

Deloitte Tax LLP
 191 Peachtree St, Suite 2000
 Atlanta, GA 30303-1749
 Telephone: 404.220.1605
 Facsimile: 404.631.9201
 Stephen Harrison

Tax Services Provider

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

In re:	§	Chapter 11
	§	
CBL & ASSOCIATES	§	
PROPERTIES, INC., et al.,	§	Case No. 20-35226 (DRJ)
	§	
Debtors.¹	§	(Jointly Administered)

**SUMMARY COVERSHEET TO THE FOURTH INTERIM AND FINAL FEE
 APPLICATION OF DELOITTE TAX LLP AS TAX SERVICES PROVIDER FOR THE
 DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD FROM
NOVEMBER 1, 2020 THROUGH NOVEMBER 1, 2021**

Fourth Interim Fee Application

Name of Applicant:	Deloitte Tax LLP	
Applicant's Role in Case:	Tax Services Provider for the Debtors	
Docket No. of Employment Order(s)	Docket No. 937	
Interim Application (X) No. 4th Final Application ()	Indicate whether this is an interim or final Application. If interim, indicate the number (1st, 2nd, 3rd, etc.)	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	8/1/2021	11/1/2021
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Y) Y/N		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Y) Y/N		
Is the requested compensation reasonable based on the customary compensation charged by comparable skilled practitioners in other non-bankruptcy cases? (Y) Y/N		
Do expense reimbursements represent actual and necessary expenses incurred? () Y/N		

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/CBLProperties>. The Debtors' service address for the purposes of these chapter 11 cases is 2030 Hamilton Place Blvd., Suite 500, Chattanooga, Tennessee 37421.

Compensation Breakdown for Time Period Covered by this Application	
Total professional fees requested in this Application:	\$414,442.00
Total professional hours covered by this Application:	750.90
Average hourly rate for professionals:	\$551.93
Total paraprofessional fees requested in this Application:	\$13,527.50
Total paraprofessional hours covered by this Application:	56.2
Average hourly rate for paraprofessionals:	\$240.70
Total fees requested in this Application:	\$414,442.00
Total expense reimbursements requested in this Application:	\$0.00
Total fees and expenses requested in this Application:	\$414,442.00
Total fees and expenses awarded in all prior Applications:	\$0.00
Plan status: Effective Date November 1, 2021 [Docket No. 1545]	

Final Fee Application

Name of Applicant:	Deloitte Tax LLP	
Applicant's Role in Case:	Tax Services Provider for the Debtors	
Docket No. of Employment Order(s)	Docket No. 937	
Interim Application () No. Final Application (X)	Indicate whether this is an interim or final Application. If interim, indicate the number (1st, 2nd, 3rd, etc.)	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	11/1/2020	11/1/2021
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? (Y) Y/N		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? (Y) Y/N		
Is the requested compensation reasonable based on the customary compensation charged by comparable skilled practitioners in other non-bankruptcy cases? (Y) Y/N		
Do expense reimbursements represent actual and necessary expenses incurred? () Y/N		
Compensation Breakdown for Time Period Covered by this Application		

Total professional fees requested in this Application:	\$1,360,204.50
Total professional hours covered by this Application:	2,746.10
Average hourly rate for professionals:	\$495.32
Total paraprofessional fees requested in this Application:	\$41,862.50
Total paraprofessional hours covered by this Application:	175.1
Average hourly rate for paraprofessionals:	\$239.08
Total fees requested in this Application:	\$1,360,204.50
Total expense reimbursements requested in this Application:	\$0.00
Total fees and expenses requested in this Application:	\$1,360,204.50
Total fees and expenses awarded in all prior Applications:	\$0.00
Plan status: Effective Date November 1, 2021 [Docket No. 1545]	

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

In re: CBL & ASSOCIATES PROPERTIES, INC., <i>et al.</i>, Debtors.²	§ § § § § §	Chapter 11 Case No. 20-35226 (DRJ) (Jointly Administered)
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**FOURTH INTERIM AND FINAL FEE APPLICATION OF DELOITTE TAX LLP AS
TAX SERVICES PROVIDER FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED INCURRED
FOR THE PERIOD FROM NOVEMBER 1, 2020 THROUGH NOVEMBER 1, 2021**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://EDCF.TXB.USCOURTS.GOV/](https://edcf.txb.uscourts.gov) WITHIN TWENTY-ONE DAYS FROM THE DATE THIS MOTION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN OBJECTION THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE DAYS FROM THE DATE THIS MOTION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

² A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/CBLProperties>. The Debtors' service address for the purposes of these chapter 11 cases is 2030 Hamilton Place Blvd., Suite 500, Chattanooga, Tennessee 37421.

Name of Applicant:

Deloitte Tax LLP

Authorized to Provide Professional Services as:

Tax Services Provider

Date of Retention:

Effective as of November 1, 2020

Period for which Compensation and Reimbursement is Sought:

November 1, 2020 through November 1, 2021

	<u>Fourth Interim Period</u>	<u>Entire Case Period</u>
	08/01/2021 through 11/01/2021	11/01/2020 through 11/01/2021
Total Amount of Fees Requested:	\$ 414,442.00	\$ 1,360,204.50
Amount of Expense Reimbursement Sought	\$ -	\$ -
Total Amount of Fees and Expense:	\$ 414,442.00	\$ 1,360,204.50

This is an: ☐ Monthly ☒ Interim ☒ Final Application

PRIOR FEE APPLICATIONS SERVICED

Service Date	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
06/29/21	11/01/2020 - 11/30/2020	\$ 35,942.50	\$ -	\$ 28,754.00	\$ -
06/29/21	12/01/2020 - 12/31/2020	\$ 37,040.00	\$ -	\$ 29,632.00	\$ -
06/29/21	01/01/2021 - 01/31/2021	\$ 167,623.00	\$ -	\$ 134,098.40	\$ -
07/27/21	02/01/2021 - 02/28/2021	\$ 180,151.00	\$ -	\$ 144,120.80	\$ -
10/04/21	03/01/2021 - 03/31/2021	\$ 211,504.50	\$ -	\$ 169,203.60	\$ -
10/20/21	04/01/2021 - 04/30/2021	\$ 154,967.50	\$ -	\$ 123,974.00	\$ -
10/20/21	05/01/2021 - 05/31/2021	\$ 32,540.00	\$ -	\$ 26,032.00	\$ -
10/26/21	06/01/2021 - 06/30/2021	\$ 30,501.50	\$ -	\$ 24,401.20	\$ -
11/01/21	07/01/2021 - 07/31/2021	\$ 95,492.50	\$ -	\$ 76,394.00	\$ -
11/09/21	08/01/2021 - 08/31/2021	\$ 16,703.50	\$ -	\$ 13,362.80	\$ -
11/12/21	09/01/2021 - 09/30/2021	\$ 45,305.00	\$ -	\$ 36,244.00	\$ -
11/30/21	10/01/2021 - 11/01/2021	\$ 352,433.50	\$ -	\$ -	\$ -

TOTAL **\$1,360,204.50** **\$ -** **\$ 806,216.80** **\$ -**

PRIOR INTERIM FEE APPLICATIONS FILED

Date Filed / Docket #	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
11/01/21 Dkt. 1548	11/11/2020 - 01/31/2021	\$ 240,605.50	\$ -	\$ -	\$ -
11/10/21 Dkt. 1576	02/01/2021 - 04/30/2021	\$ 546,623.00	\$ -	\$ -	\$ -
11/10/21 Dkt. 1577	05/01/2021 - 07/31/2021	\$ 158,534.00	\$ -	\$ -	\$ -

TOTAL **\$ 945,762.50** **\$ -** **\$ -** **\$ -**

CUMULATIVE TIME SUMMARY BY PROFESSIONAL

Fourth Interim Fee Period - For the Period of August 1, 2021 through November 1, 2021

Professional	Level	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
McDonald, Carisa	Senior Project Controller	\$275.00	1.1	\$302.50
Gutierrez, Dalia	Project Controller	\$250.00	33.1	\$8,275.00
Jain, Ashima	Project Controller	\$225.00	1.5	\$337.50
Tomar, Arzoo	Project Controller	\$225.00	7.3	\$1,642.50
Trivedi, Sanyam	Project Controller	\$225.00	2.0	\$450.00
Veerabomma, Chandra	Project Controller	\$225.00	11.2	\$2,520.00
Professional Subtotal:			56.2	\$13,527.50

Professional	Level	Rate	Hours	Fees
<i>Tax Compliance Services - Fixed Fee</i>				
Bozeman, Eddie	Partner/Principal	\$0.00	46.5	\$0.00
Wilmer, William	Senior Manager	\$0.00	157.3	\$0.00
Osborne, Shelley	Senior Consultant	\$0.00	117.7	\$0.00
Lee, Cathy	Consultant	\$0.00	90.5	\$0.00
Professional Subtotal:			412.0	\$265,000.00

Professional	Level	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
Dudek, John	Managing Director	\$850.00	6.3	\$5,355.00
Gibian, Craig	Partner/Principal	\$850.00	0.2	\$170.00
Hahn, Erich	Partner/Principal	\$850.00	2.7	\$2,295.00
Harrison, Steve	Partner/Principal	\$850.00	1.0	\$850.00
Bozeman, Eddie	Partner/Principal	\$525.00	35.5	\$18,637.50
Turman, Mary Rose	Managing Director	\$525.00	1.4	\$735.00
Dudek, John	Senior Manager	\$795.00	1.0	\$795.00
Peppelman, David	Senior Manager	\$795.00	1.4	\$1,113.00
Tidwell, Drew	Senior Manager	\$425.00	2.0	\$850.00
Wilmer, William	Senior Manager	\$425.00	1.9	\$807.50
Serrano, Alfredo	Manager	\$670.00	47.7	\$31,959.00
Claybrook, Logan	Senior Consultant	\$450.00	75.2	\$33,840.00
Claybrook, Logan	Senior Consultant	\$300.00	1.2	\$360.00
Osborne, Shelley	Senior Consultant	\$300.00	0.7	\$210.00
Marcellino, Matthew	Consultant	\$450.00	14.5	\$6,525.00
Sanders, Dugan	Consultant	\$350.00	10.8	\$3,780.00
Chapple, Joshua	Consultant	\$350.00	78.5	\$27,475.00
Lee, Cathy	Consultant	\$225.00	0.7	\$157.50
Professional Subtotal:			282.7	\$135,914.50

Total	Blended Rate:	\$551.93	750.9	\$414,442.00
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CUMULATIVE FEES BY CATEGORY SUMMARY

Fourth Interim Fee Period - For the Period of August 1, 2021 through November 1, 2021

Categories	Hours	Fees
Preparation of Fee Applications	56.2	\$13,527.50
Tax Compliance Services - Fixed Fee	412.0	\$265,000.00
Tax Restructuring Services	282.7	\$135,914.50
Fees Category Subtotal :	750.9	\$414,442.00

CUMULATIVE TIME SUMMARY BY PROFESSIONAL

Entire Fee Application Period - For the Period of November 1, 2020 through November 1, 2021

Professional	Level	Rate	Hours	Fees
<i>Firm Retention</i>				
Wilmer, William	Senior Manager	\$425.00	0.1	\$42.50
Osborne, Shelley	Senior Consultant	\$300.00	1.2	\$360.00
Lee, Cathy	Consultant	\$225.00	0.1	\$22.50
Professional Subtotal:			1.4	\$425.00

Professional	Level	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
Dudek, Jhn	Senior Manager	\$795.00	9.5	\$7,552.50
McDonald, Carisa	Senior Project Controller	\$275.00	13.1	\$3,602.50
Gutierrez, Dalia	Project Controller	\$250.00	72.4	\$18,100.00
Jain, Ashima	Project Controller	\$225.00	3.5	\$787.50
Tomar, Arzoo	Project Controller	\$225.00	40.4	\$9,090.00
Trivedi, Sanyam	Project Controller	\$225.00	10.4	\$2,340.00
Veerabomma, Chandra	Project Controller	\$225.00	35.3	\$7,942.50
Professional Subtotal:			184.6	\$49,415.00

Professional	Level	Rate	Hours	Fees
<i>Tax Advisory Services</i>				
Bozeman, Eddie	Partner/Principal	\$525.00	8.8	\$4,620.00
Brock, Jm	Partner/Principal	\$525.00	0.4	\$210.00
Ray, Jøn	Partner/Principal	\$525.00	0.2	\$105.00
Wilmer, William	Senior Manager	\$425.00	25.0	\$10,625.00
Sousa, Carla	Manager	\$375.00	0.5	\$187.50
Osborne, Shelley	Senior Consultant	\$300.00	35.3	\$10,590.00
Lee, Cathy	Consultant	\$225.00	6.1	\$1,372.50
Martens, Victor	Consultant	\$225.00	1.0	\$225.00
Percy, Melanie	Consultant	\$225.00	1.4	\$315.00
Putman, Jhnathan	Consultant	\$225.00	1.3	\$292.50
Wittwer, Brian	Consultant	\$225.00	6.2	\$1,395.00
Professional Subtotal:			86.2	\$29,937.50

Professional	Level	Rate	Hours	Fees
<i>Tax Compliance Services - Fixed Fee</i>				
Bozeman, Eddie	Partner/Principal	\$0.00	46.5	\$0.00
Wilmer, William	Senior Manager	\$0.00	164.3	\$0.00
Osborne, Shelley	Senior Consultant	\$0.00	121.7	\$0.00
Lee, Cathy	Consultant	\$0.00	96.6	\$0.00
Rutner, Sabrina	Consultant	\$0.00	10.0	\$0.00
Stanfield, Mary Kate	Consultant	\$0.00	1.2	\$0.00
Wittwer, Brian	Consultant	\$0.00	1.2	\$0.00
Professional Subtotal:			441.5	\$265,000.00

Professional	Level	Rate	Hours	Fees
<i>Tax Restructuring Services</i>				
Bayer, Ryan	Partner/Principal	\$850.00	0.6	\$510.00
Blinder, Michael	Managing Director	\$850.00	5.1	\$4,335.00
Boyle, Matthew	Partner/Principal	\$850.00	1.4	\$1,190.00
Bridenstine, Travis	Managing Director	\$850.00	1.2	\$1,020.00
Dudek, Jhn	Managing Director	\$850.00	6.3	\$5,355.00
Forrest, Jnathan	Partner/Principal	\$850.00	4.6	\$3,910.00
Gibian, Craig	Partner/Principal	\$850.00	6.4	\$5,440.00
Hahn, Erich	Partner/Principal	\$850.00	10.4	\$8,840.00
Harrison, Steve	Partner/Principal	\$850.00	37.9	\$32,215.00
Sullivan, Brian	Managing Director	\$850.00	10.0	\$8,500.00
Vollbracht, Jason	Partner/Principal	\$850.00	4.3	\$3,655.00
Yanchisin, Helen	Managing Director	\$850.00	2.4	\$2,040.00
Yanchisin, White	Managing Director	\$850.00	0.4	\$340.00
Adler, David	Managing Director	\$525.00	0.4	\$210.00

Bozeman, Eddie	Partner/Principal	\$525.00	225.5	\$118,387.50
Clark, Courtney	Partner/Principal	\$525.00	1.2	\$630.00
Cooper, Matt	Managing Director	\$525.00	1.2	\$630.00
Gurney, Joseph	Managing Director	\$525.00	1.0	\$525.00
Morrison-Howe, Alexis	Partner/Principal	\$525.00	0.5	\$262.50
Temkin, Charlie	Managing Director	\$525.00	0.5	\$262.50
Turman, Mary Rose	Managing Director	\$525.00	1.4	\$735.00
Dudek, John	Senior Manager	\$795.00	199.5	\$158,602.50
Harper, Meredith	Senior Manager	\$795.00	16.0	\$12,720.00
Peppelman, Dave	Senior Manager	\$795.00	6.5	\$5,167.50
Peppelman, David	Senior Manager	\$795.00	4.4	\$3,498.00
Rutherford, Amber	Senior Manager	\$795.00	0.7	\$556.50
Broomhead, Nick	Senior Manager	\$425.00	0.9	\$382.50
Tidwell, Drew	Senior Manager	\$425.00	3.0	\$1,275.00
Wilmer, William	Senior Manager	\$425.00	112.0	\$47,600.00
Serrano, Alfredo	Manager	\$670.00	272.0	\$182,240.00
Claybrook, Logan	Senior Consultant	\$450.00	75.2	\$33,840.00
Mathews, Ariel	Senior Consultant	\$450.00	170.8	\$76,860.00
Baum, Cody	Senior Consultant	\$350.00	3.8	\$1,330.00
Bell, Kiera	Senior Consultant	\$350.00	6.1	\$2,135.00
Claybrook, Logan	Senior Consultant	\$300.00	1.2	\$360.00
Osborne, Shelley	Senior Consultant	\$300.00	59.1	\$17,730.00
Marcellino, Matthew	Consultant	\$450.00	14.5	\$6,525.00
Marcellino, Matthew	Consultant	\$350.00	256.2	\$89,670.00
Regnier, Lin	Consultant	\$350.00	6.0	\$2,100.00
Sanders, Dugan	Consultant	\$350.00	409.0	\$143,150.00
Chapple, Joshua	Consultant	\$350.00	78.5	\$27,475.00
Dabbiero, George	Consultant	\$225.00	9.1	\$2,047.50
Lee, Cathy	Consultant	\$225.00	5.2	\$1,170.00
Professional Subtotal:			2,032.4	\$1,015,427.00

Total	Blended Rate:	\$495.32	2,746.1	\$1,360,204.50
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CUMULATIVE FEES BY CATEGORY SUMMARY

Entire Fee Application Period - For the Period of November 1, 2020 through November 1, 2021

Categories	Hours	Fees
Firm Retention	1.4	\$425.00
Preparation of Fee Applications	184.6	\$49,415.00
Tax Advisory Services	86.2	\$29,937.50
Tax Compliance Services - Fixed Fee	441.5	\$265,000.00
Tax Restructuring Services	2,032.4	\$1,015,427.00
Fees Category Subtotal :	2,746.1	\$1,360,204.50

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Facsimile: 404.631.9201
Stephen Harrison

Tax Services Provider

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

In re:	§	Chapter 11
	§	
CBL & ASSOCIATES	§	
PROPERTIES, INC., et al.,	§	Case No. 20-35226 (DRJ)
	§	
Debtors.³	§	(Jointly Administered)

**FOURTH INTERIM AND FINAL FEE APPLICATION OF DELOITTE TAX LLP AS
TAX SERVICES PROVIDER FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM NOVEMBER 1, 2020 THROUGH NOVEMBER 1, 2021**

Deloitte Tax LLP (“Deloitte Tax” or the “Applicant”), tax services provider for the debtors and debtors-in-possession (collectively, the “Debtors”) in these chapter 11 cases, hereby seeks this fourth interim and final fee application (the “Final Fee Application”) seeking allowance and payment of compensation and reimbursement of expenses pursuant to section 105(a), 330 and 331 of chapter 11 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 Texas (the “Local Rules”), for the period commencing August 1, 2021 through November 1, 2021 (the “Fourth Interim Period”) and final approval of its fees for the period commencing November 1, 2020 through and including November 1, 2021 (the “Final Application Period”). In support of this Final Fee Application, Deloitte Tax respectfully represents as follows:

³ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ claims and noticing agent at <https://dm.epiq11.com/CBLProperties>. The Debtors’ service address for the purposes of these chapter 11 cases is 2030 Hamilton Place Blvd., Suite 500, Chattanooga, Tennessee 37421.

JURISDICTION

1. The Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

STATUTORY BASIS

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

BACKGROUND

3. On November 1, 2020 (the “Petition Date”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. 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.

4. No request for the appointment of a trustee or examiner has been made and no official committee of unsecured creditors has been appointed in these chapter 11 cases.

5. On December 22, 2020, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 350] (the “Compensation Order”), which generally sets forth the procedures for interim and final compensation and expense reimbursement for retained professionals.

RETENTION OF DELOITTE TAX

6. On February 9, 2021, the Debtors filed the *Application of Debtors for Entry of an Order (I) Authorizing the Employment and Retention of Deloitte Tax LLP as Tax Services Provider Effective as of the Petition Date and (II) Granting Related Relief* [Docket No. 888] (the “Retention Application”).

7. On March 8, 2021, the Court entered an order approving the Retention Application [Docket No. 937] (the “Retention Order”).

RELIEF REQUESTED

8. By this Final Fee Application, Deloitte Tax seeks compensation of its reasonable and necessary fees incurred, in the amount of \$414,442.00 in fees for the Fourth Interim Period, and compensation of 100% of its reasonable and necessary fees incurred on a final basis in the amount of \$1,360,204.50 for the Final Application Period. Deloitte Tax did not incur expenses during the Final Application Period for which it seeks reimbursement. Deloitte Tax submits this Final Fee Application in accordance with the Compensation Order and the Retention Order. All services for which Deloitte Tax requests compensation were performed for, or on behalf of, the Debtors.

BASIS FOR RELIEF

9. This is the fourth interim and final fee application filed by Deloitte Tax in these cases. In connection with the professional services rendered, by this Final Fee Application, Deloitte Tax seeks compensation in the amount of \$1,360,204.50 of which \$414,442.00 was incurred during the Fourth Interim Period. The Applicant maintains computerized records of the time expended in the rendering of the professional services required by the Debtors. These records are maintained in the ordinary course of the Applicant's business. A detailed statement of hours spent rendering professional services to the Debtors in support of Deloitte Tax's request for compensation for fees incurred during the Fourth Interim Period is attached hereto as Exhibit A-1. Similarly, a detailed statement of hours spent rendering professional services to the Debtors in support of Deloitte Tax's request for compensation for fees incurred during the Final Application Period is attached hereto as Exhibit A-2. Exhibits A-1 and A-2: (i) identify the professionals and paraprofessionals that rendered services in each project category; and (ii) describe each service such professional or paraprofessional performed.

10. No agreement or understanding exists between Deloitte Tax and any nonaffiliated or unrelated person or persons for the sharing of compensation received or to be received for professional services rendered in or in connection with these cases.

DESCRIPTION OF SERVICES RENDERED

A. Fourth Interim Period

11. Deloitte Tax provides below an overview of the services it rendered as tax services provider for the Debtors during the Fourth Interim Period. Detailed descriptions of these services, the amount of fees incurred, and the amount of hours spent providing services throughout the Final Application Period are also provided in the attached Exhibit A-1.

Preparation of Fee Applications:

Hours 56.2, Amount \$13,527.50

- Staff for Deloitte Tax analyzed time charged by both professional level and category in preparation of the Final Fee Application, in accordance with the Compensation Order.

Tax Compliance Services – Fixed Fee:

Hours 412.0, Amount \$265,000.00

- Deloitte Tax reviewed the Debtors' tax return for the tax year ended December 31, 2020, including the following:
 - Reference and reconcile taxable income and the balance sheet reported in the tax returns to the income and balance sheet reported on the Debtors' financial statements;
 - Compare prior year returns with current year returns;
 - Review the provision to return reconciliation;
 - Review disclosures of uncertain tax positions identified by Debtors and reflected on Schedule UTP;
 - Analyze book/tax differences (M-1 or M-3 adjustments) for reasonableness;
 - Review federal tax credit calculations;
 - Review net operating loss and tax credit carryforward schedules;
 - Analyze new or changed tax accounting methods identified by the Debtors;
 - Review methodology for partner allocations of taxable income and debt; and
 - Review methodology of calculations associated with any transfers/sales of partnership interests, including any basis adjustments under section 754.

Tax Restructuring Services:

Hours 282.7, Amount \$135,914.50

- Deloitte Tax advised the Debtors on the potential attribute reduction under Internal Revenue Code (“IRC”) sections 108 and 1017 with respect to the above noted cancellation of debt income alternatives.
- Deloitte Tax advised the Debtors related to historic IRC section 382 ownership analysis throughout the pendency of the chapter 11 cases for various equity shifts, including operating partnership to REIT conversions.
- Deloitte Tax assisted the Debtors in their evaluation of the proposed exit capital structure, including advising on the application of the significant modification rules under Treas. Reg. Sec. 1.1001-3 and the potential application of the high-yield debt obligation (“AHYDO”) rules to the proposed transaction.
- Deloitte Tax modeled the impact on future taxable income assuming the convertible debt interest would not be deductible under IRC section 163(l).
- Deloitte Tax modeled hypothetical recognized built-in loss calculations under IRC section 382 and the applicable rules under Treas. Reg. Sec. 1.1374-4.
- Deloitte Tax prepared estimated tax basis in property, including applicable IRC section 734 and/or 743(b) adjustments, as applicable, and fair market value by property for purposes of updating the estimated recognized built-in losses as a result of the application of IRC section 382.
- Deloitte Tax advised Debtors on their future five-year taxable income projections applying the result of the estimated IRC Section 382 recognized built-in loss analysis.
- Deloitte Tax prepared tax memorandum documenting the anticipated impacts of the bankruptcy restructuring transaction, including the impacts of the cancellation of debt income, attribute reduction, section 382 limitations, and various debt related topics (i.e., AHYDO, significant modifications, section 163(l), etc.).
- Deloitte Tax drafted Form 9937 Report of Organizational Actions Affecting Basis of

Securities.

- Deloitte Tax drafted Form 982 to be included in the Debtors December 31, 2021 tax return.

B. Final Application Period

12. Deloitte Tax provides below an overview of the services it rendered as tax services provider for the Debtors during the Final Application Period. Detailed descriptions of these services, the amount of fees incurred, and the amount of hours spent providing services throughout the Final Application Period are also provided in the attached Exhibit A-2.

Firm Retention:

Hours 1.4, Amount \$425.00

- Deloitte Tax prepared and revised Deloitte Tax's retention documents, including its declaration in support of its retention.

Preparation of Fee Applications:

Hours 184.6, Amount \$49,415.00

- During the Final Application Period, staff for Deloitte Tax analyzed time charged by both professional level and category in preparation of its monthly fee statements and interim fee applications, as well as this Final Fee Application, in accordance with the Compensation Order.

Tax Advisory Services:

Hours 86.2, Amount \$29,937.50

- Deloitte Tax advised the Debtors in their calculation of the tax basis the REIT has in the operating partnership.
- Deloitte Tax attended various calls with the Debtors and the Debtors' independent auditor to discuss the bankruptcy filing, fresh-start accounting procedures, and tax restructuring planning and their impacts on the current financial statements.

Tax Compliance Services – Fixed Fee:

Hours 441.5, Amount \$265,000.00

- Deloitte Tax reviewed the Debtors tax return for the tax year ended December 31, 2020,

including the following:

- Referenced and reconciled taxable income and the balance sheet reported in the tax returns to the income and balance sheet reported on the Debtors' financial statements;
- Compared prior year returns with current year returns;
- Review the provision to return reconciliation;
- Review disclosures of uncertain tax positions identified by the Debtors and reflected on Schedule UTP;
- Analyze book/tax differences (M-1 or M-3 adjustments) for reasonableness;
- Review federal tax credit calculations;
- Review net operating loss and tax credit carryforward schedules;
- Analyze new or changed tax accounting methods identified by the Debtors;
- Review methodology for partner allocations of taxable income and debt; and
- Review methodology of calculations associated with any transfers/sales of partnership interests, including any basis adjustments under section 754.

Tax Restructuring Services:

Hours 2,032.4, Amount \$1,015,427.00

- Deloitte Tax advised the Debtors and provide comments with respect to various iterations of the draft disclosure statements and chapter 11 plan of reorganization.
- Deloitte Tax advised the Debtors on the calculation of cancellation of debt income to be recognized as part of the emergence transaction under numerous restructuring alternatives as provided.
- Deloitte Tax advised the Debtors on the potential attribute reduction under IRC sections 108 and 1017 with respect to the above noted cancellation of debt income alternatives.
- Deloitte Tax advised the Debtors related to historic IRC section 382 ownership analysis throughout the pendency of the chapter 11 cases for various equity shifts, including operating partnership to REIT conversions.
- Deloitte Tax advised the Debtors on the applicability of IRC section(s) 382(l)(5), 382(l)(6),

and 108(b)(5) to the Debtors as part of the emergence transaction.

- Deloitte Tax prepared models for the Debtors to illustrate the income tax results of varying emergence transaction structures and related assumptions.
- Deloitte Tax advised the Debtors on evaluating and modeling of the tax effects of the restructuring, including the effects on federal and state tax attributes and basis in assets.
- Deloitte Tax researched and evaluated state implications related to recognition of cancellation of debt income inside a partnership versus a corporation.
- Deloitte Tax assisted the Debtors in their evaluation of the proposed exit capital structure, including advising on the application of the significant modification rules under Treas. Reg. Sec. 1.1001-3 and the potential application of AHYDO rules to the proposed transaction.
- Deloitte Tax modeled the impact on future taxable income assuming the convertible debt interest would not be deductible under IRC section 163(l).
- Deloitte Tax modeled hypothetical recognized built-in loss calculations under IRC section 382 and the applicable rules under Treas. Reg. Sec. 1.1374-4.
- Deloitte Tax prepared estimated tax basis in property, including applicable IRC section 734 and/or 743(b) adjustments, as applicable, and fair market value by property for purposes of updating the estimated recognized built-in losses as a result of the application of IRC section 382.
- Deloitte Tax advised the Debtors on their future five-year taxable income projections applying the result of the estimated IRC Section 382 recognized built-in loss analysis.
- Deloitte Tax researched the application of the “cash-offset” to purchase additional convertible notes and whether this would be recast as a debt-for-debt exchange under Treas. Reg. Sec. 1.1001-3.
- Deloitte Tax researched the application of the contingent payment debt instrument tax rules with respect to the new bank debt and the required cash sweeps to be issued at emergence.
- Deloitte Tax advised the Debtors in their future five-year taxable income projections applying the result of the estimated IRC Section 382 recognized built-in loss analysis.

- Deloitte Tax prepared tax memorandum documenting the anticipated impacts of the bankruptcy restructuring transaction, including the impacts of the cancellation of debt income, attribute reduction, section 382 limitations, and various debt related topics (i.e., AHYDO, significant modifications, section 163(l), etc.).
- Deloitte Tax drafted Form 8937 Report of Organizational Actions Affecting Basis of Securities.
- Deloitte Tax drafted Form 982 to be included in the Debtors' December 31, 2021 tax return.

ALLOWANCE OF COMPENSATION

13. Because of the benefits realized by the Debtors, the nature of services provided, the amount of work done, the time consumed and the skill required, Deloitte Tax requests that it be allowed, on a final basis, compensation for the professional services rendered during the Final Application Period in the sum of \$1,360,204.50.

14. During the Final Application Period, allowance of compensation in the amount requested would result in a blended hourly billing rate for professionals of approximately \$495.32.

15. Deloitte Tax respectfully submits that the professional services rendered by Deloitte Tax on behalf of the Debtors during the Final Application Period were reasonable, necessary and appropriate to the administration of these chapter 11 cases and related matters.

DELOITTE TAX'S REQUESTED FEES SHOULD BE ALLOWED BY THIS COURT

16. 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 sets forth the criteria for the award of compensation and reimbursement:

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

- (a) the time spent on such services;
- (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.

11 U.S.C. § 330(a)(3).

16 In the instant case, Deloitte Tax respectfully submits that the services for which it seeks compensation in this Final Application Period were necessary for and beneficial to the Debtors and were performed economically, effectively, and efficiently. Deloitte Tax further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors. Further, in accordance with the factors enumerated in section 327(a) and 328(a) of the Bankruptcy Code, the amount of fees requested is fair and reasonable given: (i) the complexity of these cases; (ii) the time expended; (iii) the nature and extent of the services rendered; (iv) the value of such services; and (v) the costs of comparable services other than in a case under the Bankruptcy Code. Accordingly, the approval of the compensation sought herein is warranted.

CERTIFICATE OF COMPLIANCE AND WAIVER

17 The undersigned representative of Deloitte Tax certifies that Deloitte Tax has reviewed the requirements of rule 2016-1 of the Local Rules and that the Final Fee Application substantially complies with that Local Rule. To the extent that the Final Fee Application does not comply in all respects with the requirements of Local Rule 2016-1, Deloitte Tax believes that such deviations are not material and respectfully requests that any such requirement be waived.

WHEREFORE, Deloitte Tax respectfully requests that the Court enter an order: (i) granting final allowance of compensation for professional services rendered to the Debtors by Deloitte Tax for the Fourth Interim Period in the amount of \$414,442.00; (ii) granting it final allowance and approval of compensation for professional services rendered to the Debtors by Deloitte Tax during the Final Application Period in the amount of \$1,360,204.50, which represents 100% of the total compensation; (iii) authorizing and directing the Debtors to pay all such amounts to Deloitte Tax; and (iv) granting such other and relief as may be just and proper.

Dated: December 1, 2021
Atlanta, Georgia

Respectfully submitted,

DELOITTE TAX LLP

/s/ Stephen Harrison
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