

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

In re:	)	Chapter 11
	)	
MEA RemainCo Holdings, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 20-12088 (MFW)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Objection Deadline: Sept. 23, 2021 at 4:00 p.m.</b>
	)	<b>Hearing Date: October 27, 2021 at 11:30 a.m.</b>
	)	

**ELEVENTH COMBINED MONTHLY AND FINAL APPLICATION OF RICHARDS, LAYTON & FINGER, P.A. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD FROM SEPTEMBER 9, 2020 THROUGH JULY 8, 2021**

Name of Applicant:	<u>Richards, Layton &amp; Finger, P.A.</u>
Authorized to Provide Professional Services to:	<u>the above-captioned debtors and debtors in possession</u>
Date of Retention:	<u>October 9, 2020 <i>nunc pro tunc</i> to September 9, 2020</u>
Monthly period for which compensation and reimbursement are sought:	<u>July 1, 2021 through July 8, 2021</u>
Amount of monthly compensation sought as actual, reasonable, and necessary:	<u>\$10,722.50</u>
Amount of monthly expense reimbursement sought as actual, reasonable, and necessary:	<u>\$14.20</u>

<sup>1</sup> 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 Pincroft Drive, P.O. Box 8819, The Woodlands, TX 77380.

Final period for which compensation  
and reimbursement are sought:

September 9, 2020 through July 8, 2021

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

\$1,558,113.00<sup>2</sup>

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

\$7,805.19<sup>3</sup>

This is a(n): x monthly        interim   X   final application

Prior Applications Filed:

Date	Period	Docket No.	Fees	Expenses
12/3/20	9/9/20 – 9/30/20	258	\$252,608.50	\$2,259.97
12/4/20	10/1/20 – 10/31/20	259	\$350,179.50	\$1,116.50
1/4/21	11/1/20 – 11/30/20	287	\$297,671.50	\$1,742.38
2/1/21	12/1/20 – 12/31/20	340	\$131,233.50	\$261.00
3/9/21	1/1/21 – 1/31/21	367	\$71,227.50	\$10.60
3/31/21	2/1/21 – 2/28/21	385	\$58,970.00	\$284.38
4/20/21	3/1/21 – 3/31/21	405	\$79,820.00	\$559.70
5/28/21	4/1/21 – 4/30/21	479	\$92,472.50	\$1,438.90
6/29/21	5/1/21 – 5/31/21	511	\$101,472.50	\$68.45
7/26/21	6/1/21 – 6/30/21	534	\$113,265.00	\$87.61

<sup>2</sup> This amount reflects a voluntary reduction of \$1,530.00 in fees (the “**Fee Reduction**”) as indicated in the *First Omnibus Order Awarding Interim Allowance of Compensation for Services Rendered and for Reimbursement of Expenses* [Docket No. 353] (the “**First Interim Fee Order**”).

<sup>3</sup> This amount reflects a voluntary reduction of \$87.00 in expenses (the “**Expense Reduction**”) as indicated in the First Interim Fee Order. In addition, the total amount of fees and expenses sought in this Application (as defined below) does not include the fees and expenses incurred by RL&F (as defined below) after July 8, 2021. Any such fees and expenses will be paid from the retainer that RL&F is currently holding in accordance with the Retention Order (the “**Retainer**”).

**MONTHLY COMPENSATION BY PROFESSIONAL<sup>4</sup>**  
**JULY 1, 2021 THROUGH JULY 8, 2021**

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Daniel J. DeFranceschi	Joined firm as associate in 1990. Director in 2000. Member of DE Bar since 1989.	\$1,025	1.2	\$1,230.00
Zachary I. Shapiro	Joined firm as associate in 2007. Director in 2019. Member of DE Bar since 2008.	\$775	7.8	\$6,045.00
Brendan J. Schlauch	Joined firm as associate in 2014. Member of DE Bar since 2015.	\$650	2.3	\$1,495.00
David T. Queroli	Joined firm as associate in 2016. Member of DE Bar since 2016.	\$600	0.2	\$120.00
Megan E. Kenney	Joined firm as associate in 2017. Member of DE Bar since 2017.	\$575	0.7	\$402.50
J. Zachary Noble	Joined firm as associate in 2019. Member of DE Bar since 2019.	\$475	2.0	\$950.00
Barbara J. Witters	Paralegal since 2000. Joined firm in 2000.	\$300	0.2	\$60.00
Rebecca V. Speaker	Paralegal since 2002. Joined firm in 2001.	\$300	1.4	\$420.00
<b>TOTAL</b>			<b>15.8</b>	<b>\$10,722.50</b>

Grand Total	\$10,722.50
Attorney Compensation	\$10,242.50
Total Attorney Hours	14.2
Attorney Blended Rate	\$721.30

<sup>4</sup> All professionals are members of the firm's Corporate Restructuring and Bankruptcy Department unless otherwise noted.

**FINAL COMPENSATION BY PROFESSIONAL<sup>5</sup>**  
**SEPTEMBER 9, 2020 THROUGH JULY 8, 2021**

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Daniel J. DeFranceschi	Joined firm as associate in 1990. Director in 2000. Member of DE Bar since 1989.	\$1,025 \$975	82.2 279.2	\$84,255.00 \$272,220.00
John Mark Zeberkiewicz	Corporate Department. Joined firm as associate in 2004. Director in 2013. Member of NY Bar since 2002. Member of DE Bar since 2004.	\$900	1.7	\$1,530.00
Marcos A. Ramos	Joined firm as associate in 2002. Director in 2010. Member of NY Bar since 1995. Member of CA Bar since 1998. Member of MD Bar since 2001. Member of DE Bar since 2003.	\$860	0.5	\$430.00
Mark A. Kurtz	Business Department. Joined firm as associate in 2004. Director in 2015. Member of NJ Bar since 2005. Member of DE Bar since 2005.	\$725	0.3	\$217.50
Sara T. Toner	Business Department. Joined firm as associate in 2004. Director in 2013. Member of DE Bar since 2005.	\$725	5.1	\$3,697.50
Zachary I. Shapiro	Joined firm as associate in 2007. Director in 2019. Member of DE Bar since 2008.	\$775 \$725	171.7 186.2	\$132,972.50 \$134,995.00
Cory D. Kandestin	Joined firm as associate in 2007. Counsel in 2015.	\$685	137.9	\$94,461.50

<sup>5</sup> All professionals are members of the firm's Corporate Restructuring and Bankruptcy Department unless otherwise noted.

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
	Member of DE Bar since 2007.			
Robert C. Maddox	Joined firm as associate in 2009. Counsel in 2021. Member of DE Bar since 2009.	\$665	9.8	\$6,517.00
Brendan J. Schlauch	Joined firm as associate in 2014. Member of DE Bar since 2015.	\$650 \$595	284.1 304.8	\$184,665.00 \$181,356.00
David T. Queroli	Joined firm as associate in 2016. Member of DE Bar since 2016.	\$600 \$550	28.9 241.2	\$17,340.00 \$132,660.00
Megan E. Kenney	Joined firm as associate in 2017. Member of DE Bar since 2017.	\$575 \$485	62.0 139.8	\$35,650.00 \$67,803.00
Sarah E. Silveira	Joined firm as associate in 2018. Member of DE Bar since 2018.	\$525 \$445	17.1 57.4	\$8,977.50 \$25,543.00
J. Zachary Noble	Joined firm as associate in 2019. Member of DE Bar since 2019.	\$475 \$400	56.2 138.5	\$26,695.00 \$55,400.00
Huiqi Vicky Liu	Joined firm as associate in 2020.	\$425	2.2	\$935.00
Chandler R. Elliott-Fehle	Joined firm as associate in 2020.	\$425 \$400	1.8 17.4	\$765.00 \$6,960.00
James F. McCauley	Joined firm as associate in 2020.	\$425 \$400	11.4 2.7	\$4,845.00 \$1,080.00
Ann Jerominski	Paralegal since 1995. Joined firm in 2000.	\$300 \$295	55.4 120.0	\$16,620.00 \$35,400.00
Barbara J. Witters	Paralegal since 2000. Joined firm in 2000.	\$300 \$295	6.3 6.9	\$1,890.00 \$2,035.50
Rebecca V. Speaker	Paralegal since 2002. Joined firm in 2001.	\$300 \$295	25.9 5.2	\$7,770.00 \$1,534.00
M. Lynzy McGee	Paralegal since 2007. Joined firm in 2016.	\$300 \$295	8.2 9.9	\$2,460.00 \$2,920.50
Rebecca L. Weidman	Paralegal since 2017. Joined firm in 2021.	\$300	5.6	\$1,680.00
Gregory J. Nequist	MIS Department. Trial Services Specialist. Joined firm in 2018.	\$300	0.3	\$90.00

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hourly Billing Rate (including changes)</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Carlos B. Terreforte	MIS Department. Practice Support Analyst. Joined firm in 2015.	\$285	16.6	\$4,731.00
Scott A. Benson	MIS Department. Trial Services Specialist, Joined firm in 2018.	\$285	1.9	\$541.50
<b>TOTAL</b>			<b>2,502.3</b>	<b>\$1,559,643.00</b>

Grand Total	\$1,559,643.00 <sup>6</sup>
Attorney Compensation	\$1,481,970.50
Total Attorney Hours	2,240.1
Attorney Blended Rate	\$661.56

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<sup>6</sup> Does not reflect the Fee Reduction.

**MONTHLY COMPENSATION BY PROJECT CATEGORY**  
**JULY 1, 2021 THROUGH JULY 8, 2021**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (A)	0.1	\$102.50
Creditor Inquiries (B)	0.0	\$0.00
Meetings (C)	0.0	\$0.00
Executory Contracts/Unexpired Leases (D)	0.0	\$0.00
Automatic Stay/Adequate Protection (E)	0.0	\$0.00
Plan of Re-Organization/Disclosure Statement (F)	13.5	\$9,472.50
Use, Sale, Lease of Assets (G)	0.0	\$0.00
Cash Collateral/DIP Financing (H)	0.0	\$0.00
Claims Administration (I)	0.2	\$130.00
Court Hearings (J)	0.0	\$0.00
General Corporate/Real Estate (K)	0.0	\$0.00
Schedules/SOFA/U.S. Trustee Reports (L)	0.4	\$250.00
Employee Issues (M)	0.0	\$0.00
Environmental (N)	0.0	\$0.00
Tax Issues (O)	0.0	\$0.00
Litigation/Adversary Proceedings (P)	0.0	\$0.00
RL&F Retention (Q-1)	0.0	\$0.00
Retention of Others (Q-2)	0.2	\$155.00
RL&F Fee Applications (R-1)	1.2	\$457.50
Fee Applications of Others (R-2)	0.2	\$155.00
Vendor/Supplies (S)	0.0	\$0.00
Non-Working Travel (T)	0.0	\$0.00
Utilities (U)	0.0	\$0.00
Insurance (V)	0.0	\$0.00
<b>TOTAL</b>	<b>15.8</b>	<b>\$10,722.50</b>

**FINAL COMPENSATION BY PROJECT CATEGORY**  
**SEPTEMBER 9, 2020 THROUGH JULY 8, 2021**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration (A)	109.3	\$73,865.00
Creditor Inquiries (B)	3.2	\$1,393.00
Meetings (C)	64.1	\$49,781.50
Executory Contracts/Unexpired Leases (D)	60.8	\$31,928.00
Automatic Stay/Adequate Protection (E)	2.0	\$946.00
Plan of Re-Organization/Disclosure Statement (F)	565.2	\$389,989.00
Use, Sale, Lease of Assets (G)	421.9	\$276,165.00
Cash Collateral/DIP Financing (H)	156.9	\$118,547.50
Claims Administration (I)	133.0	\$78,080.50
Court Hearings (J)	169.2	\$92,403.50
General Corporate/Real Estate (K)	11.4	\$7,706.00
Schedules/SOFA/U.S. Trustee Reports (L)	129.1	\$73,312.00
Employee Issues (M)	27.4	\$14,099.00
Environmental (N)	0.0	\$0.00
Tax Issues (O)	19.1	\$11,856.50
Litigation/Adversary Proceedings (P)	293.5	\$171,932.00
RL&F Retention (Q-1)	27.6	\$13,614.00
Retention of Others (Q-2)	142.4	\$79,435.50
RL&F Fee Applications (R-1)	78.0	\$31,548.50
Fee Applications of Others (R-2)	69.7	\$33,458.50
Vendor/Supplies (S)	0.0	\$0.00
Non-Working Travel (T)	0.0	\$0.00
Utilities (U)	10.2	\$5,341.00
Insurance (V)	8.3	\$4,241.00
<b>TOTAL</b>	<b>2,502.3</b>	<b>\$1,559,643.00<sup>7</sup></b>

<sup>7</sup> This amount does not reflect the Fee Reduction.



**MONTHLY EXPENSE SUMMARY**  
**JULY 1, 2021 THROUGH JULY 8, 2021**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Facsimile		\$0.00
Conference Calling		\$10.90
Long Distance Telephone		\$0.00
In-House Reproduction (Duplication/Printing)	Duplicating: 0 @ \$.10 pg. Printing: 0 @ \$.10 pg.	\$0.00
Outside Reproduction		\$0.00
Legal Research		\$0.00
Filing/Court Fees		\$0.00
Court Reporting		\$0.00
Travel Expenses		\$0.00
Inside Courier & Expense Carriers		\$0.00
Outside Courier & Expense Carriers		\$0.00
Postage		\$0.00
Binding		\$0.00
Business Meals		\$0.00
Document Retrieval	PACER	\$3.30
RL&F Service Corp.		\$0.00
Professional Services		\$0.00
Overtime		\$0.00
Room Rental		\$0.00
Stationery Supplies		\$0.00
Equipment Rental		\$0.00
<b>TOTAL</b>		<b>\$14.20</b>

**FINAL EXPENSE SUMMARY**  
**SEPTEMBER 9, 2020 THROUGH JULY 8, 2021**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Facsimile		\$0.00
Conference Calling	Courtcall & Intercall	\$465.69
Long Distance Telephone		\$0.00
In-House Reproduction (Duplication/Printing)	Duplicating: 0 @ \$.10 pg. Printing: 113 @ \$.10 pg.	\$11.30
Outside Reproduction	Parcels	\$449.50
Legal Research	Bloomberg, Westlaw	\$4,568.05
Filing/Court Fees		\$362.00
Court Reporting	Reliable	\$1,628.30
Travel Expenses		\$0.00
Inside Courier & Expense Carriers		\$0.00
Outside Courier & Expense Carriers	Blue Marble	\$88.18
Postage		\$5.20
Binding		\$0.00
Business Meals		\$0.00
Document Retrieval	PACER	\$226.30
RL&F Service Corp.		\$0.00
Professional Services		\$0.00
Overtime	<i>See previous monthly applications</i>	\$87.67
Room Rental		\$0.00
Stationery Supplies		\$0.00
Equipment Rental		\$0.00
<b>TOTAL</b>		<b>\$7,892.19<sup>8</sup></b>

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<sup>8</sup> This amount does not reflect the Expense Reduction.

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

In re:	)	Chapter 11
	)	
MEA RemainCo Holdings, LLC, <i>et al.</i> , <sup>1</sup>	)	Case No. 20-12088 (MFW)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	<b>Objection Deadline: Sept. 23, 2021 at 4:00 p.m.</b>
	)	<b>Hearing Date: October 27, 2021 at 11:30 a.m.</b>
	)	

**ELEVENTH COMBINED MONTHLY AND FINAL APPLICATION OF RICHARDS, LAYTON & FINGER, P.A. FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD FROM SEPTEMBER 9, 2020 THROUGH JULY 8, 2021**

Pursuant to sections 330 and 331 of title 11 of the United States Code, §§ 101-1532 (the “**Bankruptcy Code**”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), 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 Rules**”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals* [Docket No. 109] (the “**Interim Compensation Order**”), and 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**”), Richards, Layton & Finger, P.A.

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 Pincroft Drive, P.O. Box 8819, The Woodlands, TX 77380.

(“**RL&F**”) hereby files this *Eleventh Combined Monthly and Final Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors for the Period from September 9, 2020 through July 8, 2021* (the “**Application**”). By the Application, RL&F seeks: (i) a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$10,722.50 as compensation and \$14.20 for reimbursement of actual and necessary expenses, for a total of \$10,736.70 for the period July 1, 2021 through and including July 8, 2021 (the “**Monthly Compensation Period**”) and (ii) a final allowance pursuant to the Interim Compensation Order and Confirmation Order with respect to the sums of \$1,558,113.00<sup>2</sup> as compensation and \$7,805.19<sup>3</sup> for reimbursement of actual and necessary expenses, for a total of \$1,565,918.19 for the period September 9, 2020 through and including July 8, 2021 (the “**Final Compensation Period**”). In support of this Application, RL&F submits the attorney certification attached hereto as **Exhibit C** (the “**Certification**”). In further support of this Application, RL&F respectfully represents as follows:

### **Background**

1. On September 9, 2020 (the “**Petition Date**”), Energy Alloys Holdings, LLC and its above-captioned affiliated debtors (the “**Debtors**”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. RL&F was retained effective as of the Petition Date by this Court’s order entered on October 9, 2020 [Docket No. 95] (the “**Retention Order**”). The Retention Order authorized RL&F to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

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<sup>2</sup> This amount reflects the Fee Reduction.

<sup>3</sup> This amount reflects the Expense Reduction.

3. On June 28, 2021, the Court entered the Confirmation Order confirming the *Debtors' Combined Disclosure Statement and Joint Chapter 11 Plan of Liquidation* [Docket No. 501] (the “**Plan**”). The Plan became effective by its terms on July 8, 2021. *See* Docket No. 519.

#### **Compensation Paid and Its Source**

4. All services for which compensation is requested by RL&F were performed for or on behalf of the Debtors.

5. Except to the extent of the Retainer and payments made to RL&F pursuant to the Interim Compensation Order, during the period covered by this Application, RL&F has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between RL&F and any other person for the sharing of compensation to be received for services rendered in these cases.

#### **Fee Statements**

6. The fee statement for the Monthly Compensation Period is attached hereto as **Exhibit A**. The fee statements for the Final Compensation Period (exclusive of the Monthly Compensation Period) were attached as Exhibit A to each of the previously filed Monthly Fee Applications (as defined in the Interim Compensation Order). These statements contain daily time logs describing the time spent by each attorney and paraprofessional for the applicable compensation period. To the best of RL&F's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the applicable Local Rules and any applicable guidelines of the United States Trustee (the “**U.S. Trustee**”).

#### **Actual and Necessary Expenses**

7. A summary of actual and necessary expenses and daily logs of expenses incurred

by RL&F during the Monthly Compensation Period is attached hereto as **Exhibit B**. The summaries of actual and necessary expenses and daily logs of expenses incurred by RL&F during the Final Compensation Period (exclusive of the Monthly Compensation Period) were attached as Exhibit B to each of the previously filed Monthly Fee Applications. RL&F charges all of its bankruptcy clients \$0.10 per page for photocopying expenses and \$0.10 per page for printing jobs.

8. Regarding providers of on-line legal research (e.g., WESTLAW and Bloomberg), RL&F charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal RL&F's actual cost. RL&F adjusts the standard usage rates each fiscal year in an attempt to meet actual cost with respect to such charges. RL&F currently is under contract to pay these providers a flat fee every month. Charging its clients the on-line providers' standard usage rates allows RL&F to cover adequately the monthly flat fees it must pay to these types of providers.

9. RL&F believes the foregoing rates are the market rates that the majority of law firms charge clients for such services. In addition, RL&F believes that such charges are in accordance with the American Bar Association's ("**ABA**") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

#### **Summary of Services Rendered**

10. The attorneys of RL&F who have rendered professional services in these cases during the Monthly Compensation Period are as follows: Daniel J. DeFranceschi, Zachary I Shapiro, Brendan J. Schlauch, David T. Queroli, Megan E. Kenney and J. Zachary Noble. The paraprofessionals of RL&F who have provided services to these attorneys in these cases during

the Monthly Compensation Period are as follows: Barbara J. Witters and Rebecca V. Speaker.

11. The attorneys of RL&F who have rendered professional services in these cases during the Final Compensation Period are as follows: Daniel J. DeFranceschi, John Mark Zeberkiewicz, Marcos A. Ramos, Mark A. Kurtz, Sara T. Toner, Zachary I Shapiro, Cory D. Kandestin, Robert C. Maddox, Brendan J. Schlauch, David T. Queroli, Megan E. Kenney, Sarah E. Silveira, J. Zachary Noble, Huiqi Vicky Liu, Chandler R. Elliott-Fehle and James F. McCauley. The paraprofessionals of RL&F who have provided services to these attorneys in these cases during the Final Compensation Period are as follows: Ann Jerominski, Barbara J. Witters, Rebecca V. Speaker, M. Lynzy McGee, Rebecca L. Weidman, Gregory J. Nequist, Carlos B. Terreforte and Scott A. Benson.

12. RL&F, by and through the above-named persons, has prepared and/or assisted in the preparation of various motions, applications, orders and other documents submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these cases, and has performed all necessary professional services which are described and narrated in detail herein.

#### **Summary of Services By Project**

13. The services rendered by RL&F during the Monthly and Final Compensation Periods can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached **Exhibit A** and Exhibit A attached to each of the previously filed Monthly Fee Applications. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in **Exhibit A** attached hereto and Exhibit A attached to

each of the previously filed Monthly Fee Applications.

A. Case Administration/Miscellaneous Matters

Monthly Compensation Period Fees: \$102.50      Total Hours: 0.1

Final Compensation Period Fees: \$73,865.00      Total Hours: 109.3

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, communications with the U.S. Trustee, review of work in process reports, review of notices of appearance and maintaining service lists.

B. Creditor Inquiries

Monthly Compensation Period Fees: \$0.00      Total Hours: 0.0

Final Compensation Period Fees: \$1,393.00      Total Hours: 3.2

This category includes all matters related to responding to creditor inquiries.

C. Meetings

Monthly Compensation Period Fees: \$0.00      Total Hours: 0.0

Final Compensation Period Fees: \$49,781.50      Total Hours: 64.1

This category includes all matters related to preparing for and attending meetings with the Debtors, individual creditors, the U.S. Trustee, and the Debtors' other professionals.

D. Executory Contracts/Unexpired Leases

Monthly Compensation Period Fees: \$0.00      Total Hours: 0.0

Final Compensation Period Fees: \$31,928.00      Total Hours: 60.8

This category includes all matters related to contract and lease analysis and matters related to assumption, assignment or rejection of executory contracts and unexpired leases.



E. Automatic Stay/Adequate Protection

Monthly Compensation Period Fees: \$0.00                      Total Hours: 0.0

Final Compensation Period Fees: \$946.00                      Total Hours: 2.0

This category includes all matters related to and including all motions related to modification of the automatic stay, the effect of the automatic stay or pending matters, and all other types of actions where adequate protection is the central issue.

F. Plan of Reorganization/Disclosure Statement

Monthly Compensation Period Fees: \$9,472.50                      Total Hours: 13.5

Final Compensation Period Fees: \$389,989.00                      Total Hours: 565.2

This category includes all matters related to review, formulation, negotiation, preparation and promulgation of plans of reorganization, disclosure statements, and related corporate documentation and research relating thereto.

G. Use, Sale, Lease of Assets

Monthly Compensation Period Fees: \$0.00                      Total Hours: 0.0

Final Compensation Period Fees: \$276,165.00                      Total Hours: 421.9

This category includes all matters relating to acquisitions, dispositions and other postpetition uses of property of the estates.

H. Cash Collateral/DIP Financing

Monthly Compensation Period Fees: \$0.00                      Total Hours: 0.0

Final Compensation Period Fees: \$118,547.50                      Total Hours: 156.9

This category includes all matters relating to negotiation and documentation of Debtors in possession financing and post-confirmation financing, all cash collateral issues and related pleadings.

I. Claims Administration

Monthly Compensation Period Fees: \$130.00      Total Hours: 0.2

Final Compensation Period Fees: \$78,080.50      Total Hours: 133.0

This category includes all matters related to and including claims administration and bar date matters, including claims objections and related contested matters.

J. Court Hearings

Monthly Compensation Period Fees: \$0.00      Total Hours: 0.0

Final Compensation Period Fees: \$92,403.50      Total Hours: 169.2

This category includes all matters related to preparation for and attendance at court hearings.

K. General Corporate/Real Estate

Monthly Compensation Period Fees: \$0.00      Total Hours: 0.0

Final Compensation Period Fees: \$7,706.00      Total Hours: 11.4

This category includes all matters relating to transactional, corporate governance and related matters involving the Debtors' business operations that are not part of a plan of reorganization or disclosure statement.

L. Schedules/SOFA/U.S. Trustee Reports

Monthly Compensation Period Fees: \$250.00      Total Hours: 0.4

Final Compensation Period Fees: \$73,312.00      Total Hours: 129.1

This category includes preparation of schedules and amendments, statements of financial affairs and amendments, operating reports and other reports required by the U.S. Trustee or the Bankruptcy Court.

M. Employee Issues

Monthly Compensation Period Fees: \$0.00                      Total Hours: 0.0

Final Compensation Period Fees: \$14,099.00                      Total Hours: 27.4

This category includes all matters related to employee wages, benefits, collective bargaining issues, other employee relations matters, ERISA, and retirement benefits.

N.     Environmental

Monthly Compensation Period Fees: \$0.00                      Total Hours: 0.0

Final Compensation Period Fees: \$0.00                      Total Hours: 0.0

This category includes all environmental matters, other than environmental aspects of the plan of reorganization.

O.     Tax Issues

Monthly Compensation Period Fees: \$0.00                      Total Hours: 0.0

Final Compensation Period Fees: \$11,856.50                      Total Hours: 19.1

This category includes all federal and state income, property, employment, excise and other tax matters, other than the tax aspects of the plan of reorganization.

P.     Litigation/Adversary Proceedings

Monthly Compensation Period Fees: \$0.00                      Total Hours: 0.0

Final Compensation Period Fees: \$171,932.00                      Total Hours: 293.5

This category includes all matters related to litigation and adversary proceedings.

Q-1.   RL&F Retention

Monthly Compensation Period Fees: \$0.00                      Total Hours: 0.0

Final Compensation Period Fees: \$13,614.00                      Total Hours: 27.6

This category includes all matters related to preparing applications to retain RL&F and supplements thereto.

Q-2. Retention of Others

Monthly Compensation Period Fees: \$155.00	Total Hours: 0.2
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Final Compensation Period Fees: \$79,435.50	Total Hours: 142.4
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This category includes time spent reviewing applications for retention of other professionals, objecting to the retention of other professionals and assisting other professionals with preparing and filing retention applications.

R-1. RL&F Fee Applications

Monthly Compensation Period Fees: \$457.50	Total Hours: 1.2
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Final Compensation Period Fees: \$31,548.50	Total Hours: 78.0
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This category includes all time spent preparing, reviewing, filing and circulating monthly invoices and fee applications for RL&F.

R-2. Fee Applications of Others

Monthly Compensation Period Fees: \$155.00	Total Hours: 0.2
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Final Compensation Period Fees: \$33,458.50	Total Hours: 69.7
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This category includes time spent reviewing invoices or applications of other professionals, objecting to fees of other professionals and assisting other professionals with filing and circulating monthly invoices and applications.

S. Vendor/Suppliers

Monthly Compensation Period Fees: \$0.00	Total Hours: 0.0
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Final Compensation Period Fees: \$0.00	Total Hours: 0.0
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This category includes all matters related to vendors and suppliers, including reclamation issues.

T. Non-Working Travel

Monthly Compensation Period Fees: \$0.00 Total Hours: 0.0

Final Compensation Period Fees: \$0.00 Total Hours: 0.0

This category includes all travel time not otherwise chargeable.

U. Utilities

Monthly Compensation Period Fees: \$0.00 Total Hours: 0.0

Final Compensation Period Fees: \$5,341.00 Total Hours: 10.2

This category includes all matters related to utility issues.

V. Insurance

Monthly Compensation Period Fees: \$0.00 Total Hours: 0.0

Final Compensation Period Fees: \$4,241.00 Total Hours: 8.3

This category includes all matters related to insurance policies or coverage.

**Valuation of Services**

14. Attorneys and paraprofessionals of RL&F have expended a total of 15.8 hours in connection with this matter during the Monthly Compensation Period, as follows:

**MONTHLY COMPENSATION PERIOD**

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Daniel J. DeFranceschi	1.2	\$1,025
Zachary I. Shapiro	7.8	\$775
Brendan J. Schlauch	2.3	\$650
David T. Queroli	0.2	\$600
Megan E. Kenney	0.7	\$575
J. Zachary Noble	2.0	\$475
 <u>PARAPROFESSIONALS</u>	 <u>HOURS</u>	 <u>HOURLY RATE</u>
Barbara J. Witters	0.2	\$300
Rebecca V. Speaker	1.4	\$300

15. Attorneys and paraprofessionals of RL&F have expended a total of 2,502.3 hours

in connection with this matter during the Final Compensation Period, as follows:

**FINAL COMPENSATION PERIOD**

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Daniel J. DeFranceschi	82.2	\$1,025
Daniel J. DeFranceschi	279.2	\$975
John Mark Zeberkiewicz	1.7	\$900
Marcos A. Ramos	0.5	\$860
Mark A. Kurtz	0.3	\$725
Sara T. Toner	5.1	\$725
Zachary I. Shapiro	171.7	\$775
Zachary I. Shapiro	186.2	\$725
Cory D. Kandestin	137.9	\$685
Robert C. Maddox	9.8	\$665
Brendan J. Schlauch	284.1	\$650
Brendan J. Schlauch	304.8	\$595
David T. Queroli	28.9	\$600
David T. Queroli	241.2	\$550
Megan E. Kenney	62.0	\$575
Megan E. Kenney	139.8	\$485
Sarah E. Silveira	17.1	\$525
Sarah E. Silveira	57.4	\$445
J. Zachary Noble	56.2	\$475
J. Zachary Noble	138.5	\$400
Huiqi Vicky Liu	2.2	\$425
Chandler R. Elliott-Fehle	1.8	\$425
Chandler R. Elliott-Fehle	17.4	\$400
James F. McCauley	11.4	\$425
James F. McCauley	2.7	\$400

<u>PARAPROFESSIONALS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Ann Jerominski	55.4	\$300
Ann Jerominski	120.0	\$295
Barbara J. Witters	6.3	\$300
Barbara J. Witters	6.9	\$295
Rebecca V. Speaker	25.9	\$300
Rebecca V. Speaker	5.2	\$295
M. Lynzy McGee	8.2	\$300
M. Lynzy McGee	9.9	\$295
Rebecca L. Weidman	5.6	\$300
Gregory J. Nequist	0.3	\$300
Carlos B. Terreforte	16.6	\$285
Scott A. Benson	1.9	\$285

The nature of the work performed by these persons is fully set forth in **Exhibit A** attached hereto and Exhibit A to each of the previously filed Monthly Fee Applications. These are RL&F's normal hourly rates for work of this character. The reasonable value of the services rendered by RL&F to the Debtors during the (i) Monthly Compensation Period is \$10,722.50 and (ii) Final Compensation Period is \$1,559,643.00<sup>4</sup>.

16. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, RL&F respectfully submits that the amount requested by RL&F is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, RL&F has reviewed the requirements of Local Rule 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, RL&F respectfully requests that the Court authorize that for the Final Compensation Period, a final allowance be made to RL&F, with respect to the sum of \$1,558,113.00<sup>5</sup> as compensation for necessary professional services rendered, and the sum of \$7,805.19<sup>6</sup> as reimbursement of actual necessary costs and expenses, for a total of \$1,565,918.19 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

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<sup>4</sup> This amount does not reflect the Fee Reduction.

<sup>5</sup> This amount reflects the Fee Reduction.

<sup>6</sup> This amount reflects the Expense Reduction.

Dated: September 3, 2021  
Wilmington, Delaware

*/s/ Brendan J. Schlauch*

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**RICHARDS, LAYTON & FINGER, P.A.**

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