

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

-----X	:	
In re	:	Chapter 11
	:	Case No. 14-12092 (KJC)
ADI Liquidation Inc.	:	
(f/k/a AWI Delaware, Inc.), <i>et al.</i> , <sup>1</sup>	:	Jointly Administered
	:	
Debtors	:	<b>Related Docket No. 3189</b>
	:	
-----X		

**FEE EXAMINER’S FINAL REPORT ON THE FIFTH INTERIM FEE APPLICATION  
OF SAUL EWING LLP AS COUNSEL TO THE DEBTORS AND DEBTORS IN  
POSSESSION FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL  
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD SEPTEMBER 1, 2015 THROUGH DECEMBER 31, 2015**

On January 26, 2015, the Court<sup>2</sup> issued an order (the “Order”) appointing M. J. Renick & Associates as the fee examiner (“Fee Examiner”) in the above-captioned cases. The Order shall apply, unless otherwise ordered by the Court, to all professionals requesting compensation and/or reimbursement of expenses for services rendered pursuant to Bankruptcy Code sections 327, 330, 331 or 1103.<sup>3</sup>

The Order states, in part, that the Fee Examiner shall, “review Monthly Fee Applications, Interim Fee Applications and Final Fee Applications filed by each Applicant in these chapter 11 cases, along with the Fee Detail related thereto.” [Order ¶ 6(a)]. The Order also states that, “[t]he Court has determined that, in conjunction with the appointment of the Fee Examiner, it is necessary to establish uniform procedures for the review, allowance, and payment of fees and expenses of the

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: ADI Liquidation, Inc. (f/k/a AWI Delaware, Inc.) (3683); AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.) (7857); NK Liquidation, Inc. (f/k/a Nell’s, Inc.) (1195); Co-Op Agency Inc. (4081); AL Liquidation, Inc. (f/k/a Associated Logistics, Inc.) (1506); WR Liquidation, Inc. (f/k/a White Rose Inc.) (1833); RT Liquidation Corp. (f/k/a Rose Trucking Corp.) (2630); WRSC Liquidation Corp. (f/k/a WR Service Corp.) (5698); WRSC II Liquidation Corp. (f/k/a WR Service II Corp.) (9444); WRSC V Liquidation Corp. (f/k/a WR Service V Corp.) (4224); and White Rose Puerto Rico, LLC (4914). The Debtors’ address is AW Liquidation, Inc. (f/k/a Associated Wholesalers, Inc.), c/o Douglas A. Booth, Route 422, P.O. Box 67, Robesonia, PA 19551.

<sup>2</sup> All capitalized terms not defined herein shall have the meanings ascribed to them in the Order.

<sup>3</sup> The Order does not apply to (i) all members of any official committee (the “Committee Members”) appointed in these cases; (ii) any claims for reimbursement of professional fees and expenses under section 503(b) of the Bankruptcy Code to the extent permitted by the Court; (iii) fees earned by professionals that represent a percentage of a specified transaction; and (iv) any professional in these cases employed or to be employed pursuant to section 363 of the Bankruptcy Code.

Applicants . . . to ensure compliance with section 330 of the Bankruptcy Code and other applicable rules and guidelines.” [Order ¶ 3].

The subject of this Report is the Fifth Interim Fee Application submitted by Saul Ewing LLP (“Applicant”) [Dkt # 3189] requesting compensation for services rendered and reimbursement of expenses incurred in its representation as Counsel to the Debtors and Debtors in Possession for the period September 1, 2015 through December 31, 2015 (“Application Period”). Applicant is seeking allowance of a total of \$1,349,224.50 in fees and \$32,453.64 in the reimbursement of expenses.

The process undertaken by Fee Examiner for this Report was a detailed review of the Applicant’s monthly time and expense entries for the Application Period. This review was to assure the Court that the efforts undertaken by Applicant were within the construct of the Order authorizing retention of Applicant. Examiner’s review included but was not limited to assure compliance to the applicable standards of section 330 of the Bankruptcy Code, Local Rule 2016-2 and the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expense Filed Under United States Code by Attorneys in Larger Chapter 11 Cases (the “Guidelines”).

During the course of Fee Examiner’s review, Fee Examiner questioned Applicant on specific matters including, but not limited to information to be included under ¶ C.11 of the Guidelines, the billing of specific activities under different billing categories, the number of professional devoting time to a specific project, vagueness in the description of certain services rendered or lack of appropriate details and the time spent and the appropriateness of staffing related to specific projects. Although Applicant provided sufficient explanations and documentation to satisfactorily address the issues raised by Fee Examiner, Applicant agreed to reduce its requested fees by \$43,000.00.

Accordingly, Fee Examiner recommends the Court’s approval of Applicant’s request for the allowance of \$1,306,224.50 in fees and \$32,453.64 in the reimbursement of expenses.

Dated: September 22, 2016

**M. J. RENICK & ASSOCIATES LLC**

/s/M. Jacob Renick  
M. Jacob Renick, CPA, CIRA, CFE  
Principal  
51 Seacord Road  
New Rochelle, NY 10804  
(914) 813-0880  
jrenick@mjrenick

Fee Examiner