claims (.8).	ML	1.50	742.50
03/29/21	Review vicarious liability articles from J. Sucher (FW) regarding potential franchisor liability issues in connection with resolution of personal injury claims (.6); review updated lease rejection damages chart (.3) and instructions to M. McLoughlin (KDW) on follow up on same (.2).	JRA	1.10	940.50
03/29/21	Review C. Choe (KDW) analysis of rejection damages claims to date.	MJM	0.50	420.00
03/29/21	Continue rejection damages analysis (.7); clean	CC	1.00	455.00

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03/29/21	up spreadsheet (.2); circulate email to E. Wilson (KDW) (.1). Emails to C. Choe (KDW) regarding rejection claims calculations (.2); email to M. McLoughlin (KDW) regarding Harris claim (.1); email to C. Postighone (KDW) regarding Clark claim (.1).	ERW	0.40	390.00
03/30/21	Email from D. Papadatos (WG) regarding resolution of PH claims under sale order and direction to claims agent regarding same (.1); update claims review team regarding same (.1); begin integration of Gallagher Bassett individual claim reports into master PI tracking chart (3.1); create individualized follow up questions for GB on same (2.6).	JRA	5.90	5044.50
03/30/21	Review update on Pizza Hut cure claims and [REDACTED].	KSE	0.10	76.00
03/30/21	Review update regarding claims from J. Adams (KDW) (.1) and make notations in claims register accordingly of cured/satisfied amounts (.1); edit Republic Vanguard spreadsheets with bar date notices and claims records for M. McLoughlin (KDW) (.7); conduct same for Lexington claims (.7); circulate to M. McLoughlin (KDW) (.1); call with M. McLoughlin (KDW) regarding rejection damages and case updates (.3); continue review	CC	14.50	6597.50

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03/30/21	of landlord POCs (3.5); analyze claims and calculate rejection damages (5.6); update spreadsheet of lease rejections (3.4). Review rejection damages analysis (.3); compare to rejection notices (.4); call with C. Choe (KDW) to discuss rejection damages analysis and rejected leases (.3); review draft master claims analysis (.3); review GB files on AM Trust (RV) claims (.6) and begin draft of questions for same (.2).	MJM	2.10	1764.00
03/30/21	Review precedent for trustee claims report (.3); forward to P. Weintraub (KDW) with instruction (.1); email to C. Choe (KDW) regarding claims analysis, review (.2); emails to N. Hwang (WG), C. Postighone (KDW) regarding Williams stipulation (.2); emails regarding Service Now claims (.1); review claim, notice (.2).	ERW	1.10	1072.50
03/30/21	Review and analyze non substantive claims chart and claim information (.5); populate chart with classification of claims (.7).	ML	1.20	594.00
03/31/21	Continue to review and analyze non substantive claims chart and claim information (.7); populate chart with classification of claims (1.0).	ML	1.70	841.50
03/31/21	Email from A. Hwang (WG) regarding crossover holder claims and details on same	JRA	2.90	2479.50

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	(.2); review 2L register in connection with same (.2); continue analysis of Gallagher Bassett reports on non-owned auto personal injury claims (1.7) and prepare notes on same (.6); email correspondence with P. DiDonato (WG) regarding status of J. Padgett claim and next steps (.2).			
03/31/21	Continue to review POCS (3.3); continue lease rejection damages analysis and calculations (4.7); update rejected leases spreadsheet and claims analysis (2.7).	CC	10.70	4868.50
03/31/21	Revise task list in preparation for claims call.	MJM	0.50	420.00
03/31/21	Emails with A. Hwang (WG), M. McLoughlin (KDW) regarding cross-over holders (.1); review register (.2); email to M. McLoughlin (KDW) regarding bar date service, creditors (.1); briefly review updated claims trackers (.2); emails from J. Adams (KDW), P. DiDonato (WG) regarding Padgett claim (.4).	ERW	1.00	975.00
03/31/21	Continue review of claims and corresponding tracking chart to determine claims that are amended or superseded, filed, or scheduled (.9); categorize claims into non-substantive omnibus objection categories (.8); update tracking chart to reflect same (1.4); coordinate with M. Levine (KDW) regarding same (.3).	CP	3.40	1836.00
Total Services for this Matter:				167,196.50

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	Total this Invoice			\$167,196.50

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CC	Choe, Connie	70.40	455.00	\$32,032.00
CP	Postighone, Cassandra	41.30	540.00	22,302.00
EAP	Peral, Eloy A	31.50	725.00	22,837.50
ERW	Wilson, Eric	11.90	975.00	11,602.50
JRA	Adams, Jason	27.20	855.00	23,256.00
KSE	Elliott, Kristin S	1.10	760.00	836.00
MJM	McLoughlin, Maeghan J	43.00	840.00	36,120.00
ML	Levine, Mark	31.10	495.00	15,394.50
PAW	Weintraub, Philip A	4.40	640.00	2,816.00

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**Account Summary And Remittance Form**

Legal Services:	\$80,156.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$80,156.50**

**Terms: Payment Due on or Before May 13, 2021**

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**BANK: JP MORGAN CHASE, N.A.**

**ABA #: 021-000-021**

**SWIFT CODE: CHASUS33**

**ACCOUNT NAME: KELLEY DRYE & WARREN LLP**

**ACCOUNT #:135-046110**

**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

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ATTN: TREASURER'S DEPARTMENT  
3 WORLD TRADE CENTER  
175 GREENWICH STREET  
NEW YORK, NEW YORK 10007  
(212) 808-7800

**KELLEY DRYE & WARREN LLP**

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NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815154

Client 028033  
Matter 0010 Disclosure Statement/Plan Issues

Attorney: 05395

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/03/21	Email to J. Shearer (USB) regarding trust transition, professional retentions (.3); review trust agreement regarding same (.2), prior correspondence with A&M regarding same (.3).	ERW	0.80	\$780.00
03/04/21	Email correspondence with L. Carens (WG) and E. Wilson and M. McLoughlin (both KDW) regarding post-effective date funding and accounts.	JRA	0.20	171.00
03/04/21	Emails with L. Carens (WG) on GUC trust accounts.	MJM	0.10	84.00
03/04/21	Emails to L. Carens (WG), J. Adams and M. McLoughlin (both of KDW) regarding trust finding (.3); review trust agreement regarding same (.2).	ERW	0.50	487.50
03/05/21	Further emails to J. Adams (KDW) and L. Carens (WG) regarding trust funding.	ERW	0.20	195.00
03/09/21	Conference with E. Wilson and J. Adams (both KDW) to discuss trust transition.	MJM	0.20	168.00
03/09/21	Email correspondence from J. Shearer (USB) regarding trust transition (.2); confer with E.	JRA	0.40	342.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/09/21	Wilson and M. McLoughlin (both KDW) regarding same (.2). Confer with M. McLoughlin and J. Adams (both of KDW) regarding trust distribution (.2); emails with J. Shearer (USB) regarding trust transition, fee structure (.3).	ERW	0.50	487.50
03/16/21	Email correspondence with E. Wilson (KDW) and J. Shearer (USB) regarding trust transition and call to discuss same.	JRA	0.30	256.50
03/16/21	Telephone call (.5) and emails (.6) with J. Shearer (USB) regarding effective date, transition; confer with J. Adams (KDW) regarding trust issues, call with J. Shearer (USB) (.3).	ERW	1.40	1365.00
03/17/21	Conference with E. Wilson (KDW) regarding trust transition and formation issues (.3); correspondence with L. Carens (WG) and M. McLoughlin (KDW) regarding sale closing and effective date timing (.2).	JRA	0.50	427.50
03/17/21	Emails with N. Hwangpo (WG) and E. Wilson (KDW) regarding effective date (.2); revise trust transition memo (.6) and discuss status of same with E. Wilson (KDW) (.2).	MJM	1.00	840.00
03/17/21	Confer with J. Adams (KDW) regarding trust transition (.3); emails with M. McLoughlin (KDW), N. Hwangpo and L. Carens (both of WG) regarding effective date, sale closings	ERW	1.20	1170.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/18/21	(.4); review plan regarding conditions precedent (.3); conference with M. McLoughlin (KDW) regarding trust transition (.2). Email correspondence with E. Wilson (KDW) and J. Shearer (USB) regarding trust transition, update to trust agreement and effective date timing.	JRA	0.20	171.00
03/18/21	Emails with J. Shearer (USB) regarding revised compensation schedule.	ERW	0.50	487.50
03/19/21	Review fourth amended plan supplement.	MJM	0.50	420.00
03/19/21	Review plan supplement (.2); forward to M. McLoughlin (KDW) with instruction (.1).	ERW	0.30	292.50
03/20/21	Review fourth amendment to plan supplement for impact on assumed contracts list and potential trust impact.	JRA	0.30	256.50
03/22/21	Email correspondence with M. McLoughlin (KDW) and L. Carens (WG) regarding trust transition and effective date transactions (.1); conference with E. Wilson (KDW) regarding plan effectiveness and transition (.6).	JRA	0.70	598.50
03/22/21	Review fourth amended plan supplement (.2) and emails with E. Wilson (KDW) regarding same (.2); update trust memo (.3) and trust agreement (.5); emails with L. Carens (WG) with IOLA and transition information (.2).	MJM	1.40	1176.00
03/22/21	Confer with J. Adams (KDW) regarding effective date, closings, fee estimate and next	ERW	2.10	2047.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	steps (.6); outline issue for all hands calls (.5); emails to J. Adams (KDW) and L. Carens (WG) regarding trust funding (.2); review trust agreement regarding same (.2); emails to J. Shearer (USB) regarding same (.2); emails to M. McLoughlin (KDW) regarding plan supplement and pre-effective date status call (.4).			
03/23/21	Email correspondence with E. Wilson (KDW) and J. Shearer (USB) regarding trust transition.	JRA	0.20	171.00
03/23/21	Emails with J. Shearer (USB) regarding effective date (.2); emails to M. McLoughlin, et al. (KDW) regarding group call regarding effective date issues (.2).	ERW	0.40	390.00
03/23/21	Draft stipulation allowing L. Williams limited plan injunction relief.	MJM	2.80	2352.00
03/24/21	KDW team call on pre-effective date/trust transition issues.	KSE	0.60	456.00
03/24/21	Conference call with J. Adams and E. Wilson (both of KDW) regarding trust transition and claims updates.	CC	0.60	273.00
03/24/21	Pre-call with J. Adams (KDW) (.3) and call with team to discuss status of claims review process and pre-effective date tasks (.6); review final filed transition services agreement (.9) and summarize same (.5).	MJM	2.30	1932.00
03/24/21	Review updated task list in preparation for	JRA	1.20	1026.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/24/21	internal team call on effective date tasks and trust transition (.3); conference M. McLoughlin (KDW) in preparation for call (.3); participate in internal team call on trust transition (.6). Final review of trust memo prior to circulation to team (.6); call with team regarding effective date issues (.6); further emails to team regarding pre-effective date call (.2); review updated issues list preparatory to today's call (.2).	ERW	1.60	1560.00
03/24/21	Call with KDW team regarding pre-effective date task list and open items.	PAW	0.60	384.00
03/24/21	Participate in internal KDW team call regarding outstanding items and status of tasks in anticipation of effective date.	CP	0.60	324.00
03/24/21	Call with E. Wilson, M. McLoughlin, K. Elliott, J. Adams, M. Levine, C. Choe, and C. Postighone (all KDW) regarding upcoming effective date of plan, status of case, review of claims, and status of related projects.	EAP	0.60	435.00
03/25/21	Email correspondence with E. Wilson (KDW) and J. Shearer (USB) on sale closing, plan effective date, and updated trust documents.	JRA	0.20	171.00
03/25/21	Revise trust transition memo (2.2); emails with E. Wilson and J. Adams (both KDW) regarding same (.1); review updated wind down budget (.3).	MJM	2.60	2184.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/25/21	Emails to J. Shearer (USB) regarding trust memo, status call (.3); review latest draft of trust agreement (.4); email to M. McLoughlin (KDW) regarding same (.1); review and revise update to committee regarding closing (.2); review Williams stipulation regarding plan injunction (.2); email to M. McLoughlin (KDW) regarding same (.1); emails with J. Shearer (USB) regarding revised trust documents, transition and wire (.5); email from A. Hwang (WG) regarding wind down budget (.1); review and analyze same (.3); emails to J. Adams and M. McLoughlin (both of KDW) regarding same (.2); review trust transition memo preparatory to circulation to trustee (.9); cross-reference select provisions of trust documents (.6); emails with M. Mena-Rosado (USB) regarding transition (.2).	ERW	4.10	3997.50
03/26/21	Email from K. Domfeh (A&M) regarding updated wind down budget (.2); analyze same (.3); follow up correspondence with K. Domfeh (A&M) regarding revisions to reserves dealing with insurance (.3); conference with E. Wilson (KDW) (2x) regarding status of trust transition (.4); email correspondence with E. Wilson (KDW) and US Bank regarding same (.1); review (.7) and provide minor revisions (.2) to	JRA	4.90	4189.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/26/21	updated trust agreement; review trust transition memo (.6); review plan terms (.8), wind down budget (.4), driver settlement terms (.2), debtors' disclosure statement supplement (.2) and claims summary (.5) in connection with preparing to update same. Confer with J. Adams (KDW) regarding transition (.2); review amended lease assignment list, DS exhibit (redline) (.2); email to M. McLoughlin (KDW) regarding update (.1); confer with J. Adams (KDW) regarding revisions to trust memo (.2); update to J. Shearer (USB) regarding same (.2); emails to M. McLoughlin (KDW) regarding same (.2); email from K. Domfeh (A&M) regarding updated wind down budget (.1); review and analyze same (.4); emails to J. Adams (KDW) and K. Domfeh (A&M) regarding same (.2).	ERW	1.80	1755.00
03/26/21	Review J. Adams (KDW) comments to trust transition agreement (.3) and incorporate same (.1).	MJM	0.40	336.00
03/28/21	Revise trust transition memorandum to address additional detail on case history, secured debt, sale process, UCC and driver settlement, plan terms and claim pool.	JRA	4.60	3933.00
03/28/21	Review J. Adams (KDW) revisions to trust transition memo (.3); follow up with D.	MJM	1.20	1008.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/29/21	Papadatos (WG) with respect to GUC trust agreement (.2); finalize GUC trust agreement (.3); emails with J. Adams (KDW) with respect to GUC trust agreement and transition memo (.2); follow up with C. Choe (KDW) regarding same (.2).	JRA	4.10	3505.50
03/29/21	Conference with E. Wilson (KDW) on open matters for trust transition this week (.3); review trust critical dates chart (.1) and provide comments to same (.2); review further updated trust agreement from M. McLoughlin (KDW) (.3); review updated trust transition memo (.4); further revise same (2.2); email correspondence with Weil regarding request for effective date call on Wednesday (.1); review trustee update email (.2); further conference with E. Wilson (KDW) on same (.3).	MJM	4.80	4032.00
03/29/21	Further revise trust transition agreement (1.7); determine amount of crossholder claims (.4); update dates chart (.5); and contact sheet (.3); emails with D. Papadatos (WG) w/r/t signature pages (.2); draft email to J. Shearer (USB) to discuss trust transition and effective date (.4); finalize trust memo before sending (.8); review filed version of TSA with schedules (.5).	ERW	4.60	4485.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	<p>comments to Williams stipulation (.2); email to J. Adams (KDW) regarding same (.1); review post-effective date critical dates chart (.3); cross-reference plan documents (.2); emails to M. McLoughlin (KDW) regarding same and trust signatures (.3); instruction to M. McLoughlin (KDW) regarding calls with Weil and trustee (.2); conferences (2x) with J. Adams (KDW) regarding transition documents, cross-holders (.6); emails with K. Domfeh (A&amp;M) and J. Adams (KDW) regarding further wind down budget (.4); review same (.2); emails to J. Adams (KDW) regarding same (.2); outline open issues for effective date calls with Weil, trustee (.6); review J. Adams (KDW) revisions to trust agreement (.3); and trust transition memorandum (.5); email to J. Adams, M. McLoughlin (KDW) regarding same (.4).</p>			
03/30/21	<p>Emails with J. Shearer (USB) to discuss GUC trust agreement (.2); review KYC forms and related inquiries from trustee (.4); call with E. Wilson (KDW) to discuss same (.2) and update trust agreement (.4); call with E. Wilson and J. Adams (both KDW) (.7) to discuss trust transition and effective date; review revisions to debtor trust agreement (.4) and wind down</p>	MJM	3.50	2940.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/30/21	materials (.5) in preparation for closing call; begin preparing GUC trust closing binder (.3) and follow up with P. Weintraub (KDW) regarding same (.2); review notice of effective date (.2). Conferences (2x) with E. Wilson (KDW) regarding trust transition, finalizing documents and preparation for effective date (1.0); review underlying trust documents (.2) and final funds flow information from debtors (.2); review updated version of debtor liquidating trust agreement from Weil (.3) and subsequent redline (.1); conference with E. Wilson and M. McLoughlin (both KDW) regarding effective date documents, transactions and trust transition (.7).	JRA	2.50	2137.50
03/30/21	Confer (2x) with J. Adams (KDW) (1.0) and M. McLoughlin (KDW) (.2) regarding franchisor issues, effective date; instruction to M. McLoughlin (KDW) regarding tomorrow's calls with Weil and trustee (.2); email to M. McLoughlin (KDW) regarding cross-over holders; review file regarding same (.3); emails to J. Adams, M. McLoughlin (KDW) regarding further revisions to trust transition documents (.4); email to J. Adams (KDW) regarding TSA, trustee access (.1); emails to J. Shearer (USB)	ERW	7.40	7215.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	regarding final trust documents (.2); emails with S. Lieberman (PC) regarding effective date (.3); conference call with J. Adams, M. McLoughlin (KDW) regarding effective date (.7); review further revised trust transition memorandum (.3); emails to J. Adams (KDW) regarding same (.2); emails with M. Mena, J. Shearer (both USB) regarding trust transition, KYC issues (.8); review KYC debtor documents (.5); cross-reference trust agreement (.3); review precedent [REDACTED] (1.1); revise trust agreement regarding interim trustee (.5); telephone conference with M. Mena (USB) regarding same (.3).			
03/31/21	Prepare for effective date closing call with all relevant parties by reviewing final version of funds flow (.2) and plan closing conditions (.2); participate on effective date closing call with debtors, lenders and applicable banks (.2); follow up call with E. Wilson (KDW) regarding same and next steps (.5); conference with E. Wilson and M. McLoughlin (both KDW) in preparation for initial trustee call on today's transition and effective date (.4); review agenda for same (.1) and prepare notes for call (.4); participate with E. Wilson (KDW) on	JRA	5.10	4360.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/31/21	introductory call with USB (1.1); follow up correspondence with USB on same and fully executed trust agreement (.1); prepare for (.3) and participate in internal team call on trust transition (.6); follow up call with E. Wilson (KDW) (.2); follow up to confirm receipt of trust funding (.2); review franchisor comments to effective date notice (.1), revise draft from debtors (.1) and provide additional comments to same (.2); email correspondence with debtors and lenders on confirmation of all effective date conditions and transfers (.2). Participate in closing/effective date call (.2); draft agenda for trust transition call (.2); participate in call with E. Wilson and J. Adams (both KDW) (.4) to prepare for call with GUC trustee; review franchisor comments to notice of effective date (.3) and Weil revisions to same (.3); emails with A. Hwang (WG) w/r/t crossholder claims amounts (.2); review (.2) and revise (.2) notice of appearance for GUC Trust; follow up with C. Choe (KDW) regarding same (.1); confirm receipt of wires internally and with A. Hwang (WG) (.2); review, calendar upcoming plan-related deadlines (.2) and confer with E. Presbitero (KDW) on critical dates (.2); emails with P.	MJM	2.90	2436.00

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03/31/21	Weintraub (KDW) and D. Papadatos (WG) regarding debtor trust agreement (.2). Draft NOA for GUC Trustee (.8); review emails from M. McLoughlin (KDW) regarding same and respond (.1); circulate draft to E. Wilson and J. Adams (both KDW) (.1); make revisions from J. Adams (KDW) changes (.2); circulate to KDW team (.1); participate in case update call with E. Wilson and J. Adams (both KDW) (.6).	CC	1.90	864.50
03/31/21	Create closing set of Plan documents and trust administration documents for circulation to KDW team and GUC trustee (.6); KDW team call regarding trust transition and task list status (.6).	PAW	1.20	768.00
03/31/21	Conference call with E. Wilson, J. Adams, M. McLoughlin, P. Weintraub, C. Postighone (all KDW) regarding trust transition.	CRA	0.60	435.00
03/31/21	Review and revise updated task list preparatory to today's internal KDW call (.3); conduct today's internal call (.6); follow up call with J. Adams (KDW) (.2); emails with A. Hwang (WG), J. Adams, M. McLoughlin (KDW) and J. Shearer (USB) regarding trust funding (.3); review agenda, trust documents, memorandum preparatory to call with trustee (.6); outline issues for call (.3); email to internal KDW team	ERW	7.40	7215.00

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	<p>regarding effective date call (.4); conference call with J. Adams, M. McLoughlin (KDW) preparatory to call with trustee (.4); conference call with J. Adams (KDW) and J. Shearer et al. (USB) regarding effective date and trust transition (1.1); review trustee notice of appearance (.1); email to C. Choe, J. Adams (KDW) regarding same (.1); review trust contact sheet prior to circulation to trustee (.2); email to M. McLoughlin (KDW) regarding same (.1); email from A. Hwang (WG) regarding wind down, flow of funds (.1); review updated budget (.1), sources and uses (.1); final review of trust agreement prior to execution, circulation (.5); emails from D. Papadatos (WG) (.1) and L. Carens (WG) regarding same (.1); further emails with J. Shearer, M. Mena (USB) regarding effective date, trust TIN, transition and status call (.5); follow up call with J. Shearer (USB) (.3); emails with A. Hwang (WG), M. McLoughlin (KDW) regarding release of signatures (.2); email to P. Weintraub (KDW) regarding closing binder (.1); review proposed index for additional documents (.2); email from L. Carens regarding Williams stipulation (.1); review revised stipulation (.1); emails from M.</p>			

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	Kandestin (MW), L. Carens (WG) regarding notice of effective date (.1); review various drafts of same (.1).			
03/31/21	Participate in call with E. Wilson (KDW) and internal KDW team regarding next steps and outstanding items for claims administration.	CP	0.60	324.00
03/31/21	Call with the trust transition team (.6); review case docket for post-confirmation documents (.1), task list in preparation for team call (.1), draft of effective date notice (.1), section 2.2 of the Plan (.1), and critical dates chart (.1); confer with C. Postighone (KDW) via e-mail regarding NPC claims register objection exhibit compilation (.1); update the calendar to reflect all critical dates (.1).	EP	1.30	338.00
Total Services for this Matter:				80,156.50
Total this Invoice				\$80,156.50

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CC	Choe, Connie	2.50	455.00	\$1,137.50
CP	Postighone, Cassandra	1.20	540.00	648.00
CRA	Argetsinger, Cameron R	0.60	725.00	435.00
EAP	Peral, Eloy A	0.60	725.00	435.00
EP	Presbitero, Elizabeth	1.30	260.00	338.00
ERW	Wilson, Eric	34.80	975.00	33,930.00
JRA	Adams, Jason	25.40	855.00	21,717.00
KSE	Elliott, Kristin S	0.60	760.00	456.00
MJM	McLoughlin, Maeghan J	23.70	840.00	19,908.00
PAW	Weintraub, Philip A	1.80	640.00	1,152.00

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
3 WORLD TRADE CENTER  
175 GREENWICH STREET  
NEW YORK, NEW YORK 10007  
(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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AFFILIATE OFFICE:  
MUMBAI, INDIA

NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815153

028033 NPC International Committee  
0011 Committee and Creditor Communications

**Account Summary And Remittance Form**

Legal Services:	\$19,711.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$19,711.00**

**Terms: Payment Due on or Before May 13, 2021**

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**BANK:** JP MORGAN CHASE, N.A.  
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Client 028033  
Matter 0011 Committee and Creditor Communications

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/01/21	Prepare for (.1) and call with KDW and A&M teams (.6) to discuss committee presentation and prepare for committee call; draft committee update (.3); review further updated financial presentation (.3).	MJM	1.30	\$1092.00
03/01/21	Prepare for (.2) and conference with (.6) E. Wilson and M. McLoughlin (both KDW) and A&M team on update presentation for UCC on case status and cash performance variances.	JRA	0.80	684.00
03/01/21	Conference call with M. McLoughlin and J. Adams (both of KDW) and R. Newman (A&M) regarding next call, financial report (.6); review A&M report preparatory to call (.5).	ERW	1.10	1072.50
03/02/21	Review updated A&M analysis on budget and cash variances prior to circulation to the UCC (.5); instructions to M. McLoughlin (KDW) regarding UCC update (.1).	JRA	0.60	513.00
03/02/21	Draft talking points for committee call (1.7); review plan and ADR provisions for support (.5); send committee email (.2).	MJM	2.40	2016.00

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Matter 0011  
April 13, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/02/21	Emails with J. Adams (KDW) and R. Newman (A&M) regarding financial update (.2); review revised update (.4); instruction to M. McLoughlin (KDW) (.2); review update to committee (.1); draft agenda for Thursday's call (.2); instructions to M. McLoughlin (KDW) (.2).	ERW	1.30	1267.50
03/03/21	Conference with E. Wilson (KDW) in preparation for tomorrow's UCC update call (.2); review M. McLoughlin (KDW) talking points (.2).	JRA	0.40	342.00
03/03/21	Call with J. Adams (KDW) preparatory to tomorrow's UCC call (.2); emails to M. McLoughlin (KDW) regarding talking points for tomorrow's call (.2); review and revise same (.7).	ERW	1.10	1072.50
03/04/21	Review draft talking points (.4) and A&M presentation materials (.3) in preparation for today's UCC update call; participate with E. Wilson and M. McLoughlin (both KDW) on today's UCC update call (.6); follow up conference with E. Wilson (KDW) regarding same (.3).	JRA	1.60	1368.00
03/04/21	Review A&M presentation (.2) and prepare for (.2) and participate in committee call (.6).	MJM	1.00	840.00
03/04/21	Call with committee members, E. Wilson (KDW), J. Adams (KDW) and M. McLoughlin	PAW	0.60	384.00

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April 13, 2021  
Page 3

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/04/21	(KDW) regarding case status. Review revised talking points (.3), A&M report (.3) and critical dates chart (.2) preparatory to today's call; conduct today's committee call (.6); follow up call with J. Adams (.3).	ERW	1.70	1657.50
03/10/21	Call with S. Wilson (KDW) regarding ADR procedures and claimant inquiries (.3); review Savage claim (.2) and reach out to same (.2).	MJM	0.70	588.00
03/10/21	Update to committee regarding approval of disclosure statement.	ERW	0.10	97.50
03/10/21	Conference call with M. McLoughlin (KDW) regarding N. Savage's (creditor) claim and the ADR procedures (.3); e-mail M. McLoughlin and J. Adams (both KDW) regarding same (.1).	STW	0.40	262.00
03/11/21	Emails with K. Carson (RIC) explaining final assignment lists (.3); emails with I. Thomas (M&T) regarding status of ADR procedures (.2); review letter from N. Savage (creditor) (.2).	MJM	0.70	588.00
03/11/21	Email from I. Thomas (MT) regarding Beron claim (.1); instruction to M. McLoughlin (KDW) (.1); emails to J. Adams (KDW) regarding same (.2); emails to K. Carson (RI) regarding assumed contracts (.2); cross-reference plan supplement (.2).	ERW	0.80	780.00
03/15/21	Emails with K. Carson (RI) regarding case status, store closures (.3), cross-reference	ERW	0.70	682.50

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Page 4

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/16/21	notices (.2), plan supplement (.2). Revise M. Levine (KDW) email to creditors requesting additional claim information (.4) and follow up with M. Levine (KDW) regarding same (.1).	MJM	0.50	420.00
03/24/21	Review draft UCC update email regarding sale closing.	JRA	0.20	171.00
03/24/21	Review press releases on sale closing (.3) and draft committee update (.3).	MJM	0.60	504.00
03/26/21	Call (.7) and emails (.4) with R. Oetken (RO); email with M. McLoughlin (KDW) regarding same (.6).	CP	1.70	918.00
03/29/21	Prepare for (.2) and call with R. Oetken (RO) (.3); emails with K. Carson (RIC) regarding rejection notice (.2); call with M. Harris regarding case status (.2).	MJM	0.90	756.00
03/29/21	Call with M. Harris, creditor (.2); instruction to M. McLoughlin (KDW) regarding same (.1).	ERW	0.30	292.50
03/30/21	Emails with K. Carson (RIC) regarding Erwin, NC location (.2); follow up phone call (.1) to discuss same.	MJM	0.30	252.00
03/30/21	Telephone conference (.3) and emails (.2) with K. Carson (RI) regarding effective date issues.	ERW	0.50	487.50
03/31/21	Review final update email to UCC regarding effective date from M. McLoughlin (KDW).	JRA	0.10	85.50
03/31/21	Draft committee update on effective date, disbanding committee.	MJM	0.50	420.00

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 Matter 0011  
 April 13, 2021  
 Page 5

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/31/21	Email to K. Carson (RI) regarding notice of acquisition.	ERW	0.10	97.50
	Total Services for this Matter:			19,711.00
	Total this Invoice			\$19,711.00

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April 13, 2021  
Page 6

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	1.70	540.00	\$918.00
ERW	Wilson, Eric	7.70	975.00	7,507.50
JRA	Adams, Jason	3.70	855.00	3,163.50
MJM	McLoughlin, Maeghan J	8.90	840.00	7,476.00
PAW	Weintraub, Philip A	0.60	640.00	384.00
STW	Wilson, Sean T	0.40	655.00	262.00

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c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815155

028033 NPC International Committee  
0014 Relief From Stay/Adequate Protection

**Account Summary And Remittance Form**

Legal Services:	\$6,556.50
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$6,556.50**

**Terms: Payment Due on or Before May 13, 2021**

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101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815155

Client 028033  
Matter 0014 Relief From Stay/Adequate Protection

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/03/21	Review docket for transcripts of stay relief hearings held on 9/4, 9/15, 10/1 and 1/15 (.4); call and emails to transcriber regarding transcripts for those hearings (.2); prepare and file transcript order form (.3).	MMV	0.90	\$288.00
03/09/21	Review (1.2) and summarize (.9) transcripts for hearings regarding various claimants' stay relief motions.	CP	2.10	1134.00
03/10/21	Email to C. Postighone (KDW) regarding Mackellar/Dunbar lift stay motions (.1); review summary of transcript (.3).	ERW	0.40	390.00
03/16/21	Review (.3) and summarize (.3) McBride stay relief motion; cross check against claims register (.2) and debtors' claim spreadsheet (.3); follow up with L. Carens (WG) regarding response to same (.2).	MJM	1.30	1092.00
03/16/21	Email update from M. McLoughlin (KDW) on McBride stay relief request (.2); analyze same (.3); follow up correspondence with M. McLoughlin (KDW) and L. Carens and P. DiDonato (both WG) regarding same (.2).	JRA	0.70	598.50

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Matter 0014  
April 13, 2021  
Page 2

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/16/21	Review McBride lift stay motion (.2); instruction to M. McLoughlin (KDW) (.1); emails to M. McLoughlin (KDW) and P. DiDonato (WG) regarding same (.2); review claim (.2).	ERW	0.70	682.50
03/17/21	Email from E. Keil (MWE) regarding McBride claim (.1); review same (.2); forward to M. McLoughlin (KDW) with instruction (.1); email from J. Sucher (FS) regarding McBride, demand and lift stay (.1).	ERW	0.50	487.50
03/18/21	Analyze filed claim related to McBride stay relief (.3); follow up correspondence with M. McLoughlin (KDW) regarding same, coverage issues, and Weil analysis of same (.3).	JRA	0.60	513.00
03/18/21	Review McBride late-filed claim (.2) review claims register for earlier claim (.2); follow up emails with J. Adams (KDW) regarding late filed documents (.2) and call with P. DiDonato (.1); review Diaz lift stay motion and withdrawal stip (.3); emails with P. DiDonato (WG) to discuss resolution of motion (.2).	MJM	1.20	1008.00
03/22/21	Further emails with M. McLoughlin (KDW) regarding McBride claim, stipulation.	ERW	0.20	195.00
03/26/21	Emails with P. DiDonato (WG) to resolve McBride stay relief motion.	MJM	0.20	168.00
Total Services for this Matter:				6,556.50
Total this Invoice				\$6,556.50

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Page 3

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	2.10	540.00	\$1,134.00
ERW	Wilson, Eric	1.80	975.00	1,755.00
JRA	Adams, Jason	1.30	855.00	1,111.50
MJM	McLoughlin, Maeghan J	2.70	840.00	2,268.00
MMV	Vicinanza, Marie M	0.90	320.00	288.00

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April 13, 2021  
Invoice No. 2815157

028033 NPC International Committee  
0015 Employee Issues

**Account Summary And Remittance Form**

Legal Services:	\$1,098.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$1,098.00**

**Terms: Payment Due on or Before May 13, 2021**

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Client 028033  
Matter 0015 Employee Issues

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/04/21	Email from D. Papadatos (WG) regarding additional discretionary KERP requests (.1); review request (.1) and original KERP parameters approved by the court (.2); follow up correspondence with D. Papadatos (WG) regarding same (.1); additional correspondence from D. Papadatos (WG) regarding additional recipient (.1).	JRA	0.60	\$513.00
03/04/21	Email from D. Papadatos (WG) regarding additional KERP payments (.1); review same (.1); instruction to J. Adams (KDW) (.1).	ERW	0.30	292.50
03/05/21	Further emails from D. Papadatos (WG) regarding additional KERP payment (.1); review same (.1); instruction to J. Adams (KDW) (.1).	ERW	0.30	292.50
Total Services for this Matter:				1,098.00
Total this Invoice				\$1,098.00

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April 13, 2021  
Page 2

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
ERW	Wilson, Eric	0.60	975.00	\$585.00
JRA	Adams, Jason	0.60	855.00	513.00

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April 13, 2021  
Invoice No. 2815156

028033 NPC International Committee  
0016 Other Contested Matters

**Account Summary And Remittance Form**

Legal Services:	\$180,508.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$180,508.00**

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Client 028033  
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Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/01/21	Revise litigation claims list (.4); call with J. Adams (KDW) to discuss finalizing, filing ADR procedures (.4); emails with E. Wilson (KDW) regarding same (.2); call with counsel to certain PI claimants and E. Wilson and J. Adams (both KDW) (.4) to resolve ADR issues; follow up call with J. Adams (KDW) (.1); incorporate E. Wilson (KDW) comments (2x) to ADR motion (1.3) and procedures (.9); review Epiq changes to service list (.3); further revise exhibits to motion (.5); emails with L. Carens (WG) on timing/process for filing motion (.3); review Old Republic (.6) and Vanguard Republic (.3) revisions to procedures; call with J. Sucher (OR) (.2) to discuss same; follow up with J. Adams (KDW) (.2) and E. Wilson (KDW) (.2) to discuss further revisions; address Weil comments to motion (.3); research ability to include claimants who did not file POCs in procedures (.8); incorporate Weil comments to motion (.3);	MJM	8.40	\$7056.00

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Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/01/21	finalize and file motion (.5); follow up with PI claims team regarding spreadsheet (.2). Conference with M. McLoughlin (KDW) on ADR procedures, motions, comments, and plan to finalize same (.4); review E. Wilson (KDW) comments to ADR motion (.3); prepare for (.2) and participate in conference (.4) with various claimants on comments to procedures; follow up call with M. McLoughlin (KDW) (.1); revise updated drafts of motion (.8) and procedures (.9) in advance of filing; review final comments from E. Wilson (KDW) (.3); email correspondence with E. Wilson and M. McLoughlin (both KDW) regarding same (.3); review proposed comments from Old Republic (.5) and Republic Vanguard (.3); conference with M. McLoughlin (KDW) regarding same (.2); email correspondence with M. McLoughlin (KDW) and Weil regarding requested changes to motion (.3).	JRA	5.00	4275.00
03/01/21	Conference call with J. Adams, et al. (KDW) and claimants counsel regarding revisions to ADR procedures (.4); review and comment on various iterations of the following prior to filing: ADR procedures motion (2.2), procedures (1.4), order (.4), litigation claims lists (.8), ADR notice (.5), claimants forms (.6)	ERW	8.10	7897.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	and mediation notice (.2); emails to M. McLoughlin, C. Postighone and J. Adams (all of KDW), L. Carens and T. Cohan (both of WG) and P. Moak (GR) regarding same (.5); emails to T. Cohan (WG) regarding Liberty Mutual inquiry (.2); review Epiq comments to tracker (.2); confer with M. McLoughlin (KDW) regarding same (.2); continue review of Auto (.3) and CGL (.2) policies.			
03/01/21	Email with M. McLoughlin (KDW) regarding open litigation claims charts.	CP	0.40	216.00
03/02/21	Conference with E. Wilson (KDW) regarding carrier comments to ADR procedures and potential responses (.4); begin review of carrier comments (1.3); follow up conference with M. McLoughlin (KDW) regarding certain excepted claims (.3).	JRA	2.00	1710.00
03/02/21	Call with J. Adams (KDW) to discuss additional comments to ADR procedures (.3); revise PI claims spreadsheet (.8); in-depth review of Old Republic comments (.7) and consider resolutions to same (.6).	MJM	2.40	2016.00
03/02/21	Confer with J. Adams (KDW) regarding carrier comments to ADR procedures (.4); review Epiq further comments to claims tracker (.2); emails to L. Carens (WG), J. Sucher (FS), R. Franke (CH) and M. McLoughlin (KDW)	ERW	1.80	1755.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/03/21	regarding procedures (.3); review Republic-Vanguard comments to procedures (.2); emails with M. McLoughlin and C. Postighone (both of KDW) regarding litigation claims list (.3); review revised list (.2); cross-reference claims tracker (.2). Prepare for (.2) and participate in call with E. Wilson, J. Adams, C. Argetsinger, and C. Postighone (all KDW) to discuss issues raised with ADR procedures (.7); review filed affidavit of service (.2); review docket of similar cases for disposition of claims following conclusion of ADR procedures (3.2) and summarize same (.4); review Neiman transcript for discussion of Edgeworth/plan injunction (.7); follow up with P Weintraub (KDW) on review of relevant case law (.2).	MJM	5.60	4704.00
03/03/21	Continue analysis of Old Republic comments to ADR procedures (.5) and assess potential changes with respect to same (.3); prepare for (.4) and participate in call with E. Wilson, M. McLoughlin, C. Argetsinger and C. Postighone (all KDW) on same and further analysis (.7); update from M. McLoughlin (KDW) regarding Old Republic request to schedule call to address open issues and potential solutions to issues (.3); analyze Neiman transcript on	JRA	3.20	2736.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/03/21	Edgeworth discussion (.6); email correspondence with P. Weintraub (KDW) regarding same and follow up on court's orders in similar cases (.2); review update from M. McLoughlin (KDW) on review of similar case dockets on lift stay procedures following ADR process (.2). Conference call with J. Adams, et al. (KDW) regarding ADR procedures, open issues, next steps (.7); outline issues for call (.4); review M. McLoughlin (KDW) summary of policies (.3); emails with M. McLoughlin, et al. (KDW) regarding follow up with carrier (.2); emails to J. Adams and P. Weintraub (both of KDW) regarding Neiman/Edgeworth transcript (.2); emails to M. McLoughlin (KDW) and J. Sucher, et al. (FS) regarding procedures status (.3).	ERW	2.10	2047.50
03/03/21	Review southern district of Texas insurance case law (2.1); review lift stay hearing transcripts (1.3).	PAW	3.40	2176.00
03/03/21	Call with E. Wilson, J. Adams, M. McLoughlin, and C. Argetsinger regarding ADR process and next steps (.7); draft next steps and outstanding items (.2).	CP	0.90	486.00
03/04/21	Coordinate with M. McLoughlin (KDW) on next steps for claims review and ADR process.	CP	0.40	216.00

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03/04/21	Revise action items list (.3); draft process for reconciling/analyzing PI claims (1.1); call with J. Adams (KDW) to discuss ADR issues (1.4); begin review of SD Texas decisions referencing Edgeworth (.5); emails with E. Wilson (KDW) regarding further review of ADR procedures (.2).	MJM	3.50	2940.00
03/04/21	Correspondence with E. Wilson and M. McLoughlin (both KDW) regarding ADR process and further research on stay relief requests following process (.3); conference with M. McLoughlin (KDW) regarding analysis of ADR process and potential issues raised by carriers and claimants (1.4); further analyze CJ Holdings decision for potential impact (.5).	JRA	2.20	1881.00
03/05/21	Review (.5) and prepare initial comments (1.3) to draft internal memorandum on intersection of bankruptcy and insurance law relating to personal injury claims; further analysis of M. McLoughlin (KDW) combined insurance coverage summary in connection with same (.4).	JRA	2.20	1881.00
03/05/21	Call with P. Weintraub (KDW) to discuss review of 5th Circuit precedent on ADR procedures (.5); review caselaw (1.8); trial court documents (1.6); secondary sources (1.1);	MJM	6.30	5292.00

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03/05/21	preliminary review of P. Weintraub (KDW) brief on intersection of insurance and bankruptcy law (.9) and J. Adams (KDW) comments to same (.4). Review further revisions to litigation tracker (.3); emails to M. McLoughlin and M. Levine (both of KDW) regarding same (.2); review M. McLoughlin (KDW) summary of ADR cases, select decisions (.8); continue review of insurance/bankruptcy law memo (.7); review J. Adams (KDW) revisions regarding same (.3); cross-reference select decisions, Grace, Keck, Rapid-More and iHeart (1.8); emails with J. Gerber (MWE) regarding Pizza Hut comments to ADR (.2).	ERW	4.30	4192.50
03/05/21	Call with M. McLoughlin (KDW) regarding review of lift stay hearing transcripts (.5); review comments to insurance memo (.2),	PAW	0.70	448.00
03/07/21	Email correspondence with E. Wilson (KDW) regarding Pizza Hut request for call to discuss ADR process.	JRA	0.20	171.00
03/08/21	Calls (2x) with J. Adams (KDW) (.3) to prepare for call with insurers; prepare for (.2) and call with KDW, Old Republic, and Republic Vanguard to discuss ADR procedures (1.1); follow up call with E. Wilson and J. Adams (both KDW) (.2); summarize relevant	MJM	2.80	2352.00

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03/08/21	points of call (.3); call with Pizza Hut to discuss ADR procedures (.2) and follow up with J. Adams (KDW) (.3); review Epiq affidavit of service to confirm proper service (.2). Conferences (2x) with M. McLoughlin (KDW) in preparation for today's calls with Old Republic and Pizza Hut on ADR procedures (.3); further analyze comments from Old Republic (.9) and Republic Vanguard (.4) in preparation for call with insurers; conference with E. Wilson (KDW) in preparation for call (.2); participate with E. Wilson, M. McLoughlin and C. Argetsinger (all KDW) in call with L. Carens (WG) and counsel for Old Republic and Republic Vanguard regarding ADR comments (1.1); follow up call with E. Wilson and M. McLoughlin (both KDW) (.2); prepare for (.3) and participate in call (.2) with M. McLoughlin (KDW) and M. Kandestin (MWE) regarding ADR overview (.2); follow up with M. McLoughlin (KDW) on same (.3); instruction to M. McLoughlin (KDW) on further revisions to procedures to address discussions (.4).	JRA	4.50	3847.50
03/08/21	Conference call with Weil, counsel for insurance carriers and J. Adams, E. Wilson, M.	CRA	1.10	797.50

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03/08/21	McLoughlin (all KDW) regarding ADR procedures. Confer with J. Adams (KDW) regarding today's calls (.2); prepare for (.2) and conference call (1.1) with J. Adams, M. McLoughlin, et al. (both of KDW) and J. Sucher, et al. (FS); follow up call with J. Adams and M. McLoughlin (both of KDW) regarding next steps (.2); emails to J. Gerber (MWE) and J. Adams (KDW) regarding today's call (.2).	ERW	1.90	1852.50
03/09/21	Update from P. Weintraub (KDW) on additional research on court analysis of liquidation of personal injury claims.	JRA	0.30	256.50
03/09/21	Review CJ Holdings transcript (.5); correspondence with P. Weintraub (KDW) (.3) on follow up research; incorporate insurer comments to ADR procedures (1.2) and follow up emails with E. Wilson and J. Adams (both KDW) to explain same (.3); begin review of ADR claims (.4).	MJM	2.70	2268.00
03/09/21	Email to M. McLoughlin (KDW) regarding ADR procedures (.1); emails with E. Keil (MWE) and L. Carens (WG) and M. McLoughlin (KDW) regarding same (.2); emails to P. Weintraub (KDW) regarding Jones decisions regarding Edgeworth (.3); emails to L. Carens and T. Cohan (both of WG)	ERW	1.80	1755.00

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03/10/21	regarding other basis, no basis claims (.1); review tracker regarding same (.2); email from M. McLoughlin (KDW) regarding ADR procedures revised regarding Old Republic, Republic Vanguard comments (.1); review same (.8). Email correspondence with P. Moak (GR) regarding status on ADR procedures and questions on extension of injunction against third parties (.3); email correspondence with E. Keil (MWE). L. Carens (WG) and M. McLoughlin (KDW) regarding Pizza Hut questions on ADR procedures and request for word version of order (.2); review email from C. Postighone (KDW) regarding transcripts from lift stay hearings on personal injury claims during case (.1) and review transcript of October 1 hearing (.5); confer with M. McLoughlin (KDW) on P. Moak (GR) issues on injunction (.2) and analyze implications of same (.2); analyze (.4) and prepare notes (.9) to M. McLoughlin (KDW) comments to procedures to address insurer comments; conference with E. Wilson and M. McLoughlin (both KDW) regarding same (.8).	JRA	3.60	3078.00
03/10/21	Draft, send ADR order to Pizza Hut team (.2); emails with P. Moak (GR) regarding scope of	MJM	5.10	4284.00

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	injunction (.2); review Williams POC (.2); review indemnities definition (.3) and plan releases (.3); review insurance policies (.5) and franchise agreements (.4) for insured/indemnification language; summarize same (.4); review prior lift stay case transcripts (.4) and respond to C. Postighone (KDW) summary of same (.2); prepare for (.2) and call with E. Wilson and J. Adams (both KDW) to discuss insurer comments to procedures (.8); further revise procedures (.8) and send follow up emails with J. Adams (KDW) regarding same (.2).			
03/10/21	Confer with J. Adams and M. McLoughlin (both of KDW) regarding page turn of revised ADR procedures (.8); email to M. McLoughlin (KDW) regarding procedures order (.1); review same (.1); review M. McLoughlin (KDW) summary of Mackellar/Dunbar (.2); emails to M. McLoughlin (KDW) regarding same and liability/no basis claims (.2); review further revised ADR procedures (.4).	ERW	1.80	1755.00
03/11/21	Review further revised draft of ADR procedures from M. McLoughlin (.4); prepare comments to same (.2); email correspondence with M. McLoughlin (KDW) and I. Thomas (Sun Coastal Law) regarding impact of ADR	JRA	0.90	769.50

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03/11/21	procedures (.2); review letter from S. Walton (Philip Bates law) to P. DiDonato (WG) regarding ADR process (.1). Review J. Adams (KDW) comments to ADR procedures (.2); further revise same (.5); emails with J. Sucher (FW) and B. Franke (RV) regarding same (.2); review Hertz, Harvest, and related docket for sample lift stay provisions (1.7).	MJM	2.60	2184.00
03/11/21	Emails to J. Adams and M. McLoughlin (both of KDW) regarding revised procedures (.3); review further revised procedures prior to circulation (.3).	ERW	0.60	585.00
03/12/21	Emails with L. Carens (WG) to discuss updates to ADR procedures (.1); call with P. Weintraub (KDW) (.3) and J. Adams (KDW) (.4) to discuss same; review Weil (.3), Old Republic (.2), and Republic Vanguard (.2) comments to procedures; and respond to same (.5); review Judge Jones (2.3) and other 5th circuit judges (1.3) dockets for decisions related to Edgeworth; prepare for call with J. Adams (KDW) P. Moak (GR) to discuss ADR Procedures (.3).	MJM	5.90	4956.00
03/12/21	Review updated ADR procedures (.4); review proposed changes from L. Carens (WG) (.2) and Old Republic (.2); analyze impact of same	JRA	2.30	1966.50

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	(.5); conference with M. McLoughlin (KDW) regarding same (.4) and follow up correspondence with M. McLoughlin (KDW) and L. Carens (WG) on same and open issues (.2); prepare for call with P. Moak (counsel for claimant) regarding ADR procedures (.3); reschedule same based on P. Moak unavailability (.1).			
03/12/21	Further emails with M. McLoughlin (KDW), F. Robert (CH), L. Carens (WG), J. Sucher (FS), et al. regarding procedures (.3); review further revisions (.5).	ERW	0.80	780.00
03/12/21	Call (.3) and emails (.2) with M. McLoughlin (KDW) regarding ADR procedures and insurance proceeds.	PAW	0.50	320.00
03/15/21	Prepare for (.1) and calls (2x) with J. Adams, P. Moak, and L. Mason (both GR) (.6) to discuss ADR procedures; follow up with J. Adams (KDW) (.3); summarize call (.2); review additional comments from Republic Vanguard (.3); incorporate Weil and insurer comments (.5); follow up with L. Carens (WG) on debtor comments (.2); continue research into 5th Circuit (2.6) and other jurisdictions (1.3) decisions on Edgeworth; summarize same (.9).	MJM	7.00	5880.00
03/15/21	Prepare for (.3) and calls (2x), including rescheduling of call (.6), with M. McLoughlin	JRA	2.40	2052.00

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	(KDW) and P. Moak (GR) regarding procedures comments; analyze additional comments and correspondence from B. Bradley (TBM), J. Sucher (FW) and R. Franke (CH) (.8); follow up conference with M. McLoughlin (KDW) regarding same (.3); analyze and review updated procedures (.4).			
03/15/21	Further emails with M. McLoughlin (KDW), R. Franke (CH), L. Carens (WG), B. Bradley (TB) and J. Sucher (FW) regarding procedures, coverage issues.	ERW	0.80	780.00
03/16/21	Draft email to claimants regarding revisions to ADR procedures (.3); prepare and send relevant redlines (.3); call with J. Adams (KDW) to discuss next steps with claimants and ADR procedures (.5); follow up email with P. Moak (GR) regarding limited relief from stay (.2); follow up with J. Sucher (FW) to discuss same (.2); emails with L. Carens (WG) regarding role of Gallagher Bassett (.2); follow up call with J. Adams (KDW) to discuss same (.2); emails with J. Sucher (FW) regarding open ADR issues (.2).	MJM	2.10	1764.00
03/16/21	Reviewed updated draft of ADR procedures prior to circulation to claimants (.3); review correspondence from P. Moak (GR) regarding request to allow Williams state court action to	JRA	2.10	1795.50

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	proceed to add franchisor (.2); respond to same (.1); instructions to M. McLoughlin (KDW) regarding same (.2); follow up correspondence with M. McLoughlin (KDW), L. Carens (WG), and Old Republic regarding same (.4); instructions to M. McLoughlin (KDW) regarding debtor follow up on Gallagher Basset call (.2); conferences (2x) with M. McLoughlin (KDW) regarding ADR procedures, claims analysis and insurer follow up (.7).			
03/16/21	Review further revised procedures (.5); emails with J. Sucher, et al. (FW) regarding procedures (.5); emails to M. McLoughlin (KDW) and L. Carens (WG) regarding Gallagher, Williams claim and Wendy's (.3).	ERW	1.30	1267.50
03/17/21	Call with L. Boydsten (Polsinelli) regarding status of ADR Procedures (.2); emails with J. Sucher (FW) and R. Franke (CH) to discuss ADR procedures (.2); prepare for (.2) and call with J. Adams (KDW), J. Sucher (FW), R. Franke and B. Bradley (CH) to discuss remaining ADR issues (1.1); follow up call with J. Adams (KDW) (.3); revise procedures (.5); draft list of litigation claims associated with applicable insurer (1.2); review Van Meter and Ameren claims (.6); and update PI claims	MJM	4.70	3948.00

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03/17/21	spreadsheet (.4). Analyze further documents regarding L. Brown personal injury claim (.5) and follow up correspondence with P. DiDonato (WG) regarding same (.2); further analysis of Williams and McBride claims for potential impact on ADR procedures (.4); review updated ADR claim spreadsheet (1.3); prepare for (.5) and participate on (1.1) call with M. McLoughlin (KDW), Old Republic and Republic Vanguard regarding ADR procedures, individual claims, and Gallagher Basset involvement; follow up with M. McLoughlin (KDW) on same (.3); email correspondence with L. Carens (WG) regarding call with GB on involvement in ADR claim process (.3); email to P. Moak (GR) regarding resolution of ADR issues (.3).	JRA	4.90	4189.50
03/18/21	Review further revisions to ADR procedures from M. McLoughlin (KDW) (.2); follow up correspondence with M. McLoughlin (KDW) regarding same and standard of insurer efforts in procedures (.1); email correspondence from P. Moak (GR) regarding resolution of potential ADR objections (.1); follow up with Old Republic and L. Carens and P. DiDonato (both WG) regarding same (.2); correspondence with	JRA	2.10	1795.50

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	B. Bradley (TBM - counsel for RV) regarding revisions to ADR procedures (.3); further correspondence with B. Bradley and J. Sucher (FW) regarding further comments to ADR procedures (.3); conference with M. McLoughlin (KDW) regarding same and tomorrow's call (.6); follow up correspondence with L. Carens (WG), J. Sucher (FW) and M. McLoughlin (KDW) regarding additional insurer comments and debtors' response to same to ADR procedures (.3).			
03/18/21	Send revised ADR procedures to insurers (.2); call with P Weintraub (KDW) regarding status of ADR procedures and memo on same (.5); emails with B. Bradley (RV) and J. Sucher (FW) regarding additional changes to procedures (.2); follow up call with J. Adams (KDW) to prepare for call with Gallagher Bassett (.6).	MJM	1.50	1260.00
03/18/21	Emails with B. Bradley (TB), J. Sucher (FW) and M. McLoughlin (KDW) regarding further revised ADR procedures, call to discuss and GB review (.4); review revised procedures prior to circulation cancellation (.5); review latest draft of ADR motion (.3), procedures (.3) preparatory to tomorrow's call.	ERW	1.50	1462.50
03/18/21	Call with M. McLoughlin regarding status of	PAW	1.20	768.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/19/21	ADR procedures and litigation claim review (.5); review revised circulated ADR procedures (.4); update liability insurance memo to reflect revised ADR procedures (.3). Follow up correspondence with L. Carens (WG) and J. Sucher (FW) on resolution of Williams potential issues on ADR and limited relief (.3); follow up with P. Moak (GR) regarding same (.1); conference with M. McLoughlin and C. Argetsinger (both KDW) in preparation for call with Gallagher Bassett, Old Republic and debtors on ADR process (.5); prepare for (.3) and participate in call with GB, Old Republic and debtors (1.0); follow up conference with M. McLoughlin (KDW) regarding same and next steps (.6); follow up correspondence with L. Carens (WG) and J. Sucher (FW) regarding additional modifications to ADR procedures to address resulting OR claims against the estates (.2); correspondence with M. Kandestin (MWE) regarding extension of time on ADR motion objection (.2); conferences with M. McLoughlin (KDW) (.2) and L. Carens (WG) (.2) regarding same and potential Pizza Hut issues.	JRA	3.60	3078.00
03/19/21	Further emails with L. Carens (WG), J. Sucher	ERW	1.50	1462.50

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	(FS), J. Adams (KDW), M. Kandestin (MWE) and F. Roberts (CH) regarding revisions to procedures (.7); emails to J. Adams and C. Argetsinger (both of KDW) regarding policy summaries (.2); cross-reference general liability policy (.3); review further revised procedures (.3).			
03/19/21	Participate in call with J. Adams and M. McLoughlin (both KDW) regarding ADR procedures (.5); participate in call with Weil, GB and J. Adams and M. McLoughlin (both KDW) regarding ADR procedures (1.0).	CRA	1.50	1087.50
03/19/21	Call with J. Adams and C. Argetsinger (both KDW) to prepare for call with Gallagher Bassett (.5); review Program Agreement in preparation for call (.6); participate in call with Weil, NPC, GB, and KDW team (1.0); follow up call with J. Adams (KDW) (.6); revise procedures with additional language from debtors and insurers (.5); emails with B. Bradley (RV) to discuss same (.2); call with J. Adams (KDW) to discuss PH request for extension (.2).	MJM	3.60	3024.00
03/20/21	Follow up correspondence with M. Kandestin (MWE) regarding order for ADR motion.	JRA	0.10	85.50
03/21/21	Email correspondence with S. O'Neill (CG) regarding objection deadline for ADR	JRA	0.20	171.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/22/21	procedures and extension, Conference with E. Wilson (KDW) regarding status on ADR discussion and next steps (.6); review J. Roe (claimant) limited objection to ADR procedures (.3); correspondence with M. McLoughlin and E. Wilson (both KDW) regarding same (.3); email correspondence with M. McLoughlin (KDW) and L. Carens (WG) regarding call to discuss same (.1).	JRA	1.30	1111.50
03/22/21	Review Roe (.3) objection to ADR procedures and summarize same (.3); correspondence with J. Adams (KDW) on same (.3); emails with E. Kiel (MWE) and L. Carens (WG) regarding objections and follow up comments (.3).	MJM	1.20	1008.00
03/22/21	Emails with J. Adams (KDW), M. Kandestin (MW) regarding extension of response deadline, revisions (.2); emails with S. O'Neal (CG) regarding extension of response deadline (.2); email to M. McLoughlin (KDW) regarding J. Roe objection (.1); briefly review same (.1); conference with J. Adams (KDW) on ADR status (.6)..	ERW	1.20	1170.00
03/23/21	Emails with J. Gerber (MWE) and L. Carens (WG) on Pizza Hut issues list (.2); review issues list (.3); call with Weil, Pizza Hut, Wendy's teams to discuss ADR issues (.2); and follow up with J. Adams (KDW) (.1); draft	MJM	2.50	2100.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/23/21	response to Pizza Hut issues (.6) and Roe issues (.5); discuss proposed response to franchisors with J. Adams (KDW) (.6). Review M. McLoughlin (KDW) summary of Roe open issues to ADR procedures (.2); preliminary review of PH issues list and request with respect to ADR procedures (.4); participate in call with E. Wilson and M. McLoughlin (both KDW), Weil, CG and MWE regarding same (.2); follow up conference with M. McLoughlin (KDW) regarding same and further analysis (.1); review M. McLoughlin (KDW) outline of responses to PH request list (.3); follow up conferences (2x) with M. McLoughlin (KDW) regarding same (.6).	JRA	1.80	1539.00
03/23/21	Further emails with J. Sucher, et al. (FS) and J. Gerber (MWE) regarding revised procedures (.3); emails with M. McLoughlin (KDW) and L. Carens (WG) regarding Roe objection (.2); email from M. Kandestin (MW) regarding PH procedures issues list (.1); review and analyze same (.3); cross-reference latest iteration of procedures (.2); emails to M. McLoughlin and J. Adams (both of KDW) regarding same (.2); review draft Roe response (.4); email from M. McLoughlin (KDW) regarding Roe objection (.1).	ERW	1.80	1755.00

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03/24/21	Update Roe objection response (.2) and email with L. Carens (WG) regarding same (.2); conference with P. Weintraub (KDW) regarding status of ADR procedures (.5); call with E. Wilson, J. Adams, and P. Weintraub (all KDW) regarding ADR issues and PI claims resolution (.9); review Williams stipulation (.5).	MJM	2.30	1932.00
03/24/21	Review draft response from M. McLoughlin (KDW) to counsel for J. Roe regarding potential resolution of issues on ADR procedures (.2); instructions to M. McLoughlin (KDW) regarding same and follow up with Weil on same (.2); review Weil proposed revisions to same (.1); prepare for (.4) and participate on call (.9) with E. Wilson, M. McLoughlin and P. Weintraub (all KDW) regarding ADR process open issues and claims analysis; conference with J. Sucher (FW) regarding PH issues with ADR procedures and underlying analysis of same (1.1).; review update email from C. Argetsinger (KDW) regarding additional insured provisions of insurance policies (.2).	JRA	3.10	2650.50
03/24/21	Continue review of Roe response to procedures (.2); instruction to M. McLoughlin (KDW) (.1); conference call with J. Adams, M. McLoughlin	ERW	3.20	3120.00

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	and P. Weintraub (all of KDW) regarding procedures (.9); follow up with J. Adams (KDW) regarding next steps (.2); emails with L. Carens (WG) and N. Bane (CG) regarding procedures (.2); email to C. Argetsinger (KDW) regarding endorsements (.1); instruction to M. McLoughlin (KDW) (.1); email with M. Kandestin (MWE) regarding procedures (.1); email to group regarding precall to procedures call (.2); review open claims tracker preparatory to call (.4); email from T. Lii (WG) regarding APA amendment (.1); review and analysis draft response to Roe objection (.2); email to M. McLoughlin (KDW) regarding same (.1); review response to PH comments preparatory to call (.3).			
03/24/21	Review current litigation claim spreadsheet (.8) call with KDW team regarding personal injury claims and liability insurance (.9); conference with M. McLoughlin (KDW) regarding same (.5); revise liability insurance memo with additional claim information (.5).	PAW	2.70	1728.00
03/25/21	Call with Weil team to prepare for call with franchisors (.3); participate in call with franchisors (.8); follow up call with J. Adams (KDW) to discuss same (.2); emails with M. Kandestin (MWE) regarding ADR procedures	MJM	3.40	2856.00

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03/25/21	(.1); review supplemental policy documents provided by Weil (.6); follow up with L. Carens (WG) with respect to plan of action information (.2); preliminary review of GB's plan of action documents for Old Republic PI (.4) and GL (.3) claims; draft email summarizing status of litigation claims spreadsheets in preparation for call with OR and GB (.5).	JRA	3.00	2565.00
03/25/21	Prepare for call with debtors and counsel for franchisors regarding ADR procedures, including review of procedures (.3), order (.2) and issues list (.5) and prepare talking points for same (.5); pre-call with M. McLoughlin (KDW) and Weil team, including N. Hwangpo, L. Carens (all WG) for same (.3); participate in call with E. Wilson and M. McLoughlin (both KDW), Weil team, and franchisor counsel, including M. Kandestin (MWE) and S. O'Neal (CG) (.8); follow up calls with E. Wilson (KDW) (.2) and M. McLoughlin (KDW) (.2) following same.	ERW	2.80	2730.00
03/25/21	Conference call with J. Adams, et al. (KDW) and Weil, et al regarding franchisor comments to procedures (.8); follow up call with J. Adams (KDW); review further revised letter response to Roe objection (.2); email to M.			

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	McLoughlin (KDW) regarding same (.1); email from S. O'Neal (CG) regarding procedures (.1); review revised procedures preparatory to today's call (.3); emails with M. Kandestin (MW) and S. Daughtery (CG) regarding procedures, extension (.2); review M. McLoughlin (KDW) summary of claims preparatory to call with Old Republic and Gallagher (.2); review latest iterations of litigation (.3), auto (.2) and general liability (.3) claims trackers; email to M. McLoughlin (KDW) regarding same (.1).			
03/26/21	Prepare for (.2) and participate in call with the company, Weil, GB, and OR (.5); follow up with J. Adams (KDW) (.4); draft lengthy status update to J. Sucher (FW) (.5); emails with C. Postighone (KDW) regarding personal injury inquiries (.3).	MJM	1.90	1596.00
03/26/21	Prepare for call with debtors, Old Republic and Gallagher Bassett (.7); participate with M. McLoughlin and P. Weintraub (both KDW) on call with L. Carens et al. (Weil), company, Old Republic and Gallagher Bassett regarding status of claims process and impact on ADR process (.5); follow up conference with M. McLoughlin (KDW) regarding same (.4); conference with J. Sucher (FW) regarding same	JRA	2.20	1881.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/26/21	and her call today with franchisors (.3); email correspondence with B. Bradley (counsel for Republic Vanguard) on ADR status, Roe objection and call to discuss same (.1); follow up correspondence with J. Sucher (FW) regarding call with franchisors (.2). Outline issues for today's call (.4); review revised PH procedures issues list with Weil, KDW comments (.5).	ERW	0.90	877.50
03/26/21	Review Gallagher Basset plan of action on claim assessments (1.0); call with E Wilson (KDW), J Adams (KDW) and M. McLoughlin (KDW) and Weil, Old Republic and Gallagher Basset regarding personal injury claims and ADR procedures (.5).	PAW	1.50	960.00
03/29/21	Review email correspondence from M. McLoughlin and C. Postighone (both KDW) regarding Clark inquiry on ADR procedures and impact (.2); cross reference claim detail (.2); revise draft stipulation to address Williams limited injunction relief from plan and ADR injunctions (.4); conference with M. McLoughlin (KDW) on Roe objection (.6); prepare for (.2) and conference with (.4) M. McLoughlin (KDW), R. Franke (CH) and B. Bradley (TBMM) (both on behalf of Republic Vanguard) regarding current status of ADR	JRA	4.50	3847.50

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
	procedures, Roe objection issues and franchisor comments; follow up conference with M. McLoughlin (KDW) following same (.3); follow up email with R. Franke (CH) and M. McLoughlin (KDW) on potential resolution of Roe objection (.2); analyze email from M. Kandestin (MWE) regarding PH continuing concerns on ADR procedures and request for further extension of objection deadline (.3); analyze draft limited objection from MWE (.4); review email from S. Daugherty (CG) regarding requested extension for Wendy's (.1); email correspondence with Weil team regarding same (.1); conferences with M. McLoughlin (KDW) (.6) and L. Carens (WG) (.2) regarding response to same; review further correspondence on extension from L. Carens (WG), M. Kandestin (MWE) and S. O'Neal (CG) (.3).			
03/29/21	Discuss status of Pizza Hut comments to ADR order and procedures with L. Carens (WG) (.2); call with J. Adams (KDW) to discuss Roe objection (.6) and call with Republic Vanguard to discuss same (.4); follow up with J. Adams (KDW) with additional revisions (.3); further emails with L. Carens (WG) (.2), K. Fackler (Akerman) (.3) and B. Franke (RV) (.2) to	MJM	3.60	3024.00

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	discuss response to Roe objection; emails with J. Sucher (OR) regarding policy information (.2); review Pizza Hut response and request for documents (.3) and limited objection (.3); follow up calls with J. Adams (KDW) to respond to same (.6).			
03/29/21	Begin review of DLA article regarding franchisor vicarious liability (.5); email to J. Sucher (FW) regarding auto, GL claims (.1).	ERW	0.60	585.00
03/30/21	Call with J. Adams (KDW) to discuss revisions to ADR procedures (.5); call with L. Carens (WG) to discuss GB documents (.1); review L. Carens (WG) draft reply to franchisor issues (.3) and follow up conference with J. Adams (KDW) to discuss revisions (.5); review Roe response to potential resolution (.3) and discuss same with J. Adams (KDW) (.2); review filed Pizza Hut (.3) and Wendy's (.3) objections to the ADR procedures; begin drafting response to same (.6); follow up with B. Franke (CH) on Roe objection (.1); emails with C. Choe (KDW) to discuss review of open RV and Lexington claims (.2) and review C. Choe (KDW) comments to GB spreadsheets for RV and Lexington claim (.5).	MJM	3.90	3276.00
03/30/21	Conference with M. McLoughlin (KDW) regarding franchisor ADR issues (.5); further	JRA	2.80	2394.00

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03/30/21	review draft of franchisor objection (.2); review draft response from Weil to franchisors on open issues (.2) and provide comments to same (.2); follow up call with M. McLoughlin (KDW) regarding same (.5); update J. Sucher (FW) on same (.2); review email correspondence from M. Kandestin (MWE) on timing for comments to ADR procedures and objection (.2); email correspondence with M. McLoughlin (KDW), K. Fackler (Akerman) and R. Franke (CH) regarding status of resolution of Roe ADR objection (.3); analyze filed objections from PH (.3) and Wendy's (.2). Email to M. McLoughlin (KDW) regarding franchisor objection to ADR (.2); email to K. Fackler (Akerman) regarding settlement (.2); emails to J. Adams, M. McLoughlin (both KDW) regarding same (.2); emails from L. Carens (WG), J. Adams (KDW), S. Dougherty (CG), and M. Kandestin (MWE) regarding franchisor objection to procedures (.4); review PH draft objection to procedures (.4); further emails with L. Carens (WG), J. Adams (KDW), M. Kandestin (MWE) regarding procedures, extension to PH (.3); email from J. Sucher (FW) regarding franchisor information request (.1); review policies produced to franchisors	ERW	2.00	1950.00

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03/30/21	(.2). Revise liability insurance memo to address personal injury claimants (1.2) and terms of NPC insurance policies (1.1) and updated case law (.5).	PAW	2.80	1792.00
03/31/21	Review Pizzas Hut and Wendy's comments to ADR order (.3) and procedures (.9); prepare notes on same (.5); conference with E. Wilson, M. McLoughlin and P. Weintraub (all KDW) and Weil team regarding same and path forward to address (.5); follow up call with M. McLoughlin and P. Weintraub (both KDW) regarding same and revising drafts (.3); review R. Franke (CH) email regarding position of Roe resolution to ADR objection (.2) and analyze Republic Vanguard stance on same (.3); instructions to M. McLoughlin (KDW) regarding same and follow up with RV and Roe's counsel (.2); review M. McLoughlin (KDW) draft response to Roe's counsel to address Republic Vanguard's issues (.1) and revise same (.3); review debtors' comments to William stipulation to resolve ADR issues (.1) and correspondence with M. McLoughlin (KDW) and L. Carens (WG) on same (.1).	JRA	3.80	3249.00
03/31/21	Review franchisor mark up to ADR procedures (.8) and proposed order (.4); emails with L.	MJM	3.50	2940.00

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/31/21	Carens (WG) regarding same (.1); call with K. Bostel and L. Carens (both WG) and E. Wilson, J. Adams, and P. Weintraub (all KDW) to discuss response to franchisors (.5) and follow up with J. Adams and P. Weintraub (both KDW) (.3); review B. Franke (RV) lengthy response to Roe resolution (.4); review Weil comments to Williams stipulation (.2) and follow up with L. Carens (WG) regarding same (.2); draft response to K. Fackler (Akerman) regarding Republic Vanguard concerns (.6). Call with Weil, E. Wilson, J. Adams and M. McLoughlin (all KDW) regarding ADR procedures (.5); follow-up KDW call regarding same (.3); revise liability insurance analysis memo per modifications to ADR procedures (.8)	PAW	1.60	1024.00
03/31/21	Participate on call with L. Carens (WG), J. Adams (KDW) et al. regarding procedures, objections (.5); instruction to M. McLoughlin (KDW) (.1); emails with L. Carens (WG) regarding procedures (.2); email from E. Keil (MWE) regarding revised ADR procedures (.1); review same (.2).	ERW	1.10	1072.50
Total Services for this Matter:				180,508.00
Total this Invoice				\$180,508.00

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CP	Postighone, Cassandra	1.70	540.00	\$918.00
CRA	Argetsinger, Cameron R	2.60	725.00	1,885.00
ERW	Wilson, Eric	41.90	975.00	40,852.50
JRA	Adams, Jason	64.30	855.00	54,976.50
MJM	McLoughlin, Maeghan J	86.50	840.00	72,660.00
PAW	Weintraub, Philip A	14.40	640.00	9,216.00

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175 GREENWICH STREET  
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ACCOUNT #:135-046110  
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c/o Eric Wilson  
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0019 Meetings/Communications with Debtors

**Account Summary And Remittance Form**

Legal Services:	\$6,144.00
Disbursements and Other Charges:	\$0.00

**Total Amount Due: \$6,144.00**

**Terms: Payment Due on or Before May 13, 2021**

**Please Return This Page With Your Payment**

**PAYMENT BY WIRE OR ACH IS PREFERRED:**

**BANK:** JP MORGAN CHASE, N.A.  
**ABA #:** 021-000-021  
**SWIFT CODE:** CHASUS33  
**ACCOUNT NAME:** KELLEY DRYE & WARREN LLP  
**ACCOUNT #:**135-046110  
**PLEASE INDICATE CLIENT, MATTER AND INVOICE NUMBER  
AS PAYMENT REFERENCE**

**PAYMENT BY CHECK:**

KELLEY DRYE & WARREN LLP  
ATTN: TREASURER'S DEPARTMENT  
3 WORLD TRADE CENTER  
175 GREENWICH STREET  
NEW YORK, NEW YORK 10007  
(212) 808-7800

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

WASHINGTON  
LOS ANGELES  
CHICAGO  
HOUSTON

NEW YORK  
STAMFORD  
PARSIPPANY

AFFILIATE OFFICE:  
MUMBAI, INDIA

NPC International Committee  
c/o Eric Wilson  
101 Park Avenue  
New York, NY 10178

April 13, 2021  
Invoice No. 2815158

Client 028033  
Matter 0019 Meetings/Communications with Debtors

Attorney: 05395

Page 1

<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/23/21	Conference with E. Wilson (KDW) in preparation for call with Weil on Roe objection to ADR procedures and issues list from franchisors (.2); prepare for (.4) and participate on call with M. McLoughlin and E. Wilson (both KDW) on call with N. Hwangpo, L. Carens and others (all WG) regarding same (.5).	JRA	1.10	\$940.50
03/23/21	Confer with J. Adams (KDW) preparatory to today's call with Weil, et al. (.2); participate on today's call regarding procedures (.5); further emails to M. McLoughlin and J. Adams (both of KDW) regarding same (.2).	ERW	0.90	877.50
03/23/21	Prepare for call with Weil team and E. Wilson and J. Adams (both KDW) to discuss objections (.1) and participate in same (.5).	MJM	0.60	504.00
03/24/21	Review updated issue list from M. McLoughlin (KDW) regarding PH requests on ADR procedures in preparation for call with Weil (.2); prepare for (.4) and participate with E. Wilson and M. McLoughlin (both KDW) on	JRA	1.70	1453.50

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NPC International Committee  
Client 028033  
Matter 0019  
April 13, 2021  
Page 2

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<u>Date</u>	<u>Description</u>	<u>Tkpr</u>	<u>Hours</u>	<u>Amount</u>
03/24/21	call with Weil on PH issues and next steps regarding same (.5); follow up calls with E. Wilson (KDW) (.3) and M. McLoughlin (KDW) (.3) regarding same and next steps. Further calls with Weil, et al. regarding procedures objections, franchisors (.5); follow up with J. Adams (KDW) (.3); review updated response to PH issues list preparatory to today's call (.2); email to M. McLoughlin (KDW) regarding same (.1).	ERW	1.10	1072.50
03/24/21	Prepare for (.1) and call with L. Carens (WG) and E. Wilson and J. Adams (both KDW) to discuss response to franchisor issues (.5); follow up call with J. Adams (KDW) (.3).	MJM	0.90	756.00
03/30/21	Email with debtors regarding clarification on SVCN/Spirit stipulation and corresponding proofs of claim (.8); review recently-filed rejection order for impact (.2).	CP	1.00	540.00
Total Services for this Matter:				6,144.00
Total this Invoice				\$6,144.00

**KELLEY DRYE & WARREN LLP**

FEDERAL ID NO. 13-5335107

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NPC International Committee  
Client 028033  
Matter 0019  
April 13, 2021  
Page 3

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<u>Tkpr</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
CP	Postighone, Cassandra	1.00	540.00	\$540.00
ERW	Wilson, Eric	2.00	975.00	1,950.00
JRA	Adams, Jason	2.80	855.00	2,394.00
MJM	McLoughlin, Maeghan J	1.50	840.00	1,260.00

**PAYMENT BY CHECK:**

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(212) 808-7800

**PAYMENT BY WIRE:**

JP MORGAN CHASE, N.A.  
ABA #:021-000-021  
SWIFT CODE: CHASUS33  
ACCOUNT NAME:KELLEY DRYE & WARREN LLP  
ACCOUNT #:135-046110  
PLEASE INDICATE CLIENT, MATTER AND  
INVOICE NUMBER AS PAYMENT REFERENCE

**KELLEY DRYE & WARREN LLP**  
**\*\* CONFIDENTIAL WORK SHEET FOR INTERNAL USE ONLY \*\***

RUN DATE: April 13, 2021 13:10:32  
**Billing Timekeeper: 05395 - Wilson, Eric**  
 Prebill #: 1748576  
**028033 - NPC International Committee**  
**0001 - Case Administration**

DATE THRU: March 31, 2021

Page: 1  
**Responsible Timekeeper: 05395 - Wilson, Eric**  
 FORMAT 021

**c/o Eric Wilson**  
**101 Park Avenue**  
**New York, NY 10178**

**Other Charges/Disbursements**

Atty ID	Attorney	Date	Description	Bill Amount	Disp.	Disb Id
05395	Wilson , E.R.	03/08/21	VENDOR: Judicial Transcribers of Texas, LLC. INVOICE#: 63562-3 DATE: 3/8/2021 NPC International - Cost of Transcript (Hearing Dates 9/15/20 and 10/1/2020)/ <b>Transcriptions</b>	92.65	H T W	8711504
07383	McLoughlin , M.J.	03/04/21	Westlaw Research	123.94	H T W	8713749
07383	McLoughlin , M.J.	03/05/21	Westlaw Research	1,087.71	H T W	8713750
07858	Weintraub , P.A.	03/30/21	Lexis Research	14.52	H T W	8714132
06786	Cohen , E.W.	02/28/21	KLDiscovery Invoice #P0100170186 on 02/28/2021. KLDiscovery Invoice #P0100170186 on 02/28/2021 for Active Hosting - Relativity for February 2021./ <b>Discovery and Litigation Tech Services</b>	37.50	H T W	8712387
<b>Totals:</b>				<b>\$1,356.32</b>		

**KELLEY DRYE & WARREN LLP**

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Page: 2  
**Responsible Timekeeper: 05395 - Wilson, Eric**  
FORMAT 021

<b>Other Charges Summary</b>		<b>Amount</b>	<b>Disp</b>
000218	Transcriptions	92.65	H T W
000254	Westlaw Research	1,211.65	H T W
000256	Lexis Research	14.52	H T W
000278	Discovery and Litigation Tech Services	37.50	H T W
	<b>Total</b>	<b>1,356.32</b>	

**KELLEY DRYE & WARREN LLP**  
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**0001 - Case Administration**

DATE THRU: March 31, 2021

Page: 3  
**Responsible Timekeeper: 05395 - Wilson, Eric**  
FORMAT 021

**Bill Summary:**

**Total Disbursements:**  
**Total Due:**

1,356.32  
\$1,356.32

Attorney Instructions:

- / / Bill Total Time & Expenses at Standard Amount.
- / / Bill Total Time & Expenses as specified by Amount to be billed.
- / / Write Off as Unbillable.
- / / Hold, do not Bill

Amount To  
be billed. \$ \_\_\_\_\_

Approved by \$ \_\_\_\_\_

\_\_\_\_\_