

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

In re:)	Chapter 11
MEA RemainCo Holdings, LLC, <i>et al.</i> ,)	Case No. 20-12088 (MFW)
Debtors. ¹)	Jointly Administered
)	Obj. Deadline: 9/23/21 at 4:00 p.m. (ET)
)	Hearing Date: 10/27/21 at 11:30 a.m. (ET)
)	Related to Docket Nos. 271, 314, 318, 345, 364,
)	372, 395, 404, 468, 494, 538

**FINAL FEE APPLICATION OF MCDERMOTT WILL & EMERY LLP,
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE CASE PERIOD FROM SEPTEMBER 24, 2020 THROUGH JULY 7, 2021**

Name of Applicant:	McDERMOTT WILL & EMERY LLP
Authorized to provide professional services to:	Official Committee of Unsecured Creditors
Date of retention:	November 10, 2020, <i>nunc pro tunc</i> to September 24, 2020
Case Period for which final compensation and reimbursement is sought:	September 24, 2020 through July 7, 2021
Amount of final compensation sought as actual, reasonable and necessary:	\$963,661.00
Amount of final expense reimbursement sought as actual, reasonable and necessary:	\$6,382.94
This is a:	Final Fee Application

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: MEA RemainCo Holdings, LLC (f/k/a Energy Alloys Holdings, LLC) (4144); MEA RemainCo, L.L.C. (f/k/a Energy Alloys, L.L.C.) (0377); MEA RemainCo Louisiana, LLC (f/k/a Energy Alloys Louisiana, LLC) (0623); MEA RemainCo Canada Holding, L.L.C. (f/k/a Energy Alloys Canada Holding, L.L.C.) (0382); MEA RemainCo Services, L.L.C. (f/k/a Energy Alloys Services, L.L.C.) (4284); MEA RemainCo Cayman Holding, L.L.C. (f/k/a Energy Alloys Cayman Holding, L.L.C.) (3484); MEA RemainCo Mexico Holding Co. – Majority, LLC (f/k/a Energy Alloys Mexico Holding Co. - Majority, LLC) (9165); MEA RemainCo Mexico Holding Co. – Minority, LLC (f/k/a Energy Alloys Mexico Holding Co. - Minority, LLC) (N/A). The mailing address for the Debtors is 9450 Pinecroft Drive, P.O. Box 8819, The Woodlands, TX 77380.

**SUMMARY OF BILLING BY PROFESSIONAL FOR THE
PERIOD FROM SEPTEMBER 24, 2020 THROUGH JULY 7, 2021**

Name of Professional Person	Date of Bar Admission	Position with the Applicant and Practice Area	Hourly Billing Rate	Total Billed Hours	Total Compensation
Timothy W. Walsh	1989	Partner; Corporate Advisory	\$1,375	160.9	\$221,237.50
			\$1,575	103.0	\$162,225.00
Alysse McLoughlin	1994	Partner; Tax	\$1,290	1.8	\$2,322.00
David R. Hurst	1998	Partner; Corporate Advisory	\$1,050	16.8	\$17,640.00
			\$1,170	37.1	\$43,407.00
Darren Azman	2011	Partner; Corporate Advisory	\$985	140.5	\$138,392.50
			\$1,085	46.2	\$50,127.00
Stacy Lutkus	2003	Counsel; Corporate Advisory	\$890	29.8	\$26,522.00
Blaine E. Adams	2016	Associate; Corporate Advisory	\$850	11.4	\$9,690.00
Ian Sebastian Gall	2014	Associate; Corporate Advisory	\$830	20.8	\$17,264.00
Gregg Steinman	2016	Associate; Corporate Advisory	\$745	159.1	\$118,529.50
			\$850	60.9	\$51,765.00
Michael Rostovtsev	2016	Associate; Corporate Advisory	\$745	16.8	\$12,516.00
Darren Yang	N/A	Law Clerk; Corporate Restructuring	\$545	71.0	\$38,695.00
	2020	Associate; Corporate Restructuring	\$655	7.0	\$4,585.00
Cathy Greer	N/A	Paralegal; Corporate Advisory	\$385	43.3	\$16,670.50
			\$410	72.0	\$29,520.00
Jessica Hirshon	N/A	Paralegal; Corporate Advisory	\$370	6.9	\$2,553.00
TOTALS				1,005.3	\$963,661.00

**All Timekeepers Blended Hourly Rate: \$958.58
Attorney Blended Hourly Rate: \$1,036.03**

**COMPENSATION BY PROJECT CATEGORY FOR THE
CASE PERIOD FROM SEPTEMBER 24, 2020 THROUGH JULY 7, 2021**

Project Category	Total Hours	Total Fees
Asset Analysis and Recovery	2.8	\$3,322.50
Asset Disposition	59.4	\$66,506.00
Assumption/Rejection of Leases	1.6	\$1,328.50
Avoidance Action Analysis	156.7	\$134,087.50
Board of Directors Matters	1.6	\$1,216.00
Business Operations	0.8	\$644.00
Case Administration	66.0	\$57,622.00
Claims Administration & Objections	5.4	\$5,286.50
Court Hearings	18.1	\$13,793.50
Employee Benefits/Pensions	0.7	\$962.50
Fee/Employment Applications	225.1	\$166,053.50
Financing/Cash Collections	116.2	\$112,644.50
General Corporate	3.6	\$2,682.00
Insurance	0.6	\$726.00
Meetings/Communications with Creditors	101.6	\$102,085.50
Other Contested Matters	89.5	\$100,787.50
Plan and Disclosure Statement	149.5	\$186,183.50
Tax Issues	6.0	\$7,691.00
Utilities	0.1	\$38.50
TOTALS	1,005.3	\$963,661.00

**EXPENSE SUMMARY FOR THE CASE PERIOD
FROM SEPTEMBER 24, 2020 THROUGH JULY 7, 2021**

Expense Category	Service Provider (if applicable)	Total Expenses
Court Fees	Courtcall	\$135.75
Document Retrieval	CT Corporation	\$189.00
Lien Searches	Lien Solutions	\$3,633.00
Online Research	Westlaw/Lexis/PACER	\$633.90
Outside Copying/Mail out Service	Reliable	\$1,791.29
TOTALS		\$6,382.94

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McDermott Will & Emery LLP (the “Applicant” or “McDermott”), former counsel to the Official Committee of Unsecured Creditors (the “Committee”) in the chapter 11 cases (the “Chapter 11 Cases”) of the above-captioned debtors (collectively, the “Debtors”), respectfully submits this final fee application (the “Application”) pursuant to (i) sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. § 101-1532, et seq. (the “Bankruptcy Code”), (ii) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (iii) Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), (iv) the *Order Establishing Procedures for Interim*

¹ The Debtors, together with the last four digits of each Debtor’s federal tax identification number, are: MEA RemainCo Holdings, LLC (f/k/a Energy Alloys Holdings, LLC) (4144); MEA RemainCo, L.L.C. (f/k/a Energy Alloys, L.L.C.) (0377); MEA RemainCo Louisiana, LLC (f/k/a Energy Alloys Louisiana, LLC) (0623); MEA RemainCo Canada Holding, L.L.C. (f/k/a Energy Alloys Canada Holding, L.L.C.) (0382); MEA RemainCo Services, L.L.C. (f/k/a Energy Alloys Services, L.L.C.) (4284); MEA RemainCo Cayman Holding, L.L.C. (f/k/a Energy Alloys Cayman Holding, L.L.C.) (3484); MEA RemainCo Mexico Holding Co. – Majority, LLC (f/k/a Energy Alloys Mexico Holding Co. - Majority, LLC) (9165); MEA RemainCo Mexico Holding Co. – Minority, LLC (f/k/a Energy Alloys Mexico Holding Co. - Minority, LLC) (N/A). The mailing address for the Debtors is 9450 Pinewood Drive, P.O. Box 8819, The Woodlands, TX 77380.

Compensation and Reimbursement of Professionals [Docket No. 109] (the “Interim Compensation Order”),² and (v) the *Debtors’ Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation* [Docket No. 508-1] (as amended, the “Plan”), for final allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred for the period from September 24, 2020 through July 7, 2021 (the “Case Period”). In support of the Application, McDermott submits the Certification of Darren Azman, attached hereto as **Exhibit A**. In further support of the Application, McDermott respectfully represents as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these Chapter 11 Cases and this Application in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested herein are Bankruptcy Code sections 330 and 331, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-2.

3. Pursuant to Local Bankruptcy Rule 9013-1(f), McDermott consents to the entry of a final judgment or order with respect to this Application if it is determined that this Court would lack Article III jurisdiction to enter such final judgment or order absent the consent of the parties.

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Interim Compensation Order.

BACKGROUND

A. The Chapter 11 Cases

4. On September 9, 2020, the Debtors commenced the Chapter 11 Cases by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors' business operations, corporate and capital structures, and the circumstances leading to the Chapter 11 Cases are described in greater detail in the *Declaration of Bryan Gaston in Support of Debtors' Chapter 11 Petitions and First Day Motions* [Docket No. 11].

5. On September 23, 2020, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed the Committee in the Chapter 11 Cases. *See* Docket No. 58.

6. On June 28, 2021, the Court entered the *Order (I) Approving the Debtors' Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation on a Final Basis and (II) Confirming the Debtors' Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation* [Docket No. 508] (the "Confirmation Order"), thereby confirming the Plan. On July 8, 2021, the Plan became effective (the "Effective Date"). *See* Docket No. 519.

7. Article VI.B of the Plan provides that all chapter 11 case professionals must file final requests for payment of compensation and reimbursement of expenses not later than sixty (60) days after the Effective Date (*i.e.*, September 6, 2021). This Application represents McDermott's final request for payment of compensation and reimbursement of expenses in the Chapter 11 Cases.

B. The Retention of McDermott

8. On September 24, 2020, the Committee selected McDermott as its bankruptcy counsel. On October 23, 2020, the Committee applied [Docket No. 130] (the "McDermott Retention Application") to the Court for an order authorizing it to retain and employ McDermott

as its counsel, *nunc pro tunc* to September 24, 2020. On November 10, 2020, the Court entered an order [Docket No. 161] approving the McDermott Retention Application.

C. The Interim Compensation Order

9. On October 13, 2020, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses in these Chapter 11 Cases.

RELIEF REQUESTED

10. By this Application, Applicant seeks final approval and allowance of compensation in the amount of \$963,661.00 for professional services rendered, and reimbursement of actual and necessary expenses in the amount of \$6,382.94 incurred, during the Case Period, including any and all holdbacks. Pursuant to the Interim Compensation Order, and as detailed in the chart below, McDermott filed nine monthly applications during the Case Period. *See* Docket Nos. 271, 314, 345, 364, 372, 404, 468, 494, and 538 (collectively, the “Monthly Applications”). Each of the Monthly Applications contains a detailed narrative describing the services provided to the Committee by McDermott during the applicable period. In addition, McDermott filed two interim fee applications during the Case Period. *See* Docket Nos. 318 (first interim fee application for the period September 24, 2020 through November 30, 2020) and 395 (second interim fee application for the period December 1, 2020 through February 28, 2021) (together, the “Interim Applications”).

MONTHLY FEE APPLICATION			REQUESTED FEES AND EXPENSES		APPROVED FEES AND EXPENSES		HOLDBACK
Application Docket No. Date Filed	CNO Date Filed Docket No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses	Fee Holdback
First Monthly D.I. 271 Filed: 12/23/20	1/14/21 D.I. 307	9/24/20 – 10/31/20	\$405,749.50	\$4,503.82	\$405,749.50	\$4,503.82	\$0.00
Second Monthly D.I. 314 Filed: 1/15/21	2/5/21 D.I. 344	11/1/20 – 11/30/20	\$130,232.50	\$181.35	\$130,232.50	\$181.35	\$0.00
First Interim D.I. 318 Filed: 1/19/21	N/A	9/24/20 – 11/30/20	\$535,982.00	\$4,685.17	\$535,982.00	\$4,685.17	N/A
Third Monthly D.I. 345 Filed: 2/11/21	3/5/21 D.I. 365	12/1/20 – 12/31/20	\$74,038.00	\$0.00	\$74,038.00	\$0.00	\$0.00
Fourth Monthly D.I. 364 Filed: 3/3/21	3/25/21 D.I. 378	1/1/21 – 1/31/21	\$104,896.50	\$275.50	\$104,896.50	\$275.50	\$0.00
Fifth Monthly D.I. 372 Filed: 3/19/21	4/12/21 D.I. 392	2/1/21 – 2/28/21	\$66,678.50	\$90.75	\$66,678.50	\$90.75	\$0.00
Second Interim D.I. 395 Filed: 4/14/21	N/A	12/1/20 – 2/28/21	\$245,613.00	\$366.25	\$245,613.00	\$366.25	N/A
Sixth Monthly D.I. 404 Filed: 4/20/21	5/11/21 D.I. 437	3/1/21 – 3/31/21	\$53,339.50	\$510.60	\$42,671.60 (80%)	\$510.60	\$10,667.90 (20%)
Seventh Monthly D.I. 468 Filed: 5/21/21	6/14/21 D.I. 487	4/1/21 – 4/30/21	\$64,793.50	\$527.87	\$51,834.80 (80%)	\$527.87	\$12,958.70 (20%)
Eighth Monthly D.I. 494 Filed: 6/21/21	7/13/21 D.I. 521	5/1/21 – 5/31/21	\$39,178.00	\$63.25	\$31,342.40 (80%)	\$63.25	\$7,835.60 (20%)
Ninth Monthly D.I. 538 Filed: 7/30/21	8/26/21 D.I. 555	6/1/21 – 6/30/21	\$24,755.00	\$229.80	\$19,804.00 (80%)	\$229.80	\$4,951.00 (20%)
Total			\$963,661.00	\$6,382.94	\$927,247.80	\$6,382.94	\$36,413.20

11. In support of this request for the final allowance of all fees and expenses incurred by Applicant during the Case Period, McDermott incorporates herein by reference each of its Monthly Applications and Interim Applications, together with the certificates of no objection with respect to the same.

DESCRIPTION OF SERVICES RENDERED

12. McDermott professionals devoted the majority of their time during the Case Period to avoidance action analysis, financing, meetings and communications with creditors, plan and disclosure statement matters, and the preparation and prosecution of fee and employment applications, which work was described in greater detail in the Monthly Applications previously filed. McDermott professionals also spent time working in other time matter categories (*i.e.*, case administration, asset analysis and recovery, asset disposition, court hearings, claims administration, financing, and tax matters) (collectively, the “Miscellaneous Matters”).

13. All work accomplished by McDermott professionals for the Committee, including work on Miscellaneous Matters, was described in the time detail included in the Monthly Applications. These detailed itemizations comply with Local Bankruptcy Rule 2016-2(d) in that each time entry contained a separate time allotment, a description of the type of activity, and the subject matter of the activity, all time was billed in increments of one-tenth of an hour, time entries were presented chronologically in categories, and all meetings or hearings were individually identified.

14. Further, the professionals who rendered services related to each category were identified in the time detail, along with the numbers of hours billed by each individual and the total compensation sought for each category.

EXPENSES INCURRED

15. McDermott incurred out-of-pocket expenses in connection with its representation of the Committee during the Case Period in the amount of \$6,382.94. A description of all expenses McDermott incurred in the performance of the services rendered as counsel to the

Committee in the Chapter 11 Cases was included in the expense detail included in the Monthly Applications. The expenses were broken down into categories of charges, including among other things, the following charges: filing fees, telephonic appearances, computerized legal research, lien searches, messenger service, and other non-ordinary expenses.¹

NOTICE

16. As required under the Plan, the Application will be served on counsel to the Debtors, counsel to the Wingfoot/Second Lien Required Lenders, the U.S. Trustee, and all parties that have requested notice in the Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

NO PRIOR REQUEST

17. No prior request for the relief sought in the Application has been made to this or any other court.

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¹ In accordance with Local Bankruptcy Rule 2016-2(e)(iii), McDermott does not charge more than \$0.10 per page for photocopies, does not charge for incoming facsimile transmissions, and does not charge more than \$0.25 per page for ongoing facsimiles. McDermott does not surcharge for computerized research.

CONCLUSION

WHEREFORE, McDermott respectfully requests that the Court enter an Order:

(i) granting the Application and authorizing final allowance of compensation in the amount of \$963,661.00 for professional services rendered, and reimbursement of actual and necessary costs in the amount of \$6,382.94 incurred, during the Case Period; and (ii) granting such other and further relief as the Court deems just and proper.

Dated: Wilmington, Delaware
September 2, 2021

MCDERMOTT WILL & EMERY LLP

/s/ David R. Hurst
David R. Hurst (I.D. No. 3743)
1007 North Orange Street, 10th Floor
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Telephone: (302) 485-3900
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- and -

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1 Vanderbilt Avenue
New York, NY 10017
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*Former Counsel to the Official Committee of
Unsecured Creditors*