

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

In re:	§ Chapter 11
	§
COUNTRY FRESH HOLDING	§ Case No.: 21-30574 (MI)
COMPANY INC., <i>et. al.</i>	§
	§ Jointly Administered
Debtors.	§

**COVER SHEET FOR SUPPLEMENTAL POST-CONVERSION FEE APPLICATION
OF ANKURA CONSULTING GROUP, LLC FOR ALLOWANCE AND PAYMENT OF
COMPENSATION FOR SERVICES PERFORMED FOR THE DEBTORS DURING
THE PERIOD FROM JUNE 22, 2021 THROUGH AUGUST 31, 2021**

Name of Applicant:	Ankura Consulting Group, LLC	
Applicant's Role in Case:	Chief Restructuring Officer ("CRO")	
Date Order of Employment Signed:	03/31/2021 [Docket No. 451]	
	Beginning of Period	End of Period
Time period covered by this Application:	06/22/2021	08/31/2021 ¹
Total fees accrued in this Application:	\$ 291,652.00	
Total professional & paraprofessional fees requested in this Application²:	\$195,000.00	
Total actual professional hours covered by this Application:	421.2	
Average hourly rate for professionals:	\$ 467.80	
Total paraprofessional fees requested in this Application:	\$3,481.00	
Total paraprofessional hours covered by this Application:	11.8	
Average hourly rate for paraprofessionals:	\$295.00	
Reimbursable expenses sought in this application:	\$0.00	
Date of Conversion to Chapter 7:	06/21/2021	

¹ The Application includes fees incurred after June 21, 2021 (the "Post-Conversion Period") related to amendments to the schedules of assets and liabilities, preparation and filing of monthly operating reports, listing of outstanding debts, transition of information to the chapter 7 trustee, preparation and prosecution of the final fee application, this Supplemental Post-Conversion Fee Application and other necessary matters associated with the conversion of the Chapter 11 cases to Chapter 7.

² Considering the conversion of the cases to chapter 7 and the liquidity concerns surrounding these cases, Ankura has voluntarily agreed to reduce its fees by \$ 96,652.00 or approximately 33%.

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COUNTRY FRESH HOLDING	§ Case No.: 21-30574 (MI)
COMPANY INC., et. al. ³	§
	§ Jointly Administered
Debtors.	§

**SUPPLEMENTAL POST-CONVERSION FEE APPLICATION OF ANKURA
CONSULTING GROUP, LLC FOR ALLOWANCE AND PAYMENT OF
COMPENSATION FOR SERVICES RENDERED TO THE DEBTORS DURING THE
PERIOD FROM JUNE 22, 2021 THROUGH AUGUST 31, 2021**

THIS MOTION 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 WITHIN 14 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION 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 MOTION 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.

TO THE HONORABLE MARVIN ISGUR, UNITED STATES BANKRUPTCY JUDGE:

³ The debtors in these chapter 7 cases (the “**Debtors**”) and the last four digits of each Debtor’s taxpayer identification number are as follows: 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.

Ankura Consulting Group, LLC (“**Ankura**”), CRO and Crisis Managers for Country Fresh Holding Company Inc. and its above-captioned debtor affiliates, as debtors (collectively, the “**Debtors**”) in the above-referenced chapter 11 cases (the “**Chapter 11 Cases**”), hereby files this supplemental post-conversion fee application (the “**Application**”) for allowance of compensation for professional services provided to the Debtors during the period from June 22, 2021, through and including August 31, 2021 (the “**Supplemental Period**”).

Per agreement with the chapter 7 trustee (the “**Trustee**”), as set forth in the joint proposed order submitted on behalf of Ankura and the Trustee at Docket No. 910, Ankura has withdrawn its request for payment of estimated post conversion fees as set forth in the Final Fee Application. Instead, in respect of its post-conversion work providing required submissions and winding down and transitioning these cases to chapter 7, Ankura hereby files this Application for fees associated with the Supplemental Period for services performed on behalf of the Debtors as set forth in greater detail below.

Ankura’s accrued fees for the Supplemental Period are \$ 291,652.00. However, understanding the liquidity concerns involved with these cases and after discussions with the Trustee, Ankura proposes to reduce its fees for the Supplemental Period to \$195,000.00, which is a reduction of \$ 96,652.00, or approximately 33% of Ankura’s Supplemental Period fees. As noted in the Final Fee Application, Ankura also currently holds a retainer in amount of \$227,150.65 (the “**Retainer Amount**”). After discussion with the Trustee, with the Court’s permission Ankura proposes to draw the Supplemental Period fees from the retainer and apply the remaining retainer amount of \$32,150.65 towards Ankura’s engagement with the Trustee, which is set for hearing before the Court on September 8, 2021.

In support of this Application, Ankura respectfully states as follows:

I.
JURISDICTION

1. This Court has jurisdiction over the Application 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 in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are 11 U.S.C. §§ 330 and 331, Rule 2016(a) of the Federal Rule of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the “**Local Rules**”).

II.
BACKGROUND

A. The Bankruptcy Filings

3. On February 15, 2021 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors’ resulting bankruptcy cases (the “**Chapter 11 Cases**”) have been jointly administered under Case No. 21-30574. Except as set forth below in connection with the Sale Process, and until the conversion of the case to a Chapter 7 proceeding (as further described below), the Debtors remained in possession of their property and managed their business as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

4. Background information on the Debtors, their businesses, and the relief requested in this Application can be found in the *Declaration of Stephen Marotta in Support of First Day Motions* (the “**Marotta Declaration**”) [Docket No. 19] and incorporated herein by reference.

5. On February 25, 2021, the United States Trustee appointed an Official Committee of Unsecured Creditors (the “**Committee**”) in these Chapter 11 Cases as reflected in the notice filed at Docket No. 149.

6. On June 21, 2021, the Chapter 11 Cases were converted to a Chapter 7 proceeding.

B. Ankura's Retention.

7. On March 12, 2021, the Debtors filed the *Emergency Motion For Entry of an Order (I) Authorizing (A) Retention of Ankura Consulting Group, LLC and (B) Designation of Stephen Marotta as Chief Restructuring Officer Nunc Pro Tunc to the Petition Date* [Docket No. 279].

8. On March 31, 2021, the Court entered its order authorizing the Debtors' to (a) retain Ankura Consulting Group, LLC; and (b) designate Stephen Marotta as Chief Restructuring Officer Nunc Pro Tunc to the Petition Date [Docket No. 451].

C. Interim Compensation and Monthly Statements.

9. On March 15, 2021, the Debtors filed their *Emergency Motion for Administrative Order Under Bankruptcy Code Sections 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 298] (the "**Interim Compensation Motion**").

10. On May 12, 2021, the Court approved the relief sought in the Interim Compensation Motion through entry of the Interim Compensation Order [Docket No. 598].

11. Pursuant to the Interim Compensation Order, estate professionals, including Ankura, are to submit monthly statements (the "**Monthly Statements**") of fees and expenses to certain notice parties. If no objections are raised during the applicable notice period (14 days), the Debtors are authorized to pay eighty percent (80%) of uncontested fees and one hundred percent (100%) of uncontested expenses in each applicable Monthly Statement.

12. The Interim Compensation Order also provides that the Monthly Statements for the first three months of these Chapter 11 Cases could be submitted to the notice parties in a combined statement. In addition, the first interim fee application also was to cover the first three months of these Chapter 11 Cases.

13. In accordance with the Interim Compensation Order, Ankura submitted its Monthly Statement for February 2021, March 2021 and April 2021 (combined) to the requisite notice parties on May 17, 2021. Ankura submitted its Monthly Statement for May 2021 on June 2, 2021. Prior to the filing of the Final Fee Application, Ankura did not submit its Monthly Statement for June 2021; however, collectively, the Monthly Statements for February, March, April, May and June 2021 are referred to herein as the “**Ankura Fee Statements.**” Each Ankura Fee Statement consisted of a statement as to the fees and costs incurred in the stated month(s) including a breakdown of hours worked, by individual, according to defined project categories and rates charged.

14. The objection deadline for the Ankura Fee Statements for February, March, and April 2021 was June 1, 2021. The objection deadline for the Ankura Fee Statement for May 2021 was June 16, 2021. Ankura did not receive any objections to those Ankura Fee Statements.

15. On July 12, 2021, Ankura filed its First and Final Fee Application [Docket No. 777] (the “**Final Fee Application**”), which included a request for \$90,000.00 for post-conversion professional services related to the winding up of the chapter 11 cases (the “**Estimated Post-Conversion Fees**”). On July 26, 2021, the Trustee entered a limited objection to the Final Fee Application, objecting to the Estimated Post-Conversion Fees on the grounds that, inter alia, without descriptions and time records rendered for post conversion services, “the Trustee [would be] unable to ascertain whether any fees for those services may be objectionable under applicable legal standards.” Following conversations with counsel to the Trustee, based on Ankura’s submission of the instant Supplemental Fee Application and concomitant withdrawal of the request for Estimated Post-Conversion Fees, Ankura has reached an agreement with the Trustee resolving her objection. On September 1, 2021 Ankura and the Trustee submitted a proposed form of joint

amended order on the Final Fee Application at Docket No. 910. Accordingly, a chart setting forth the fees and expenses incurred by Ankura to date and reflected in the Ankura Fee Statements and the Supplemental Fee Statement is set forth below.

Monthly Statements (Month Year)	Fees	Expenses	Total Compensation Sought	Amount Paid	Remaining Outstanding Balance
February 15, 2021 – April 30, 2021	\$2,364,498.25	\$1,878.09	\$2,366,376.34	\$1,893,476.69	\$472,899.65
May 1, 2021 – May 31, 2021	633,455.50	844.24	634,299.74	507,608.64	126,691.10
June 1, 2021 – June 21, 2021	432,705.50	-	432,705.50	-	432,705.50
Total Pre-Conversion	\$3,430,659.25	\$2,722.33	\$3,433,381.58	\$2,401,085.33	\$1,032,296.25
June 22, 2021 – August 31, 2021 Supplemental Period ⁴	291,652.00	-	195,000.00	-	195,000.00

III. **SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT OF EXPENSES REQUESTED**

16. As noted above, and further described below, during the post-conversion period Ankura professionals worked 421.2 hours and accrued fees of \$ 291,652.00 for services rendered to the Debtors. However, by this Application, Ankura is taking a voluntary reduction of \$ 96,652.00 and seeks final allowance and award of compensation for the professional services rendered by Ankura to the Debtors during the Supplemental Period of \$195,000.00 to be drawn from the retainer currently held by Ankura. Ankura is not seeking reimbursement of any expenses for the Supplemental Period.

⁴ As noted above, although accrued fees for work performed during the post-conversion period were \$ 291,652.00, Ankura has voluntarily reduced its fees to \$195,000.00.

IV.
SIGNIFICANT EVENTS DURING THE CHAPTER 11 CASES

17. As noted in greater detail in the Final Fee Application and incorporated herein by reference, several significant events transpired during the pendency of these cases as follows:

- a. The First-Day Pleadings and Required Filings;
- b. Stabilizing the Debtors Business Operations;
- c. Ongoing Liquidity Management and Reporting;
- d. The Debtors' Sale Process;
- e. Post-Closing TSA Activity and Business Support;
- f. PACA Claimant Issues;
- g. Disputes Related to the Sale; and
- h. Conversion of the Chapter 11 Cases to Chapter 7.

18. Following conversion of the cases to chapter 7, several legacy matters remained that were crucial to a smooth transition to chapter 7 and were also required by the Court Order converting the cases to chapter 7 (the “**Conversion Order**”) [Docket No. 719]. Among the required filings and transition workstreams were:

- a. Transition of Debtor books and records to the Trustee;
- b. Transition of case and individual project status and background to the Trustee
- c. Submission of a schedule of unpaid debts;
- d. Submission of a Debtor questionnaire;
- e. Submission of a Debtor final report to the US Trustee;
- f. Amendment of the Debtors Schedules of Assets and Liabilities;
- g. Submission of remaining Monthly Operating Reports; and
- h. Submission of fee statements.

V.

PROFESSIONAL COMPENSATION

A. Compensation Requested

19. Ankura maintained records of the time spent by all timekeepers in connection with the services it has provided to the Debtors during the Supplemental Period. All services for which compensation is requested by Ankura were performed for or on behalf of the Debtors.

20. The fees charged by Ankura in this case are billed in accordance with Ankura's hourly rates and procedures in effect during the Application. Ankura's fees are reasonable based on the customary compensation charged by comparably skilled practitioners. Furthermore, as noted above, notwithstanding post-conversion fees in the amount of \$ 291,652.00, Ankura is voluntarily reducing its fee request by \$ 96,652.00 and seeking payment of \$195,000.00

B. Hourly Fee/Expense Summary

21. A Summary of Compensation Earned by Professional included in this Application is attached as **Exhibit A**, which sets forth each professional's billing rate, hours expended, and the total fees accrued at the corresponding hourly rate during the Supplemental Period. The services rendered by Ankura to the Debtors during the Supplemental Period fall within the categories specifically listed below and as summarized in **Exhibit B**. The services rendered during the Supplemental Period, along with time detail and descriptions are fully set forth in **Exhibit C** (Complete Accounting of Professional Fees).

C. Project Billing – Description of Services by Project Category

22. During the Supplemental Period, Ankura provided the following services, separated into the major project categories identified below. Ankura has attempted to place the services performed in the category that best relates to the services provided. However, because certain services may relate to one or more categories, time spent on certain tasks may be included in another category. Below is a narrative description of each project category.

a. Category 1 - Asset Disposition (Hours: 0.0 Fees: \$0.00)

23. This category includes time spent assisting on due diligence requests related to the sale process and discussions with potential bidders of non-core business assets not part of the business auction under section 363 of the bankruptcy code. No time was spent on this category during the Supplemental Period.

b. Category 2 – Interim Management – Business Operations (Hours: 11.4 Fees: \$10,197.00)

24. This category relates to management of the Debtors' business, to ensure that operations continued uninterrupted and in a manner that enhanced value for all stakeholders.

Ankura professionals worked with Debtor personnel and Trustee team personnel during the Supplemental Period to facilitate transition of work-streams and knowledge. Ankura was also instrumental in helping company personnel understand and manage the transition to chapter 7.

c. Category 3 - Case Administration (Hours: 2.5 Fees: \$2,362.50)

25. This time category relates to overall case administration activities including but not limited to coordination with the U.S. Trustee, engagement planning, coordination of work assignments, case status meetings and conference calls and coordination with other Debtor advisors.

d. Category 4 – Committee Matters (Hours: 0.0 Fees: \$0.00)

26. This time category includes time spent by Ankura professionals in the fulfillment of various data requests and preparation of analyses for the Unsecured Creditors' Committee's professionals, as well as meetings to review and discuss the resulting work product and various other case related matters. No time was spent on this category during the Supplemental Period.

e. Category 5 – Court Hearings – Filings and Litigation (Hours: 0.0 Fees: \$0.00)

27. This time category includes time spent by Ankura professionals providing services relating to attending and/or preparing for court hearings related to the Chapter 11 cases. No time was spent on this category during the Supplemental Period.

f. Category 6 – Lender Matters (Hours: 0.0 Fees: \$0.00)

28. This category includes analyses, strategy discussions and negotiations with the lender group relating to the Debtors' liquidity situation, sale process, wind down costs and

alternatives, and other matters relating to the Debtors' funding requirements. No time was spent on this category during the Supplemental Period.

g. Category 7 – DIP Financing, Cash Collateral and Related Reporting (Hours: 0.0 Fees: \$0.00)

29. This category includes services related to the DIP Motion, the objections raised by PACA creditors to such financing motion, and the analyses and negotiations related to resolution of the DIP Motion. No time was spent on this category during the Supplemental Period.

h. Category 8 – PACA Claims Management (Hours: 3.4 Fees: \$2,799.00)

30. The category includes analysis of PACA claims from supporting documentation contained in the Debtors systems and obtained from PACA vendors and/or their counsel and subsequent reconciliation of the claims asserted by PACA vendors. Also included herein are reconciliation and verification of certain PACA claims sought to be paid by the Buyers.

i. Category 9 – Interim Management – Financial Management (Hours: 9.7 Fees: \$7,558.50)

31. During the Supplemental Period, Ankura time in this category was largely dedicated to assisting company personnel with the closing of certain company books and recording of the close of the sale of the company as well as certain financial management matters including but not limited to accounting, tax, treasury, insurance, leases, labor and employment issues.

j. Category 10 – SOFA/SOAL/IDI/MOR (Hours: 307.2 Fees: \$ 211,813.50)

32. This time category includes time spent by Ankura professionals relating to the development and submission of documentation required under the Conversion Order as well as

other submissions required by the Court, the local rules or the US Trustee. For example, this category includes (i) the amended schedules of assets and liabilities (the “**Amended Schedules**”), (ii) a Report of Outstanding Debts, (iii) the Debtor Questionnaire, (iv) the Debtors’ Final Report, and (v) the preparation of monthly operating reports (the “**MORs**”) (collectively, “**The Filings**”). In addition to the collection, segmentation and preparation of the documentation for The Filings, this category also includes coordination between the Debtors, Epiq, Counsel to the Debtors, the Trustee, counsel to the Trustee and other advisors to prepare, review, and execute filing of The Filings.

33. The Debtors’ Amended Schedules required, among other things, wholesale review and update of (a) contracts that were assumed and assigned or rejected, (b) prepetition payments made pursuant to Orders of the Court, (c) deposit amounts that may have been drawn down and (d) review and revision of debts or liabilities that may have been satisfied by the asset sales.

34. This time category also includes time spent coordinating with the Debtors’ remaining personnel on the Monthly Operating Reports including detailed review of cash receipts and disbursements and assembling all required schedules to be filed with the Monthly Operating Reports for May and the pre-conversion period for June. Much of the work in this category was complicated by the fact that the Debtors’ assets were sold to three distinct buyers on two different dates, which often required granular trifurcation of information. Moreover, individual analysis of whether a particular cash receipt or disbursement was appropriately considered a benefit or obligation of the Debtors or one of the Buyers, was based on date, category and (often oblique) language in the TSA and APA. This analysis needed to be performed on hundreds of transactions. During this period, the collection and analysis of the information necessary to produce the MORs was made even more difficult by the fact that the small group of key finance employees that the

Company had been able to retain until the conversion date had either been hired by one of the Buyers, or had found new employers altogether. As a result, Ankura had to recreate or perform analysis of information that would typically be done by company personnel.

35. Preparation of the report of outstanding debts required inclusion of payments made directly by the buyer for trade payables assumed post-closing but incurred pre-closing, which was similarly complicated by the transfer or turnover of personnel during the period. This same personnel issue also reduced access to institutional knowledge, negatively impacting efficiency in completing the Debtor Questionnaire and The Filings in general.

k. Category 11 – Plan and Disclosure Statement (Hours: 0.0 Fees: \$0.00)

36. Due to the conversion to Chapter 7 no time was spent on this category.

l. Category 12 – Non-PACA Claims Management (Hours: 6.1 Fees: \$3,538.50)

37. During the Supplemental Period, time in this category was predominantly spent verifying, validating and reconciling amounts proposed to be paid by the Buyers to non-PACA vendors. Ankura spent time analyzing and estimating claims made against the Debtors including claims for administrative priority, analyzing cut off's and discussing and corresponding with the Debtors and the Debtors' other professionals regarding certain of the claims.

m. Category 13 - Staffing Report/Fee Applications (Hours: 62.2 Fees: \$37,881.50)

38. This time category includes time spent by Ankura professionals providing services relating to preparing and filing the Final Fee Application, which covered the entirety of the case. Time was also spent preparing this Supplemental Fee Application. For both Fee Applications,

hours were billed for tasks such as drafting the various narrative sections reflecting the various stages and processes of the cases.

n. Category 14 – Auction/Sale Preparation (Hours: 0.0 Fees: \$0.00)

39. This category includes the services provided in relation to the sale of substantially all of the Debtors’ assets pursuant to the Sale Process. No time was spent on this category during the Supplemental Period.

o. Category 15 – TSA Negotiations & Transition (Hours: 15.0 Fees: \$12,005.00)

40. This category includes assisting the Debtors and their professionals in the execution, tracking and documentation of the TSA required by the Buyer to acquire necessary services for the post-sale close period, allowing for completion of the sale transaction. Ankura worked with company personnel to deliver and track payment of these services as well as tracking and ensuring proper payment or reimbursement from the Buyers.

p. Category 17 – Board Meetings & Professionals (Hours: 3.7 Fees: \$3,496.50)

41. This category includes certain matters related to discussions with Debtors’ counsel related to the transition to chapter 7 and the process, procedure and requirements involved with the transition.

D. Ankura’s Requested Compensation Should Be Allowed

42. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.”

11 U.S.C. § 330(a)(1). Section 330 also set forth the criteria for the award of such compensation and reimbursement.

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

- (a) The time spent on such services;
- (b) The rates charged for such services;
- (c) Whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) Whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (e) Whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

43. Ankura respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. Ankura believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. Ankura further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

44. Accordingly, Ankura respectfully submits that approval of the compensation sought herein is warranted and should be approved.

45. No previous application for the relief sought herein has been made to this or any other Court except as described herein.

VI.
REQUEST FOR ALLOWANCE OF FEES AND EXPENSES

46. Section 330 of the Bankruptcy Code authorizes the Court to award professional persons employed pursuant to section 327 for reasonable compensation for actual and necessary services rendered and reimbursement for actual and necessary expenses incurred. See 11 U.S.C. §§ 327 and 330. As more fully stated below, Ankura submits that the elements governing awards of compensation pursuant to sections 330 and 331 of the Bankruptcy Code justify the allowance of the fees and expenses incurred in its representation of the Debtors during the Supplemental Period.

47. The fees for which Ankura seeks compensation are not excessive and are substantially similar to or below the rates awarded in similar cases in this district for similar services rendered and results obtained. Ankura is not seeking reimbursement of any expenses during the Supplemental Period.

48. The fees requested by Ankura are more fully described in **Exhibits A through D**. After taking into consideration the time and labor spent thus far, and the nature and extent of the representation and the results achieved, Ankura believes the allowance prayed for herein is reasonable and should be approved.

VII.
NOTICE

49. Ankura has provided notice of this Application to: (i) counsel to the Debtors, Foley & Lardner, LLP, Attn. John P. Melko (jmelko@foley.com); Sharon M. Beausoleil (sbeausoleil@foley.com); and Mark C. Moore (mmoore@foley.com); (ii) Counsel to the Required DIP Lenders, Paul, Weiss, Rifkind, Wharton & Garrison LLP, attn.: Elizabeth R. McColm (emccolm@paulweiss.com); John T. Weber (jweber@paulweiss.com); and Grace Hotz (ghotz@paulweiss.com); (iii) counsel to the Committee, Kilpatrick Townsend & Stockton, Paul

M. Rosenblatt (prosenblatt@kilpatricktownsend.com); and Todd C. Meyers (tmeyers@kilpatricktownsend.com); (iv) Counsel to the Administrative Agent for the Debtors' debtor-in-possession financing facility, Norton Rose Fulbright US LLP, attn: David Rosenzweig (David.rosenzweig@nortonrosefulbright.com) and Stephen Castro (Stephen.castro@nortonrosefulbright.com); (v) the Office of the United States Trustee for the Southern District of Texas, Attn.: Hector Duran, Jr., Esq. (Hector.Duran.Jr@usdoj.gov) and Stephen Statham (Stephen.Statham@usdoj.gov); (vi) all parties that have filed a notice of appearance and requested notice of pleadings in these Chapter 11 Cases.

VIII. CONCLUSION

WHEREFORE, Ankura respectfully requests that the Court enter an order, in substantially the same form as **Exhibit D** attached hereto: (a) allowing, on a final basis, Ankura's requested compensation for fees in the amount of **\$195,000.00** which amount shall be drawn from the retainer it holds; and (c) granting such other and further relief, both at law and in equity, as this Court deems just and proper.

Dated: September 8, 2021
Houston, Texas

Respectfully submitted,

ANKURA CONSULTING GROUP, LLC

/s/ Stephen Marotta

Stephen Marotta

Email: stephen.marotta@ankura.com

485 Lexington Avenue

New York, NY 10017

CERTIFICATE OF CONFERENCE

Applicant conferred with the Trustee on the relief sought herein and circulated this application to the Trustee for her review on September 6, 2021. Based on the voluntary reduction of fees of almost \$100,000, the nature of the case and the Debtors' books and records and Applicant's historical knowledge of the Debtors, the Trustee does not oppose the relief sought herein.

/s/ Stephen Marotta

Stephen Marotta

CERTIFICATE OF SERVICE

I do hereby certify that on September 8, 2021, a true and correct copy of the foregoing pleading was served via CM/ECF to all parties authorized to receive electronic notice in this case.

/s/ Heather Heath McIntyre

Heather Heath McIntyre