

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

In re:)	
)	Chapter 7
)	
COUNTRY FRESH HOLDING COMPANY, INC. <i>et al.</i> , ¹)	Case No. 21-30574 (MI)
)	
Debtors.)	Jointly Administered
)	
)	

**COVER SHEET OF THE SECOND INTERIM AND FINAL FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL
ADVISOR TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM MARCH 2, 2021 THROUGH JUNE 21, 2021**

Name of Applicant:	PricewaterhouseCoopers LLP	
Applicant's Role in Case:	Financial Advisor to Official Committee of Unsecured Creditors	
Date Order of Employment Signed:	March 31, 2021 (retention effective as of March 2, 2021)	
Time Period Covered in Application:	Beginning of Period	End of Period
<i>Second Interim Period</i>	May 1, 2021	June 21, 2021
<i>Final Compensation Period</i>	March 2, 2021	June 21, 2021
Time Period covered by any prior applications	March 2, 2021	April 30, 2021
Total professional fees awarded in all prior applications:	\$366,484.50	
Total professional fees requested in this Application:	\$411,508.00	
Total actual professional hours covered by this Application:	725.7	
Average hourly rate for professionals:	\$567.05	
Reimbursable expenses awarded in all prior Interim Applications	\$0.00	
Reimbursable expenses sought in this application:	\$0.00	

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor's federal tax identification number, are: Country Fresh Holding Company Inc. (7822); Country Fresh Midco Corp. (0702); Country Fresh Acquisition Corp. (5936); Country Fresh Holdings, LLC (7551); Country Fresh LLC (1258); Country Fresh Dallas, LLC (7237); Country Fresh Carolina, LLC (8026); Country Fresh Midwest, LLC (0065); Country Fresh Orlando, LLC (7876); Country Fresh Transportation LLC (8244) CF Products, LLC (8404) Country Fresh Manufacturing, LLC (7839); Champlain Valley Specialty of New York, Inc. (9030); Country Fresh Pennsylvania, LLC (7969); Sun Rich Fresh Foods (NV) Inc. (5526); Sun Rich Fresh Foods (USA) Inc. (0429); and Sun Rich Fresh Foods (PA) Inc. (4661). The Debtors' principal place of business is 3200 Research Forest Drive, Suite A5, The Woodlands, TX, 77381.

Total to be Paid to Priority Unsecured Creditors:	TBD
Anticipated % Dividend to Priority Unsecured Creditors:	TBD
Total to be Paid to General Unsecured Creditors:	TBD
Anticipated % Dividend to Unsecured Creditors:	TBD
Date of confirmation hearing:	N/A
Indicate whether the plan has been confirmed.	No. <i>Conversion to Chapter 7.</i>

PRIOR FEE STATEMENTS NOTICED/FILED

Type	Date	Period Covered	Total Fees (100%)	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses	Fee Pending
First Combined Monthly Fee Statement	5/18/21 (noticed)	3/2/2021 - 4/30/2021	\$366,484.50	\$293,187.60 (80%)	\$0.00	\$293,187.60	\$0.00	\$73,296.90 ² (20%)
First Interim Fee Statement	6/01/2021 [D.I. 670]	3/2/2021 - 4/30/2021	\$366,484.50	\$366,484.50 (100%)	\$0.00	\$366,484.50	\$0.00	N/A
<i>Second Interim (in this Application)</i>	N/A	5/1/2021 - 6/21/2021	\$45,023.50	\$45,023.50	\$0.00	N/A	\$0.00	\$45,023.50
Total Final:	N/A	3/2/2021 - 6/21/2021	\$411,508.00		\$0.00	N/A	\$0.00	\$118,320.40

**SECOND INTERIM PERIOD
SUMMARY OF PROFESSIONALS**

Project Category and Professional	Position	Rate	Hours	Total Compensation
Hourly Services				
<i>Financial / Business Analysis</i>				
Steven J Fleming	Partner	\$800	5.60	\$4,480.00
Stephen Todd Hammond	Director	\$635	18.40	\$11,684.00
Robert J Rath Jr	Senior Manager	\$560	21.40	\$11,984.00
Erin Lee	Senior Associate	\$405	28.10	\$11,380.50
<i>Subtotal - Hours and Compensation - Financial / Business Analysis</i>			73.50	\$39,528.50
Subtotal - Hours and Compensation - Hourly Services			73.50	\$39,528.50
Bankruptcy Compliance Services				
<i>Employment/Fee Applications</i>				
Stephen Todd Hammond	Director	\$550	0.60	\$330.00
Jill B. Bienstock	Director	\$550	5.30	\$2,915.00
			Total	

² As of the date of this filing, PwC has not received the 20% holdback amount of \$73,296.90.

Project Category and Professional	Position	Rate	Hours	Compensation
Nanette J Kortuem	Associate	\$225	10.00	\$2,250.00
<i>Subtotal - Hours and Compensation - Employment/Fee Applications</i>			15.90	\$5,495.00
Subtotal - Hours and Compensation - Bankruptcy Compliance Services			15.90	\$5,495.00
Total - Hours and Compensation			89.40	\$45,023.50

**FINAL COMPENSATION PERIOD
SUMMARY OF PROFESSIONALS**

Project Category and Professional	Position	Rate	Hours	Total Compensation
Hourly Services				
<i>Financial / Business Analysis</i>				
Steven J Fleming	Partner	\$800	86.70	\$69,360.00
Stephan J Gianoplus	Senior Managing Director	\$800	2.00	\$1,600.00
Stephen Todd Hammond	Director	\$635	187.40	\$118,999.00
Robert J Rath Jr	Senior Manager	\$560	235.20	\$131,712.00
Takaaki Tanabe	Manager	\$495	4.00	\$1,980.00
Jordan P Aro	Manager	\$495	14.50	\$7,177.50
Bradley Lewis Portnoy	Manager	\$495	18.50	\$9,157.50
Erin Lee	Senior Associate	\$405	138.90	\$56,254.50
Christopher William Cormier	Senior Associate	\$405	6.00	\$2,430.00
<i>Subtotal - Hours and Compensation - Financial / Business Analysis</i>			693.20	\$398,670.50
Subtotal - Hours and Compensation - Hourly Services			693.20	\$398,670.50
Bankruptcy Compliance Services				
<i>Employment/Fee Applications</i>				
Stephen Todd Hammond	Director	\$550	0.90	\$495.00
Jill B. Bienstock	Director	\$550	16.10	\$8,855.00
Nanette J Kortuem	Associate	\$225	15.50	\$3,487.50
<i>Subtotal - Hours and Compensation - Employment/Fee Applications</i>			32.50	\$12,837.50
Subtotal - Hours and Compensation - Bankruptcy Compliance Services			32.50	\$12,837.50
Total - Hours and Compensation			725.70	\$411,508.00

SECOND INTERIM PERIOD
SUMMARY OF HOURS AND FEES BY PROJECT CATEGORY

Project Category and Billing Category	Hours	Total Compensation
Hourly Services		
<i>Financial / Business Analysis</i>		
Cash flow and liquidity forecasting, reporting and related financial analysis	26.60	\$13,648.00
Claims analysis and reconciliation	14.70	\$5,999.50
Correspondence, meetings and discussions with UCC and its professionals	20.90	\$12,759.50
Docket review and analysis	4.10	\$2,536.00
Correspondence, meetings and discussions with Debtors' management and/or its advisors	0.90	\$571.50
Lender Lien and Claim Investigation	0.80	\$574.00
Preparation and / or attendance at court hearings	5.50	\$3,440.00
<i>Subtotal - Hours and Compensation - Financial / Business Analysis</i>	73.50	\$39,528.50
Subtotal - Hours and Compensation - Hourly Services	73.50	\$39,528.50
Bankruptcy Compliance Services		
<i>Employment/Fee Applications</i>		
Fee Applications	15.90	\$5,495.00
<i>Subtotal - Hours and Compensation - Employment/Fee Applications</i>	15.90	\$5,495.00
Subtotal - Hours and Compensation - Bankruptcy Compliance Services	15.90	\$5,495.00
Total - Hours and Compensation Sought for Reimbursement	89.40	\$45,023.50

FINAL COMPENSATION PERIOD
SUMMARY OF HOURS AND FEES BY PROJECT CATEGORY

Project Category and Billing Category	Hours	Total Compensation
Hourly Services		
<i>Financial / Business Analysis</i>		
Bankruptcy reporting and disclosure requirements (e.g. SOFA, SOAL, MORs, etc.)	18.20	\$8,575.50
Cash flow and liquidity forecasting, reporting and related financial analysis	68.40	\$38,918.50
Claims analysis and reconciliation	89.80	\$38,978.00
Correspondence, meetings and discussions with UCC and its professionals	143.20	\$88,221.50
363 sales and marketing process	252.60	\$148,076.00
Docket review and analysis	12.90	\$7,705.00
Correspondence, meetings and discussions with Debtors' management and/or its advisors	22.00	\$14,295.00

Project Category and Billing Category	Total	
	Hours	Compensation
Lender Lien and Claim Investigation ³	4.40	\$2,992.00
KEIP/KERP development and related analysis	36.30	\$22,108.00
Business plan, operational improvement and supporting analysis	21.20	\$12,490.50
Preparation and / or attendance at court hearings	24.20	\$16,310.50
<i>Subtotal - Hours and Compensation - Financial / Business Analysis</i>	693.20	\$398,670.50
Subtotal - Hours and Compensation - Hourly Services	693.20	\$398,670.50
Bankruptcy Compliance Services		
<i>Employment/Fee Applications</i>		
Employment Applications and Other Court Filings	10.80	\$5,940.00
Fee Applications	21.70	\$6,897.50
<i>Subtotal - Hours and Compensation - Employment/Fee Applications</i>	32.50	\$12,837.50
Subtotal - Hours and Compensation – Bankruptcy Compliance Services	32.50	\$12,837.50
Total - Hours and Compensation Sought for Reimbursement	725.70	\$411,508.00

SUMMARY OF EXPENSES FOR ALL PERIODS

No expenses were incurred during the Compensation Period.

³ The summary of hours and project category indicated herein reflect changes to certain entries in the First Interim Fee Application so that such hours and project categories are consistent with the declaration made by PwC and filed with the Court on June 15, 2021 [Docket No. 696]

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

In re:

COUNTRY FRESH HOLDING COMPANY,
INC. *et al.*,¹

Debtors.

)
) Chapter 7
)

) Case No. 21-30574 (MI)
)

)
) Jointly Administered
)

**SECOND INTERIM AND FINAL FEE APPLICATION OF
PRICEWATERHOUSECOOPERS LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD FROM MARCH 2, 2021 THROUGH JUNE 21, 2021**

THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE ON OR BEFORE JULY 26, 2021 AT 4:00 P.M. (PREVAILING CENTRAL TIME). YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

¹ The Debtors in these chapter 7 cases, along with the last four digits of each Debtor's federal tax identification number, are: Country Fresh Holding Company Inc. (7822); Country Fresh Midco Corp. (0702); Country Fresh Acquisition Corp. (5936); Country Fresh Holdings, LLC (7551); Country Fresh LLC (1258); Country Fresh Dallas, LLC (7237); Country Fresh Carolina, LLC (8026); Country Fresh Midwest, LLC (0065); Country Fresh Orlando, LLC (7876); Country Fresh Transportation LLC (8244) CF Products, LLC (8404) Country Fresh Manufacturing, LLC (7839); Champlain Valley Specialty of New York, Inc. (9030); Country Fresh Pennsylvania, LLC (7969); Sun Rich Fresh Foods (NV) Inc. (5526); Sun Rich Fresh Foods (USA) Inc. (0429); and Sun Rich Fresh Foods (PA) Inc. (4661). The Debtors' principal place of business is 3200 Research Forest Drive, Suite A5, The Woodlands, TX, 77381.

TO THE HONORABLE MARVIN ISGUR, UNITED STATES BANKRUPTCY JUDGE:

PricewaterhouseCoopers LLP (“PwC”), as financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases for the above captioned debtors and debtors in possession (“Debtors”) seeks interim and final allowance and payment of compensation and reimbursement of expenses pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), Rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Local Rules”), and the *Order Granting Emergency Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* dated May 12, 2021 [Docket No. 598] (the “Compensation Order”) for (i) the second interim allowance of compensation totaling \$45,023.50, and reimbursement of expenses totaling \$0.00, incurred during the period commencing on May 1, 2021 through June 21, 2021 (the “Second Interim Period”) and (ii) the final allowance of compensation totaling \$411,508.00, and reimbursement of expenses totaling \$0.00, incurred during the period commencing on March 2, 2021 through June 21, 2021 (the “Compensation Period”). In support of this application (the “Fee Application”), PwC respectfully represents as follows:

Jurisdiction and Venue

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

Statutory Basis

2. The statutory predicates for the relief requested herein are: (i) sections 330 and 331 of the Bankruptcy Code, (ii) Bankruptcy Rule 2016; (iii) Local Rule 2016-1; and (iv) the Compensation Order.

A. The Debtors' Chapter 11 Cases

3. On February 15, 2021 (the "Petition Date"), the Debtors commenced voluntary cases under the Bankruptcy Code.

4. On February 25, 2021, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee for Region 7 appointed the Committee [Docket No. 149].

5. On February 26, 2021, the Committee selected Kilpatrick Townsend & Stockton LLP as its proposed counsel. On March 2, 2021, the Committee selected PwC as its proposed financial advisor. On March 11, 2021, the Committee selected Cassels as its proposed Canadian counsel.

6. On March 15, 2021, the Committee filed the *Emergency Application of the Official Committee of Unsecured Creditors for: (I) Entry of an Order Authorizing the Employment and Retention of PricewaterhouseCoopers LLP as Financial Advisor to the Committee, Effective as of March 2, 2021 and (II) Granting Related Relief Filed by Creditor Committee Official Committee of Unsecured Creditors* [Docket No. 296] (the "Retention Application").

7. On March 31, 2021, the Court entered its order authorizing the Committee's employment of PwC as its financial advisor, with such retention effective as of March 2, 2021 [Docket No. 450] (the "Retention Order").

8. On May 12, 2021, the Court entered the Compensation Order.

9. On June 21, the Court entered an Order granting the Debtors' motion to convert their chapter 11 cases to chapter 7 [Docket No. 719] (the "Conversion Order").

10. Pursuant to the terms of the Conversion Order, all professional retained during the Debtors' chapter 11 cases must file final fee applications for all fees and expenses incurred during the chapter 11 cases through the date of the Conversion Order by no later than July 12, 2021.

B. PwC's Fee Applications

11. On May 18, 2021, the Committee served the Notice Parties (defined in the Compensation Order) with the *First Combined Monthly Fee Statement of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Financial Advisor to the Official Committee of Unsecured Creditors for the Period From March 2, 2021 Through and Including April 30, 2021* (the "First Combined Monthly Fee Statement"), reflecting total fees requested of \$366,484.50 and \$0.00 in expenses, and seeking payment of \$293,187.60 (80% of total fees requested).

12. On June 1, 2021, PwC's *First Interim Fee Application of PricewaterhouseCoopers LLP for Compensation for Services Rendered and Reimbursement of Expenses as Financial Advisor to Official Committee of Unsecured Creditors for the Period from March 2, 2021 through April 30, 2021* (the "First Interim Fee Application") [Docket No. 670] was filed seeking allowance and payment of total fees of \$366,484.50 and expense reimbursement in the amount of \$0.00 for a total of \$366,484.50.

13. On June 1, 2021, the Ad Hoc Group of Lenders filed an *Objection and Reservation of Rights of the Ad Hoc Group of Lenders to the First Combined Monthly Fee Statements of Kilpatrick Townsend & Stockton LLP and PricewaterhouseCoopers LLP, as*

Counsel and Financial Advisor, respectively, to the Official Committee of Unsecured Creditors [Docket No. 671] (the “Ad Hoc Objection”)

14. On June 1, 2021, the Debtors filed a *Notice of Objection to the Fee Statements of Committee Counsel and Committee Financial Advisor and Joinder to Objection and Reservation of Rights of the Ad Hoc Group of Lenders to the First Combined Monthly Fee Statements of Kilpatrick Townsend & Stockton LLP and PricewaterhouseCoopers LLP, as Counsel and Financial Advisor, respectively, to the Official Committee of Unsecured Creditors* [Docket No. 672].

15. The Committee, the Debtors and the Ad Hoc Group of Lenders engaged in settlement discussions to resolve the limited objections filed with respect to, *inter alia*, the First Combined Monthly Fee Statement. The parties resolved the identified questions as to PwC’s First Combined Monthly Fee Statement (and consequently the First Interim Fee Application). On June 15, 2021, PwC filed a declaration [Docket No. 696] confirming the extant issues raised by the Debtors and the Ad Hoc Group of Lenders. The objections as to the First Interim Fee Application were resolved by PwC’s subsequent filing and on June 29, 2021, the Court entered an Order approving the First Interim Fee Application, allowing PwC’s requested fees in the amount of \$366,484.50 [Docket No. 738]

**Summary of PwC’s Services Performed During
the Second Interim and Compensation Period**

16. The following is the summary of exhibits submitted in support of this Fee Application:

Exhibit A: is a schedule of the number of hours billed by professionals during the Second Interim Period with respect to each of the subject matter categories.

Exhibit B: is a schedule of the number of hours billed by professionals during the Compensation Period with respect to each of the subject matter categories.

Exhibit C: includes the name and position of each professional cumulative hours worked by project, hourly billing rates for the hourly compensation, and the corresponding compensation requested for the Second Interim Period.

Exhibit D: includes the name and position of each professional cumulative hours worked by project, hourly billing rates for the hourly compensation, and the corresponding compensation requested for the Compensation Period.

Exhibit E: includes a daily activity description, time and billing rates associated with each activity for the Second Interim Period².

17. During the Compensation Period, which includes the Second Interim Period, PwC provided professional services to the Committee in accordance with the terms and conditions in the Engagement Letters attached to the Retention Application and as requested by the Committee including³:

a. **Financial Advisory Services:** *Fees: \$398,670.50 Hours: 693.20*

- (i) Advised and assisted the Committee in its analysis of the Debtors' proposed debtor in possession financing and use of cash collateral;
- (ii) Advised and assisted the Committee in the monitoring of the Debtors' short-term cash flow, liquidity, and operating results;
- (iii) Advised and assisted the Committee in its review of financial related disclosures of the Debtors, including Schedules of Assets and Liabilities, Statements of Financial Affairs and Monthly Operating Reports;
- (iv) Advised and assisted the Committee in its analysis of the adequacy and appropriateness of the Debtors' process for the marketing and sale of their assets, including review of the Debtors' data room, marketing materials, contact lists, and documents filed on the court docket;

² Similar information for the First Interim Period was encompassed in the Filed Interim Statement [Dkt. No. 670] and are not duplicated herein.

³ Capitalized terms used in the Application but not otherwise defined herein shall have the meanings ascribed to such terms in the Retention Application.

- (v) Advised and assisted the Committee in its review and evaluation of qualified bids received for the Debtors' assets, including a comparison of key deal terms, analysis of purchased/excluded assets and liabilities, and potential combinations with other competing qualified bids;
- (vi) Advised and assisted the Committee in its review of the key employee retention plan proposed by the Debtors;
- (vii) Advised and assisted the Committee in its review of outstanding and estimated claims and the Debtors' reconciliation of asserted PACA Claims;
- (viii) Attended meetings and assisted in discussions with the Debtors, the Committee, the U.S. Trustee, and their respective professionals, as requested by the Committee;
- (ix) Advised and assisted the Committee in the evaluation and analysis of potential avoidance actions, including fraudulent conveyances and preferential payments or transfers; and
- (x) Advised and assisted the Committee in its assessment of restructuring alternatives and estimated recoveries.

b. Bankruptcy Case Compliance Services: *Fees: \$12,837.50 Hours: 32.5*

During the Compensation Period, PwC professionals providing services to the Committee consulted with internal PwC bankruptcy retention and billing advisors to ensure compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Compensation Order. The services provided by these bankruptcy retention and billing advisors included but was not limited to: (a) assistance with preparation of the bankruptcy retention documents; (b) assistance with disinterestedness disclosures; and (c) preparation of the monthly, interim and final fee requests. All of the services are incremental to the normal billing procedures by PwC for its non-bankruptcy clients.

Allowance of Compensation

18. Because of the benefit realized by the Committee and the Debtors' estates, the nature of the services provided, the amount of work performed, the time consumed and the skill required, PwC requests that it be allowed, on an interim basis, compensation for the professional services rendered to the Committee as reflected in the *Cover Sheet to the Second Interim and*

Final Fee Application, annexed hereto (the “Cover Sheet”), for (i) the Second Interim Period, fees in the amount of \$45,023.50, for which PwC rendered 89.1 hours of services; and (ii) the Compensation Period, cumulative fees in the amount of \$411,508.00, for which PwC rendered 725.7 hours of services.

19. For the Compensation Period, allowance of compensation in the amount requested would result in a blended hourly billing rate for professionals of approximately \$567.05.

20. The nature of the work performed by PwC professionals is fully set forth in the exhibits attached to the previously filed First Interim Fee Application and as attached to this Fee Application.

21. PwC respectfully submits that the professional services rendered at the request of the Committee during the Compensation Period were reasonable, necessary and appropriate.

PwC’s Requested Compensation Should be Allowed by this Court

22. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under sections 328 and 1103 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 provides the criteria for the award of compensation and reimbursement:

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

- a. the time spent on such services; the rates charged for such services;
- b. 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;

- c. 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;
- d. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; 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).

23. PwC respectfully submits that the services for which it seeks compensation in the Compensation Period were necessary and beneficial to the Committee and Debtors' estates and were performed economically, effectively, and efficiently. PwC further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Committee and the Debtors' estates.

24. The fees charged in this matter are comparable to those rates that PwC generally charges similar clients for similar services to those rendered to the Committee during the Compensation Period. In addition, PwC believes that such charges are ordinary, customary and comparable to amounts which PwC and other public accounting firms would normally invoice their clients for similar services.

25. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount of fees requested by PwC is fair and reasonable given: (i) the complexity of these cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services performed; and (v) the costs of comparable services other than in a case under the Bankruptcy Code. Accordingly, PwC asserts that allowance of the requested compensation is warranted.

Certificate of Compliance and Waiver

26. PwC has reviewed the requirements of Local Rule 2016-1 and believes that this Fee Application complies with that Local Rule. To the extent that this Fee Application does not comply in all respects with the requirements of Local Rule 2016-1, PwC believes that such deviations are not material and respectfully requests that any such requirements be waived.

WHEREFORE, PwC respectfully requests that (i) a second interim allowance be made to PwC in the amount of \$45,023.50, as compensation for professional services rendered during the Second Interim Period; (ii) a final allowance in the amount of \$411,508.00, as compensation for professional services rendered during the Compensation Period; (iii) in light of the Debtors' conversion to chapter 7, that the Chapter 7 Trustee, be authorized and directed to remit to PwC the ultimate total amount due to PwC; and (iii) granting such other and further relief as this Court may deem just and proper.

Dated: July 12, 2021

/s/ Steven J. Fleming
Steven J. Fleming, Principal
PricewaterhouseCoopers LLP

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of July 2021, a true and correct copy of the foregoing was served by electronic transmission upon all parties eligible to receive service through this Court's CM/ECF system and served via email, or first-class U.S. mail where email unavailable, on all parties listed on the current Master Service List in these cases.

/s/ Paul M. Rosenblatt
Paul M. Rosenblatt

