

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

**TUESDAY MORNING CORPORATION,
et al.,¹**

Debtors.

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Chapter 11

Case No. 20-31476-HDH-11

Jointly Administered

Hearing Date: March 18, 2021 @ 1:30 p.m.

**SUPPLEMENTAL DECLARATION OF TERO JÄNNE IN SUPPORT OF THE
SECOND MONTHLY, FIRST INTERIM, AND FINAL FEE APPLICATION OF
PJ SOLOMON, L.P. AND PJ SOLOMON SECURITIES, LLC
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES INCURRED AS
FINANCIAL ADVISOR AND INVESTMENT BANKER
TO THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS
FOR THE PERIOD FROM
OCTOBER 8, 2020 THROUGH AND INCLUDING DECEMBER 31, 2020**

I, Tero Jänne, under penalty of perjury, declare as follows:

1. I am a Managing Director of PJ Solomon, L.P. and PJ Solomon Securities, LLC (“PJ Solomon”), which has its principal office at 1345 Avenue of the Americas, 31st Floor, New York, New York 10105. I am authorized to make this supplemental declaration (this “Supplemental Declaration”), pursuant to §§ 328, 330(a), and 331 of title 11 of the United States Code, §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 2016-1(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016 and Appendix F, “Guidelines for Compensation and Reimbursement of Professionals in Chapter 11 Cases,” appended to the local rules for the United States Bankruptcy Court for the Northern District of Texas (the “Local

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, include: Tuesday Morning Corporation (8532) (“TM Corp.”); TMI Holdings, Inc. (6658) (“TMI Holdings”); Tuesday Morning, Inc. (2994) (“TMI”); Friday Morning, LLC (3440) (“FM LLC”); Days of the Week, Inc. (4231) (“DOTW”); Nights of the Week, Inc. (7141) (“NOTW”); and Tuesday Morning Partners, Ltd. (4232) (“TMP”). The location of the Debtors' service address is 6250 LBJ Freeway, Dallas, Texas 75240.

Bankruptcy Rules”), as modified by the *Order Authorizing PJ Solomon, L.P. and PJ Solomon Securities, LLC As Financial Advisor and Investment Banker To The Official Committee of Equity Security Holders Effective As Of October 8, 2020* [Docket No. 1722] (the “Retention Order”), and in support of the *Second Monthly, First Interim, and Final Fee Application of PJ Solomon, L.P. and PJ Solomon Securities, LLC for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses Incurred as Financial Advisor and Investment Banker to the Official Committee of Equity Security Holders for the Period from October 8, 2020 through and Including December 31, 2020* [Docket No. 2067] (the “Fee Application”)² filed on February 15, 2021 by PJ Solomon, L.P. and PJ Solomon Securities, LLC (“PJ Solomon”), requesting final approval and allowance of compensation for services rendered and reimbursement of expenses incurred as Financial Advisor and Investment Banker to the Official Committee of Equity Security Holders (the “Committee”) appointed in the chapter 11 cases of the above-captioned debtor and debtors-in-possession for the period from October 8, 2020 through and including December 31, 2020 (the “Final Application Period”).

2. Except as otherwise noted, I have personal knowledge of the facts set forth herein and, if called as a witness, I would testify thereto.

3. As stated in the Fee Application, PJ Solomon requests the entry of an order regarding all fees and expenses incurred in this matter as actual, reasonable, and necessary. In addition to the total amounts specified in the Fee Application, PJ Solomon has expended additional actual, reasonable, and necessary expenses in the amount of \$17,501.20 incurred in connection with the preparation of the Fee Application. A summary of expenses incurred during the Compensation Period is attached hereto as Exhibit A. These expenses were incurred in accordance with the *Application Of The Official Committee of Equity Security Holders Pursuant*

² Capitalized terms not defined herein shall have the meaning ascribed to such term by the Fee Application.

to Sections 328 and 1103 of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure 2014(a) And 2016, And Local Rules 2014-1 And 2016-1 For Authorization To Retain And Employ PJ Solomon, L.P. and PJ Solomon Securities, LLC As Financial Advisor And Investment Effective As Of October 8, 2020 [Docket No. 1484] (the “Retention Application”) and PJ Solomon’s Engagement Letter dated October 9, 2020, which is attached to the Retention Application.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: March 15, 2021
New York, New York

**PJ SOLOMON, L.P. AND
PJ SOLOMON SECURITIES, LLC**

/s/ Tero Jänne
Tero Jänne, Managing Director
1345 Avenue of the Americas, 31st Floor
New York, New York 10105
Telephone: (212) 508-1600

EXHIBIT A**Expense Summary and Detail****ATTORNEYS' FEES & EXPENSES SUMMARY
DECEMBER 1, 2020 - DECEMBER 31, 2020**

Name of Attorney	Position	Department	Bar Admission Date	Hours	Rate	Amount
Maxcy, Patrick	Partner	Restructuring, Insolvency & Bankruptcy	1999	1.9	\$970.00	\$1,843.00
Schrag, Sarah	Managing Associate	Restructuring, Insolvency & Bankruptcy	2016	27.1	\$575.00	\$15,640.00 ¹
Other Fees						\$27.20
Total				29.1		\$17,510.20

¹ Although the effective date of the Debtors' plan of reorganization occurred on December 31, 2020 [Docket No. 1934], PJ Solomon requests the entry of an order regarding all fees and expenses incurred in this matter as reasonable and necessary.

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PJ Solomon
 1345 Avenue of the Americas, 31st Floor
 New York NY 10105
 United States

March 15, 2021

Invoice No. 2385165

Client/Matter: 15806325-000001

Tuesday Morning Corp.

Payment Due Upon Receipt

Total This Invoice	\$ 17,510.20
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Please return this page with your payment

Payments by check should be sent to:

Dentons US LLP
 Dept. 3078
 Carol Stream, IL 60132-3078

OR

Payment by wire transfer/ACH should be sent to:

Citi Private Bank
 227 West Monroe, Chicago, IL 60606
 ABA Transit # 271070801
 Account #: 0801051693
 Account Name: Dentons US LLP
 Swift Code: CITIUS33
 Reference: Invoice # and/or client matter #

****Please validate any request to change/update electronic payment instructions on
 file or mailing address by contacting Dentons US LLP directly****

Please send payment remittance advice information to cashreceipts@dentons.com
 In order to guarantee proper allocation of payments

All payments must be in U.S. Dollars - Federal Tax I.D. Number 36-1796730

Questions relating to this invoice should be directed to:

P. Maxcy
 at 1 312 876 8000

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 233 South Wacker Drive
 Suite 5900
 Chicago, Illinois 60606-6361

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Tuesday Morning Corp.

For Professional Services Rendered through March 15, 2021:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Narrative</u>
2/5/21	S. Schrag	0.10	Confer with D. Golynskiy regarding final fee application.
2/8/21	S. Schrag	0.20	Confer with D. Golynskiy regarding fee application (.2).
2/9/21	S. Schrag	0.40	Draft email to client regarding final fee application (.2); review requirements for the same (.1); begin drafting final fee application (.1).
2/10/21	S. Schrag	9.90	Continue drafting final fee application (4.6); review filings and related material (.6); conduct research regarding the same (.7); prepare exhibits (3.9); confer with P. Maxcy regarding the same (.1).
2/11/21	S. Schrag	2.20	Confer with client regarding final fee application (.2); conduct research regarding requirements for final fee application (.3); revise final fee application (1.7).
2/11/21	P. Maxcy	1.10	Conf. w/ S. Schrag re: narrative for final fee application and emails w/ client re: same (.7); review draft final fee application and comment on same (.4)
2/12/21	P. Maxcy	0.30	Various emails and discussions re: final fee application filings and edits.
2/12/21	S. Schrag	8.10	Revise final fee application (3.5); revise exhibits (4.1); confer with client regarding the same (.4); confer with Committee counsel regarding the same (.1).
2/13/21	P. Maxcy	0.30	Review and prepare proposed edits to final fee application.
2/14/21	S. Schrag	0.10	Confer with P. Maxcy regarding final fee application.
2/15/21	S. Schrag	3.50	Review correspondence from Committee counsel (.1); review related material (.3); revise final fee application (2.6); confer with P. Maxcy (.1); confer with client regarding the same (.1); draft proposed order (.2); confer with Committee counsel regarding the same (.1).
3/10/21	P. Maxcy	0.20	Various emails w/ S. Schrag and client re: status of final fee application.
3/10/21	S. Schrag	0.80	Confer with T. Janne regarding status of case (.2); conduct research related thereto (.6).

Tuesday Morning Corp.

March 15, 2021

Matter: 15806325-000001

Invoice No.: 2385165

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Narrative</u>	
3/12/21	S. Schrag	1.00	Continue drafting proposed final order regarding fee applications (.6); begin drafting supplemental declaration in support of final order regarding fee application (.4).	
3/15/21	S. Schrag	0.90	Review and revise proposed Final Order re Final Fee Application (.2); confer with P. Maxcy regarding the same (.1); revise supplemental declaration in support for expenses (.6).	
Total Hours		29.10		
Fee Amount				\$17,483.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
P. Maxcy	\$970.00	1.90	\$1,843.00
S. Schrag	\$575.00	<u>27.20</u>	<u>\$15,640.00</u>
Totals		29.10	\$17,483.00

DISBURSEMENT DETAIL

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/7/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	9.00
12/7/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	2.90
12/15/2020	LITIGATION SUPPORT VENDORS INVOICE 2637538Q42020AC PACER FEES	15.30
	SUBTOTAL	27.20
Total Disbursements		\$27.20
Fee Total	\$	17,483.00
Disbursement Total	\$	27.20
Invoice Total	\$	<u>17,510.20</u>

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For your Information - Open Invoices

PJ Solomon
 1345 Avenue of the Americas, 31st Floor
 New York NY 10105
 United States
 Client/Matter #: 15806325-000001
 Tuesday Morning Corp.

March 15, 2021

Statement of Account

According to our records, as of March 15, 2021, the amounts shown below are outstanding on this matter.
 If your records are not in agreement with ours, please call us. Thank you.

<u>Date</u>	<u>Invoice No.</u>	<u>Invoice Amount</u>	<u>Payments/ Adjustments</u>	<u>Invoice Total</u>
03/15/21	2385165	17,510.20	0.00	<u>17,510.20</u>
Total Outstanding Invoices				<u>17,510.20</u>

Questions should be directed to:
 P. Maxcy
 at 1 312 876 8000

Federal Tax I.D. Number 36-1796730