

Hearing Date: August 21, 2019 at 11:00 a.m. (Prevailing Eastern Time)
Objection Deadline: August 14, 2019 at 4:00 p.m. (Prevailing Eastern Time)

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

In re

**TRIDENT HOLDING COMPANY, LLC, *et al.*,
Debtors.¹**

Chapter 11

Case No. 19-10384 (SHL)

(Jointly Administered)

**FIRST INTERIM FEE APPLICATION OF SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
DEBTORS FOR THE PERIOD OF FEBRUARY 10, 2019 THROUGH AND
INCLUDING MAY 31, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: Trident Holding Company, LLC (6396); American Diagnostics Services, Inc. (2771); Community Mobile Diagnostics, LLC (9341); Community Mobile Ultrasound, LLC (3818); Diagnostic Labs Holdings, LLC (8024); FC Pioneer Holding Company, LLC (6683); JLMD Manager, LLC (8470); Kan-Di-Ki LLC (6100); Main Street Clinical Laboratory, Inc. (0907); MDX-MDL Holdings, LLC (2605); MetroStat Clinical Laboratory – Austin, Inc. (4366); MX Holdings, LLC (8869); MX USA, LLC (4885); New Trident Holdcorp, Inc. (4913); Rely Radiology Holdings, LLC (3284); Schryver Medical Sales and Marketing, LLC (9620); Symphony Diagnostic Services No. 1, LLC (8980); Trident Clinical Services Holdings, Inc. (6262); Trident Clinical Services Holdings, LLC (1255); TridentUSA Foot Care Services LLC (3787); TridentUSA Mobile Clinical Services, LLC (0334); TridentUSA Mobile Infusion Services, LLC (5173); U.S. Lab & Radiology, Inc. (4988). The address of the Debtors' corporate headquarters is 930 Ridgebrook Road, 3rd Floor, Sparks, MD 21152.

General Information

Name of Applicant:	Skadden, Arps, Slate, Meagher & Flom LLP
Authorized to Provide Services to:	Trident Holding Company, LLC, <i>et al.</i>
Petition Date:	February 10, 2019
Date of Retention:	March 8, 2019, <i>nunc pro tunc</i> to February 10, 2019

Summary of Fees and Expenses Sought in the Application for the Application Period

This is a/an:	<input type="checkbox"/> monthly application <input checked="" type="checkbox"/> interim application <input type="checkbox"/> final application
Period for Which Compensation and Expense Reimbursement is Sought:	February 10, 2019 through and including May 31, 2019
Amount of Actual, Reasonable and Necessary Compensation Attributable to the Application Period:	\$4,719,433
Amount of Expense Reimbursement Requested as Actual, Reasonable and Necessary in the Application Period:	\$139,157.63
Voluntary Fee Waiver and Expense Reduction in the Application Period:	\$292,885.46 ²
Total Compensation and Expense Reimbursement Attributable to the Application Period:	\$4,858,590.63 ³
Compensation Sought in this Application for the Application Period Already Paid Pursuant to the Interim Compensation Procedures but Not Yet Allowed on a Final Basis:	\$2,976,570.00 ⁴

² Skadden voluntarily reduced its fees by \$282,258.00 and its expenses by \$10,627.46 during the Application Period. Skadden reserves the right to request these amounts.

³ Skadden submitted monthly fee statements for the months of February 2019 through May 2019. This amount includes payments Skadden has received to date on account of the February, March, and April fee statements, and the unpaid amount sought in the May fee statement. This amount also includes the 20% holdback from each of the monthly fee statements, the allowance and payment of which Skadden is seeking at this time.

Expenses Sought in this Application for the Application Period Already Paid Pursuant to the Interim Compensation Procedures but Not Yet Allowed on a Final Basis: \$95,799.71

Total Outstanding Holdback (20% from each of the Monthly Fee Statements) \$943,886.60

Summary of Fees, Professionals, Rates and Budget for the Application Period

Blended Rate in this Application for All Attorneys during the Application Period: \$901.45

Blended Rate in this Application for All Timekeepers during the Application Period: \$844.75

Number of Professionals and Paraprofessionals Included in this Application for the Application Period: 83

Number of Professionals and Paraprofessionals Billing Fewer than 15 Hours to these Cases during the Application Period: 60

Increase in Rates: During the Application Period, Skadden did not apply any increases to its hourly rates beyond the rates set forth in its Retention Application [Docket No. 93].

(cont'd from previous page)

⁴ This amount includes payments Skadden has received to date on account of the February, March, and April fee statements, but does not include payments in connection with the May fee statement, as the deadline for parties to object to the May fee statement has not yet expired.

**PRIOR FEE STATEMENTS OF
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP**

DATE FILED	DOCKET NO.	PERIOD COVERED	FEES REQUESTED	EXPENSES REQUESTED
3/22/2019	242	2/10/2019-2/28/2019	\$846,544.60 (80% of \$1,058,180.75)	\$21,508.07
4/29/2019	354	3/1/2019-3/31/2019	\$1,196,330.80 (80% of \$1,495,413.50)	\$25,243.30
5/31/2019	478	4/1/2019-4/30/2019	\$933,694.60 (80% of \$1,167,118.25)	\$49,048.34
6/28/2019	613	5/1/2019-5/31/2019	\$798,976.40 (80% of \$998,720.50)	\$43,357.92

**TIME SUMMARY FOR FIRST INTERIM FEE APPLICATION OF SKADDEN, ARPS,
SLATE, MEAGHER & FLOM LLP FOR THE APPLICATION PERIOD FROM
FEBRUARY 10, 2019–MAY 31, 2019**

NAME	YEAR OF ADMISSION	RATE	HOURS	AMOUNT
PARTNERS				
Gary DiBianco	1997	\$ 1,485.00	0.40	\$ 594.00
Eytan J. Fisch	2005	\$ 1,225.00	0.50	\$ 612.50
Michelle Gasaway	1998	\$ 1,350.00	0.60	\$ 810.00
Jay M. Goffman	1984	\$ 1,695.00	1.00	\$ 1,695.00
Bruce Goldner	1993	\$ 1,485.00	1.50	\$ 2,227.50
Albert L. Hogan III	1997	\$ 743.00	9.50	\$ 7,053.75
		\$ 1,485.00	135.80	\$ 201,663.00
Paul Leake	1989	\$ 1,550.00	49.50	\$ 76,725.00
James J. Mazza, Jr.	2001	\$ 613.00	72.40	\$ 44,345.00
		\$ 1,225.00	513.10	\$ 628,547.50
Steven Messina	1997	\$ 1,485.00	18.70	\$ 27,769.50
Richard L. Oliver	2007	\$ 1,225.00	25.70	\$ 31,482.50
Felicia Gerber Perlman	1992	\$ 1,485.00	51.80	\$ 76,923.00
Sarah E. Ralph	2003	\$ 1,350.00	40.70	\$ 54,945.00
Neil L. Rock	1989	\$ 1,485.00	0.90	\$ 1,336.50
James M. Schell	1977	\$ 1,695.00	1.20	\$ 2,034.00
TOTAL PARTNERS			923.30	\$ 1,158,763.75
COUNSELS				
Danielle Li	2006	\$ 600.00	1.00	\$ 600.00
		\$ 1,200.00	48.10	\$ 57,720.00
Peter Luneau	2004	\$ 1,200.00	5.00	\$ 6,000.00
Joy E. Maddox	1988	\$ 1,200.00	0.20	\$ 240.00
Elizabeth A. Malone	2002	\$ 1,200.00	0.20	\$ 240.00
Timothy F. Nelson	1997	\$ 1,200.00	0.80	\$ 960.00

NAME	YEAR OF ADMISSION	RATE	HOURS	AMOUNT
Sooryun Youn	1994	\$ 1,200.00	1.90	\$ 2,280.00
TOTAL COUNSELS			57.20	\$ 68,040.00
ASSOCIATES				
John J. Battaglia	1995	\$ 1,050.00	2.00	\$ 2,100.00
Jordan M. Blain	2018	\$ 550.00	53.30	\$ 29,315.00
Branka Cimesa	2017	\$ 660.00	120.30	\$ 79,398.00
Kathryn M. DeLong	2017	\$ 660.00	47.30	\$ 31,218.00
Adam J. Fine	2016	\$ 895.00	6.00	\$ 5,370.00
Robert E. Fitzgerald	2016	\$ 785.00	1.70	\$ 1,334.50
Hannah Fraley	2018	\$ 660.00	4.00	\$ 2,640.00
Andrew J. Fuchs	2003	\$ 1,050.00	34.80	\$ 36,540.00
Ebba Gebisa	2008	\$ 525.00	9.30	\$ 4,882.50
		\$ 1,050.00	451.20	\$ 473,760.00
Zahed A. Haseeb	2017	\$ 330.00	21.90	\$ 7,227.00
		\$ 660.00	429.80	\$ 283,668.00
Corbin D. Houston	2017	\$ 660.00	18.00	\$ 11,880.00
Moshe S. Jacob	2019	\$ 475.00	132.70	\$ 63,032.50
		\$ 550.00	301.50	\$ 165,825.00
Sneha Jha	2011	\$ 475.00	1.00	\$ 475.00
		\$ 950.00	65.80	\$ 62,510.00
Sahar Kamali	2018	\$ 660.00	20.90	\$ 13,794.00
Allie M. Keefe	2015	\$ 448.00	1.90	\$ 850.25
		\$ 895.00	274.80	\$ 245,946.00
Emily C. Keil	2018	\$ 550.00	413.90	\$ 227,645.00
Jason N. Kestecher	2015	\$ 475.00	5.90	\$ 2,802.50
		\$ 950.00	584.60	\$ 555,370.00
Julie Lee	2014	\$ 990.00	1.80	\$ 1,782.00
Jason S. Levin	2017	\$ 660.00	4.00	\$ 2,640.00

NAME	YEAR OF ADMISSION	RATE	HOURS	AMOUNT
Edward P. Mahaney-Walter	2013	\$ 1,025.00	6.50	\$ 6,662.50
Lea E. Malewitz	2016	\$ 785.00	48.00	\$ 37,680.00
Pamela Nwaoko	2017	\$ 660.00	1.30	\$ 858.00
Matthew A. Rowley	2019	\$ 475.00	1.50	\$ 712.50
		\$ 550.00	35.90	\$ 19,745.00
Catrina A. Shea	2018	\$ 660.00	13.30	\$ 8,778.00
Elizabeth A. Simon	2014	\$ 950.00	116.20	\$ 110,390.00
Jenna Skoller Cantor	2016	\$ 895.00	3.10	\$ 2,774.50
Glen Strong	1987	\$ 1,050.00	3.50	\$ 3,675.00
Justin M. Winerman	2009	\$ 525.00	66.30	\$ 34,807.50
		\$ 1,050.00	661.70	\$ 694,785.00
Tate J. Wines	2019	\$ 475.00	2.20	\$ 1,045.00
TOTAL ASSOCIATES			3,967.90	\$ 3,233,918.25
CLIENT SPECIALISTS				
William C. Terry		\$ 495.00	142.30	\$ 70,438.50
Christopher Wycliff		\$ 495.00	1.00	\$ 495.00
TOTAL CLIENT SPECIALISTS			143.30	\$ 70,933.50
PARAPROFESSIONALS				
Jacob Aboodi		\$ 120.00	2.00	\$ 240.00
		\$ 240.00	79.20	\$ 19,008.00
Mariam Adamashvili		\$ 385.00	2.30	\$ 885.50
Tracy S. Baker		\$ 370.00	1.50	\$ 555.00
Andrea T. Bates		\$ 430.00	31.90	\$ 13,717.00
Lisa M. Brown		\$ 175.00	0.60	\$ 105.00
Arianne L. Burrell		\$ 360.00	1.40	\$ 504.00
Lauretta Camara		\$ 360.00	2.90	\$ 1,044.00
Mark D. Campana		\$ 430.00	1.20	\$ 516.00
Karla N. Chee-a-tow		\$ 360.00	8.00	\$ 2,880.00

NAME	YEAR OF ADMISSION	RATE	HOURS	AMOUNT
Joan V. Cherry		\$ 360.00	1.00	\$ 360.00
Karen L. Creitz		\$ 240.00	2.70	\$ 648.00
Donnalyn Downs		\$ 175.00	0.50	\$ 87.50
Felicia J. Franklin		\$ 85.00	9.20	\$ 782.00
David B. Gautschy		\$ 360.00	1.60	\$ 576.00
Eric R. Gilde		\$ 360.00	3.70	\$ 1,332.00
Angeline Girard		\$ 360.00	2.50	\$ 900.00
Andrew Grusetskie		\$ 360.00	1.70	\$ 612.00
Christopher M. Heaney		\$ 430.00	244.90	\$ 105,307.00
C. James Jahn		\$ 360.00	1.00	\$ 360.00
Wendy K. LaManna		\$ 430.00	25.30	\$ 10,879.00
Catherine D. Ledyard		\$ 475.00	6.50	\$ 3,087.50
Tracey L. Lewis		\$ 380.00	3.20	\$ 1,216.00
Kevin W. Lustik		\$ 175.00	1.10	\$ 192.50
Shannon McDonough		\$ 430.00	39.60	\$ 17,028.00
Patrick R. Musselman		\$ 330.00	0.90	\$ 297.00
Cristina Poggioli		\$ 430.00	0.50	\$ 215.00
Carrie E. Port		\$ 430.00	0.20	\$ 86.00
Simone L. Srinivasan		\$ 430.00	4.00	\$ 1,720.00
Rick J. Teschky		\$ 65.00	7.50	\$ 487.50
Anthony Torres		\$ 65.00	1.00	\$ 65.00
Audrey Wang		\$ 360.00	4.00	\$ 1,440.00
Johnny Wong		\$ 430.00	1.50	\$ 645.00
TOTAL PARAPROFESSIONALS			495.10	\$ 187,777.50
GRAND TOTAL			5,586.80	\$ 4,719,433.00
BLENDED RATE FOR ALL TIMEKEEPERS				\$ 844.75

*Nonworking Travel Time billed with a 50% rate discount.

**SUMMARY OF SERVICES RENDERED BY SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP DURING THE APPLICATION PERIOD FROM
FEBRUARY 10, 2019–MAY 31, 2019**

MATTERS⁵	TOTAL HOURS	TOTAL FEES
Asset Dispositions (General)	12.20	\$ 10,442.00
Automatic Stay (Relief Actions)	20.10	\$ 14,662.00
Business Operations / Strategic Planning	18.20	\$ 20,135.00
Case Administration	749.50	\$ 537,172.00
Claims Admin. (General)	465.50	\$ 442,347.50
Creditor Meetings / Statutory Committees	69.30	\$ 72,579.50
Disclosure Statement / Voting Issues	628.00	\$ 555,163.00
Employee Matters (General)	1,009.10	\$ 931,514.00
Environmental Matters	0.70	\$ 685.00
Executory Contracts (Personalty)	48.40	\$ 32,244.00
Financing (DIP and Emergence)	215.30	\$ 208,919.50
General Corporate Advice	199.70	\$ 144,575.00
Insurance	21.60	\$ 20,432.00
Investigations and Reviews	82.90	\$ 82,304.00
Leases (Real Property)	79.40	\$ 43,470.50
Litigation (General)	909.40	\$ 797,074.50
Nonworking Travel Time	191.20	\$ 103,283.50
Reorganization Plan / Plan Sponsors	353.70	\$ 278,832.50
Reports and Schedules	6.10	\$ 4,245.00

⁵ See **Exhibit B** for a complete list of matters and matter numbers, including those not used during the Application Period.

MATTERS⁵	TOTAL HOURS	TOTAL FEES
Retention / Fee Matters (SASM&F)	248.90	\$ 185,979.00
Retention / Fee Matters / Objections	44.30	\$ 28,211.50
Secured Claims	40.70	\$ 43,390.00
Tax Matters	81.50	\$ 88,293.00
U.S. Trustee Matters	5.20	\$ 4,941.00
Utilities	3.90	\$ 2,545.00
Vendor Matters	82.00	\$ 65,993.00
TOTAL	5,586.80	\$4,719,433.00

**SUMMARY OF EXPENSES INCURRED BY SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP DURING THE APPLICATION PERIOD FROM
FEBRUARY 10, 2019–MAY 31, 2019**

CHARGES AND DISBURSEMENTS	AMOUNT
Computer Legal Research	36,897.16
Long Distance Telephone	2,553.01
In-House Reproduction (@\$.15 per page)	4,246.60
Reproduction-color (@\$1.00 per page)	1,226.90
Outside Reproduction	2,871.75
Outside Research	3,665.20
Filing/Court Fees	12,259.60
Court Reporting	2,849.55
Local Travel	2,242.61
Out-Of-Town Travel	43,858.76
Business Meals	4,152.68
Courier & Express Carriers (e.g., Federal Express)	826.88
Postage	16.60
Electronic Document Management	21,490.33
TOTAL	\$139,157.63

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Counsel to Debtors and Debtors-in-Possession

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

In re

TRIDENT HOLDING COMPANY, LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 19-10384 (SHL)

(Jointly Administered)

**FIRST INTERIM FEE APPLICATION OF SKADDEN, ARPS, SLATE,
MEAGHER & FLOM LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE
DEBTORS FOR THE PERIOD OF FEBRUARY 10, 2019 THROUGH AND
INCLUDING MAY 31, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: Trident Holding Company, LLC (6396); American Diagnostics Services, Inc. (2771); Community Mobile Diagnostics, LLC (9341); Community Mobile Ultrasound, LLC (3818); Diagnostic Labs Holdings, LLC (8024); FC Pioneer Holding Company, LLC (6683); JLMD Manager, LLC (8470); Kan-Di-Ki LLC (6100); Main Street Clinical Laboratory, Inc. (0907); MDX-MDL Holdings, LLC (2605); MetroStat Clinical Laboratory – Austin, Inc. (4366); MX Holdings, LLC (8869); MX USA, LLC (4885); New Trident Holdcorp, Inc. (4913); Rely Radiology Holdings, LLC (3284); Schryver Medical Sales and Marketing, LLC (9620); Symphony Diagnostic Services No. 1, LLC (8980); Trident Clinical Services Holdings, Inc. (6262); Trident Clinical Services Holdings, LLC (1255); TridentUSA Foot Care Services LLC (3787); TridentUSA Mobile Clinical Services, LLC (0334); TridentUSA Mobile Infusion Services, LLC (5173); U.S. Lab & Radiology, Inc. (4988). The address of the Debtors' corporate headquarters is 930 Ridgebrook Road, 3rd Floor, Sparks, MD 21152.

Skadden, Arps, Slate, Meagher & Flom LLP (“**Skadden**” or the “**Firm**”), counsel to the debtors and debtors-in-possession in the above-captioned cases (collectively, the “**Debtors**,” the “**Company**,” or “**Trident**”), submits this first interim application (this “**Application**”) requesting allowance and approval of compensation for professional services rendered to the Debtors and reimbursement of actual and necessary expenses incurred in connection with such services on an interim basis, for the period from February 10, 2019 through and including May 31, 2019 (the “**Application Period**”). In support of this Application, Skadden submits the declaration of James J. Mazza, Jr., a partner at Skadden (the “**Mazza Declaration**”), which is attached hereto as **Exhibit A** and incorporated by reference. In further support of this Application, Skadden represents as follows:

JURISDICTION

1. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.). This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested herein are sections 330 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 United States Bankruptcy Court for the Southern District of New York (the “**Local Bankruptcy Rules**”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York (June 17, 2013) promulgated pursuant to Local Bankruptcy Rule 2016-1(a) (the “**Local Guidelines**”), and the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330

for Attorneys in Larger Chapter 11 Cases effective as of November 1, 2013 (the “**U.S. Trustee Guidelines**,” and together with the Local Guidelines, the “**Fee Guidelines**”).

BACKGROUND

I. The Chapter 11 Cases

3. On February 10, 2019 (the “**Petition Date**”), each Debtor commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “**Chapter 11 Cases**”). The Debtors’ Chapter 11 Cases have been consolidated for procedural purposes only and are being jointly administered.

4. The Debtors continue to operate their businesses and manage their properties as debtors and debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

5. On February 20, 2019, the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors (the “**Committee**”) in the Chapter 11 Cases. No trustee or examiner has been appointed in the Chapter 11 Cases.

6. Trident is the leading national provider of bedside diagnostic and related services in the United States, with operations in more than 35 states serving more than 12,000 post-acute care, assisted living facilities, and correctional facilities. Trident provides a high volume of services — executing more than one million transactions per month, ranging from visits by x-ray technicians, ultrasound sonographers, registered nurses, nurse practitioners, and phlebotomists to serve its customers’ patients. The Company’s business operations, corporate and capital structures, and restructuring efforts are described in greater detail in the First-Day Declaration.

PRELIMINARY STATEMENT

7. Since the Petition Date, the Debtors have made substantial progress toward achieving a successful turnaround. Among numerous steps the Debtors have made toward a successful restructuring, the Debtors have:

- (a) stabilized business operations and smoothly transitioned into chapter 11 through the approval various first-day motions;
- (b) obtained final approval for \$50 million in debtor in possession financing (the “**DIP Financing**”);
- (c) delivered their business plan in compliance with the restructuring support agreement (“**RSA**”) milestone;
- (d) submitted their schedules of assets and liabilities and statements of financial affairs on March 26, 2019, which required review and analysis of thousands of claims, assets, and contracts;
- (e) obtained approval for the key employee incentive plan and key employee retention plan;
- (f) filed the Plan² and the Disclosure Statement;³
- (g) obtained approval for the Disclosure Statement and related solicitation procedures;
- (h) completed solicitation of votes to accept or reject the Plan;
- (i) engaged in extensive discussions with the United States Government and the two *qui tam* relators with respect to their alleged nondischargeable claims against the Debtors; and
- (j) negotiated and settled (in the weeks following the Application Period) with the Committee and Capital Finance Opportunities 1701C, LLC (“**Peak Rock**”) to resolve their litigation claims.

² See Modified Second Amended Joint Plan of Reorganization of Trident Holding Company, LLC and Its Debtor Affiliates [Docket No. 630] (the “**Plan**”).

³ Unless otherwise defined, capitalized terms used herein shall have the meaning ascribed to such terms in the Plan.

8. The Debtors have resolved key issues with respect to confirmation of their Plan through settlements with the Committee and Peak Rock, and are now keenly focused on confirming their chapter 11 Plan in due course.

9. Given the foregoing, Skadden respectfully submits that the compensation and expense reimbursement sought herein for the necessary professional services Skadden provided to the Debtors during the Application Period are reasonable and commensurate with the size, nature, and complexity of these Chapter 11 Cases.

THE DEBTORS' RETENTION OF SKADDEN

10. On February 20, 2019, the Debtors applied to this Court for an order authorizing the retention of Skadden as their restructuring counsel [Docket No. 93] (the “**Retention Application**”), pursuant to an engagement letter dated August 1, 2017 (the “**Engagement Letter**”), effective *nunc pro tunc* to the Petition Date. The Court approved the Retention Application and on March 8, 2019, entered an order [Docket No. 174] (the “**Retention Order**”) authorizing Skadden’s retention.⁴

11. The Retention Order authorizes the Debtors to compensate and reimburse Skadden at its standard hourly rates and for its actual and necessary out-of-pocket expenses incurred, all in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

12. The Retention Order authorizes Skadden to provide the following services:

- (a) advise the Debtors with respect to their powers and duties as debtors and debtors-in-possession in the continued management and operation of their businesses and properties;

⁴ In further support of its Retention Application, on March 5, 2019, Skadden filed a supplemental declaration by James J. Mazza, Jr. [Docket No. 147].

- (b) advise the Debtors with respect to the analysis of their prepetition credit agreement and the negotiation of their postpetition financing;
- (c) attend meetings and negotiate with representatives of creditors and other parties-in-interest and advise and consult on the conduct of the cases, including all of the legal and administrative requirements of operating in chapter 11;
- (d) take all necessary actions to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of actions commenced against the Debtors' estates, negotiations concerning litigation in which the Debtors may be involved, and objections to claims filed against the Debtors' estates;
- (e) prepare on behalf of the Debtors all motions, applications, answers, orders, reports, and papers necessary to the administration of the estates;
- (f) negotiate and prepare on the Debtors' behalf plan(s) of reorganization, disclosure statement(s), and all related agreements and/or documents, and take any necessary action on behalf of the Debtors to obtain confirmation of such plan(s);
- (g) appear before this Court, any appellate courts, and the U.S. Trustee, and protect the interests of the Debtors' estates before such courts and the U.S. Trustee; and
- (h) perform all other necessary legal services and provide all other necessary legal advice to the Debtors in connection with these Chapter 11 Cases.

13. Other than between Skadden and its affiliated law practices and their members, no agreement or understanding exists between Skadden and any other person or persons for the sharing of compensation received or to be received for professional services rendered in or in connection with these cases, nor will any be made except as permitted pursuant to Bankruptcy Code section 504(b)(1).

FEE PROCEDURES AND MONTHLY FEE STATEMENTS

14. On March 8, 2019, this Court entered the Interim Compensation Order [Docket No. 172], which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these Chapter 11 Cases (the “**Interim Compensation Procedures**”).

15. The Interim Compensation Procedures provide, among other things, that when seeking interim compensation, professionals must submit monthly fee statements to certain notice parties. Each party receiving a statement has 15 days after its receipt to review. If no objection to a monthly fee statement is made, 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 charges and disbursements requested.

16. In accordance with the Interim Compensation Procedures, Skadden seeks interim approval of the full amount of the fees and expenses requested in the monthly fee statements filed for the months of February, March, April, and May (the “**Monthly Statements**”), and authorization for the Debtors to pay the amounts requested herein in full.⁵ A narrative statement of the services rendered in each key category during the period covered by the Application is set forth herein.

RELIEF REQUESTED

17. By this Application, Skadden seeks interim approval of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred during the Application Period.

18. During the Application Period, Skadden attorneys and paraprofessionals devoted a total of 5,586.8 hours to representation of the Debtors in these Chapter 11 Cases: 923.3 hours were spent by partners, 57.20 hours were spent by counsel, 3,967.9 hours were spent by associates, and 638.4 hours were spent by client specialists and paraprofessionals. Schedules showing the name and position of each such attorney and paraprofessional, the amount of hours they worked, and their hourly billing rates are provided at the front of this Application.

⁵ The Debtors have been provided with an opportunity to review all amounts requested in the Application and have approved the amounts requested herein.

Excluding paraprofessionals, Skadden's blended hourly rate was \$901.45 for the Application Period.

19. As set forth above, Skadden, as the Debtors' lead restructuring counsel, has played an integral role in assisting the Debtors in their restructuring efforts. In connection with its efforts during the Application Period, Skadden seeks allowance of \$4,719,433 in fees calculated at the applicable guideline hourly billing rates of the firm's personnel who have worked on these Chapter 11 Cases during the Application Period, and \$139,157.63 in charges and disbursements actually and necessarily incurred.

20. This Application reflects prior voluntary fee reductions by Skadden during the Application Period in the aggregate amounts of \$282,258 for fee reductions, which constitutes a 5.48% reduction of gross fees that were billable during the Application Period, and prior voluntary expense reductions by Skadden during the Application Period in the aggregate amounts of \$10,627.46, which constitutes 7.1% of gross expenses billed during the Application Period. Combined, these voluntary fee and expense reductions total \$292,885.46 (a 5.69% reduction).

21. In accordance with the Interim Compensation Procedures, Skadden submitted monthly fee statements for each of the months covered by the Application Period, resulting in an aggregate Holdback amount of \$943,886.60 for the Application Period.⁶ Skadden now requests payment of such Holdbacks.

22. Consistent with its normal practice, Skadden achieved cost efficiencies throughout the Application Period by employing a streamlined case management structure. Instead of assigning various attorneys to the many tasks that arose during these Chapter 11

⁶ This includes the holdback amount specified in the May monthly statement.

Cases, Skadden designated a core group of attorneys who were assigned responsibility for specific matters and types of matters. This streamlined case management structure (a) allowed some attorneys to work almost exclusively on discrete matters in these Chapter 11 Cases, (b) permitted the cases to be staffed with the appropriate personnel, and (c) enabled Skadden professionals to avoid performing duplicative or unnecessary work. As described in detail herein, Skadden believes that the requests made in this Application comply with this Court's standards in the context of these complex Chapter 11 Cases.

23. As disclosed in the Retention Application, it is Skadden's standard policy to charge its clients in all areas of practice for certain charges and disbursements incurred in connection with such clients' cases, including, among other things, charges for photocopying, electronic document management services, travel, travel-related expenses (including business meals), computerized research, messengers, postage, and fees related to trials and hearings.

24. Skadden has attempted to minimize the charges and disbursements associated with these Chapter 11 Cases. During the Application Period, Skadden incurred \$139,157.63 for actual and necessary charges and disbursements in the rendition of professional services in these Chapter 11 Cases. A chart summarizing such necessary charges and disbursements for the Application Period is included at the front of this Application.

DESCRIPTION OF SERVICES RENDERED

25. Throughout the Application Period, Skadden has worked closely with the Debtors during the chapter 11 restructuring process. The services described in this Application have been directed toward those tasks necessary to fulfill the Debtors' fiduciary and statutory duties and to achieve the Debtors' business and legal objectives. To meet the Debtors' needs, Skadden has provided multi-disciplinary services. Throughout this process, certain of the principal Skadden attorneys working on the Chapter 11 Cases were required to devote the vast majority of their

time to this matter. Indeed, Skadden's efforts on behalf of the Debtors assisted the Debtors in obtaining the prompt and consensual resolution of the vast majority of issues that arose during the Application Period.

26. In addition, to lower overall costs to the Debtors' estate, certain tasks were allocated to the Debtors' co-counsel Togut, Segal and Segal LLP ("**Togut**") in an effort to efficiently—and less expensively—perform certain routine services.

27. At the commencement of these Chapter 11 Cases, Skadden created 40 different matter numbers or subject-matter categories to which its professionals billed their time, all of which were related to the tasks performed by Skadden on behalf of the Debtors. Skadden kept a contemporaneous record of the time spent rendering services and separated tasks in billing increments of one-tenth of an hour. All of the services performed by Skadden were legal in nature and necessary and appropriate for the effective administration of these Chapter 11 Cases.

28. During the Application Period, Skadden professionals devoted approximately 75.05% of their time to the following six most significant matters: Case Administration (General), Claims Administration (General), Disclosure Statement/Voting Issues, Employee Matters (General), Litigation (General), and Reorganization Plan/Plan Sponsors.

MOST SIGNIFICANT KEY MATTERS

29. Following below is a narrative summary of the work performed by Skadden during the Application Period in connection with each of the key matters to which Skadden professionals devoted significant time (listed alphabetically):

A. Case Administration
Amount Sought: \$537,172.00

30. Skadden professionals devoted substantial resources to case administration matters and worked with the Debtors' management and professionals to ensure that the Debtors

conducted their affairs in accordance with the Bankruptcy Code and applicable non-bankruptcy law. Moreover, Skadden professionals held regular teleconferences, both internally and with the Debtors' management, co-counsel, and other advisors, in order to keep the various teams apprised of case developments and reduce expenses by ensuring that professional efforts were not duplicated.

31. Time billed to this matter also includes preparation for and attendance (either in person or telephonically) at hearings that occurred during the Application Period. Prior to hearings, Skadden professionals and paraprofessionals drafted and filed hearing agendas and prepared hearing binders for use by the Court. Skadden professionals also devoted time to coordinating required notices, preparing case calendars and task lists, and monitoring the Court's docket.

B. Claims Admin. (General)
Amount Sought: \$442,347.50

32. Skadden professionals assisted the Debtors with respect to various claims administration issues, by preparing and filing a motion to establish a bar date for filing claims against the Debtors, which was approved on March 28, 2019, establishing May 3, 2019 as the general bar date [Docket No. 267] (the "**Bar Date**") and by researching claims issues such as setoff and recoupment rights.

33. In addition, two *qui tam* adversary proceedings were filed against the Debtors during these Chapter 11 Cases [Docket Nos. 437 and 439], both of which allege nondischargeable damages. Skadden professionals have devoted significant time to analyzing the complaints and engaging with various parties including the Debtors, the Debtors' other professional advisors, and the United States Government. Skadden professionals prepared for and participated in multiple calls and meeting with regard to *qui tam* matters, including by

researching various issues relating to nondischargeable claims. They also traveled to and attended a meeting in Washington D.C. with the United States Government in connection with the *qui tam* and nondischargeability issues.

C. Creditor Meetings / Statutory Committees
Amount Sought: \$72,579.50

34. On February 20, 2019, the U.S. Trustee filed a Notice of Appointment of Official Committee of Unsecured Creditors [Docket No. 91]. Since then, Skadden professionals worked regularly with the Committee's professionals to negotiate and ultimately come to agreement on many issues in these Chapter 11 Cases. To that end, Skadden professionals: (a) participated in calls with the Committee's professionals, (b) reviewed Committee comments to drafts of documents, (c) negotiated provisions of various final orders entered in connection with the Debtor's first and second day relief, including the motion to approve the DIP Financing Facility, and (d) responded to various diligence requests from the Committee.

D. Disclosure Statement / Voting Issues
Amount Sought: \$555,163.00

35. Skadden professionals expended a significant amount of time in connection with the preparation of the Disclosure Statement, solicitation procedures, and related ballots, notices, and forms. In drafting the Disclosure Statement, Skadden professionals: (a) identified and described significant aspects of the Debtors' background, the Chapter 11 Cases, and the Plan that warranted disclosure, (b) consulted extensively with the Debtors and their other advisors regarding the contents of and issues related to the Disclosure Statement, and (c) reviewed and analyzed the financial projections and liquidation analysis.

36. On March 25, 2019, less than two months after the Petition Date, Skadden professionals filed a disclosure statement [Docket No. 253] along with a plan of reorganization shortly after delivery of the business plan. The following day Skadden professionals filed the

related Disclosure Statement Motion seeking, among other things, approval of the adequacy of the Disclosure Statement, solicitation procedures, and the forms of ballots and notices [Docket No. 254].

37. In advance of the hearing on the Disclosure Statement Motion (the “**Disclosure Statement Hearing**”), several parties-in-interest filed objections and reservations of rights with respect to the Disclosure Statement including: (a) Element Fleet [Docket No. 329]; (b) the Existing First Lien Agent [Docket No. 330]; (c) the Creditors’ Committee [Docket No. 331]; and (d) the U.S. Trustee [Docket No. 332]. Skadden professionals spent significant time addressing both formal and informal comments related to the Disclosure Statement and through extensive negotiations, consensually resolved many such issues prior to the hearing.

38. To that end, on April 29, 2019, Skadden professionals filed an updated disclosure statement [Docket No. 347] reflecting such negotiations. Skadden professionals also engaged with the Committee in response to their request to include a letter in the solicitation package which would include the Committee’s recommendations with respect to the Plan. Following discussions and a telephonic court conference, the parties reached a consensual resolution to include a letter for the Committee.

39. At the Disclosure Statement Hearing, the Court overruled the U.S. Trustee’s outstanding objection, and on May 8, 2019, the Court entered the Disclosure Statement order [Docket No. 384]. That same day, Skadden professionals filed a second amended Disclosure Statement [Docket No. 387] along with a second amended Plan.

40. Thereafter, Skadden professionals coordinated with Epiq Corporate Restructuring, LLC (“**Epiq**”), the Debtors’ voting agent under the solicitation procedures, with regard to the distribution of solicitation packages to the Debtors’ creditors.

E. Employee Matters (General)
Amount Sought: \$931,514.00

41. As of the Petition Date, the Debtors had approximately 5,600 employees. Skadden advised the Debtors in connection with various employee issues that arose during these Chapter 11 Cases.

42. Prior to the February 11, 2019 hearing (the “**First-Day Hearing**”), Skadden professionals filed a motion seeking approval to pay certain prepetition employee obligations and to continue certain employee benefit programs [Docket No. 10]. At the hearing, the Court approved the employee motion on an interim basis [Docket No. 63]. Prior to the March 6, 2019 hearing (the “**Second-Day Hearing**”) where the Debtors sought final relief in connection with the employee motion, the U.S. Trustee objected to certain ordinary course bonus payments. In response to the objection, the Debtors prepared and submitted a comprehensive reply along with a supplemental Declaration of David F. Smith, III, the Debtors’ Chief Financial Officer [Docket No. 142]. The Court overruled the U.S. Trustee’s objection and entered a final order authorizing the requested relief [Docket No. 165].

43. Skadden, in conjunction with compensation experts from Mercer (US), Inc. (“**Mercer**”), was also instrumental in the development and approval of the Debtors’ key employee incentive plan (“**KEIP**”) and key employee retention plan (“**KERP**”) designed to incentivize critical employees and maximize value for stakeholders.

44. To that end, on March 1, 2019, Skadden professionals filed a motion seeking to implement the Debtors’ KEIP and KERP [Docket No. 112] (the “**KEIP/KERP Motion**”) along with the supporting declarations of (a) Russell Perry of Ankura and (b) John Dempsey of Mercer.

45. In response to an objection filed by the U.S. Trustee [Docket No. 188] (the “**KEIP/KERP Objection**”), Skadden professionals drafted and filed a reply to the KEIP/KERP

Objection [Docket No. 221], which included a supplemental supporting declaration of Russell Perry and a declaration of David F. Smith, III.

46. As a result of these efforts, on April 24, 2019, this Court entered the KEIP/KERP Order. [Docket No. 333]. In all, the Debtors prepared for and attended three hearings on the KEIP/KERP issues.

F. Executory Contracts (Personalty)
Amount Sought: \$32,244.00

47. Skadden reviewed certain of the Debtors' contracts including the Debtors' vehicle leases and Medicaid provider agreements, strategized with the Debtors and their other advisors with regard to various contracts, and engaged with counterparties and their counsel to negotiate the treatment of certain contracts.

48. To streamline the contract analysis and negotiation process, Skadden professionals developed and drafted expedited executory contract rejection and assumption procedures, which were approved by this Court on March 8, 2019 [Docket No. 171].

G. Financing (DIP and Emergence)
Amount Sought: \$208,919.50

49. From the outset of these Chapter 11 Cases, Skadden endeavored to ensure the Debtors' would have sufficient financing to maintain their business operations and successfully prosecute these Chapter 11 Cases. To that end, Skadden professionals devoted a significant amount of time to addressing issues related to the finalization and execution of the Debtors' \$50 million DIP Financing and the Debtors' use of cash collateral. In addition to negotiating the financing with various parties-in-interest, the Skadden team also provided extensive advice and services in connection with the drafting of DIP Financing papers.

50. In advance of the First-Day Hearing, Skadden professionals filed the DIP Motion seeking approval of, among other things, the DIP Financing Facility and the use of cash

collateral, and the accompanying declarations of (a) David F. Smith, III, the Debtors' Chief Financial Officer and (b) Mark Buschmann of PJT, in support of the DIP Motion [Docket No. 16]. The Court overruled the objection of the First Lien Administrative Agent [Docket No. 28] and approved the motion on an interim basis at the First-Day Hearing and entered the order the following day (the "**Interim DIP Order**") [Docket No. 41].

51. Following the First-Day Hearing, Skadden professionals continued to provide advice and services in connection with negotiating and drafting the DIP Facility credit agreement (the "**DIP Credit Agreement**") and at Second-Day Hearing, the court approved the DIP Motion on a final basis, shortly thereafter entering the final order approving the DIP Motion [Docket No. 166].

52. In addition, Skadden professionals negotiated the terms of the Debtors' exit financing facilities.

H. General Corporate Advice
Amount Sought: \$144,575.00

53. During the Application Period, Skadden professionals assisted and advised the Debtors with respect to various corporate governance matters. This included advising on issues relating to (a) the bankruptcy filings and the "First-" and "Second-Day" pleadings, (b) the Plan and Disclosure Statement, (c) post-confirmation organizational documents, and (d) corporate strategy with respect to the progression of these Chapter 11 Cases.

54. Skadden professionals regularly prepared materials such as presentation decks and memoranda to present to the Debtors' management team and board of directors to provide updates on the status of these Chapter 11 Cases and also regularly attended telephonic board meetings to discuss key issues in these Chapter 11 Cases.

I. Investigations and Reviews
Amount Sought: \$82,304.00

55. As noted earlier, there are currently two *qui tam* adversary proceedings pending against the Debtors [Docket Nos. 437 and 439], both of which allege nondischargeable damages. In connection with these lawsuits, Skadden professionals spent considerable time analyzing the complaints, engaging with various parties, and strategizing with regard to potential litigation and settlement strategies.

J. Leases (Real Property)
Amount Sought: \$43,470.50

56. Skadden professionals assisted the Debtors in various ways in connection with their “shrink to grow” strategy. The strategy involved the Debtors’ exit from certain unprofitable markets and the rejection of related leases. To facilitate the Debtors’ business strategy, Skadden drafted and filed a motion seeking to reject certain of the Debtors’ burdensome leases and to establish procedures for the efficient rejection and assumption of leases during the Chapter 11 Cases, which the Court approved [Docket No. 171].

57. Thereafter, Skadden professionals continued to assist in the evaluation of the Debtors’ unexpired lease portfolio, and drafted and filed a motion seeking approval to extend the time within which the Debtor must decide whether to assume or reject leases [Docket No. 250].

K. Litigation (General)
Amount Sought: \$797,074.50

58. During the Application Period, Skadden professionals spent considerable time preparing for actual and threatened litigation and responding to discovery requests filed by parties-in-interest.

59. In response to Rule 2004 discovery requests against the Debtors from the First Lien Administrative Agent [Docket No. 154] and the Committee during the early stages of these

Chapter 11 Cases, Skadden professionals negotiated and reached a consensual interim resolution to produce certain documents [Docket No. 206]. Skadden professionals also filed a joinder to a request seeking reciprocal discovery from the First Lien Administrative Agent [Docket No. 278].

60. Towards the close of the Application Period, the Debtors negotiated extensively in connection with the First Lien Administrative Agent's motion seeking standing to prosecute certain claims on behalf of the Debtors' estate [Docket No. 440], which was subsequently withdrawn [Docket No. 464], and prepared a comprehensive reply (which was filed after the Application Period) to similar motions filed individually by Peak Rock [Docket No. 449] and the Committee [Docket No. 482].

61. Because of the overlapping nature of litigation matters (with respect to other matter categories), to the extent time spent on litigation-related issues was not billed to this matter, time spent on such matters was billed to the specific matter that was the subject of the litigation, as applicable.

L. Nonworking Travel Time
Amount Sought: \$103,283.50

62. Skadden's engagement team comprises an experienced group of professionals residing in Chicago, New York, Washington D.C., and Delaware. Skadden professionals traveled as necessary to attend Court hearings in New York, as well as for various meetings with the Debtors and other parties-in-interest in, among other places, Philadelphia and Washington D.C. Skadden professionals who spent time traveling, but not otherwise working, allocated their time to this billing category, which, as reflected in the tables above, was billed at 50% of standard hourly rates.

M. Reorganization Plan / Plan Sponsors
Amount Sought: \$278,832.50

63. During the Application Period, Skadden professionals engaged extensively with Debtors' management and other professionals regarding the development of the Plan, reviewed materials concerning Plan-related issues, including liquidation and valuation analyses, and researched and analyzed various issues in connection with the Plan.

64. Because of these diligent efforts, Skadden professionals filed a plan of reorganization [Docket No. 252] barely a month and half after the Petition Date. In continued negotiations with various parties-in-interest, and in an attempt to reach a consensual resolution to both formal and informal objections to the plan, Skadden professionals later filed an amended plan [Docket No. 346] and a second amended plan [Docket No. 386]. During the Application period, Skadden professionals also assisted in the preparation of documents and schedules to be filed as a Plan Supplement.

65. In addition, Skadden professionals prepared a motion to extend the Debtors' exclusive right to file a plan [Docket No. 458], given the scheduling accommodations.

N. Retention / Fee Matters (SASM&F)
Amount Sought: \$185,979.00

66. At the inception of these Chapter 11 Cases, Skadden professionals prepared and filed the Retention Application. In preparing the pleadings and declarations, Skadden professionals conducted a comprehensive conflicts analysis, which involved the review of many internal connection reports.

67. Since filing the Retention Application, and in accordance with the Interim Compensation Procedures, Skadden professionals prepared and filed four Monthly Fee Statements [Docket Nos. 242, 354, 478, and 613].

68. Skadden also maintained and updated a list of parties-in interest in the Chapter 11 Cases throughout the Application Period to comply with ongoing disclosure requirements. Skadden professionals conducted further queries of Skadden's client databases during the Application Period to identify relevant relationships to the Debtors, their affiliates, and other parties-in-interest.

O. Retention / Fee Matters / Objections (Others)
Amount Sought: \$28,211.50

69. During the Application Period, Skadden professionals evaluated and prepared several compensation-related pleadings with respect to the other professionals in these Chapter 11 Cases.

70. Skadden professionals drafted the following retention applications and accompanying declarations for the Debtors' other bankruptcy professionals: (a) Epiq [Docket Nos. 3 and 95], (b) Ankura [Docket No. 96], and (c) PJT [Docket No. 97].

71. In addition, Skadden professionals drafted and filed a motion seeking authorization for the Debtors to employ and pay ordinary course professionals during the Chapter 11 Cases [Docket No. 82].

P. Secured Claims
Amount Sought: \$43,390.00

72. During the Application Period, Skadden professionals advised the Debtors regarding issues related to their prepetition secured lenders. This matter also reflects time spent by Skadden professionals participating in various regularly scheduled teleconferences with the senior noteholders and DIP lenders, and their respective advisors, to keep them apprised of matters in these Chapter 11 Cases and negotiating the terms of the interim and final orders authorizing the Debtors to obtain post-petition financing.

Q. Tax Matters
Amount Sought: \$88,293.00

73. Skadden professionals worked to preserve tax value, minimize tax liability, and maximize estate value through efficient tax strategies. For example, Skadden professionals worked with the Debtors and other parties-in-interest to prepare a motion establishing procedures for trading in the Debtors' equity [Docket No. 8]. In addition, Skadden professionals analyzed various tax implications of the Plan and strategized with respect to the structuring of its emergence transactions under the Plan.

R. Vendor Matters
Amount Sought: \$65,993.00

74. To ensure the Debtors' supply chain continuity and to avoid operational interruptions, Skadden professionals sought and received "First-Day" relief allowing payments to critical vendors [Docket No. 14] and continuation of the Debtors' customer programs for their customers in the ordinary course of business [Docket No. 15]. Thereafter, Skadden professionals helped respond to and track various vendor inquiries.

REASONABLENESS OF FEES AND DISBURSEMENTS

75. Bankruptcy Code section 330 authorizes the Court to award "reasonable compensation for actual, necessary services rendered by the . . . professional person." 11 U.S.C. § 330. To evaluate a request for allowance of fees by a professional person, a court must determine whether the services rendered were actual and necessary and the fees requested are reasonable. Skadden respectfully submits that its request for an interim award of compensation for the Application Period satisfies that standard.

76. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested herein by Skadden is fair and reasonable in light of (a) the nature and complexity of the Chapter 11 Cases, (b) the time and labor required to effectively represent the Debtors, (c) the

nature and extent of the services rendered, (d) Skadden's experience, reputation, and ability, (e) the value of Skadden's services, and (f) the cost of comparable services outside of cases under the Bankruptcy Code.

II. Nature and Complexity of the Chapter 11 Cases

77. As discussed above, Skadden professionals assisted the Debtors throughout these large and complex Chapter 11 Cases. To enhance efficiency, Skadden assisted the Debtors by employing a streamlined case management structure that generally consisted of relatively small, core teams and assigned various attorneys to other discrete tasks to avoid the performance of duplicative or unnecessary work.

78. Given the size of these Chapter 11 Cases, the expedited timetable involved and the variety of issues that arose in these Chapter 11 Cases, there were circumstances where a number of Skadden professionals had to be present at, and to participate in, discussions, negotiations, team meetings, and Court hearings. Skadden believes that it has, through the summaries contained in this Application and the time entries attached to the Monthly Fee Statements, articulated specific reasons for such participation.

III. Experience of Skadden

79. The experience of Skadden also benefited the Debtors' estates. Skadden is among the world's largest, most experienced firms. As set forth more fully in the Retention Application, Skadden's restructuring attorneys and attorneys from other practice areas have extensive knowledge and experience in dealing with the fast-paced needs of similar chapter 11 cases. Accordingly, Skadden's depth of experience in chapter 11 matters ensured that pressing matters were addressed promptly.

IV. Comparable Services

80. An award of compensation also must be based on the cost of comparable services other than in a case under the Bankruptcy Code. Skadden's rates are consistent with rate structures charged to other clients in bankruptcy and non-bankruptcy matters and with customary compensation charged by comparably skilled practitioners in non-bankruptcy engagements. Moreover, Skadden's rate structure was disclosed clearly in its Retention Application, which this Court approved. The amounts sought by Skadden are consistent with the fees, charges, and disbursements incurred in other chapter 11 cases of similar size, complexity, and duration by Skadden and its peer firms. Accordingly, the cost of comparable services supports the Application and the services performed during the Application Period warrants the allowance of compensation, particularly in view of the results achieved.

81. Based on the foregoing, Skadden respectfully submits that approval of the compensation sought herein is warranted and should be approved.

V. Reservation of Rights

82. Skadden reserves the right to supplement this Application to seek amounts for work performed or expenses incurred during the Application Period but not yet reflected in Skadden's time records or to amend the amounts listed herein and in the Monthly Fee Statements to correct any bookkeeping errors. Skadden has attempted to include in the Monthly Fee Statements and, by extension, this Application, all time and expenses relating to the Application Period. Delays in processing such time and receiving invoices for certain expenses do occur, however. In the event that a subsequent review reveals that additional professional services have been rendered or expenses have been incurred on behalf of the Debtors during the Application Period, which were not processed by Skadden's accounting system before the time of this Application, Skadden reserves the right to seek such additional fees and expenses by subsequent

application to the Court. Skadden does not waive, and expressly reserves, its right to respond to any objections regarding this Application and the amounts sought for Skadden's services in these Chapter 11 Cases. In the event that any objections to this Application are filed, Skadden reserves the right to seek payment for all or any part of its write-offs.

COMPLIANCE WITH GUIDELINES

83. Skadden believes that this Application, together with the attachments hereto, substantially complies in all material respects with the Fee Guidelines. To the extent this Application does not comply in every respect with the requirements of such Fee Guidelines, Skadden respectfully requests a waiver for any such technical non-compliance.

NO PRIOR REQUEST

84. No previous request for the relief sought herein has been made to this Court or any other court.

NOTICE

85. Notice of this Application shall be given by hand or overnight delivery upon: (a) co-counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119 Attn: Frank A. Oswald, Esq. (frankoswald@teamtogut.com) and Kyle J. Ortiz, Esq. (kortiz@teamtogut.com); (b) Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Shannon Scott, Esq. (shannon.scott2@usdoj.gov) and Brian Masumoto, Esq. (brian.masumoto@usdoj.gov); (c) counsel to the administrative agent under the Debtors' prepetition Priority First Lien Facility and DIP Facility, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 6th Ave, New York, NY 10019, Attn: Alan W. Kornberg, Esq. (akornberg@paulweiss.com), Robert Britton, Esq. (rbritton@paulweiss.com), Christopher Hopkins, Esq. (chopkins@paulweiss.com) and Grace C. Hotz, Esq. (ghotz@paulweiss.com); and

(d) counsel to the Creditors' Committee, Kilpatrick Townsend & Stockton LLP, 1114 Avenue of the Americas, New York, NY 10036, Attn: David M. Posner, Esq.

(dposner@kilpatricktownsend.com), Gianfranco Finizio, Esq.

(gfinizio@kilpatricktownsend.com), and Kelly Moynihan, Esq.

(kmoynihan@kilpatricktownsend.com). The Debtors submit that no other or further notice need be provided.

CONCLUSION

WHEREFORE, Skadden respectfully requests that the Court (a) enter an order allowing interim compensation of \$4,719,433 to Skadden for professional services rendered as counsel for the Debtors during the Application Period, plus reimbursement of actual and necessary charges and disbursements incurred in the amount of \$139,157.63, (b) direct the Debtors to pay, to the extent not previously paid, all amounts due under the Monthly Fee Applications pursuant to the Interim Compensation Procedures, (c) release the Holdback of \$943,886.60, and (d) grant such other and further relief as is just and proper.

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Dated: July 10, 2019
New York, New York

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ James J. Mazza, Jr. _____

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– and –

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Counsel to Debtors and Debtors-in-Possession

Exhibit A

Mazza Declaration

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Counsel to Debtors and Debtors-in-Possession

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

In re

**TRIDENT HOLDING COMPANY, LLC, *et al.*,
Debtors.¹**

Chapter 11

Case No. 19-10384 (SHL)

(Jointly Administered)

**CERTIFICATION OF JAMES J. MAZZA, JR. IN SUPPORT OF THE FIRST INTERIM
FEE APPLICATION OF SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE DEBTORS FOR THE PERIOD FROM
FEBRUARY 10, 2019 THROUGH AND INCLUDING MAY 31, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: Trident Holding Company, LLC (6396); American Diagnostics Services, Inc. (2771); Community Mobile Diagnostics, LLC (9341); Community Mobile Ultrasound, LLC (3818); Diagnostic Labs Holdings, LLC (8024); FC Pioneer Holding Company, LLC (6683); JLMD Manager, LLC (8470); Kan-Di-Ki LLC (6100); Main Street Clinical Laboratory, Inc. (0907); MDX-MDL Holdings, LLC (2605); MetroStat Clinical Laboratory – Austin, Inc. (4366); MX Holdings, LLC (8869); MX USA, LLC (4885); New Trident Holdcorp, Inc. (4913); Rely Radiology Holdings, LLC (3284); Schryver Medical Sales and Marketing, LLC (9620); Symphony Diagnostic Services No. 1, LLC (8980); Trident Clinical Services Holdings, Inc. (6262); Trident Clinical Services Holdings, LLC (1255); TridentUSA Foot Care Services LLC (3787); TridentUSA Mobile Clinical Services, LLC (0334); TridentUSA Mobile Infusion Services, LLC (5173); U.S. Lab & Radiology, Inc. (4988). The address of the Debtors' corporate headquarters is 930 Ridgebrook Road, 3rd Floor, Sparks, MD 21152.

I, James J. Mazza, Jr., pursuant to 28 U.S.C. § 1746, hereby declare that the following is true to the best of my knowledge, information, and belief:

1. I am a member of the firm of Skadden, Arps, Slate, Meagher & Flom LLP (“**Skadden**” or the “**Firm**”), which maintains offices for the practice of law at, among other locations, 155 North Wacker Drive, Chicago, Illinois 60606-1720. I am admitted in, practicing in, and a member in good standing of the bar of the State of Illinois and the bar of the United States District Court for the Northern District of Illinois.

2. This certification is made in connection with Skadden’s application, dated July 10, 2019 (the “**Application**”),² for interim compensation and reimbursement of expenses for the period commencing February 10, 2019, through and including May 31, 2019.

3. I have read the Application and to the best of my knowledge, information, and belief, the statements contained in the Application are true and correct. In addition, after reasonable inquiry, I believe that the Application substantially complies in all material respects with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York (June 17, 2013) promulgated pursuant to Local Bankruptcy Rule 2016-1(a) (the “**Local Guidelines**”), and the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases effective as of November 1, 2013 (the “**U.S. Trustee Guidelines**” and together with the Local Guidelines, the “**Fee Guidelines**”).

4. With respect to section C.5 of the U.S. Trustee Guidelines, I certify the following:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

² Capitalized terms not otherwise defined herein shall have the meanings assigned to them in the Application.

Response: Skadden provided a negotiated discount for services performed in connection with a now completed financing transaction, but did not offer any discount on restructuring advice provided pursuant to the Engagement Agreement.

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

Response: Yes. Skadden discussed its fee variations with the client and explained in detail the causes for such increases.

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

Response: No.

Question: Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

Response: Except as set forth below, the Application does not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy. The Application includes 248.90 hours, totaling \$185,979.00 (approximately 3.94% of the total fees billed during the Application Period), for Skadden retention and fee matters, including time spent to (a) ensure that time entries comply with the Fee Guidelines and do not disclose privileged or confidential information, (b) prepare monthly fee statements, prepare and revise Skadden's budget and staffing plan, and prepare and file the Application, and (c) ensure the adequacy of disclosure regarding activities included in the Application. Additionally, these amounts include time spent on retention and on review of conflicts checks for parties-in-interest in these Chapter 11 Cases. All of these services, including review of and revisions to fee statements and applications, were necessary components of Skadden's fee and retention activities.

Question: Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: See response above.

Question: If the fee application includes any rate increases since retention:

- i. Did your client review and approve those rate increases in advance?
- ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11–458?

Response: During the Application Period, Skadden did not apply any increases to its hourly rates beyond the rates set forth in its Retention Application [Docket No. 93].

With respect to section B.1 of the Local Guidelines, I certify the following:

- (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 in the Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, and fall within the Local Guidelines;
- (c) except to the extent that fees and disbursements are prohibited by the Local Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Skadden and generally accepted by Skadden's clients; and
- (d) in providing a reimbursable expense, Skadden does not make a profit on that expense, whether the service is performed by Skadden in-house or through a third party.

5. With respect to section B.2 of the Local Guidelines, I certify that the Debtors and the Committee have been provided on a monthly basis during the Application Period with statements of fees and out-of-pocket expenses, containing lists of professionals and paraprofessionals providing services, their respective billing rates, the work hours expended by each individual, a general description of services rendered, a reasonably detailed breakdown of out-of-pocket expenses incurred, and an explanation of billing practices.

6. With respect to section B.3 of the Local Guidelines, I certify that this Application will be served on the following parties: (a) co-counsel to the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, Suite 3335, New York, NY 10119 Attn: Frank A. Oswald, Esq.

(frankoswald@teamtogut.com) and Kyle J. Ortiz, Esq. (kortiz@teamtogut.com); (b) Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Room 1006, New York, NY 10014, Attn: Shannon Scott, Esq. (shannon.scott2@usdoj.gov) and Brian Masumoto, Esq. (brian.masumoto@usdoj.gov); (c) counsel to the administrative agent under the Debtors' prepetition Priority First Lien Facility and DIP Facility, Paul, Weiss, Rifkind, Wharton & Garrison LLP, 1285 6th Ave, New York, NY 10019, Attn: Alan W. Kornberg, Esq. (akornberg@paulweiss.com), Robert Britton, Esq. (rbritton@paulweiss.com), Christopher Hopkins, Esq. (chopkins@paulweiss.com), and Grace C. Hotz, Esq. (ghotz@paulweiss.com); and (d) counsel to the Creditors' Committee, Kilpatrick Townsend & Stockton LLP, 1114 Avenue of the Americas, New York, NY 10036, Attn: David M. Posner, Esq. (dposner@kilpatricktownsend.com), Gianfranco Finizio, Esq. (gfinizio@kilpatricktownsend.com), and Kelly Moynihan, Esq. (kmoynihan@kilpatricktownsend.com) and (h) any such other party entitled to notice pursuant to Rule 9013-1(b) of the Local Bankruptcy Rules. The Debtors submit that no other or further notice need be provided.

7. In accordance with Bankruptcy Rule 2016(a) and Bankruptcy Code section 504, I certify that no agreement or understanding exists between Skadden and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with the above cases except as authorized pursuant to the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules. All services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

Dated: Chicago, Illinois
July 10, 2019

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

/s/ James J. Mazza, Jr.

James J. Mazza, Jr. (admitted *pro hac vice*)

155 North Wacker Drive

Chicago, Illinois 60606-1720

Telephone: (312) 407-0700

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Exhibit B

Matter Numbers

MATTER #	MATTER NAME
1	General Corporate Advice
2	Asset Analysis and Recovery
3	Asset Dispositions (General)
4	Asset Dispositions (Inventory)
5	Asset Dispositions (Real Property)
6	Automatic Stay (Relief Actions)
7	Business Operations / Strategic Planning
8	Case Administration
9	Claims Admin. (General)
13	Creditor Meetings/Statutory Committees
14	Disclosure Statement/Voting Issues
15	Employee Matters (General)
16	Employee Matters (Labor Unions)
17	Environmental Matters
18	Executory Contracts (Personalty)
19	Financing (DIP and Emergence)
20	Government Affairs
21	Insurance
22	Intellectual Property
23	Investigations and Reviews
24	Leases (Real Property)
25	Litigation (General)
26	Litigation (Insurance Recovery)
27	Liquidation / Feasibility

28	Nonworking Travel Time
29	Real Estate (Owned)
30	Regulatory and SEC Matters
31	Reorganization Plan/Plan Sponsors
32	Reports and Schedules
33	Retention/Fee Matters (SASM&F)
34	Retention/Fee Matters/Objections (Others)
35	Secured Claims
36	Tax Matters
37	U.S. Trustee Matters
38	Utilities
39	Vendor Matters
40	Disbursements

Exhibit C

Rate Disclosures

The blended hourly rate for all U.S.-based Skadden timekeepers (including both professionals and paraprofessionals), excluding all bankruptcy and pro bono engagements and all data from timekeepers practicing primarily in Skadden’s Corporate Restructuring Group,¹ during the twelve-month period beginning on June 1, 2018 and ending on May 31, 2019 (the “**Comparable Period**”) was, in the aggregate, approximately \$850.16 per hour (the “**Non-Bankruptcy Blended Hourly Rate**”).²

The blended hourly rate for all Skadden timekeepers who billed to the Debtors during the Application Period was approximately \$844.75 per hour (the “**Debtors’ Blended Hourly Rate**”).³ A detailed comparison of these rates follows:

Position	Debtors’ Blended Hourly Rate (\$)	Non-Bankruptcy Blended Hourly Rate (\$)
Partner	1,255.02	1,430.39
Counsel	1,189.51	1,043.80
Associate	815.02	724.04
Legal Assistant	413.02	308.11
All Others	288.11	340.60
Total	844.75	850.16

¹ For purposes of calculating the Non-Bankruptcy Blended Hourly Rate, Skadden tracks, as bankruptcy engagements, debtor-in-possession (“**DIP**”) clients as well as reorganized and post-DIP clients, and excludes those engagements from the Non-Bankruptcy Blended Hourly Rate along with all time of members of the Corporate Restructuring department.

² Skadden calculated the Non-Bankruptcy Blended Hourly Rate by dividing the total dollar amount billed by U.S.-based Skadden timekeepers, excluding all bankruptcy engagements, DIP clients, as well as reorganized and post-DIP clients, and all data from timekeepers of the Corporate Restructuring group (both attorneys and legal assistants), during the Comparable Period by the total number of corresponding hours billed by U.S.-based Skadden timekeepers during the Comparable Period.

³ Skadden calculates the Debtors’ Blended Hourly Rate by dividing the total dollar amount billed by such timekeepers during the Application Period by the total number of hours billed by such timekeepers during the Application Period. During the Application Period, Skadden voluntarily reduced its fees requested by \$282,258.00 (5.48%) and its expenses requested by \$10,627.46 (7.1%), for a total of \$292,885.46 (5.69%), and its hours billed from a base of 5,799.20 to 5,586.80 (3.66%). Skadden’s Debtor Blended Hourly Rate does not account for Skadden’s voluntary reduction of its fees. The total blended hourly rate for Skadden timekeepers who billed to the Debtors during the Application Period based on the amount billed divided by actual hours worked (including non-billed hours) was \$844.75.

The Debtors’ Blended Hourly Rate for Counsel (\$1,189.51), Associates (\$815.02), and Legal Assistants (\$413.02) is higher than the Non-Bankruptcy Blended Hourly Rate for Counsel (\$1,043.80), Associates (\$724.04), and Legal Assistants (\$308.11). The differences between the blended rates for these categories of professionals are not indicative of a premium being charged by Skadden for its representation of the Debtors, but rather the result of attending to the complexities involved in the Chapter 11 Cases that have required the use of more-senior professionals, with correspondingly higher billing rates, than in a typical representation due to the complexity of the services required of Skadden.

Exhibit D-1

**Staffing Plan
February 10, 2019 through May 31, 2019**

Average hourly rates are weighted averages based on the hourly rate of, and projected number of hours worked by, timekeepers.

Category of Timekeeper	Estimated Number of Timekeepers	Actual Number of Timekeepers (5 hours or more)¹	Actual Number of Timekeepers (less than 5 hours)	Actual Average Hourly Rate (\$)
Partner	6	7	7	1,255.02
Counsel	2	2	4	1,189.51
Associate	20	17	12	815.02
Legal Assistant/Paraprofessional	5	10	24	405.25
Total	33	36	47	844.75

¹ As in the original staffing plan, the Skadden team comprised a core group of professionals which handled the day-to-day matters. Other professionals were consulted on an as-needed basis and billed limited time to the cases.

Exhibit D-2

**Budget & Compensation Summary by Matter
February 10, 2019 through May 31, 2019**

#	Matter	Hours		Compensation (\$)	
		Budgeted	Billed	Budgeted	Billed
1	General Corporate Advice	100.00	199.70	80,000.00	144,575.00
2	Asset Analysis and Recovery	0.00		-	
3	Asset Dispositions (General)	30.00	12.20	25,000.00	10,442.00
4	Asset Dispositions (Inventory)	0.00		-	
5	Asset Dispositions (Real Property)	0.00		-	
6	Automatic Stay (Relief Actions)	80.00	20.10	60,000.00	14,662.00
7	Business Operations / Strategic Planning	100.00	18.20	80,000.00	20,135.00
8	Case Administration	60.00	749.50	50,000.00	537,172.00
9	Claims Admin. (General)	25.00	465.50	20,000.00	442,347.50
10	Claims Admin. (Reclamation/Trust Funds)	0.00		-	
11	Claims Admin. (PACA/PASA)	0.00		-	
12	Credit Card Agreements	0.00		-	
13	Creditor Meetings / Statutory Committees	235.00	69.30	200,000.00	72,579.50
14	Disclosure Statement / Voting Issues	435.00	628.00	370,000.00	555,163.00
15	Employee Matters (General)	235.00	1,009.10	200,000.00	931,514.00
16	Employee Matters (Labor Unions)	0.00		-	
17	Environmental Matters	0.00	0.70	-	685.00
18	Executory Contracts (Personalty)	37.50	48.40	30,000.00	32,244.00
19	Financing (DIP and Emergence)	470.00	215.30	400,000.00	208,919.50
20	Government Affairs	0.00		-	
21	Insurance	16.00	21.60	10,000.00	20,432.00
22	Intellectual Property	0.00		-	
23	Investigations and Reviews	0.00	82.90	-	82,304.00
24	Leases (Real Property)	30.00	79.40	25,000.00	43,470.50
25	Litigation (General)	235.00	909.40	200,000.00	797,074.50

#	Matter	Hours		Compensation (\$)	
		Budgeted	Billed	Budgeted	Billed
26	Litigation (Insurance Recovery)	0.00		-	
27	Liquidation / Feasibility	185.00		150,000.00	
28	Nonworking Travel Time	15.00	191.20	10,000.00	103,283.50
29	Real Estate (Owned)	0.00		-	
30	Regulatory and SEC Matters	0.00		-	
31	Reorganization Plan / Plan Sponsors	850.00	353.70	750,000.00	278,832.50
32	Reports and Schedules	75.00	6.10	60,000.00	4,245.00
33	Retention / Fee Matters (SASM&F)	65.00	248.90	45,000.00	185,979.00
34	Retention / Fee Matters / Objections (Others)	25.00	44.30	20,000.00	28,211.50
35	Secured Claims	100.00	40.70	80,000.00	43,390.00
36	Tax Matters	85.00	81.50	70,000.00	88,293.00
37	U.S. Trustee Matters	100.00	5.20	80,000.00	4,941.00
38	Utilities	15.00	3.90	10,000.00	2,545.00
39	Vendor Matters	115.00	82.00	90,000.00	65,993.00
	Total	3,718.50	5,586.80	3,115,000.00	4,719,433.00¹

¹ Please see the Application for detailed narratives describing the various services performed in connection with actual billed fees, including explanations regarding additional work that resulted in fees exceeding the original budgeted amount.