

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

In re:)	
)	Chapter 11
MEA RemainCo Holdings, LLC, <i>et al.</i> , ¹)	Case No. 20-12088 (MFW)
)	
Debtors.)	(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. 266, 298, 319, 333, 357, 376,
)	396, 409, 467, 490, 541

**TENTH MONTHLY AND FINAL FEE APPLICATION OF BDO CONSULTING
GROUP LLC, A DIVISION OF BDO USA, LLP, AS FINANCIAL ADVISOR
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR (I) THE MONTHLY PERIOD FROM JULY 1, 2021 THROUGH JULY 7, 2021
AND (II) THE CASE PERIOD FROM OCTOBER 1, 2020 THROUGH JULY 7, 2021**

Name of Applicant:	BDO Consulting Group LLC, a Division of BDO USA, LLP
Authorized to provide professional services to:	Official Committee of Unsecured Creditors
Date of retention:	November 10, 2020, <i>nunc pro tunc</i> to October 1, 2020
Monthly period for which compensation and reimbursement is sought:	July 1, 2021 through July 7, 2021
Amount of monthly compensation sought as actual, reasonable and necessary:	\$4,306.50
Amount of monthly expense reimbursement sought as actual, reasonable and necessary:	\$0.00

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.

Case period for which final compensation
and reimbursement is sought:

October 1, 2020 through July 7, 2021

Amount of final compensation sought as
actual, reasonable and necessary:

\$279,136.00

Amount of final expense reimbursement
sought as actual, reasonable and necessary:

\$0.00

This is a:

Monthly and Final Application

**SUMMARY OF BILLING BY PROFESSIONAL FOR
MONTHLY PERIOD FROM JULY 1, 2021 THROUGH JULY 7, 2021**

Name of Professional Person	Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Michele Michaelis	Managing Director	\$685.00	2.2	\$1,507.00
James Schwarz	Managing Director	\$615.00	1.3	\$799.50
Jared Schierbaum	Staff	\$200.00	10.0	\$2,000.00
	TOTALS		13.5	\$4,306.50

Blended Rate: \$319.00

**COMPENSATION BY PROJECT CATEGORY
FOR MONTHLY PERIOD JULY 1, 2021 THROUGH JULY 7, 2021**

Code	Project Category	Total Hours	Total Fees
4	BDO Retention/BDO Fee Applications	11.0	\$2,685.00
14	Plan & Disclosure Statement	2.5	\$1,621.50
	TOTAL	13.5	\$4,306.50

**EXPENSE SUMMARY
FOR MONTHLY PERIOD JULY 1, 2021 THROUGH JULY 7, 2021**

Expense Category	Service Provider (if applicable)	Total Expenses
	N/A	

**SUMMARY OF BILLING BY PROFESSIONAL FOR
CASE PERIOD FROM OCTOBER 1, 2020 THROUGH JULY 7, 2021**

Name of Professional Person	Position	Hourly Billing Rate	Total Billed Hours	Total Compensation
Michele Michaelis	Managing Director	\$685.00	159.9	\$109,531.50
Alex Clinton	Managing Director	\$655.00	3.2	\$2,096.00
James Schwarz	Managing Director	\$615.00	175.4	\$107,871.00
Anthony Del Piano	Staff	\$225.00	223.1	\$50,197.50
Jared Schierbaum	Staff	\$200.00	47.2	\$9,440.00
	TOTALS		608.8	\$279,136.00

Blended Rate: \$458.50

**COMPENSATION BY PROJECT CATEGORY
FOR CASE PERIOD OCTOBER 1, 2020 THROUGH JULY 7, 2021**

Code	Project Category	Total Hours	Total Fees
1	General (Case Administration)	13.6	\$5,228.00
2	Creditors Committee (Communications with Creditors)	24.3	\$12,742.50
3	Communications with Creditors Committee Counsel	26.3	\$16,037.50
4	BDO Retention/BDO Fee Applications	77.0	\$29,853.00
6	Financings and Cash Collateral	38.3	\$18,307.50
7	Communications with Debtors or Debtors' Professionals	44.5	\$25,196.50
9	Asset Sale and Related	42.3	\$22,131.50
10	Business Analysis: Historic and Current	84.9	\$40,836.50
11	Motions and Objections	19.1	\$10,178.50
12	Avoidance Actions Analysis	5.9	\$3,754.50
14	Plan & Disclosure Statement	9.9	\$5,677.50
15	Employee Related Issues	2.0	\$1,048.00
16	Claims Administration and Objections	56.8	\$20,160.00
17	Investigation of Company (Asset Analysis and Recovery)	79.8	\$34,121.00
18	Tax Matters	1.1	\$431.50
19	Preparation of Reports to Creditors Committee	83.0	\$33,432.00
	TOTAL	608.8	\$279,136.00

**EXPENSE SUMMARY
FOR CASE PERIOD OCTOBER 1, 2020 THROUGH JULY 7, 2021**

Expense Category	Service Provider (if applicable)	Total Expenses
N/A		

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

In re:

MEA RemainCo Holdings, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 20-12088 (MFW)

(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. 266, 298, 319, 333, 357, 376,
396, 409, 467, 490, 541

TENTH MONTHLY AND FINAL FEE APPLICATION OF BDO CONSULTING GROUP LLC, A DIVISION OF BDO USA, LLP, AS FINANCIAL ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR (I) THE MONTHLY PERIOD FROM JULY 1, 2021 THROUGH JULY 7, 2021 AND (II) THE CASE PERIOD FROM OCTOBER 1, 2020 THROUGH JULY 7, 2021

BDO Consulting Group LLC, a Division of BDO USA, LLP (together with its wholly owned subsidiaries, agents, independent contractors and employees, the “Applicant” or “BDO”), former financial advisor to the Official Committee of Unsecured Creditors of Energy Alloys Holdings, LLC, *et al.* (the “Committee”), respectfully submits this tenth monthly and 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, as amended (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

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.

Delaware (the “Local Rules”), and (iv) the *Order Establishing Procedures for Interim 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 (a) allowance of monthly compensation for professional services and reimbursement of actual and necessary expenses incurred for the period from July 1, 2021 through July 7, 2021 (the “Monthly Period”) and (b) final allowance of compensation for professional services and reimbursement of actual and necessary expenses incurred for the period from October 1, 2020 through July 7, 2021 (the “Case Period”). In support of this Application, BDO submits the Certification of Michele Michaelis, attached hereto as **Exhibit A**. In further support of the Application, BDO 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)(2). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

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

BACKGROUND

A. The Chapter 11 Cases

3. On September 9, 2020, the above-captioned debtors (collectively, the “Debtors”) commenced these cases by filing voluntary petitions for relief under chapter 11 of the

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

Bankruptcy Code (collectively, the “Chapter 11 Cases”). The Chapter 11 Cases are being jointly administered. 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].

4. 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.

5. 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.

6. 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 BDO’s final request for payment of compensation and reimbursement of expenses in the Chapter 11 Cases.

B. The Retention of BDO

7. On November 10, 2020, the Court entered the *Order Authorizing the Employment and Retention of BDO Consulting Group LLC, a Division of BDO USA, LLP, as Financial Advisor for the Official Committee of Unsecured Creditors Nunc Pro Tunc to October 1, 2020* [Docket No. 162] (the “Retention Order”). The Retention Order authorizes the Debtors to

compensate BDO at BDO's hourly rates charged for services of this type and to reimburse BDO for BDO's reasonable and necessary out-of-pocket expenses incurred, subject to the limitations set forth in the Application and approval of such amounts by this Court.

C. The Interim Compensation Order

8. 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

9. By this Application, BDO seeks approval and allowance of compensation in the amount of \$4,306.50 for professional services rendered during the Monthly Period. BDO also seeks final approval and allowance of compensation in the amount of \$279,136.00 for professional services rendered during the Case Period, including any and all holdbacks. Pursuant to the Interim Compensation Order, and as detailed in the chart below, BDO filed nine monthly applications during the Case Period. *See* Docket Nos. 266, 298, 333, 357, 376, 409, 467, 490, and 541 (collectively, the "Monthly Applications"). Each of the Monthly Applications contains a detailed narrative describing the services provided to the Committee by BDO during the applicable period. In addition, BDO filed two interim fee applications during the Case Period. *See* Docket Nos. 319 (first interim fee application for the period October 1, 2020 through November 30, 2020) and 396 (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 DI 266 12/15/20	1/5/21 DI 290	10/1/20-10/31/20	\$96,497.50	\$0.00	\$96,497.50	\$0.00	\$0.00
Second Monthly DI 298 1/8/21	1/29/21 DI 336	11/1/20-11/30/20	\$49,933.50	\$0.00	\$49,933.50	\$0.00	\$0.00
First Interim DI 319 1/19/21	1/19/21 DI 319	10/1/20-11/30/20	\$146,431.00	\$0.00	\$146,431.00	\$0.00	\$0.00
Third Monthly DI 333 1/28/21	2/18/21 DI 355	12/1/20-12/31/20	\$35,369.00	\$0.00	\$35,369.00	\$0.00	\$0.00
Fourth Monthly DI 357 2/22/21	3/29/21 DI 381	1/1/21-1/31/21	\$25,715.50	\$0.00	\$25,715.50	\$0.00	\$0.00
Fifth Monthly DI 376 3/24/21	4/14/21 DI 393	2/1/21-2/28/21	\$21,905.50	\$0.00	\$21,905.50	\$0.00	\$0.00
Second Interim DI 396 4/14/21	4/14/21 DI 396	12/1/20-2/28/21	\$82,990.00	\$0.00	\$82,990.00	\$0.00	\$0.00
Sixth Monthly DI 409 4/22/21	5/14/21 DI 444	3/1/21-3/31/21	\$19,470.50	\$0.00	\$15,576.40 (80%)	\$0.00	\$3,894.10 (20%)
Seventh Monthly DI 467 5/21/21	6/14/21 DI 488	4/1/21-4/30/21	\$6,125.00	\$0.00	\$4,900.00 (80%)	\$0.00	\$1,225.00 (20%)
Eighth Monthly DI 490 6/16/21	7/15/21 DI 523	5/1/21-5/31/21	\$5,595.50	\$0.00	\$4,476.40 (80%)	\$0.00	\$1,119.10 (20%)
Ninth Monthly DI 541 8/3/21	8/27/21 DI 557	6/1/21-6/30/21	\$14,217.50	\$0.00	\$11,374.00 (80%)	\$0.00	\$2,843.50 (20%)
Total			\$274,829.50	\$0.00	\$265,747.80	\$0.00	\$9,081.70

10. In support of this request for the final allowance of all fees and expenses incurred by BDO during the Case Period, BDO 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

11. The Retention Order authorized BDO to render financial advisory services to the Committee. Since being retained by the Committee, BDO has rendered professional services to the Committee as requested and as necessary and appropriate in furtherance of the interests of the unsecured creditors of the Debtors' estates. BDO respectfully submits that the professional services that it rendered on behalf of the Committee were necessary and have directly benefited the creditor constituents represented by the Committee and have contributed to the effective administration of these cases.

12. All services rendered by BDO for the Committee were described in the time detail (i) included in the Monthly Applications and (ii) attached hereto as **Exhibit B** for the Monthly Period. These records include daily time logs describing the time spent by each BDO professional and administrative-level person in these Chapter 11 Cases.

NOTICE

13. 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

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

CONCLUSION

WHEREFORE, BDO respectfully requests that the Court enter an Order: (i) granting the Application and authorizing final allowance of compensation in the amount of \$279,136.00 for professional services rendered during the Case Period; and (ii) granting such other and further relief as the Court deems just and proper.

Dated: New York, New York
September 2, 2021

BDO CONSULTING GROUP LLC

/s/ Michele Michaelis
Michele Michaelis
Managing Director
100 Park Avenue
New York, New York 10017
Telephone: (212) 885-8000
Facsimile: (212) 697-1299

*Former Financial Advisor to the Official
Committee of Unsecured Creditors*