

Hearing Date and Time: August 12, 2021 at 10:00 a.m. (EDT)
Objection Deadline: August 5, 2021 at 4:00 p.m. (EDT)

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Co-Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,
Debtors.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**COVER SHEET TO THE THIRD INTERIM APPLICATION OF MORRIS,
NICHOLS, ARSHT & TUNNELL LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS CO-
COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE
PERIOD FROM JANUARY 1, 2021 THROUGH APRIL 30, 2021**

In accordance with Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, incorporating the *Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases* [General Order M-447], among other guidelines (the “**Local Guidelines**”) and the *Order Pursuant to 11 U.S.C. §§ 105(a)*

¹ The Debtors in these cases, along with each Debtor’s registration number in the applicable jurisdiction, are as follows: Grupo Aeroméxico, S.A.B. de C.V. 286676; Aerovías de México, S.A. de C.V. 108984; Aerolitoral, S.A. de C.V. 217315; Aerovías Empresa de Cargo, S.A. de C.V. 437094-1. The Debtors’ corporate headquarters is located at Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500.

and 331 Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Retained Professionals [ECF No. 360] (the “**Interim Compensation Order**”), Morris, Nichols, Arsht & Tunnel LLP (“**Morris Nichols**”), co-counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), submits this summary (this “**Summary**”) of fees and expenses sought as actual and necessary in the fee application to which this Summary is attached (the “**Application**”) for the period of January 1, 2021 through April 30, 2021 (the “**Fee Period**”).

General Information

Name of Applicant:	Morris, Nichols, Arsht & Tunnel LLP Co-Counsel to the Debtors and Debtors in Possession
Authorized to Provide Services to:	Grupo Aeroméxico, S.A.B. de C.V., <i>et al.</i>
Petition Date:	June 30, 2020
Retention Date:	August 5, 2020 <i>nunc pro tunc</i> to July 23, 2020
Date of Order Approving Retention:	September 22, 2020 [ECF No. 444]

Summary of Fees and Expenses Requested for the Compensation Period

Time Period Covered by This Application:	January 1, 2021 through April 30, 2021
Total Compensation Requested:	\$179,109.00
Total Expenses Requested:	\$551.22
Total Compensation and Expenses Requested:	\$179,660.22

Summary of Past Requests for Compensation and Prior Payments

**Compensation Sought in This Application
Already Paid Pursuant to a Compensation
Order but Not yet Allowed:** \$102,957.20 (This reflects 80% of fees accrued in
Jan., Feb., and Mar. 2021).

**Expenses Sought in This Application
Already Paid Pursuant to a Compensation
Order but Not yet Allowed:** \$539.14 (This reflects 100% of expenses accrued
in Jan., Feb., and Mar. 2021).

**Total Compensation and Expenses
Sought in This Application Already Paid
Pursuant to a Compensation Order but
Not yet Allowed:** \$103,496.34

Summary of Rates and Other Related Information for the Compensation Period

**Blended Rate in This Application for All
Partners, of Counsel, and Associates:** \$709.02

**Blended Rate in This Application for All
Timekeepers:** \$674.86

**Number of Professionals Included in
This Application:** 9

**Difference Between Fees Budgeted and
Compensation Sought for This Period:** N/A

**Number of Professionals Billing Fewer
Than 15 Hours During This Period:** 5

Increase in Rates Since Date of Retention: **Effective January 1, 2021, Morris Nichols has implemented firm-wide rate increases. These rate increases are consistent with the Engagement Letter, which provides that the rates included therein are adjusted from time to time and specifically at the beginning of each year.**

This is an: ___ monthly ___x_ interim ___ final application

Summary of Prior Monthly Fee Statements Requested for Interim Period

Period Covered and ECF No.	Total Fees Requested	Total Expenses Requested	Total Fees and Expenses Requested	Fees Paid	Expenses Paid	Total Balance Remaining to be Paid
1/1/21-1/31/21 ECF No. 926	\$46,612.50	\$215.80	\$46,828.30	\$37,290.00	\$215.80	\$9,322.50
2/1/21-2/28/21 ECF No. 1012	\$24,410.50	\$0.00	\$24,410.50	\$19,528.40	\$0.00	\$4,882.10
3/1/21-3/31/21 ECF No. 1140	\$57,673.50	\$323.34	\$57,996.84	\$46,138.80	\$323.34	\$11,534.70
4/1/21-4/30/21 ECF No. 1233	\$50,412.50	\$12.08	\$50,424.58	\$0.00	\$0.00	\$50,424.58
Totals	179,109.00	\$551.22	\$179,660.22	\$102,957.20	\$539.14	\$76,163.88

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**GRUPO AEROMÉXICO, S.A.B. de C.V., et al.,
Debtors.¹**

Chapter 11

Case No. 20-11563 (SCC)

(Jointly Administered)

**THIRD INTERIM APPLICATION OF MORRIS, NICHOLS, ARSHT &
TUNNELL LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS CO-COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM
JANUARY 1, 2021 THROUGH APRIL 30, 2021**

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, incorporating the *Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases* [General Order M-447], among other guidelines (the “**Local Guidelines**”), the United States Trustee’s *Guidelines for Reviewing*

¹ The Debtors in these cases, along with each Debtor’s registration number in the applicable jurisdiction, are as follows: Grupo Aeroméxico, S.A.B. de C.V. 286676; Aerovías de México, S.A. de C.V. 108984; Aerolitoral, S.A. de C.V. 217315; Aerovías Empresa de Cargo, S.A. de C.V. 437094-1. The Debtors’ corporate headquarters is located at Paseo de la Reforma No. 243, piso 25 Colonia Cuauhtémoc, Mexico City, C.P. 06500.

Applications for Compensation and Reimbursement of Expense filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective as of November 1, 2013 (the “**U.S. Trustee Guidelines**,” and together with the Local Guidelines, the “**Fee Guidelines**”), the *Order Approving Application of Debtors for Entry of an Order Under 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014 and 2016, and S.D.N.Y. LBR 2014-1 and 2016-1, Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Bankruptcy Co-Counsel for the Debtors Nunc Pro Tunc to July 23, 2020* [ECF No. 444] (the “**Retention Order**”), and the *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Monthly and Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered September 8, 2020 [ECF No. 360] (the “**Interim Compensation Order**”), Morris, Nichols, Arsht & Tunnell LLP (“**Morris Nichols**”), co-counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), submits this *Third Interim Application for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from January 1, 2021 through April 30, 2021* (this “**Application**”).² By this Application, Morris Nichols seeks allowance of compensation for actual and necessary professional services rendered in the amount of \$179,109.00 and reimbursement of actual, necessary expenses that Morris Nichols incurred in connection with such services in the amount of \$551.22, for an aggregate total of \$179,660.22.

JURISDICTION

1. The United States Bankruptcy Court for the Southern District of New York (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

² The period from January 1, 2021 through and including April 30, 2021, is referred to herein as the “**Fee Period**.”

BACKGROUND

3. On June 30, 2020 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 13, 2020, the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors (the “**UCC**”) pursuant to section 1102 of the Bankruptcy Code [ECF No. 92]. No request has been made for the appointment of a trustee or examiner in these chapter 11 cases. These chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b) and the *Order Directing Joint Administration of Chapter 11 Cases* [ECF No. 30].

4. Additional information about the Debtors’ businesses and the events leading up to the Petition Date can be found in the *Declaration of Ricardo Javier Sánchez Baker in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [ECF No. 20] and the *Declaration of Alejandro Sainz in Support of the Debtors’ Chapter 11 Petitions and Certain of the First Day Pleadings* [ECF No. 21], both filed on July 1, 2020.

5. On September 8, 2020, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these cases.

MORRIS NICHOLS’S RETENTION

6. On September 22, 2020, the Court entered the *Order Approving Application of Debtors for Entry of an Order Under 11 U.S.C. §§ 327(a), 328(a), and 1107(b), Fed. R. Bankr. P. 2014 and 2016, and Del. Bankr. L.R. 2014-1 and 2016-1, Authorizing Retention and Employment of Morris, Nichols, Arsht & Tunnell LLP as Bankruptcy Co-Counsel for the*

Debtors Nunc Pro Tunc to July 23, 200 [ECF No. 444] (the “**Retention Order**”) authorizing Morris Nichols’s retention by the Debtors. The Retention Order, attached hereto as **Exhibit B** and incorporated herein by reference, allows the Debtors to compensate and reimburse Morris Nichols in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Guidelines, and the Interim Compensation Order.

7. The Retention Order also authorizes the Debtors to compensate Morris Nichols at its hourly rates charged for services of this type and for the firm’s actual, necessary expenses incurred in connection with such services rendered during the Fee Period. The Retention Order permits Morris Nichols to render the following services:

- a. perform all necessary services as the Debtors’ bankruptcy co-counsel, including, providing the Debtors with advice, representing the Debtors, and preparing necessary documents on behalf of the Debtors in the areas of restructuring and bankruptcy;
- b. take all necessary actions to protect and preserve the Debtors’ estates during these chapter 11 cases, including the prosecution of actions by the Debtors, the defense of any actions commenced against the Debtors, negotiations concerning litigation in which the Debtors are involved and objecting to claims filed against the estate;
- c. prepare or coordinate preparation on behalf of the Debtors, as debtors in possession, necessary motions, applications, answers, orders, reports and papers in connection with the administration of these chapter 11 cases;
- d. counsel the Debtors with regard to their rights and obligations as debtors in possession; and
- e. coordinate with the Debtors’ other professionals in representing the Debtors in connection with these cases.

COMPENSATION PAID AND ITS SOURCES

8. All services during the Fee Period for which compensation is requested by Morris Nichols were performed for or on behalf of the Debtors. Additionally, Morris Nichols has not received any payment or promises of payment from any source for services rendered or to be

rendered in any capacity whatsoever in connection with matters covered by this Fee Application. A certification confirming Morris Nichols's compliance with the Fee Guidelines is annexed hereto as **Exhibit A**.

9. To the extent that billable time or disbursement charges for services rendered or expenses incurred relate to the Fee Period, but were not processed prior to the preparation of this Fee Application, Morris Nichols reserves the right to request compensation for such services and reimbursement of such expenses in a future fee application.

10. These professional services were rendered by Morris Nichols's partners, counsel, associates and paraprofessionals from its various practice groups.

RELIEF REQUESTED

11. During the Fee Period, Morris Nichols's professionals and paraprofessionals expended a total of 265.4 hours in connection with providing necessary services. Morris Nichols has been able to efficiently provide services by utilizing the expertise of professionals and paraprofessionals within relevant practice groups to effectively advise the Debtors regarding discrete issues and ensuring that the level of seniority is commensurate with the assignment. Morris Nichols, in connection with services rendered on behalf of the Debtors, respectfully requests allowance of reasonable compensation of such services rendered in the total amount of \$179,109.00 and reimbursement of actual and necessary expenses incurred in the amount of \$551.22, for an aggregate total of \$179,660.22 for the Fee Period. Annexed hereto as **Exhibit C** is a list of Morris Nichols professionals and paraprofessionals, their position with the firm, the department in which the individual practices, the hourly rate charged for their services, the number of hours worked on this matter, and other pertinent information. **Exhibit D** annexed hereto is a list of the various categories and the total fees and total hours expended by subject

matter category. Morris Nichols maintains computerized, detailed time records of services rendered by its professionals and paraprofessionals. The detailed time records for this Fee Period are annexed hereto as **Exhibit E**. Morris Nichols engaged in ongoing discussions with the Debtors regarding budgeting and staffing issues. Annexed hereto as **Exhibit F** is Morris Nichols's staffing plan in connection with services rendered to the Debtors.

CASE STATUS

12. On the Petition Date, the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors were able to smoothly transition into chapter 11 by obtaining vital first- and second-day relief and engaging in numerous discussions and negotiations with key lenders, lessors, vendors and customers. These discussions and the relief granted have enabled the Debtors to continue to operate successfully and to preserve the value of the Debtors' enterprise while in chapter 11.

13. During the Fee Period, the Debtors have continued to work diligently with key stakeholders and have made significant progress toward their restructuring goals, including:

- a) seeking and obtaining authority to reject certain aircraft-related leases that were not necessary for the Debtors' continued operation or successful reorganization;
- b) assuming certain essential agreements with improved terms, including in relation to certain airport, fuel and related service providers;
- c) progressing negotiations with several of the Debtors creditors and partners in hopes of reaching resolution without the need for litigation to the benefit of all stakeholders;
- d) preparing for and successfully arguing numerous motions at multiple hearings; and
- e) analyzing certain transactions, having related discussions with advisors, and drafting filings to facilitate court approval of such transactions.

14. As the foregoing summary demonstrates, the Debtors have accomplished a great deal during the Fee Period and continue to make progress on a number of different fronts.

SUMMARY OF SERVICES RENDERED

15. During the Fee Period, Morris Nichols provided critical professional advice and other services, including with respect to complex issues involved in these chapter 11 cases. Summaries of significant services are detailed below in accordance with Morris Nichols's internal system of project categories:

Case Administration

Fees: \$2,575.00, Total Hours: 4.7

- Under this project category, Morris Nichols assisted the Debtors with general matters related to case administration, including noticing of pleadings and other filings, case coordination (with the Debtors' other professionals and claims and noticing agent) and the filing of court papers.

Creditor Communications and Meetings

Fees: \$504.00, Total Hours: 0.7

- Under this project category, Morris Nichols assisted the Debtors with coordinating and communicating with creditors on a variety of issues, including the proof of claim process.

Fee Applications (MNAT – Filing)

Fees: \$16,798.50, Total Hours: 31.0

- Under this project category, Morris Nichols assisted the Debtors with issues related to the preparation and review of Morris Nichols's monthly fee statements and interim fee applications. Specifically, Morris Nichols drafted and prepared a monthly fee statement for the months of January, February and March of 2021. In addition, Morris Nichols drafted and prepared an interim fee application for the period from September 1, 2020 through December 31, 2020.

Fee Applications (Others – Filing)

Fees: \$53,943.50, Total Hours: 83.7

- Under this project category, Morris Nichols assisted the Debtors with the preparation of fee statements and interim applications for most of the Debtors' professionals other than Morris Nichols. Morris Nichols also advised and provided recommendations to other professionals regarding their fee applications. Specifically, Morris Nichols:
 - Attended multiple calls and corresponded with the Debtors and the Debtors' other professionals regarding the fee statement and interim application process; and
 - Coordinated with many different professionals and managed the filing of their fee statements and documents in support thereof.

Fee Applications (MNAT – Objections)

Fees: \$99.50, Total Hours: 0.1

- Under this project category, Morris Nichols assisted the Debtors with issues related to professional fees.

Executory Contracts/Unexpired Leases

Fees: \$17,701.50, Total Hours: 23.9

- Under this project category, Morris Nichols assisted the Debtors with issues related to the Debtors' executory contracts and unexpired leases and negotiations with lease and contract counterparties, among other things. Specifically, Morris Nichols:
 - Reviewed and provided comments to various documents related to new or amended commercial agreements and documents regarding the assumption, assignment or rejection of certain executory contracts and unexpired leases;
 - Analyzed and performed an analysis of certain executory contracts; and
 - Discussed and corresponded with the Debtors and the Debtors' various professionals regarding the performance, amendment, extension, assumption, assignment or rejection of certain executory contracts and unexpired leases.

Other Contested Matters

Fees: \$751.00, Total Hours: 1.0

- Under this project category, Morris Nichols assisted the Debtors with issues related to certain transactions, including divestments.

Employee Matters

Fees: \$3,575.50, Total Hours: 4.6

- Under this project category, Morris Nichols assisted the Debtors with issues related to the Debtors' employees and unions. Specifically, Morris Nichols discussed and corresponded with the Debtors and the Debtors' various professionals and reviewed documents regarding employee matters, including severance, payments to non-insiders, and labor agreements.

Financing Matters/Cash Collateral

Fees: \$5,120.00, Total Hours: 6.5

- Under this project category, Morris Nichols assisted the Debtors with issues related to the Debtors' debtor in possession ("DIP") financing and the cash reserves related thereto. Specifically, Morris Nichols conducted extensive research regarding numerous issues related to the DIP financing, including with respect to the carve-out and milestones provided therein and discussed and corresponded with the Debtors and their advisors to formulate strategies with respect to the same.

Vendor-Supplier Matters

Fees: \$2,674.50, Total Hours: 3.0

- Under this project category, Morris Nichols assisted the Debtors with issues related to the Debtors' vendors and suppliers, among other things. Specifically, Morris Nichols advised and strategized with the Debtors' management and other advisors regarding various vendor contracts.

Court Hearings

Fees: \$8,503.50, Total Hours: 11.1

- Under this project category, Morris Nichols prepared for and attended hearings, including the hearings on February 10, 2021, March 17, 2021, and April 30, 2020.

Claims Objections and Administration

Fees: \$3,004.00, Total Hours: 4.0

- Under this project category, Morris Nichols assisted the Debtors with issues related to claims administration. Specifically, Morris Nichols discussed and corresponded with the Debtors and the Debtors' professionals regarding various claims administration issues, including bar dates and issues related to the proof of claim process and reviewed omnibus claims objections.

Plan and Disclosure Statement

Fees: \$1,620.50, Total Hours: 2.1

- Under this project category, Morris Nichols reviewed filings and analyzed issues related to the plan timeline.

Litigation/Adversary Proceedings

Fees: \$6,701.50, Total Hours: 9.2

- Under this project category, Morris Nichols assisted the Debtors with issues arising out of various litigation matters. Specifically, Morris Nichols discussed and corresponded with the Debtors and the Debtors' professionals regarding various issues, including settlement, removal and discovery.

Professional Retention (MNAT – Filing)

Fees: \$8,335.50, Total Hours: 13.1

- Under this project category, Morris Nichols assisted the Debtors in maintaining Morris Nichols's retention in these cases. Specifically, Morris Nichols drafted and submitted, and conducted investigations related to, supplemental declarations and disclosures in support of Morris Nichols's retention.

Professional Retention (MNAT – Objections)

Fees: \$99.00, Total Hours: 0.2

- Under this project category, Morris Nichols assisted the Debtors with issues related to Morris Nichols's retention.

General Corporate Matters (Including Corporate Governance)

Fees: \$144.00, Total Hours: 0.2

- Under this project category, Morris Nichols assisted the Debtors in reviewing corporate documents.

General Case Strategy

Fees: \$17,102.00, Total Hours: 21.4

- Under this project category, Morris Nichols assisted the Debtors with general case strategy related to various issues. Specifically, Morris Nichols prepared for, coordinated, and attended numerous meetings with various professionals and advisors on case status and the status of certain issues to develop an efficient strategy with respect to each, and had numerous conversations with the Debtors' other professionals on general case strategy.

Schedules/SOFA/U.S. Trustee Reports

Fees: \$1,039.50, Total Hours: 1.6

- Under this project category, assisted the Debtors with their preparation and filing of certain periodic reports. To this end, Morris Nichols reviewed the Debtors' monthly operating reports

for the months of December 2020 through March 2021 as well as certain amended schedules and statements of financial affairs.

ACTUAL AND NECESSARY EXPENSES

16. As set forth in **Exhibit G** hereto, Morris Nichols has incurred or disbursed \$555.22 in expenses in providing professional services to the Debtors during the Fee Period. These expense amounts are intended to cover Morris Nichols's direct operating costs, which costs are not incorporated into Morris Nichols's hourly billing rates. Only clients for whom the services are actually used are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would unfairly impose additional costs upon clients who do not require extensive photocopying, delivery, and other services.

17. Morris Nichols charges all of its bankruptcy clients \$0.10 per page for photocopying and \$0.05 per page for printing job expenses.

18. Morris Nichols does not charge for outgoing domestic facsimiles or incoming facsimiles.

19. Regarding online legal research, Morris Nichols pays a contractual flat fee to Westlaw. Morris Nichols is currently under contract to pay Westlaw this flat fee every month. Morris Nichols charges all of its clients for Westlaw usage based upon Westlaw's retail costs discounted to reflect Morris Nichols's projected cost, which may not always equal the actual cost to Morris Nichols. Charging its clients for Westlaw usage helps Morris Nichols defray some of the monthly flat fees it must pay to Westlaw.

20. Morris Nichols has made every effort to minimize its expenses in these chapter 11 cases. The actual expenses incurred in providing professional services to the Debtors were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors, their estates, and other parties in interest.

**MORRIS NICHOLS'S REQUESTED COMPENSATION AND REIMBURSEMENT
SHOULD BE ALLOWED**

21. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code 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." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including –

- (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; and
- (e) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

22. The foregoing professional services were performed by Morris Nichols in an efficient manner, were necessary and appropriate to the administration of these chapter 11 cases, and were in the best interests of the Debtors, their estates, and other parties in interest.

Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved. As required by the U.S. Trustee Guidelines, annexed hereto as **Exhibit H** is a chart setting forth the comparative blended rates of the professionals and paraprofessionals who rendered services with a corresponding comparison of rates for professionals and paraprofessionals not involved in these chapter 11 cases.

NOTICE

23. The Debtors will provide notice of this Application in accordance with the Interim Compensation Order. The Debtors submit that no other or further notice be given.

WHEREFORE, Morris Nichols, in connection with services rendered on behalf of the Debtors, respectfully requests allowance of reasonable compensation of such services rendered in the total amount of \$179,109.00 and reimbursement of actual and necessary expenses incurred in the amount of \$551.22, for an aggregate total of \$179,660.22.

Dated: June 15, 2021
Wilmington, Delaware

**MORRIS, NICHOLS, ARSHT & TUNNELL
LLP**

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