

WEIL, GOTSHAL & MANGES LLP
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*Counsel for Certain Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
CHINA FISHERY GROUP LIMITED	: Case No. 16-11895 (JLG)
(CAYMAN), et al.,	:
	: (Jointly Administered)
Debtors.¹	:
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**SUMMARY SHEET TO
EIGHTH APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
COUNSEL TO CERTAIN DEBTORS, FOR INTERIM ALLOWANCE
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM SEPTEMBER 1, 2019 THROUGH AND INCLUDING JULY 31, 2021**

¹ The Debtors in these chapter 11 cases are as follows: China Fishery Group Limited (Cayman), Pacific Andes International Holdings Limited (Bermuda), N.S. Hong Investment (BVI) Limited, South Pacific Shipping Agency Limited (BVI), China Fisheries International Limited (Samoa), CFGI (Singapore) Private Limited, Chanery Investment Inc. (BVI), Champion Maritime Limited (BVI), Growing Management Limited (BVI), Target Shipping Limited (HK), Fortress Agents Limited (BVI), Ocean Expert International Limited (BVI), Protein Trading Limited (Samoa), CFG Peru Investments Pte. Limited (Singapore), Smart Group Limited (Cayman), Super Investment Limited (Cayman), Pacific Andes Resources Development Limited (Bermuda), Nouvelle Foods International Ltd. (BVI), Golden Target Pacific Limited (BVI), Pacific Andes International Holdings (BVI) Limited, Zhonggang Fisheries Limited (BVI), Admired Agents Limited (BVI), Chiksano Management Limited (BVI), Clamford Holding Limited (BVI), Excel Concept Limited (BVI), Gain Star Management Limited (BVI), Grand Success Investment (Singapore) Private Limited, Hill Cosmos International Limited (BVI), Loyal Mark Holdings Limited (BVI), Metro Island International Limited (BVI), Mission Excel International Limited (BVI), Natprop Investments Limited, Pioneer Logistics Limited (BVI), Sea Capital International Limited (BVI), Shine Bright Management Limited (BVI), Superb Choice International Limited (BVI), and Toyama Holdings Limited (BVI).

General Information

Name of Applicant:	Weil, Gotshal & Manges LLP (“Weil”) Counsel for Certain Debtors and Debtors in Possession
Name of Client:	Counsel to the Above-Captioned Debtors and Debtors in Possession (the “ Debtors ”) ²
Petition Date:	June 30, 2016
Retention Date:	April 28, 2017 <i>nunc pro tunc</i> to February 15, 2017
Prior Applications:	7

Summary of Fees and Expenses Requested for Compensation Period

Time Period Covered by this Application:	September 1, 2019 through and including July 31, 2021 (the “ Compensation Period ”)
Amount of Fees Sought as Actual, Reasonable, and Necessary for the Compensation Period:	\$354,272.00
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Compensation Period:	\$4,935.65
Total Compensation and Expenses Requested for the Compensation Period:	\$359,207.65

² As used herein, the term “Debtors” shall not refer to CFG Peru Investments Pte. Limited (Singapore).

Total Fees and Expenses Allowed and Paid Pursuant to Prior Applications

Total Allowed Fees to Date	\$8,764,360.75
Total Allowed Fees Paid to Date:	\$5,198,424.51
Total Allowed Expenses To Date	\$162,150.94
Total Allowed Expenses Paid to Date:	\$132,931.10
Total Allowed Fees and Expenses Paid to Date:	\$5,331,355.61

Total Fees and Expenses Paid to Applicant Pursuant to Monthly Statements

Fees Sought for this Compensation Period Already Paid Pursuant to Monthly Compensation Order But Not Yet Allowed (80% of fees):	\$0.00
Expenses Sought for this Compensation Period Already Paid Pursuant to Monthly Compensation Order But Not Yet Allowed (100% of expenses):	\$0.00
Total Fees and Expenses Sought for this Compensation Period Already Paid Pursuant to Monthly Compensation Order But Not Yet Allowed:	\$0.00
Total Fees and Expenses Sought for this Compensation Period Not Yet Paid:	\$359,207.65

Summary of Rates and Other Related Information for This Compensation Period

Blended Rate in this Application for All Attorneys:	\$880.48
Blended Rate in this Application for All Timekeepers:	\$713.68
Number of Timekeepers Included in this Application:	11
Difference Between Fees Budgeted and Compensation Sought for this Period:	\$9,272.00
Number of Attorneys Billing Fewer than 15 Hours to the Case During the Compensation Period:	2 Attorneys
Increase in Rates Since Date of Retention:	Yes ³

This is a(n): X interim final application.

³ Weil implemented customary annual increases in billing rates twice during the Compensation Period covered by this Application (October 1, 2019 and January 1, 2021).

SUMMARY OF PRIOR MONTHLY FEE STATEMENTS

First Interim Fee Application								
Date Filed and ECF No.	Period Covered	Total Fees and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Fees Subject to Holdback
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@20%)
6/16/2017 ECF No. 602	February 15, 2017 through March 31, 2017	\$639,844.00	\$8,740.55	\$511,875.20	\$8,740.55	\$462,107.20 ⁴	\$8,740.55	\$115,526.80
7/27/2017 ECF No. 650	April 1, 2017 through April 30, 2017	\$543,847.50	\$12,480.98	\$435,078.00	\$12,480.98	\$435,078.00	\$12,480.98	\$108,769.50
8/24/2017 ECF No. 712	May 1, 2017 through May 31, 2017	\$736,471.50	\$45,722.30	\$589,177.20	\$45,772.30	\$589,177.20	\$45,722.30	\$147,294.30
Total for First Interim Fee Application		\$1,920,163.00	\$66,943.83	\$1,536,130.40	\$66,993.83	\$1,486,362.40	\$66,943.83	\$371,590.60

⁴ As discussed in the Weil Retention Application [ECF No. 387] and First Monthly Fee Statement [ECF No. 602], Weil agreed to voluntarily write-off certain of its fees as transition expenses.

Second Interim Fee Application								
Date Filed and ECF No.	Period Covered	Total Fees and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Fees Subject to Holdback
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
9/11/2017 ECF No. 757	June 1, 2017 through June 30, 2017	\$624,810.00	\$7,964.18	\$499,848.00	\$7,964.18	\$499,848.00 ⁵	\$7,964.18	\$124,962.00
10/10/2017 ECF No. 825	July 1, 2017 through July 31, 2017	\$470,521.50	\$18,838.03	\$376,417.20	\$18,838.03	\$376,417.20	\$18,838.03	\$94,104.30
11/28/2017 ECF No. 900	August 1, 2017 through August 31, 2017	\$896,892.00	\$6,147.74	\$717,513.60	\$6,147.74	\$717,513.60	\$6,147.74	\$179,378.40
1/16/2018 ECF No. 948	September 1, 2017 through September 30, 2017	\$971,736.00	\$13,592.77	\$777,388.80	\$13,592.77	\$777,388.80	\$13,592.77	\$194,347.20
1/22/2018 ECF No. 964	October 1, 2017 through October 31, 2017	\$456,474.75	\$4,713.74	\$365,179.80	\$4,713.74	\$365,179.80	\$4,713.74	\$91,294.95
Total for Second Interim Fee Application		\$3,420,434.25	\$51,256.46	\$2,736,347.40	\$51,256.46	\$2,736,347.40	\$51,256.46	\$684,086.85

⁵ As disclosed in the *First Application of Weil, Gotshal & Manges LLP, Counsel to Certain Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from February 15, 2017 Through and Including May 31, 2017* [ECF No. 783], Weil credited \$6,250.50 against the fees owed for the period of June 1, 2017 through June 30, 2017 on account of services provided to non-Debtor affiliate National Fish and Seafood but inadvertently billed to the Debtors.

Third Interim Fee Application

Date Filed and ECF No.	Period Covered	Total Fees and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date ⁶		Fees Subject to Holdback
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
2/20/2018 ECF No. 992	November 1, 2017 through November 30, 2017	\$352,363.75	\$3,225.64	\$281,891.00	\$3,225.64	\$281,891.00	\$3,225.64	\$70,472.75
2/27/2018 ECF No. 1004	December 1, 2017 through December 31, 2017	\$245,421.25	\$4,074.59	\$196,337.00	\$4,074.59	\$196,336.99	\$4,074.60	\$49,084.25
4/20/2018 ECF No. 1095	January 1, 2017 through January 31, 2018	\$316,409.25	\$3,137.13	\$253,127.40	\$3,137.13	\$253,127.40	\$3,137.13	\$63,281.85
4/20/2018 ECF No. 1096	February 1, 2018 through February 28, 2018	\$160,380.75	\$2,206.89	\$128,304.60	\$2,206.89	\$128,304.60	\$2,206.89	\$32,076.15
Total for Third Interim Fee Application		\$1,074,575.00	\$12,644.25	\$859,660.00	\$12,644.25	\$859,660.00	\$12,644.26	\$214,915.00

⁶ Pursuant to the *Order Pursuant to 11 U.S.C. §§ 105(a) and 363 Authorizing Use of Proceeds from Sale of Golf Club Membership to Pay Administrative Expenses of These Chapter 11 Cases* [ECF No. 1076], the Debtors were authorized to use the golf club membership proceeds to pay administrative expenses of the PAIH estate. As of July 17, 2018, Weil received \$951,355.61 from the golf club membership proceeds, which was applied to unpaid fees and expenses incurred on behalf of PAIH during the second and third interim compensation periods.

Fourth Interim Fee Application								
Date Filed and ECF No.	Period Covered	Total Fees and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Fees Subject to Holdback
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
6/06/2018 ECF No. 1151	March 1, 2018 through March 31, 2018	\$379,738.00	\$2,086.56	\$303,790.40	\$2,086.56	\$116,054.71	\$2,086.56	\$75,947.60
8/02/2018 ECF No. 1241	April 1, 2018 through April 30, 2018	\$475,486.50	\$3,710.40	\$380,389.20	\$3,710.40	\$0	\$0	\$95,097.30
8/24/2018 ECF No. 1270	May 1, 2018 through May 31, 2018	\$303,261.50	\$4,623.91	\$242,609.20	\$4,623.91	\$0	\$0	\$60,652.30
8/24/2018 ECF No. 1271	June 1, 2018 through June 30, 2018	\$340,955.00	\$5,963.59	\$272,764.00	\$5,963.59	\$0	\$0	\$68,191.00
Total for Fourth Interim Fee Application		\$1,499,441.00⁷	\$16,384.46	\$1,199,552.80	\$16,384.46	\$116,054.71	\$2,086.56	\$299,888.20

⁷ Subsequent to filing the Fourteenth Monthly Fee Statement [ECF No. 1241], Weil agreed to voluntarily reduce its fees by an additional \$10,791.00.

Fifth Interim Fee Application

Date Filed and ECF No.	Period Covered	Total Fees and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Fees Subject to Holdback
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
10/25/2018 ECF No. 1353	July 1, 2018 through July 31, 2018	\$175,640.75	\$892.73	\$140,512.60	\$892.73	\$0	\$0	\$35,128.15
11/08/2018 ECF No. 1378	August 1, 2018 through April 31, 2018	\$213,527.50	\$2,553.30	\$170,822.00	\$2,553.30	\$0	\$0	\$42,705.50
12/10/2018 ECF No. 1406	September 1, 2018 through September 30, 2018	\$110,381.50	\$2,910.63	\$88,305.20	\$2,910.63	\$0	\$0	\$22,076.30
01/02/2019 ECF No. 1425	October 1, 2018 through October 31, 2018	\$81,538.00	\$1,874.97	\$65,230.40	\$1,874.97	\$0	\$0	\$16,307.60
Total for Fifth Interim Fee Application		\$581,087.75⁸	\$8,231.63	\$464,870.20	\$8,231.63	\$0	\$0	\$116,217.55

⁸ Subsequent to filing the Seventeenth Monthly Fee Statement [ECF No. 1353], Weil agreed to voluntarily reduce its fees by an additional \$210.00.

Sixth Interim Fee Application

Date Filed and ECF No.	Period Covered	Total Fees and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Fees Subject to Holdback
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
1/03/2019 ECF No. 1426	November 1, 2018 through November 30, 2018	\$53,571.00	\$346.58	\$42,856.80	\$346.58	\$0	\$0	\$10,714.20
3/26/2019 ECF No. 1521	December 1, 2018 through December 31, 2018	\$101,719.00	\$1,230.42	\$81,375.20	\$1,230.42	\$0	\$0	\$20,343.80
3/26/2019 ECF No. 1522	January 1, 2019 through January 31, 2019	\$21,170.50	\$1,383.59	\$16,936.40	\$1,383.59	\$0	\$0	\$4,234.10
5/13/2019 ECF No. 1596	February 1, 2019 through March 31, 2019	\$65,820.50	\$433.50	\$52,656.40	\$433.50	\$0	\$0	\$13,164.10
Total for Sixth Interim Fee Application		\$242,281.00	\$3,394.09	\$193,824.80	\$3,394.09	\$0.00	\$0.00	\$48,456.20

Seventh Interim Fee Application								
Date Filed and ECF No.	Period Covered	Total Fees and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Fees Subject to Holdback
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
6/17/2019 ECF No. 1617	April 1, 2019 through April 30, 2019	\$25,567.00	\$408.38	\$20,453.60	\$408.38	\$0	\$0	\$5,113.40
10/31/2019 ECF No. 1790	May 1, 2019 through August 31, 2019	\$98,113.00	\$2,887.84	\$78,490.40	\$2,887.84	\$0	\$0	\$19,622.60
Total for Seventh Interim Fee Application		\$123,680.00	\$3,296.22	\$98,944.00	\$3,296.22	\$0.00	\$0.00	\$24,736.00

Eighth Interim Fee Application								
Date Filed and ECF No.	Period Covered	Total Fees and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Fees Subject to Holdback
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
1/21/2020 ECF No. 1932	September 1, 2019 through September 30, 2019	\$17,774.00	\$104.50	\$14,219.20	\$104.50	\$0	\$0	\$3,554.80
1/21/2020 ECF No. 1933	October 1, 2019 through October 31, 2019	\$43,641.50	\$160.06	\$34,913.20	\$160.06	\$0	\$0	\$8,728.30
9/3/2020 ECF No. 2149	November 1, 2019 through November 30, 2019	\$36,474.50	\$550.23	\$29,179.60	\$550.23	\$0	\$0	\$7,294.90
9/3/2020 ECF No. 2150	December 1, 2019 through December 31, 2019	\$39,475.50	\$468.23	\$31,580.40	\$468.23	\$0	\$0	\$7,895.10
8/27/2021 ECF No. 2649	January 1, 2020 through July 31, 2021	\$216,906.50	\$3,652.63	\$173,525.20	\$3,652.63	\$0	\$0	\$43,381.30
Total for Eighth Interim Fee Application		\$354,272.00	\$4,935.65	\$283,417.60	\$4,935.65	\$0.00	\$0.00	\$70,854.40

Summary of Any Objections to Monthly Fee Statements: None

Fees and Expenses Sought in This Application Not Yet Paid: \$359,207.65

COMPENSATION BY PROFESSIONAL
SEPTEMBER 1, 2019 THROUGH AND INCLUDING JULY 31, 2021

The attorneys who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	YEAR ADMITTED ⁹	HOURLY BILLING RATE ¹⁰	TOTAL HOURS BILLED	TOTAL COMPENSATION
Morgan, Gabriel A.	Partner	Restructuring	2009	\$1,325.00	6.50	\$8,612.50
Morgan, Gabriel A.	Partner	Restructuring	2009	\$1,175.00	28.40	\$33,370.00
Morgan, Gabriel A.	Partner	Restructuring	2009	\$1,075.00	3.60	\$3,870.00
Friedman, Julie T.	Associate	Restructuring	2003	\$650.00	5.40	\$3,510.00
Lewis, Katherine Theresa	Associate	Restructuring	2017	\$1,040.00	78.90	\$82,056.00
Lewis, Katherine Theresa	Associate	Restructuring	2017	\$980.00	3.40	\$3,332.00
Lewis, Katherine Theresa	Associate	Restructuring	2017	\$930.00	113.80	\$105,834.00
Lewis, Katherine Theresa	Associate	Restructuring	2017	\$790.00	15.20	\$12,008.00
Mallo, Madeline	Associate	Restructuring	2021	\$770.00	10.10	\$7,777.00
Bischoping, Mary	Associate	Restructuring	*	\$595.00	93.80	\$55,811.00
Total:					359.10	\$316,180.50

⁹ * – Not Yet Admitted to Practice

¹⁰ As disclosed in the Notices of Rate Increase [ECF No. 1817 and ECF No. 2313], on October 1, 2019 and January 1, 2021, Weil implemented customary annual increases in billing rates.

The paraprofessionals who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PARAPROFESSIONALS	DEPARTMENT	HOURLY BILLING RATE	TOTAL HOURS BILLED ¹¹	TOTAL COMPENSATION
Stauble, Christopher A.	Restructuring	\$460.00	3.70	\$1,702.00
Stauble, Christopher A.	Restructuring	\$420.00	15.20	\$6,384.00
Chan, Herbert	Litigation	\$370.00	1.50	\$555.00
Peene, Travis J.	Restructuring	\$275.00	0.40	\$110.00
Kleissler, Matthew J.	Restructuring	\$275.00	11.10	\$3,052.50
Kleissler, Matthew J.	Restructuring	\$250.00	79.70	\$19,925.00
Kleissler, Matthew J.	Restructuring	\$240.00	7.90	\$1,896.00
Pal, Himansu	Restructuring	\$260.00	1.70	\$442.00
Pal, Himansu	Restructuring	\$250.00	2.10	\$525.00
Altman-DeSole, Jacob	Restructuring	\$250.00	14.00	\$3,500.00
Total:			137.30	\$38,091.50

¹¹ As disclosed in the Notices of Rate Increase [ECF No. 1817 and ECF No. 2313], on October 1, 2019 and January 1, 2021, Weil implemented customary annual increases in billing rates.

The total fees for the Compensation Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners (1)	\$1,190.97	38.50	\$45,852.50
Associates (4)	\$843.19	320.60	\$270,328.00
Paraprofessionals (6)	\$277.43	137.30	\$38,091.50
Blended Attorney Rate	\$880.48		
Total Fees Incurred (11 professionals and paraprofessionals)		496.40	\$354,272.00

COMPENSATION BY PROJECT CATEGORY
SEPTEMBER 1, 2019 THROUGH AND INCLUDING JULY 31, 2021

TASK CODE	PROJECT CATEGORY	TOTAL HOURS BILLED	AMOUNT
001	2004 Exams	11.30	\$7,717.00
002	9019 Settlements	14.80	\$16,282.00
003	Administrative Expense Claims	36.60	\$33,491.00
005	Asset Disposition/363 Sales (including De Minimis Asset Sales)	0.40	\$372.00
007	Case Administration (Docket Updates/Case Calendar)	32.80	\$12,582.50
008	Case Strategy (Including Team Calls)	20.00	\$17,352.00
009	Cash Management (including reporting and intercompany issues)	23.10	\$21,076.00
010	Claims Issues/Objections	1.30	\$1,292.50
011	Chapter 11 Plan Confirmation & Implementation	18.00	\$18,862.50
018	Hearings and Court Matters	177.40	\$127,118.50
026	Retention/Fee Applications: Non Weil	40.60	\$19,581.50
027	Retention/Fee Applications: Weil	91.30	\$56,076.50
030	Unsecured Creditors Issues/Meetings/Communications	1.60	\$1,740.00
031	US Trustee/Monthly Operating Report/2015.3 Report	18.10	\$13,166.00
032	Chapter 11 Trustee Issues/Meetings/Communications	7.30	\$5,647.50
033	Client Communications	1.80	\$1,914.50
Total:		496.40	\$354,272.00

**EXPENSE SUMMARY SEPTEMBER 1, 2019
THROUGH AND INCLUDING JULY 31, 2021**

EXPENSE CATEGORY	AMOUNT
Transportation	\$165.56
Meals	\$40.00
Online News Monitoring	\$1,785.00
Duplicating	\$983.40
Outside Messenger Service	\$330.42
Court Reporting	\$261.60
Court Telephone Call	\$1,092.00
Electronic Research	\$277.67
Total:	\$4,935.65

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*Counsel for Certain Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
CHINA FISHERY GROUP LIMITED	: Case No. 16-11895 (JLG)
(CAYMAN), et al.,	:
	: (Jointly Administered)
Debtors.¹	:
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**EIGHTH APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
COUNSEL TO CERTAIN DEBTORS, FOR INTERIM ALLOWANCE
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM SEPTEMBER 1, 2019 THROUGH AND INCLUDING JULY 31, 2021**

Weil, Gotshal & Manges LLP (“Weil”), counsel to certain debtors
(the “**Debtors**”),² as debtors and debtors in possession in the above-captioned chapter 11 cases

¹ The Debtors in these chapter 11 cases are as follows: China Fishery Group Limited (Cayman), Pacific Andes International Holdings Limited (Bermuda), N.S. Hong Investment (BVI) Limited, South Pacific Shipping Agency Limited (BVI), China Fisheries International Limited (Samoa), CFGL (Singapore) Private Limited, Chanery Investment Inc. (BVI), Champion Maritime Limited (BVI), Growing Management Limited (BVI), Target Shipping Limited (HK), Fortress Agents Limited (BVI), Ocean Expert International Limited (BVI), Protein Trading Limited (Samoa), CFG Peru Investments Pte. Limited (Singapore), Smart Group Limited (Cayman), Super Investment Limited (Cayman), Pacific Andes Resources Development Limited (Bermuda), Nouvelle Foods International Ltd. (BVI), Golden Target Pacific Limited (BVI), Pacific Andes International Holdings (BVI) Limited, Zhonggang Fisheries Limited (BVI), Admired Agents Limited (BVI), Chiksano Management Limited (BVI), Clamford Holding Limited (BVI), Excel Concept Limited (BVI), Gain Star Management Limited (BVI), Grand Success Investment (Singapore) Private Limited, Hill Cosmos International Limited (BVI), Loyal Mark Holdings Limited (BVI), Metro Island International Limited (BVI), Mission Excel International Limited (BVI), Natprop Investments Limited, Pioneer Logistics Limited (BVI), Sea Capital International Limited (BVI), Shine Bright Management Limited (BVI), Superb Choice International Limited (BVI), and Toyama Holdings Limited (BVI).

(the “**Chapter 11 Cases**”), for its eighth application (this “**Application**”), pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), for the interim allowance of compensation for professional services performed by Weil for the period commencing September 1, 2019 through and including July 31, 2021 (the “**Compensation Period**”),³ and for reimbursement of its actual and necessary expenses incurred during the Compensation Period, respectfully represents as follows:

Introduction

1. Since retention as counsel to the Debtors on February 15, 2017, Weil has worked with the Debtors, the Debtors’ other professionals, and other parties in interest to bring stability to these Chapter 11 Cases and assist parties in formulating a chapter 11 plan. The goal has been to formulate a consensual structure that maximizes value for the Debtors’ estates and stakeholders and allows for a successful restructuring of the Debtors and their non-Debtor affiliates.

2. That progress has taken longer than many, including the Debtors, hoped or anticipated; however, on March 16, 2021, in connection with confirmation of the *Creditor Plan Proponents’ Chapter 11 Plan for CFG Peru Investments Pte. Ltd. (Singapore)* [ECF No. 2564] (the “CFG Peru Plan”), the Court entered an order [ECF No. 2532] approving a settlement (the “**CFG Settlement**”) between the Debtors, certain creditors in the “CFG silo,” and the

² As used herein, the term “Debtors” shall not refer to CFG Peru Investments Pte. Limited (Singapore) (“**CFG Peru Singapore**”).

³ As described herein and in Weil’s previous fee application, in an effort to maximize efficiency, Weil has transitioned substantially all work streams over to Klestadt Winters Jureller Southard & Stevens, LLP (“**Klestadt**”). As a result, Weil incurred relatively small fees and expenses during the Compensation Period. The Office of the United States Trustee for Region 2 (the “**U.S. Trustee**”) and the Court therefore found it acceptable for Weil to wait to file this Application and cover a longer time period.

Chapter 11 Trustee, which we understand from Klestadt will likely pave the way for exit from chapter 11 for the remaining Debtors.

3. Recognizing the tenure of these Chapter 11 Case and the importance of minimizing administrative expenses while the Debtors focused on negotiations with respect to a resolution of these Chapter 11 Cases, the Debtors made the decision, in consultation with Weil and Klestadt, to transition certain work streams over from Weil to Klestadt. Accordingly, as previewed for the Court at past hearings and as discussed in prior Weil fee applications, the amount of fees and expenses incurred by Weil during the twenty-three (23) month Compensation Period reflects this redistribution of work.

4. Notwithstanding the above, during the Compensation Period Weil continued to play a role in these Chapter 11 Cases and, among other things, to: (i) assist the Debtors in communicating with creditors and the Chapter 11 Trustee in the ongoing dialogue regarding consensual restructuring options; (ii) advise the Debtors in coordinating with the Chapter 11 Trustee and creditors with respect to the settlement of certain claims and resolution of certain creditor disputes; and (iii) provide the Debtors' senior management team with advice, in each case, when requested by the Debtors or Klestadt.

5. Weil's efforts to advise and represent the Debtors during the Compensation Period were necessary and of substantial benefit to the administration of the Chapter 11 Cases. The professional services performed and expenses incurred were actual and necessary to preserve and protect the value of the Debtors' assets and to further a successful reorganization.

6. The Interim Compensation Order (as defined below) provides that when seeking interim compensation, professionals must serve monthly fee statements ("**Monthly Fee**

Statement”) to certain notice parties as well as file the Monthly Fee Statement on the docket. Parties in interest have 15 days after receipt to review. If no objection to a Monthly Fee Statement is made within 15 days, the Debtors are authorized to pay 80% of the fees requested (with the remaining 20% of the fees requested referred to herein as the “**Holdback**”) and 100% of the expenses requested (i) first out of any retainer balance held by such professional until such retainer is exhausted and (ii) then from non-retainer funds.

7. Weil submitted Monthly Fee Statements for each of the months covered by the Compensation Period.⁴ The aggregate Holdback amount for the twenty-three (23) month Compensation Period (September 1, 2019 through and including July 31, 2021) is \$70,854.40.

8. Except as otherwise disclosed herein, this Application has been prepared in accordance with General Order M-412 (*Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals*, dated December 21, 2010 (Gonzalez, C.J.)) (“**Order M-412**”), Administrative Order M-447 (*Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, dated January 29, 2013 (Morris, C.J.)) (“**Order M-447**”), and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**U.S. Trustee Guidelines**”); and together with Order M-412 and Order M-447, the “**Fee Guidelines**”), the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any further order of the Court, including, without limitation, this Court’s *Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals* [ECF No. 199] (the “**Interim**

⁴ Due to Weil’s currently very limited role in the case and de minimis fees being incurred each month, Weil filed a combined fee statement for January 1, 2020 – July 31, 2021 [ECF No. 2649].

Compensation Order”) for all professional services performed and expenses incurred after the Engagement Date.

9. In light of the nature of these Chapter 11 Cases and the services rendered, Weil’s fees for professional services performed and expenses incurred are reasonable under the applicable standards. Weil respectfully requests that the Court grant this Application and allow interim compensation for professional services performed and reimbursement for expenses as requested herein.

Jurisdiction

10. The Court has jurisdiction to consider 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 before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

11. On June 30, 2016, each of the Debtors (including CFG Peru Singapore), except for Pacific Andes Resource Development Limited (Bermuda) (“**PARD**”) and the New Debtors (as defined below), commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code.

12. On September 29, 2016, PARD commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code.

13. On March 27, 2017, Nouvelle Foods International Ltd. (BVI) and Golden Target Pacific Limited (BVI) each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code (the “**March Debtors**”).

14. On April 17, 2017, Pacific Andes International Holdings (BVI) Limited and Zhonggang Fisheries Limited (BVI) each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code (the “**April Debtors**”).

15. On May 2, 2017, Admired Agents Limited (BVI), Chiksano Management Limited (BVI), Clamford Holding Limited (BVI), Excel Concept Limited (BVI), Gain Star Management Limited (BVI), Grand Success Investment (Singapore) Private Limited, Hill Cosmos International Limited (BVI), Loyal Mark Holdings Limited (BVI), Metro Island International Limited (BVI), Mission Excel International Limited (BVI), Natprop Investments Limited, Pioneer Logistics Limited (BVI), Sea Capital International Limited (BVI), Shine Bright Management Limited (BVI), Superb Choice International Limited (BVI), and Toyama Holdings Limited (BVI) each commenced with this Court a voluntary cases under chapter 11 of the Bankruptcy Code (the “**May Debtors**” and, together with the March Debtors and the April Debtors, the “**New Debtors**”).

16. By order dated November 10, 2016 [ECF No. 219], a chapter 11 trustee was appointed over CFG Peru Singapore. Other than the Chapter 11 Trustee, no trustee, examiner, or statutory committee of creditors has been appointed in any of the Chapter 11 Cases. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered under case number 16-11895 (JLG).

17. On May 26, 2017, by the *Third Order Extending Exclusive Periods During Which Only Debtors May File a Chapter 11 Plan and Solicit Acceptances Thereof* [ECF No. 583] (the “**Third Exclusivity Order**”) approving the related motion, the Court extended the

Debtors' exclusivity up to and through November 1, 2017 for filing a chapter 11 plan of reorganization and up to and through January 22, 2018 for solicitation of acceptances of a chapter 11 plan.⁵ Pursuant to the Third Exclusivity Order, the Court approved an "Exclusivity Protocol" that conditioned extension of the Exclusive Periods on the Debtors' compliance with certain requirements, including, among others, filing a disclosure statement and chapter 11 plan of reorganization no later than September 29, 2017.

18. On September 29, 2017, the Debtors filed the (i) *Chapter 11 Plan of Pacific Andes International Holdings Limited (Bermuda) and Certain of Its Affiliated Debtors* [ECF No. 808] (the "**PAIH Plan**"); (ii) *Chapter 11 Plan of China Fishery Group Limited (Cayman), Pacific Andes Resources Development Limited (Bermuda), and Certain of their Affiliated Debtors* [ECF No. 807] (the "**CFGL/PARD Plan**," and together with the PAIH Plan, the "**Plans**"); (iii) *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of Pacific Andes International Holdings Limited (Bermuda) and Certain of Its Affiliated Debtors* [ECF No. 801] (the "**PAIH Disclosure Statement**"); and (iv) *Disclosure Statement for Joint Chapter 11 Plan of Reorganization of China Fishery Group Limited (Cayman), Pacific Andes Resources Development Limited (Bermuda), and Certain of Their Affiliated Debtors* [ECF No. 800] (the "**CFGL/PARD Disclosure Statement**" and, together with the PAIH Disclosure Statement, the "**Disclosure Statements**").

19. On March 16, 2021, the Creditor Plan proponents (as defined in the CFG Peru Plan) filed the CFG Peru Plan. On June 10, 2021, the Court entered an order confirming the CFG Peru Plan [ECF No. 2564].

⁵ On December 28, 2017, by the *Fourth Order Extending Period During Which Only Debtors May Solicit Acceptances of a Chapter 11 Plan* [ECF No. 933], the Court further extended the Debtors' exclusive solicitation period through and including February 28, 2018.

Debtors' Retention of Weil

20. On March 16, 2017, the Debtors filed an application to employ Weil as their attorneys [ECF No. 387] (the “**Weil Retention Application**”). On April 28, 2017, the Court entered an order approving Weil’s retention [ECF No. 492] (the “**Retention Order**”).

21. The Retention Order authorizes the Debtors to employ and retain Weil, *nunc pro tunc* to February 15, 2017, as their attorneys in these Chapter 11 Cases in accordance with Weil’s normal hourly rates and disbursement policies, all as contemplated by the Weil Retention Application. The Retention Order also provides that Weil shall be reimbursed for reasonable and necessary expenses. The Retention Order authorizes Weil to provide the following services to the Debtors:

- (i) Prepare on behalf of the Debtors, as debtors in possession, all necessary motions, applications, answers, orders, reports, and other papers in connection with the administration of the Debtors’ estates;
- (ii) Take all necessary action to protect and preserve the Debtors’ estates, including the prosecution of actions on the Debtors’ behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved, and the preparation of objections to claims filed against the Debtors’ estates;
- (iii) Take all necessary actions in connection with any chapter 11 plan and related disclosure statement, and all related documents, and such further actions as may be required in connection with the administration of the Debtors’ estates; and
- (iv) Perform all other necessary legal services in connection with the prosecution of these Chapter 11 Cases.

Retention Order ¶3.

**Summary of Professional Compensation
and Reimbursement of Expenses Requested**

22. Weil seeks allowance of interim compensation for professional services performed during the twenty-three (23) month Compensation Period in the amount of \$354,272.00 and for reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$4,935.65. During the twenty-three (23) month Compensation Period, Weil attorneys and paraprofessionals expended a total of 496.40 hours in connection with the necessary services performed.

23. There is no agreement or understanding between Weil and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases. During the Compensation Period, Weil received no payment or promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application (other than in accordance with the Retention Order).

24. The fees charged by Weil in these cases are billed in accordance with Weil's existing billing rates and procedures in effect during the Compensation Period. The rates Weil charges for the services rendered by its professionals and paraprofessionals in these Chapter 11 Cases are the same rates Weil charges for professional and paraprofessional services rendered in comparable bankruptcy and nonbankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and nonbankruptcy cases in a competitive national legal market.

25. Weil consistently monitors its charges and expenses before and after the submission of Monthly Fee Statements for possible errors or charges that should be reduced. As a result, in connection with the preparation and submission of Monthly Fee Statements during

the Compensation Period, Weil voluntarily reduced its fees by \$26,139.00, and its expenses by \$517.65.

26. Annexed hereto as **Exhibit A** is a certification regarding compliance with the Fee Guidelines.

27. Annexed hereto as **Exhibit B** is a schedule of Weil attorneys and paraprofessionals who have performed services for the Debtors during the Compensation Period, the capacities in which each individual is employed by Weil, the department in which each individual practices, the hourly billing rate charged by Weil for services performed by such individuals and whether such rates have increased during the Compensation Period, the year in which each attorney was first licensed to practice law (where applicable) and the aggregate number of hours expended in this matter and fees billed therefor.

28. Annexed hereto as **Exhibit C** is a summary of Weil's time records billed during the Compensation Period using project categories hereinafter described. Weil maintains computerized records of the time spent by all Weil attorneys and paraprofessionals in connection with the prosecution of these Chapter 11 Cases. Copies of these computerized records have been furnished to the Debtors, the Court, and the U.S. Trustee.

29. Annexed hereto as **Exhibit D** is a schedule specifying the categories of expenses for which Weil is seeking reimbursement and the total amount for each such expense category. An itemized schedule of all such expenses has been provided to the Debtors, the Court, and the U.S. Trustee.

30. Annexed hereto as **Exhibit E** is a summary and comparison of the aggregate blended hourly rates billed by Weil's domestic timekeepers to nonbankruptcy matters

during the preceding 12 month period ending July 31, 2021 and the blended hourly rates billed to the Debtors during the twenty-three (23) month Compensation Period.

31. Due to the transition of substantially all workstreams to Klestadt, Weil estimated incurring approximately \$15,000.00 per month (or less) in fees and expenses (the “**Budget**”). Taking into account the twenty-three (23) month Compensation Period, the total Budget amounted to \$345,000.00. In the event Weil had been asked to perform a significant workstream for the Debtors, Weil would have provided a specific budget for the project. No such projects arose.

32. The redistribution of work to Klestadt and the length of time covered by the Compensation Period resulted in a number of different Weil paralegals and associates working on these Chapter 11 Cases; however, at any given time, no more than 1 partner and 2 associates (one mid-level and one junior associate) were working on the matter.

33. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of this Application, Weil reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

**Summary of Services Performed by
Weil During Compensation Period**

34. The following is a detailed summary of the professional services rendered by Weil during the Compensation Period, organized in accordance with Weil’s internal system of task codes.⁶

⁶ Task codes with only *de minimis* amounts of time (i.e., less than 10 hours) have been excluded from the following summary.

- a. 2004 Exams (Task Code 001)
Fees: \$7,717.00; Total Hours: 11.30
- Reviewed pleadings related to Rule 2004 discovery requested by certain of the Debtors' creditors and the Chapter 11 Trustee; and
 - Attended hearing related to the same.
- b. 9019 Settlements (Task Code 002)
Fees: \$16,282.00; Total Hours: 14.80
- Reviewed and responded to emails, calls, and correspondence regarding CFG Settlement.
- c. Administrative Expense Claims (Task Code 003)
Fees: \$33,491.00; Total Hours: 36.60
- Drafted and filed the *Request of Weil, Gotshal & Manges LLP Pursuant to 11 U.S.C. § 503(A) for Payment of Administrative Expense Claims* [ECF No. 2517].
- d. Case Administration (Docket Updates/Case Calendar) (Task Code 007)
Fees: \$12,582.50; Total Hours: 32.80
- Maintained ongoing case calendar; and
 - Reviewed and responded to emails, calls and correspondence from creditors and parties in interest regarding case status and issues.
- e. Case Strategy (including Team Calls) (Task Code 008)
Fees: \$17,352.00; Total Hours: 20.00
- Conducted internal team meetings, conferences, and teleconferences with the Debtors and Klestadt regarding the status of the Debtors' Chapter 11 Cases, various business related issues, and general case strategy; and
 - Reviewed and responded to various correspondence related to status and strategy in the Chapter 11 Cases and various business-related issues.
- f. Cash Management (including reporting and intercompany issues) (Task Code 009)
Fees: \$21,076.00; Total Hours: 23.10
- Reviewed and circulated 13-week cash flow statements.

g. Chapter 11 Plan Confirmation and Implementation (Task Code 011)

Fees: \$18,862.50; Total Hours: 18.00

- Reviewed and analyzed the CFG Peru Plan and related documents; and
- Coordinated with the Debtors and Klestadt regarding the CFG Peru Plan and next steps;

h. Hearings and Court Matters (Task Code 018)

Fees: \$127,118.50; Total Hours: 177.40

- Prepared for and participated in various hearings on January 22, 2020, June 16, 2020, March 6, 2021, May 25, 2021, May 27, 2021, June 9, 2021, June 10, 2021, and July 20, 2021;
- Engaged in discussions with Klestadt and counsel to the Chapter 11 Trustee regarding hearings; and
- Coordinated regularly with the Bankruptcy Court regarding agendas and scheduling of hearings.

i. Retention/Fee Application: Non-Weil (Task Code 026)

Fees: \$19,581.50; Total Hours: 40.60

- Reviewed, revised, and filed monthly fee statements for various professionals, including, Goldin Associates and RSR Consulting LLC; and
- Assisted in the preparation and filing of the *Declaration of David W. Prager Regarding Annual Rate Increase and Sixth Supplemental Declaration in Support of Debtors Application for Entry of an Order Authorizing the Retention and Employment of Goldin Associates, LLC as Financial Advisors to the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* [ECF No. 1943].

j. Retention/Fee Applications: Weil (Task Code 027)

Fees: \$56,076.50; Total Hours: 91.30

- Prepared and filed Monthly Fee Statements for December 2018, January 2019 through December 2019, and January 2020 through May 2021;
- Drafted and filed the *Sixth Application of Weil, Gotshal & Manges LLP, Counsel to Certain Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from November 1, 2018 Through and Including March 31, 2019* [ECF No. 1773]; and
- Drafted and filed the *Seventh Application of Weil, Gotshal & Manges LLP, Counsel to Certain Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement*

*of Actual and Necessary Expenses Incurred from April 1, 2019
Through and Including August 31, 2019* [ECF No. 1969].

k. US Trustee/Monthly Operating Report/2015.3 Reports (Task Code 031)
Fees: \$13,166.00; Total Hours: 18.10

- Reviewed and circulated monthly operating reports, intercompany balance reports, and 13-week cash flow statements in compliance with the *Order Authorizing the Debtors to (A) Continue Their Cash Management System, (B) Honor Certain Prepetition Obligations Related Thereto, and (C) Maintain Existing Bank Accounts* [ECF Nos. 1551, 1597, 1618, 1641, and 1688]; and
- Reviewed 2015.3 reports.

35. The foregoing professional services performed by Weil were necessary and appropriate in order for Weil to represent the Debtors effectively and completely in these Chapter 11 Cases. Compensation for such services as requested is commensurate with the complexity, importance, and nature of the issues and tasks involved. In each case, the professional services were performed expeditiously and efficiently.

36. The professional services performed by Weil were rendered by partners and associates in the firm's Restructuring Department. Weil has a preeminent restructuring practice and enjoys a national reputation for its expertise in financial reorganizations and restructurings of troubled entities.

37. The professional services performed by Weil on behalf of the Debtors during the Compensation Period required an aggregate expenditure of 496.40 recorded hours by Weil's partners, associates, and paraprofessionals. Of the aggregate time expended, 38.50 recorded hours were expended by partners, 320.60 recorded hours were expended by associates, and 137.30 recorded hours were expended by paraprofessionals of Weil.

38. During the Compensation Period, Weil billed the Debtors for time expended by attorneys based on hourly rates ranging from \$595.00 to \$1,325.00 per hour.

Allowance of compensation in the amount requested would result in a blended hourly billing rate of approximately \$880.48 (based on 359.10 recorded hours for attorneys at Weil's agreed billing rates in effect at the time of the performance of services).

Actual and Necessary Disbursements of Weil

39. As set forth in **Exhibit D** hereto, Weil has disbursed \$4,935.65 in the form of expenses incurred in providing professional services during the Compensation Period. These expenses are reasonable and necessary and were essential to, among other things, timely file and respond to motions and objections and the overall administration of Weil's representation in these Chapter 11 Cases.

40. Consistent with firm policy, attorneys and other employees of Weil who worked late into the evenings or on weekends were reimbursed for their reasonable meal costs and their cost for transportation home from the office. Weil's regular practice is not to include components for those charges in overhead when establishing billing rates and to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of services. The reimbursement amounts do not exceed those set forth in the UST Guidelines, Local Guidelines, and the Local Rules.

41. With respect to photocopying expenses, in compliance with the Fee Guidelines and Local Rule 2016-1, Weil charges all of its clients \$0.10 per black and white page. Each of these categories of expenses does not exceed the maximum rate set by the Local Rules or Local Guidelines. These charges are intended to cover Weil's direct operating costs, which are not incorporated into Weil's hourly billing rates. Only clients who actually use services of the types set forth in **Exhibit D** are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not

require extensive photocopying and other facilities and services. The amount of the standard photocopying charge is intended to allow Weil to cover the related expenses of its photocopying service. A determination of the actual expenses per page for photocopying, however, is dependent on both the volume of copies and the total expenses attributable to photocopying on an annual basis.

42. Weil has made every effort to minimize its costs in these cases. The actual expenses incurred in providing professional services were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors.

Requested Compensation Should Be Allowed

43. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 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 sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, 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;
- (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;

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

(F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

44. In the instant case, Weil submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for and beneficial to the preservation and maximization of value for all stakeholders and to the orderly administration of the Debtors' Chapter 11 Cases. Such services and expenditures were necessary to and in the best interests of the Debtors' estates and creditors. 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. Moreover, Weil has voluntarily agreed to reduce its fees by \$26,139.00.

45. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved. The professional services were performed expeditiously and efficiently. Groups of the same Weil attorneys were utilized for similar tasks in this case to minimize the costs of intra-Weil communication and background education about circumstances surrounding these Chapter 11 Cases.

46. In sum, the services rendered by Weil were necessary and beneficial to the Debtors' estates and were consistently performed in a timely manner commensurate with the

complexity, importance, and nature of the issues involved. Accordingly, approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

Notice

47. Notice of this Application has been provided to parties in interest in accordance with the Interim Compensation Order. Weil submits that, in view of the facts and circumstances, such notice is sufficient and no other or further notice need be provided.

48. No previous request for the relief sought herein has been made by Weil to this or any other court.

[Remainder of page intentionally left blank.]

Conclusion

49. Weil respectfully requests that the Court (i) award interim allowance of Weil's compensation for professional services rendered during the twenty-three (23) month Compensation Period in the amount of \$359,207.65, consisting of \$354,272.00 in fees and \$4,935.65 in actual and necessary expenses, in all instances as incurred during the Compensation Period, and that such allowance be without prejudice to Weil's right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of this Application, (ii) direct payment of the difference between the amounts allowed and any amounts previously paid pursuant to the Interim Compensation Order, and (iii) grant such other and further relief as is just.

Dated: October 1, 2021
New York, New York

/s/ Gabriel Morgan
WEIL, GOTSHAL & MANGES LLP
Matthew S. Barr
Gabriel Morgan
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Exhibit A

Certification

WEIL, GOTSHAL & MANGES LLP

Matthew S. Barr

Gabriel Morgan

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

*Counsel for Certain Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
CHINA FISHERY GROUP LIMITED	:	Case No. 16-11895 (JLG)
(CAYMAN), et al.,	:	
	:	(Jointly Administered)
Debtors.¹	:	
-----	X	

¹ The Debtors in these chapter 11 cases are as follows: China Fishery Group Limited (Cayman), Pacific Andes International Holdings Limited (Bermuda), N.S. Hong Investment (BVI) Limited, South Pacific Shipping Agency Limited (BVI), China Fisheries International Limited (Samoa), CFGI (Singapore) Private Limited, Chanery Investment Inc. (BVI), Champion Maritime Limited (BVI), Growing Management Limited (BVI), Target Shipping Limited (HK), Fortress Agents Limited (BVI), Ocean Expert International Limited (BVI), Protein Trading Limited (Samoa), CFG Peru Investments Pte. Limited (Singapore), Smart Group Limited (Cayman), Super Investment Limited (Cayman), Pacific Andes Resources Development Limited (Bermuda), Nouvelle Foods International Ltd. (BVI), Golden Target Pacific Limited (BVI), Pacific Andes International Holdings (BVI) Limited, Zhonggang Fisheries Limited (BVI), Admired Agents Limited (BVI), Chiksano Management Limited (BVI), Clamford Holding Limited (BVI), Excel Concept Limited (BVI), Gain Star Management Limited (BVI), Grand Success Investment (Singapore) Private Limited, Hill Cosmos International Limited (BVI), Loyal Mark Holdings Limited (BVI), Metro Island International Limited (BVI), Mission Excel International Limited (BVI), Natprop Investments Limited, Pioneer Logistics Limited (BVI), Sea Capital International Limited (BVI), Shine Bright Management Limited (BVI), Superb Choice International Limited (BVI), and Toyama Holdings Limited (BVI).

**CERTIFICATION OF MATTHEW S. BARR IN SUPPORT OF
EIGHTH APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
COUNSEL TO CERTAIN DEBTORS, FOR INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
FROM SEPTEMBER 1, 2019 THROUGH AND INCLUDING JULY 31, 2021**

I, Matthew S. Barr, hereby certify that:

1. I am a partner of the applicant firm, Weil, Gotshal & Manges LLP (“**Weil**”), which serves as counsel to certain of the debtors in the above-captioned Chapter 11 Cases (the “**Debtors**”).²

2. This certification is made in respect of Weil’s compliance with the General Order M-412 (*Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals*, dated December 21, 2010 (Gonzalez, C.J.)) (“**Order M-412**”), Administrative Order M-447 (*Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, dated January 29, 2013 (Morris, C.J.)) (“**Order M-447**”), and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**U.S. Trustee Guidelines**”); together with Order M-412 and Order M-447, the “**Fee Guidelines**”), the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any further order of the Court, including but not limited to, this Court’s *Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals* [ECF No. 199] (the “**Interim Compensation Order**”) for all professional services performed and expenses incurred after the Engagement Date.

² As used herein, the term “Debtors” shall not refer to CFG Peru Investments Pte. Limited (Singapore).

3. This certification is made in connection with Weil's application, dated October 1, 2021 for interim compensation and reimbursement of expenses for the period commencing September 1, 2019 through and including July 31, 2021 in accordance with the Fee Guidelines (the "**Application**").³

4. Pursuant to section B(1) of the Local Guidelines, I certify that:

- a. I have read the Application.
- b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines.
- c. The fees and disbursements sought are billed at rates in accordance with those customarily charged by Weil and generally accepted by Weil's clients.
- d. In providing a reimbursable service, Weil does not make a profit on that service, whether the service is performed by Weil in-house or through a third party.

5. Pursuant to section B(2) of the Local Guidelines, and as required by the Interim Compensation Order, I certify that Weil has complied with provisions requiring it to provide the Notice Parties (as defined in the Interim Compensation Order) with a statement of Weil's fees and disbursements accrued during the previous month, although such statements were not always provided within the exact timetables set forth in the Interim Compensation Order.

6. Pursuant to section B(3) of the Local Guidelines, I certify that the Debtors and the U.S. Trustee are each being provided with a copy of the Application.

7. **Exhibit E** to the Application compares the blended hourly rate billed by attorneys and paralegals across Weil's U.S. offices for the 12 month period ending July 31,

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

2021 (the “**U.S. Blended Rate**”) with the blended hourly rate billed by attorneys and paralegals to the Debtors in connection with its Chapter 11 Cases during the Compensation Period (the “**Applicable China Fishery Blended Rate**”). The Applicable China Fishery Blended Rate was lower than the U.S. Blended Rate for all professionals for the Compensation Period. Weil does not charge a premium for bankruptcy related services as compared to other services.

8. Weil discussed its rates and fees with the Debtors at the outset of these Chapter 11 Cases. Due to the transition of substantially all workstreams to Klestadt, Weil estimated incurring \$15,000.00 per month (or less) in fees and expenses (the “**Budget**”). Taking into account the twenty-three (23) month Compensation Period, the total Budget amounted to \$345,000.00. In the event Weil had been asked to perform a significant workstream for the Debtors, Weil would have provided a specific budget for the project. No such projects arose.

9. In accordance with the UST Guidelines, Weil responds to the questions identified therein as follows:

Question 1: Did Weil agree to any variations from, or alternatives to, Weil’s standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Compensation Period? If so, please explain.

Answer: No.

Question 2: If the fees sought in the Application as compared to the fees budgeted for the time period covered by the Application are higher by 10% or more, did Weil discuss the reasons for the variation with the client?

Answer: N/A

Question 3: Have any of the professionals included in the Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices? If so, please quantify by hours and fees.

Answer: **The Application includes time or fees related to reviewing time records or preparing or reviewing invoices in connection with the preparation of monthly fee statements and invoices. The total time expended for such matters during the Compensation Period is included within Task Codes 003 and 027.**

Question 5: Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: **As part of the ordinary review of time records to ensure compliance with the UST Guidelines, certain information may be redacted or edited to protect privileged or confidential information. Any time expended on reviewing and redacting time records for privileged or confidential is included within Task Codes 003 and 027.**

Question 6: Does the Application include any rate increases since Weil's retention in these cases? If so, did the client review and approve those rate increases in advance? Did the client agree when retaining the law firm to accept all future rate increases?

Answer: **Yes.**

Dated: October 1, 2021
New York, New York

/s/ Matthew S. Barr
Matthew S. Barr

Exhibit B

COMPENSATION BY PROFESSIONAL
SEPTEMBER 1, 2019 THROUGH AND INCLUDING JULY 31, 2021

The attorneys who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	YEAR ADMITTED ²¹	HOURLY BILLING RATE ²²	TOTAL HOURS BILLED	TOTAL COMPENSATION
Morgan, Gabriel A.	Partner	Restructuring	2009	\$1,325.00	6.50	\$8,612.50
Morgan, Gabriel A.	Partner	Restructuring	2009	\$1,175.00	28.40	\$33,370.00
Morgan, Gabriel A.	Partner	Restructuring	2009	\$1,075.00	3.60	\$3,870.00
Friedman, Julie T.	Associate	Restructuring	2003	\$650.00	5.40	\$3,510.00
Lewis, Katherine Theresa	Associate	Restructuring	2017	\$1,040.00	78.90	\$82,056.00
Lewis, Katherine Theresa	Associate	Restructuring	2017	\$980.00	3.40	\$3,332.00
Lewis, Katherine Theresa	Associate	Restructuring	2017	\$930.00	113.80	\$105,834.00
Lewis, Katherine Theresa	Associate	Restructuring	2017	\$790.00	15.20	\$12,008.00
Mallo, Madeline	Associate	Restructuring	2021	\$770.00	10.10	\$7,777.00
Bischoping, Mary	Associate	Restructuring	*	\$595.00	93.80	\$55,811.00
Total:					359.10	\$316,180.50

²¹ * – Not Yet Admitted to Practice.

²² As disclosed in the Notice of Rate Increase, on October 1, 2019 and January 1, 2021, Weil implemented customary annual increases in billing rates.

The paraprofessionals who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PARAPROFESSIONALS	DEPARTMENT	HOURLY BILLING RATE	TOTAL HOURS BILLED ²³	TOTAL COMPENSATION
Stauble, Christopher A.	Restructuring	\$460.00	3.70	\$1,702.00
Stauble, Christopher A.	Restructuring	\$420.00	15.20	\$6,384.00
Chan, Herbert	Litigation	\$370.00	1.50	\$555.00
Peene, Travis J.	Restructuring	\$275.00	0.40	\$110.00
Kleissler, Matthew J.	Restructuring	\$275.00	11.10	\$3,052.50
Kleissler, Matthew J.	Restructuring	\$250.00	79.70	\$19,925.00
Kleissler, Matthew J.	Restructuring	\$240.00	7.90	\$1,896.00
Pal, Himansu	Restructuring	\$260.00	1.70	\$442.00
Pal, Himansu	Restructuring	\$250.00	2.10	\$525.00
Altman-DeSole, Jacob	Restructuring	\$250.00	14.00	\$3,500.00
Total:			137.30	\$38,091.50

²³ As disclosed in the Notice of Rate Increase, on October 1, 2019 and January 1, 2021, Weil implemented customary annual increases in billing rates.

The total fees for the Compensation Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners (1)	\$1,190.97	38.50	\$45,852.50
Associates (4)	\$843.19	320.60	\$270,328.00
Paraprofessionals (6)	\$277.43	137.30	\$38,091.50
Blended Attorney Rate	\$880.48		
Total Fees Incurred (11 professionals and paraprofessionals)		496.40	\$354,272.00

Exhibit C

**COMPENSATION BY PROJECT CATEGORY
SEPTEMBER 1, 2019 THROUGH AND INCLUDING JULY 31, 2021**

TASK CODE	PROJECT CATEGORY	TOTAL HOURS BILLED	AMOUNT
001	2004 Exams	11.30	\$7,717.00
002	9019 Settlements	14.80	\$16,282.00
003	Administrative Expense Claims	36.60	\$33,491.00
005	Asset Disposition/363 Sales (including De Minimis Asset Sales)	0.40	\$372.00
007	Case Administration (Docket Updates/Case Calendar)	32.80	\$12,582.50
008	Case Strategy (Including Team Calls)	20.00	\$17,352.00
009	Cash Management (including reporting and intercompany issues)	23.10	\$21,076.00
010	Claims Issues/Objections	1.30	\$1,292.50
011	Chapter 11 Plan Confirmation & Implementation	18.00	\$18,862.50
018	Hearings and Court Matters	177.40	\$127,118.50
026	Retention/Fee Applications: Non Weil	40.60	\$19,581.50
027	Retention/Fee Applications: Weil	91.30	\$56,076.50
030	Unsecured Creditors Issues/Meetings/Communications	1.60	\$1,740.00
031	US Trustee/Monthly Operating Report/2015.3 Report	18.10	\$13,166.00
032	Chapter 11 Trustee Issues/Meetings/Communications	7.30	\$5,647.50
033	Client Communications	1.80	\$1,914.50
Total:		496.40	\$354,272.00

Exhibit D

EXPENSE SUMMARY
SEPTEMBER 1, 2019 THROUGH AND INCLUDING JULY 31, 2021

EXPENSE CATEGORY	AMOUNT
Transportation	\$165.56
Meals	\$40.00
Online News Monitoring	\$1,785.00
Duplicating	\$983.40
Outside Messenger Service	\$330.42
Court Reporting	\$261.60
Court Telephone Call	\$1,092.00
Electronic Research	\$277.67
Total:	\$4,935.65

Exhibit E

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

Category of Timekeeper	Blended Hourly Rate	
	Billed by timekeepers in all domestic offices, excluding bankruptcy ¹	Billed in this fee application
Partner	\$1,304.00	\$1,191.00
Counsel	\$1,035.00	N/A
Senior Associate (7 years or more since first admission)	\$990.00	\$650.00
Mid-level Associate (4-6 years since first admission)	\$910.00	\$975.00
Junior Associate (0-3 years since first admission)	\$683.00	\$635.00
Contract Attorney	\$469.00	N/A
Staff Attorney	\$377.00	N/A
Paralegal	\$341.00	\$277.00
Other	\$332.00	N/A
All timekeepers aggregated:	\$906.00	\$714.00

¹ In accordance with the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013, preceding year is a rolling 12 months year ending July 31, 2021; blended rates reflect work performed in preceding year in each of the domestic offices in which timekeepers collectively billed at least 10% of the hours to the case during the application period, excluding all data from bankruptcy law matters.