

NVB 2016 (05/2022)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

Fee Application Cover Sheet

Case No.: 20-12814-mkn Chapter: 7 Hearing Date/Time: Aug. 28, 2024 at 2:30 p.m.Debtor: Red Rose, Inc.Applicant: Fox Rothschild LLPDate of Employment: June 11 2020Interim Fee Application No: _____ OR Final Fee Application X**Amounts Requested:**Client Approval: Yes ☒ No ☐Fees: \$ 2,704,210.50Expenses: \$ 28,268.16Total: \$ 2,732,478.66Hours: 5,229.20Blended Rate: \$ 517.16Fees Previously Requested: \$ 1,435,513.50

Awarded: \$ _____

Expenses Previously Requested: \$ 29,457.80

Awarded: \$ _____

Total Previously Requested: \$ 1,464,971.30

Awarded: \$ _____

Total Amount Paid: \$ 1,604,934.51***Chapter 13 Cases ONLY:**Yes ☐ No ☐ Elected to accept the Chapter 13 Presumptive Fee pursuant to LR 2016.2, and filed the "Notice of Election to Accept the Presumptive Fee" on _____.Yes ☐ No ☐ Participated in the Mortgage Mediation Program: **If yes**, amount received: \$ _____

I certify under penalty of perjury that the above is true.

/s/Brett A. AxelrodDate July 29, 2024

Signature

*This amount reflects amounts received pursuant to the First Interim Compensation Order and pursuant to the Interim Compensation Order.

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
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Email: baxelrod@foxrothschild.com
Counsel for the Debtors

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re

RED ROSE, INC.,

- ☐ Affects Beachhead Roofing and Supply, Inc.
- ☐ Affects California Equipment Leasing Association, Inc.
- ☐ Affects Fences 4 America, Inc.
- ☐ Affects James Petersen Industries, Inc.
- ☐ Affects PD Solar, Inc.
- ☐ Affects Petersen Roofing and Solar LLC
- ☐ Affects Petersen-Dean, Inc.
- ☐ Affects PetersenDean Hawaii LLC
- ☐ Affects PetersenDean Roofing and Solar Systems, Inc.
- ☐ Affects PetersenDean Texas, Inc.
- ☐ Affects Red Rose, Inc.
- ☐ Affects Roofs 4 America, Inc.
- ☐ Affects Solar 4 America, Inc.
- ☐ Affects Sonoma Roofing Services, Inc.
- ☐ Affects TD Venture Fund, LLC
- ☐ Affects Tri-Valley Supply, Inc.
- ☒ Affects All Debtors

Case No. BK-S-20-12814-mkn

Substantively Consolidated with
Case No. BK-S-20-12815-mkn
Case No. BK-S-20-12816-mkn
Case No. BK-S-20-12818-mkn
Case No. BK-S-20-12819-mkn
Case No. BK-S-20-12820-mkn
Case No. BK-S-20-12821-mkn
Case No. BK-S-20-12822-mkn
Case No. BK-S-20-12823-mkn
Case No. BK-S-20-12824-mkn
Case No. BK-S-20-12825-mkn
Case No. BK-S-20-12826-mkn
Case No. BK-S-20-12827-mkn
Case No. BK-S-20-12829-mkn
Case No. BK-S-20-12831-mkn
Case No. BK-S-20-12833-mkn

Chapter 7

**FOX ROTHSCHILD LLP'S FINAL
APPLICATION FOR COMPENSATION
AND REIMBURSEMENT OF
EXPENSES FOR THE FEE PERIOD
JUNE 11, 2020 THROUGH
SEPTEMBER 5, 2023**

Hearing Date: August 28, 2024
Hearing Time: 2:30 p.m.

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

Name of Applicant:	Fox Rothschild LLP
Authorized to Provide Professional Services to:	The Debtors ¹
Date of Retention:	June 11, 2020
Period for which Compensation and Reimbursement is sought:	June 11, 2020 through September 5, 2023
Amount of Fees requested for approval and allowance as actual, reasonable, and necessary:	\$2,704,210.50
Amount of Expense Reimbursement requested for approval and allowance as actual, reasonable, and necessary:	\$28,268.16
Total Compensation requested:	\$2,732,478.66

This is a(n): ☐ interim application | ☒ final application

MONTHLY FEE APPLICATION SUBMISSIONS

Application Period	Fees Incurred (100%)	Fees Incurred (80%)	Expenses Incurred (100%)	Total Fees & Costs (100% Fees + 100% Costs)
June 12, 2020 thru July 31, 2020	\$717,041.00	\$573,632.8	\$25,684.92	\$742,725.92
Aug. 1, 2020 thru Aug. 31, 2020	\$318,549.50	\$254,839.60	\$1,412.77	\$319,962.27
Sept. 1, 2020 thru Sept. 30, 2020	\$244,086.00	\$195,268.80	\$634.78	\$244,720.78
Oct. 1, 2020 thru Oct. 31, 2020	\$197,636.50	\$158,109.20	\$2,357.20	\$199,993.70

¹ Petersen-Dean, Inc., Beachhead Roofing & Supply, Inc., California Equipment Leasing Association, Inc., Fences 4 America, Inc., James Petersen Industries, Inc., PD Solar, Inc., Petersen Roofing and Solar LLC, PetersenDean Hawaii LLC, PetersenDean Roofing and Solar Systems, Inc., PetersenDean Texas, Inc., Red Rose, Inc., Roofs 4 America, Inc., Solar 4 America, Inc., Sonoma Roofing Services, Inc., TD Venture Fund, LLC, and Tri-Valley Supply, Inc.

Application Period	Fees Incurred (100%)	Fees Incurred (80%)	Expenses Incurred (100%)	Total Fees & Costs (100% Fees + 100% Costs)
Nov. 1, 2020 thru Nov. 30, 2020	\$212,354.50	\$169,883.60	\$95.39	\$212,449.89
Dec. 1, 2020 thru Dec. 31, 2020	\$157,353.50	\$125,882.80	\$557.70	\$157,911.20
Jan. 1, 2021 thru Jan. 31, 2021	\$107,490.50	\$85,992.40	\$1,572.06	\$109,062.56
Feb. 1, 2021 thru Feb. 28, 2021	\$138,967.50	\$111,174.00	\$90.90	\$139,058.40
March 1, 2021 thru March 31, 2021	\$109,445.00	\$87,556.00	\$2,350.00	\$111,795.00
April 1, 2021 thru May 31, 2021	\$97,731.00	\$78,184.80	\$589.00	\$98,320.00
June 1, 2021 thru June 30, 2021	\$33,282.00	\$26,625.60	\$0.00	\$33,282.00
July 1, 2021 thru July 31, 2021	\$19,177.50	\$15,342.00	\$53.97	\$19,231.47
Aug. 1, 2021 thru Aug. 31, 2021	\$29,597.00	\$23,677.60	\$354.86	\$29,951.86
Sept. 1, 2021 thru Dec. 31, 2021	\$70,338.00	\$56,270.40	\$355.81	\$70,693.81
Jan. 1, 2022 thru Jan. 31, 2022	\$18,036.50	\$14,429.20	\$312.82	\$18,349.32
Feb. 1, 2022 thru Feb. 28, 2022	\$34,875.00	\$27,900.00	\$128.00	\$35,003.00
March 1, 2022 thru March 31, 2022	\$51,765.50	\$41,412.40	\$1,094.58	\$52,860.08
April 1, 2022 thru April 30, 2022	\$20,861.50	\$16,689.20	\$82.13	\$20,943.63

Application Period	Fees Incurred (100%)	Fees Incurred (80%)	Expenses Incurred (100%)	Total Fees & Costs (100% Fees + 100% Costs)
May 1, 2022 thru May 31, 2022	\$16,567.50	\$13,254.00	\$0.00	\$16,567.50
June 1, 2022 thru July 31, 2022	\$22,728.00	\$18,182.40	\$0.00	\$22,728.00
Aug. 1, 2022 thru Aug. 31, 2022	\$10,132.50	\$8,106.00	\$0.00	\$10,132.50
Sept. 1, 2022 thru Sept. 30, 2022	\$6,476.00	\$5,180.80	\$0.00	\$6,476.00
Oct. 1, 2022 thru Jan. 31, 2023	\$44,886.56	\$35,909.20	\$350.00	\$45,236.56
Feb. 1, 2023 thru March 31, 2023	\$15,802.50	\$12,642.00	\$34.95	\$15,837.45

SUMMARY OF PROFESSIONALS AND PARAPROFESSIONALS
June 11, 2020 Through October 31, 2020

Timekeeper	Hourly Rate	Total Hours	Total Fees
Matthew S. Adams – Partner	\$500.00	0.8	\$400.00
Brett A. Axelrod – Partner	\$815.00	808.9	\$659,253.50
Brett A. Axelrod – Partner	\$855.00	98.7	\$84,388.50
Brett A. Axelrod – Partner	\$915.00	34.8	\$31,842.00
Brett A. Axelrod – Partner	\$990.00	7	\$6,930.00
Terrence G. Banich – Partner	\$540.00	95.8	\$51,732.00
Ali G. Brodie – Partner	\$525.00	0.3	\$157.50
James A. Matthews – Partner	\$830.00	3.7	\$3,071.00
Trey A. Monsour – Partner	\$675.00	20.1	\$13,567.50
Peter J. Roberts – Partner	\$560.00	118	\$66,080.00
Michael A. Sweet – Partner	\$720.00	0.6	\$432.00
Michael A. Sweet – Partner	\$810.00	1.6	\$1,296.00
Nancy Yaffee – Partner	\$640.00	6.3	\$4,032.00
Jacqueline M. Carolan – Partner	\$670.00	7.1	\$4,757.00
Dwight D. Donovan – Partner	\$585.00	3.8	\$2,223.00
Dwight D. Donovan – Partner	\$615.00	0.4	\$246.00

	Timekeeper	Hourly Rate	Total Hours	Total Fees
1				
2	Dwight D. Donovan – Partner	\$680.00	1.2	\$816.00
3	Kevin McCarrell – Partner	\$420.00	164.2	\$68,964.00
4	Kevin McCarrell – Partner	\$440.00	39.4	\$17,336.00
5	Kevin McCarrell – Partner	\$450.00	37.8	\$17,010.00
6	Kevin McCarrell – Partner	\$480.00	3.3	\$1,584.00
7	Kevin McCarrell – Partner	\$510.00	0.2	\$102.00
8	Keith C. Owens – Partner	\$700.00	139.4	\$97,580.00
9	Keith C. Owens – Partner	\$720.00	14.2	\$10,224.00
10	Keith C. Owens – Partner	\$770.00	15.2	\$11,704.00
11	Maureen D. Murray – Partner	\$520.00	0.9	\$468.00
12	Jack Praetzellis – Partner	\$565.00	0.6	\$339.00
13	Jack Praetzellis – Partner	\$500.00	0.2	\$100.00
14	Melissa T. Sanders – Partner	\$500.00	6	\$3,000.00
15	Ronald W. Garrity – Senior Counsel	\$630.00	6.9	\$4,347.00
16	Robert J. Caldwell – Counsel	\$550.00	8.4	\$4,620.00
17	Audrey M. Noll – Counsel	\$690.00	724	\$499,560.00
18	Audrey M. Noll – Counsel	\$730.00	74.5	\$54,385.00
19	Audrey M. Noll – Counsel	\$780.00	18.3	\$14,274.00
20	Audrey M. Noll – Counsel	\$845.00	23.1	\$19,519.50
21	Christopher C. Stephens – Counsel	\$635.00	48.5	\$30,797.50
22	Christopher C. Stephens – Counsel	\$600.00	185.4	\$111,240.00
23	Kevin M. Sutehall – Counsel	\$525.00	0.2	\$105.00
24	R.J. Caldwell – Associate	\$550.00	21.8	\$11,990.00
25	Lucy C. Crow – Associate	\$330.00	60.8	\$20,064.00
26	Glenn P. Gavin – Associate	\$350.00	50.4	\$17,640.00
27	Nicholas Koffroth – Associate	\$550.00	2.1	\$1,155.00
28	Nicholas Koffroth – Associate	\$535.00	50	\$26,750.00
29	Colleen E. McCarty – Associate	\$425.00	1.6	\$680.00
30	John Orr – Associate	\$380.00	44.4	\$16,872.00
31	David Papiez – Associate	\$375.00	24.5	\$9,187.50
32	Lynnel M. Reyes – Associate	\$350.00	436.6	\$152,810.00
33	Christine M. Sanfelippo – Associate	\$395.00	194.2	\$76,709.00
34	Jared Schwass – Associate	\$440.00	27.7	\$12,188.00
35	Daniel B. Thompson – Associate	\$355.00	9.8	\$3,479.00
36	Zachary Williams – Associate	\$355.00	21.1	\$7,490.50
37	Zachary Williams – Associate	\$340.00	12.7	\$4,318.00
38	Zachary Williams – Associate	\$315.00	1.2	\$378.00
39	Subtotal		3678.7	\$2,260,194.00
40	Blended Rate (Attorneys only)	\$614.40		

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Paraprofessional	Hourly Rate	Total Hours	Total Fees
Patricia M. Chlum – Paralegal	\$315.00	980.4	\$308,826.00
Patricia M. Chlum – Paralegal	\$330.00	236.2	\$77,946.00
Patricia M. Chlum – Paralegal	\$345.00	105.8	\$36,501.00
Patricia M. Chlum – Paralegal	\$375.00	37.98	\$14,212.50
Angela Hosey – Paralegal	\$225.00	0.9	\$202.50
Angela Hosey – Paralegal	\$245.00	22.3	\$5,463.50
Kathleen A. Senese – Paralegal	\$300.00	6.1	\$1,830.00
Robin I. Solomon – Paralegal	\$415.00	0.7	\$290.50
Marcia L. Steen – Paralegal	\$360.00	30.1	\$10,836.00
Tina Wang – Paralegal	\$200.00	12.8	\$2,560.00
William Hendel – Paralegal	\$235.00	1.8	\$423.00
Z. Williams – Law Clerk	\$310.00	25.5	\$7,905.00
Bernt Obert - E-Discovery Technology Project Manager	\$290.00	0.9	\$468.00
Tommy Chow – E-Discovery Technology Analyst	\$235.00	2.6	\$611.00
Fabiana Angrisano – Sr. Risk Mitigation Analyst	\$200.00	0.3	\$60.00
L. Hays – Research Analyst	\$210.00	2.1	\$441.00
C. Yi - Research Analyst	\$250.00	2.7	\$675.00
J. Pickens - Research Analyst	\$245.00	47.1	\$11,539.50
D.B. Carnes - Research Analyst	\$195.00	9.9	\$1,930.50
Theresa M. Knag – Research Clerk	\$130.00	1.2	\$156.00
S. Pennebaker – Research Clerk	\$130.00	2.6	\$338.00
J. Tuma – Research Clerk	\$130.00	2	\$260.00
Erin Accetta – Client Service Specialist	\$140.00	0.5	\$70.00
Erin Accetta – Client Service Specialist	\$135.00	16.8	\$2,268.00
E.C. Berg – Client Service Specialist	\$130.00	1	\$130.00
Subtotal		1550.28	\$485,943.00
TOTAL		5228.98	\$2,746,137.00
Courtesy Reduction			(\$41,926.50)
GRAND TOTAL			\$2,704,210.50

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SUMMARY OF DISBURSEMENTS
June 11, 2020 through September 5, 2023

EXPENSES	RATE	TOTAL FEES
Court Filings	Actual Cost	\$28,441.20
Deposition/Transcript	Actual Cost	\$921.05
Messenger Service/Delivery	Actual Cost	\$2,359.45
Messenger/Federal Express	Actual Cost	\$83.20
State Fee	Actual Cost	\$130.00
State Filing Fee	Actual	\$7.00
Reprographics	Actual Cost	\$2.40
Outside Vendor Copies	Actual Cost	\$928.72
Photocopy	Actual Cost	\$3.60
Photocopy – Color	Actual Cost	\$1.00
Postage Charges	Actual Cost	\$3.20
Publication/Research	Actual Cost	177.3
Westlaw, Research	Contracted Rate	(\$2,773.83)
Lexis	Contracted Rate	(\$2,016.13)
TOTAL:		\$28,268.16²

Pursuant to 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”), the Court’s local rules of bankruptcy practice and procedure (the “Local Rules”), the guidelines (the “Guidelines”) adopted by the Office of the United States Trustee (the “UST”), Fox Rothschild LLP (“Applicant” or “Fox”), counsel to Petersen-Dean, Inc., Beachhead Roofing & Supply, Inc., California Equipment Leasing Association, Inc., Fences 4 America, Inc., James Petersen Industries, Inc., PD Solar, Inc., Petersen Roofing and Solar LLC, PetersenDean Hawaii LLC, PetersenDean Roofing and Solar Systems, Inc., PetersenDean Texas, Inc., Red Rose, Inc., Roofs 4 America, Inc., Solar 4 America, Inc., Sonoma Roofing Services, Inc., TD Venture Fund, LLC, and Tri-Valley Supply, Inc., debtors and debtors in possession (collectively, “Debtors”), in the above captioned jointly-administered chapter 11 cases (the “Chapter 11 Cases”), by and through its counsel, Fox Rothschild LLP; hereby files this application (the “Final Compensation Application”) seeking entry

² Expenses of \$4,789.96 incurred for Westlaw and Lexis research services were not charged to Debtor.

1 of an order approving the final allowance and authorizing Debtor's payment of the full amount of
 2 (a) \$2,704,210.50 in fees incurred for professional services rendered to or on behalf of Debtor, and
 3 (b) \$28,268.16 in reimbursement of expenses paid, for the period of June 11, 2020 through September
 4 5, 2023 (the "Entire Fee Period"), for a grand total of \$2,732,478.66 (the "Requested Compensation").

5 Copies of the invoices for the Fee Period are attached as **Exhibit 1** to the *Declaration of Brett*
 6 *A. Axelrod* (the "Axelrod Declaration"). Attached hereto as **Schedule 1** is the *Summary of Fees*
 7 *Billed By Professionals and Paraprofessionals for the Fee Period* and attached hereto as **Schedule**
 8 **2** is the *Summary of Disbursements for the Fee Period*. This Final Fee Application seeks an order
 9 approving, allowing and authorizing Debtor's payment of the Requested Compensation.

10 During the Fee Period, Fox incurred \$2,704,210.50 in fees for professional services rendered
 11 and paid \$28,268.16³ in actual and necessary expenses. This Final Compensation Application seeks
 12 an order approving, allowing and authorizing Debtor's payment of the Requested Compensation.
 13 Pursuant to the Interim Compensation Procedures Order, Debtor was previously authorized to pay
 14 eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested by
 15 Applicant in the monthly fee applications filed with the Court [ECF Nos. 1495, 1597, 1710, 1744,
 16 1797, 1890, 1975, 2015, 2062, 2172, 2250, 2279, 2319, 2337, 2412, 2445, 2475, 2522, 2624 and
 17 2654] (the "Monthly Fee Applications").⁴ To date, Fox has received a total of \$1,604,934.51 from
 18 Debtor, as detailed in the chart set forth above. This Final Fee Application seeks an order approving,
 19 allowing and authorizing payment of the Requested Compensation, including the remaining fees that
 20 have not yet been paid totaling \$1,127,544.15 (the "Unpaid Amount").

21 This Final Compensation Application is based upon the *Declaration of Brett A. Axelrod* (the
 22 "Axelrod Declaration") and the *Declaration of Edward M. Burr, Jr.* (the "Burr Declaration"), filed
 23 in support hereof and concurrently herewith and incorporated for all purposes herein by this
 24 reference, all other papers and pleadings filed in the Chapter 11 Cases and upon the following
 25 representations:

26 ³ Expenses of \$4,789.96 incurred for Westlaw and Lexis research services were not charged to
 27 Debtor.

28 ⁴ Fox filed with the Court certificates that there were no objections to the Monthly Fee
 Applications [Docket Nos. 583, 637, 865, 1202, 1543 and 1544].

BACKGROUND

1. The Debtors' Chapter 11 Cases were commenced on June 11, 2020 (the "Petition Date").

2. The Court has jurisdiction over this Final Compensation Application, pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of the Chapter 11 Cases and this Final Compensation Application is proper under 28 U.S.C. § 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code.

3. Fox was retained effective as of June 11, 2020 by this Court's *Order Authorizing Retention and Employment of Fox Rothschild LLP as Debtors' Counsel, Effective as of the Petition Date* [Docket No. 306] dated July 10, 2023 (the "Fox Retention Order"). The Fox Retention Order authorized Fox to be compensated in accordance with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, applicable Local Rules, and any applicable regulations and orders with respect to the foregoing that may be applicable to this Chapter 11 Case.

4. On January 14, 2021, this Court entered its *Order Granting Fox Rothschild LLP's First Interim Application for Compensation and Reimbursement of Expenses for the Interim Fee Period From June 11, 2020 to October 31, 2020* [ECF No. 1584] (the "First Interim Application Order"), approving and allowing (a) compensation for professional services rendered totaling \$1,435,513.50, and (b) reimbursement of expenses totaling \$29,457.80, for a total award of \$1,464,971.30, of which \$150,000.00 was paid during the First Interim Period and \$1,314.71.30 of the authorized amount was paid during the Period.

COMPENSATION PAID AND ITS SOURCE

5. All services for which Fox requests compensation were performed for or on behalf of Debtor in furtherance of its duties under the Bankruptcy Code as debtor-in-possession.

6. Fox has received no other payments and no promises for payment from any source for services rendered or yet to be rendered in any capacity whatsoever in connection with the matters covered by this Final Fee Application. Further, there is no agreement or understanding between Fox

1 and any other person other than the equity holders of Fox for the sharing of compensation to be
2 received for services rendered in this case.

3 INVOICES

4 7. Fox maintains daily time logs detailing time spent by each attorney and
5 paraprofessional who rendered professional services to or on behalf of Debtor during the Fee Period.
6 These daily time logs are maintained in the ordinary course of Fox's practice. The Requested
7 Compensation is based upon the customary compensation charged by comparably skilled
8 practitioners in cases other than cases under the Bankruptcy Code. This Final Compensation
9 Application complies with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local
10 Rules, the Guidelines, and the Fox Retention Order.

11 ACTUAL AND NECESSARY EXPENSES

12 8. The Invoice attached to the Axelrod Declaration as **Exhibit 1** contains summaries and
13 daily logs of the actual and necessary expenses paid by Fox during the Fee Period.

14 9. In connection with the reimbursement of actual, reasonable and necessary expenses, it
15 is Fox's policy to charge its clients in all areas of practice for expenses, other than fixed and routine
16 overhead expenses, incurred in connection with representing its clients. The expenses charged to
17 Fox's clients include, among other things, telephone and telecopier toll and other charges, mail and
18 express mail charges, document word-processing charges, photocopying charges, out-of-town travel
19 expenses, local transportation expenses, expenses for working meals, computerized research,
20 transcription costs, as well as non-ordinary overhead expenses particularly attributable to an
21 individual client or cases such as secretarial and other overtime.

22 10. Fox charges Debtors' estates for these expenses at rates consistent with those charged
23 to Fox's other bankruptcy clients, which rates are equal to or less than the rates charged by Fox to its
24 non-bankruptcy clients, including photocopying expenses at twenty-five cents per page and off-site
25 printing services. Actual long-distance carrier charges for outgoing facsimile transmissions are
26 reflected in the long-distance telephone charges.

27 11. Fox regularly charges its non-bankruptcy clients for ordinary business hour fees and
28 expenses for secretarial, library, word processing, and other staff services because such items are not

1 included in the firm's overhead for the purpose of setting the billing rates. Fox has incurred, but has
2 not charged Debtor's estate, expenses for word processing or secretarial overtime.

3 12. With respect to providers of online legal research (e.g., Lexis and Westlaw), Fox
4 charges all of its clients the standard usage rates these providers charge which, due to contractual flat
5 fees, may not always equal Fox's actual cost. Fox currently is under contract to pay these providers
6 a flat fee every month. Charging its clients the online providers' standard usage rates allows Fox to
7 adequately cover the monthly flat fees it must pay to these types of providers.

8 13. Fox believes the foregoing rates are the market rates that the majority of law firms
9 charge their clients for such expenses. In addition, Fox believes that such charges are in accordance
10 with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of
11 Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

12 SUMMARY OF SERVICES RENDERED

13 14. The primary Fox partners and associates who rendered professional services to or on
14 behalf of Debtor in this Chapter 11 Case are as follows: Brett A. Axelrod, Audrey Noll, Jeanette
15 McPherson, Nicholas Koffroth and Zachary Williams.⁵

16 15. Fox, by and through the above-named persons, has advised and assisted Debtors and
17 its professionals in connection with (a) the execution of its duties under the Bankruptcy Code as
18 debtor-in-possession; (b) legal research into Nevada law and bankruptcy law as related to Debtors'
19 investigation into the acts, conduct, pleadings and claims filed by parties in these Chapter 11 Cases
20 and the execution of Debtor's strategies consistent with its goal of maximizing recovery for the estate
21 and its creditors; (c) drafting, filing and service of papers and pleadings in this Chapter 11 Case on
22 behalf of Debtor and its professionals, including delivery of courtesy copies to the Court, pursuant to
23 the Local Rules, and communications with Court staff on administrative matters; and (d) such other
24 legal services as requested or directed by Debtor to the extent not duplicative of Debtor's other
25 professionals.

26 16. In addition to the above, Fox has also performed all necessary professional services
27 described and narrated in detail in the Invoices attached as **Exhibit 1** to the Axelrod Declaration.

28 ⁵ Mr. Williams left Fox Rothschild on September 20, 2023.

17. To provide an orderly and meaningful summary of the services rendered by Fox on behalf of Debtor, Fox has established the separate project billing categories in connection with this Chapter 11 Case. The following chart summarizes the project billing categories utilized and the total hours expended for each category during the Fee Period.⁶

SUMMARY OF SERVICES BY CATEGORY

18. Fox believes that every professional employed on behalf of a debtor in a chapter 11 case has a responsibility to control fees and expenses by providing services in an efficient and effective manner. To this end, Fox diligently works to coordinate and facilitate the efficient prosecution of the matters for which it is employed. Staffing of matters within this Chapter 11 Case is done with the objective of providing the level of representation appropriate to the significance, complexity, or difficulty of the particular matter. Due to the sensitive nature of bankruptcy matters, it is not always possible to delegate authority to persons with lower billing rates. However, given the nature of this Chapter 11 Case, Fox has taken great care to coordinate tasks at the lowest billing rate possible and to coordinate with Debtor's other professionals to ensure there has been no duplication of effort on any task. On certain occasions, when more than one attorney attended a meeting or hearing, the attendance was necessary to adequately represent Debtor's interests and provide the context from which appropriate advice and counsel could be given.

19. Fox reviews all client billings for reasonableness and makes adjustments so that the charges are consistent with the value of the services provided. Fox charges hourly rates that are similar to those rates charged by comparable law firms for similar legal services. See, e.g., *In re Ginji Corp.*, 117 B.R. 983, 990 (Bankr. D. Nev. 1990). Fox's blended hourly rate, including attorneys and paraprofessionals during this Fee Period, was **\$517.16**.

20. Fox and Debtor believe that the fees and expenses sought in this Final Compensation Application are appropriate, and that the fees are reasonable and necessary in light of the circumstances of this Chapter 11 Case and the scope and difficulty of the business and legal issues involved.

⁶ Some of the services rendered could reasonably be categorized in more than one of the billing categories. Consequently, different attorneys sometimes billed their services on the same matter in different categories.

21. The following summary is intended to highlight a number of the services rendered by Fox in the separate project billing categories where Fox expended a considerable number of hours on behalf of Debtor. It is not meant to be a detailed description of all of the work performed by Fox during the Fee Period. Detailed descriptions of the day-to-day services provided by Fox and the time expended performing such services in each project billing category are fully set forth in the Invoice attached as Exhibit 1 to the Axelrod Declaration. Such detailed descriptions indicate the actual services performed and the attorneys and paraprofessionals who rendered services related to each of the task codes identified.

A. ASSET ANALYSIS & RECOVERY (AA)

Fees: \$88,097.50; Total Hours: 179.6.

This category includes time Fox spent (a) preparing a preference analysis; (b) preparing demand letters for recovery of preference payments; and drafting complaints for recovery of preferential transfer. This category also includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

- Preparation of Tender Letters to D&O carriers
- Work on proposed stock purchase
- Work on ACF recoveries for the benefit of the estates/turnover of liquidation proceeds
- Work on recovery of claims in J. Petersen chapter 7 case.

B. LITIGATION/ADVERSARY PROCEEDINGS (AP)

Fees: \$250,962.50; Total Hours: 541.50.

This category includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. Motions for Rule 2004 Examinations

- *Ex Parte Motion for 2004 Examination of Debtor* [ECF No. 1358]; and *Order thereon* [ECF No. 1387];
- *Ex Parte Application for 2004 Examination Of SolarJuice American, Inc.* [ECF No. 1795]; and *Order thereon* [ECF No. 1807];
 - *SolarJuice American Opposition* [ECF No. 1805];
 - *Notice Of Subpoena to SolarJuice American, Inc.* [ECF No. 1809];
- *Ex Parte Motion for 2004 Examination of Tristar Insurance Group* [ECF No. 1911]; *Order thereon* [ECF No. 1913]; and *Notice of Subpoena* [ECF No. 1916];
- *Ex Parte Application for 2004 Examination of First Republic Bank* [ECF No. 2152];

- and Order thereon [ECF No. 2159];
- *Ex Parte Application for 2004 Examination of First Hawaiian Bank* [ECF No. 2153]; and Order thereon [ECF No. 2160];

2. **Ex Parte Motion for Reconsideration, Seeking Relief From the Court's Order Requiring the Person Most Knowledgeable of SolarJuice American, Inc. to Appear for Rule 2004(a) Examination [ECF No. 1813];**

- *Declaration of Richard Holley* [ECF No. 1814];
- *Green Sky Opposition* [ECF No. 1816]
- *Declaration of Jeanette E. McPherson* [ECF No. 1817];
- *SolarJuice American Reply* [ECF No. 1836];
- *Order Granting Motion to Reconsider* [ECF No. 1840];

3. **Motion to Quash Erin Clark's Subpoena for Rule 2004 Examination [ECF No. 1436];**

- *Declaration of George K. Milonis* [ECF No. 1437];
- *Erin Clark's Opposition* [ECF No. 1528];
- *Notice of Withdrawal of Motion* [ECF No. 1542];
- *Stipulation to Vacate Hearing* [ECF No. 1552]; and Order thereon [ECF No. 1557].

4. **Discovery**

- *Notice of Issuance of Subpoena to First Republic Bank* [ECF No. 2161];
- *Notice of Issuance of Subpoena to First Hawaiian Bank* [ECF No. 2162];

5. **Lee G. Werner v. Petersen-Dean, Inc., James Petersen Industries, Inc., Adversary No. 20-01118-mkn**

- *Complaint To Determine Dischargeability Of Debt* [ADV No. 01];
- *Motion to Dismiss Adversary Proceeding* [ADV No. 15];
- *Opposition To Defendants' Motion To Dismiss* [ADV No. 21];
- *Reply in support of Motion to Dismiss* [ADV No. 23] ; and
- *Order Granting Motion* [ADV No. 25].

6. **Petersen-Dean, Inc. v. Elev8 Construction, Inc., Adversary No. 21-01012**

- *Complaint for Turnover* [ADV ECF No. 01];
- *Stipulations to Extend Time to Respond* [ADV ECF No. 07 and 08];
- *Application for Entry of Default* [ADV ECF No. 11]; supporting *Affidavit* [ADV ECF No. 12]; and *Default* [ECF No. 13]; and
- *Notice of Voluntary Dismissal Without Prejudice* [ADV ECF No. 15].

7. **PetersenDean Roofing and Solar Systems, Inc. v. Divinity Homes, Inc., Adversary No. 21-01013-mkn**

- *Complaint for Turnover* [ADV ECF No. 01];
- *Answer* [ADV ECF No. 07];
- *Stipulation to Dismiss* [ADV No. 09]; and Order thereon [ADV ECF No. 10].

8. **PetersenDean Roofing and Solar Systems, Inc. v. JKB Living, Inc., Adversary No. 21-01017-mkn**

- *Complaint for Turnover* [ADV ECF No. 01];
- *Notice of Voluntary Dismissal* [ADV ECF No. 06].

1 **9. Roofs 4 America, Inc. et al v. Siliconsage Construction, Inc., Adversary No. 21-01018-mkn**

- 2 • *Complaint for Turnover* [ADV ECF No. 01];
 3 • *Notice of Voluntary Dismissal* [ADV ECF No. 05].

4 **10. Meritage Homes Corp. et al v. Red Rose, Inc., Adversary No. 21-01019-mkn**

- 5 • *Complaint (1) to Determine Validity, Priority and Extend of Interest in Property and (2) for Declaratory Relief; (3) to Allow Offset; (4) to Compel Marshalling of Assets; and (5) for Interpleader* [ADV ECF No. 01];
 6 • *Stipulations to Extend Deadline to Answer* [ADV ECF No. 10, 17, 22, 24, 26, 32]; and *Orders thereon* [ADV ECF No. 11, 16, 23, 25, 27, 33];
 7 • *Motion to Amend Complaint and to Stay Adversary Proceeding for Six Months* [ADV ECF No. 28];
 8 • *Debtor Defendants' Motion to Dismiss* [ADV ECF No. 36];
 9 • *Debtor Defendants' Opposition to Motion for Leave to Amend Complaint and to Stay Adversary Proceeding for Six Months* [ADV ECF No. 38];
 10 • *Opposition to Debtor Defendants' Motion to Dismiss t* [ADV ECF No. 42];
 11 • *Reply in Support of Motion for Leave to Amend Complaint and to Stay Adversary Proceeding for Six Months* [ADV ECF No. 44];
 12 • *Reply in support of Debtor Defendants' Motion to Dismiss* [ADV ECF No. 46];
 13 • *Notice of Proposed Amended Complaint* [ADV ECF No. 47, as amended by ADV ECF No. 48];
 14 • *Stipulation to Dismiss LS DE LLC and LSQ Funding Group L.C. as Defendants Without Prejudice* [ADV ECF No. 49]; and *Order thereon* [ADV ECF No. 51];
 15 • *Order Granting Motion to Amend, Motion to Stay, Denying Motion to Dismiss* [ADV ECF No. 55];
 16 • *Amended Complaint* [ADV ECF No. 58]; and *Notice of Withdrawal of Document* [ECF No. 58] [ADV ECF No. 66]
 17 • *Amended Complaint* [ADV ECF No. 65];
 18 • *Joint Motion for Approval of Compromise* [ADV ECF No. 70], and *Declaration of Edward M. Burr, Jr.* [ADV ECF No. 71];
 19 • *Order Granting Motion* [ADV ECF No. 76]; and
 20 • *Notice of Voluntary Dismissal* [ADV ECF No. 79].

21 **11. Petersen-Dean, Inc. v. JKB Living, Inc., Adversary No. 21-01020-mkn**

- 22 • *Complaint for Turnover* [ADV ECF No. 01];
 23 • *Stipulations to Extend Time to Respond* [ADV ECF Nos. 07, 09];
 24 • *Answer* [ADV ECF No. 13];
 25 • *Stipulation to Dismiss Adversary Proceeding* [ADV ECF No. 17], and *Order thereon* [ADV ECF No. 18].

26 **12. James Petersen, Inc. v. Siliconsage Construction, Inc., Adversary No. 21-01021-mkn**

- 27 • *Complaint for Turnover* [ADV ECF No. 01];
 28 • *Application for Default* [ADV ECF No. 07]; *Affidavit in support* [ADV ECF No. 08]; and *Default* [ADV ECF No. 09];
 • *Notice of Voluntary Dismissal* [ADV ECF No. 12];

29 **13. Petersen-Dean, Inc. v. SolarJuice American, Inc., Adversary No. 21-01026-mkn**

- 30 • *Complaint to Recover Funds* [ADV ECF No. 01];
 • *Answer and Counterclaim* [ADV ECF No. 12];
 • *Debtor Plaintiffs Motion to Dismiss Counterclaim* [ADV ECF No. 14];

- *Opposition to Motion to Dismiss Counterclaim* [ADV ECF No. 17];
- *Reply* [ADV ECF No. 18];
- *Order Granting Motion to Dismiss* [ADV ECF No. 19];
- *Amended Answer and Counterclaim* [ADV ECF No. 22];
- *Answer to First Amended Counterclaim* [ADV ECF No. 24];
- *Discovery Plan* [ADV ECF No. 27];
- *Motion for Approval of Compromise* [ADV ECF No. 29]; *Declaration of Edward M. Burr, Jr.* [ADV ECF No. 30]; and *Order Granting Motion* [ADV ECF No. 33].

14. ACF Finco I, LP, Petersen Dean Hawaii, LLC v. Haleakala Solar, Inc., Adversary No. 21-01164-mkn

- *Complaint* [ADV ECF No. 01];
- *Answer* [ADV ECF No. 07];
- *Counterclaim* [ADV ECF No. 08];
- *Stipulations* [ADV ECF No. 14, 19, 25, 54];
- *Motion to Dismiss/Answer to Counterclaim* [ADV ECF No. 22, as amended 24, 49];
- *Scheduling Order re Settlement Conference* [ADV ECF No. 40];
- *Opposition* [ADV ECF No. 61]; and related pleadings [ADV ECF No. 62];
- *Debtors Motion for Approval of Compromise* [ADV ECF No. 71];
 - *Declaration of Edward M. Burr, Jr.* [ADV ECF No. 72];
- *Order Granting Motion* [ADV ECF No. 80].

15. Beachhead Roofing and Supply et al v. Petersen, et al, Adversary No. 22-01164-mkn

- *Complaint to Recover Funds* [ADV ECF No. 01].

C. BUSINESS OPERATIONS (BO)

Fees: \$70,283.00; Total Hours: 122.20.

This category includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. Emergency Motion for Order Authorizing Debtors Entry Into Interim Management Agreement Pending Approval of Sale of Debtors Commercial Division Assets [ECF No. 1576];

- *Declaration of Jeffrey Perea* [ECF No. 1577];
- *Motion for OST* [ECF No. 1578]; and *Order thereon* [ECF No. 1582];
- *Stipulation* [ECF No. 1587]; and *Order thereon* [ECF No. 1592];
- *Trustee Objection* [ECF No. 1598];
- *Committee Response* [ECF No. 1601]; and
- *Order Granting Motion* [ECF No. 1608].

2. Motion for Order Authorizing Debtors' to Modify and Extend Amended Interim Management Agreement [ECF No. 1706];

- *Declaration of Jeffrey C. Perea* [ECF No. 1707];
- *Motion for OST* [ECF No. 1708]; and *Order thereon* [ECF No. 1711]
- *Certificate of No Objection* [ECF No. 1735];
- *Order Granting Motion* [ECF No. 1736].

3. **Stipulations.**

- *Stipulation By Petersen-Dean, Inc. and Between the Division of Occupational Safety and Health Regarding Settlement of California OSHA Appeal* [ECF No. 2227]; and *Order* thereon [ECF No. 2228].

D. CASE ADMINISTRATION (CA)

Fees: \$124,815.00; Total Hours: 173.50.

Fox expended considerable time and effort on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to Debtor's Chapter 11 Case. Among other things, Fox (i) advised Debtor in connection with the chapter 11 process and the associated duties and responsibilities attendant to a chapter 11 debtor; (ii) participated in numerous teleconferences with Debtor's management and other interested stakeholders and (iii) assisted Debtor in interpreting and complying with the provisions of the Bankruptcy Code, the Bankruptcy Rules, and other applicable statutes and guidelines, as well as with the consideration of and compliance with certain deadlines imposed by this Court or other applicable authorities.

This category also includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

- *Monthly Filing of Debtors' Master Service List from August 14, 2020 through June 15, 2023* [ECF Nos. 1326, 1496, 1591, 1666, 1741, 1788, 1852, 1895, 1967, 2002, 2029, 2083, 2113, 2145, 2178, 2248, 2281, 2312, 2336, 2407, 2429, 2447, 2464, 2481, 2534, 2558, 2621, 2631, 2652, 2669].

1. ACF Finco's Motion for Order Establishing Procedures Governing Associated Adversary Proceedings Brought Pursuant to 11 U.S.C. §§ 547 Through 550 [ECF No. 1929];

- *Notice of Filing Revised Form of Order Establishing Procedures Governing Associated Adversary Proceedings* [ECF No. 1980];
- *Order Granting Motion* [ECF No. 1992].

2. Penske Truck Motion to Dismiss Case [ECF No. 2000];

- *Notice of Withdrawal of Defendant's Motion to Dismiss* [ECF No. 2135].

3. Motion to Dismiss Chapter 11 Cases [ECF No. 2676];

- *Declaration of Brett Axelrod* [ECF No. 2677];
- *Teresa Stivers Objection* [2682];
- *Charla Curtis Response* [ECF No. 2689];
- *Zion's Limited Response* [ECF No. 2688];
- *Charles King Opposition* [ECF No. 2691];
- *Paul Gusciora Opposition* [ECF No. 2694];
- *Trustees Response and Reservation of Rights* [ECF No. 2692];
- *ACF Finco's Opposition* [ECF No. 2697];

- *IES/OneSource Limited Response and Reservation of Rights* [ECF No. 2698];
- *Fernando Otero's Objection* [ECF No. 2700];
- *Stipulation with Continental Casualty To Extend The Deadline To Respond* [ECF No. 2699]; and *Order* thereon [ECF No. 2703];
- *Vikas Lodha's Objection* [ECF No. 2701];
- *Debtors' Omnibus Reply* [ECF No. 2707] and related pleadings [ECF No. 2708];
- *Current Power Electric Opposition* [ECF No. 2709];
- *Allen Pantaleon Letter of Opposition* [ECF No. 2711];
- *Debbie Diaz Objection* [ECF No. 2716];
- *Continental Casualty Limited Objection* [ECF No. 2715];
- *Order Regarding Debtors' Motion to Dismiss Case/Order Converting Case to Chapter 7* [ECF No. 2732].

E. COURT HEARINGS (CH)

Fees: \$53,065.00; Total Hours: 70.2

This category includes preparation for and attendance at the hearings on the numerous motions set forth in this Final Compensation Application.

F. CREDITOR INQUIRIES (CI)

Fees: \$16,555.00; Total Hours: 40.3

This category includes general communications with creditors in response to telephone calls and/or written correspondence regarding this Chapter 11 Case.

G. CASH COLLATERAL/DIP FINANCING (CR)

Fees: \$8,793.00; Total Hours: 14.2

This category includes time Fox spent (a) negotiating, preparing, filing and serving and/or (b) reviewing and responding to:

1. Stipulations:

- *Stipulation with Zions Bancorporation re Use of Pledged Funds* [ECF No. 1942]; and *Order* thereon [ECF No. 1944];
- *Stipulation Regarding Use of Cash Collateral (Surplus Liquidation Proceeds from Enterprise FM Trust)* [ECF No. 2244]; and *Order* thereon [ECF No. 2247].

H. CREDITOR COMMITTEE MEETINGS AND COMMUNICATIONS (CM)

Fees: \$55,347.00; Total Hours: 117.50

This category includes general communications and meetings with counsel for the Official Committee of Unsecured Creditors regarding this Chapter 11 Case and responding to the Committee's document requests.

I. DISCLOSURE STATEMENT (DS)

Fees: \$53,467.00; Total Hours: 97.20.

This category includes time Fox spent preparing a disclosure statement and solicitation motion and preparation of a liquidation analysis and then converting it to conform to a plan of liquidation:

J. EMPLOYMENT APPLICATION OF OTHER PROFESSIONALS (EA2)

Fees: \$5,018.50; Total Hours: 18.1.

This category includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

- *Debtors' Reports of Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business* [ECF No. 1474, 1619];

1. Application to Employ Schwartz Law, PLLC as Co-Counsel and Nevada Counsel for the Official Committee of Unsecured Creditors [ECF No. 506];

- *Supplemental Rule 2014 Disclosure* [ECF No. 1541];
- *Supplemental Rule 2014 Disclosure* [ECF No. 2575, as amended by 2576].

2. Application to Employ and Compensate CA Global Partners, Incorporated, as Auctioneer; Motion for Order Authorizing Sale of Vehicles and Miscellaneous Assets Free and Clear [ECF No. 1331];

- *Declaration of Adam Alexander* [ECF No. 1332, and Supplement thereto ECF No. 1390];
- *Declaration of Jeffrey C. Perea* [ECF No. 1334];
- *Motion for OST* [ECF No. 1335]; and *Order thereon* [ECF No. 1339];
- *Order Granting Motion* [ECF No. 1397].

3. Application for Order Approving Employment of Garman Turner Gordon LLP as Special Counsel for the Debtors [ECF No. 2645]; and related pleadings [ECF No. 2646, 2647];

- *Order Approving Application* [ECF No. 2662].

K. EMPLOYEE MATTERS (EB)

Fees: \$10,041.50; Total Hours: 15.9.

This category includes time Fox spent communicating with Debtors regarding analysis of Employee PTO claims, calculation of priority for employees under 507, and issues in connection with UHC policies. Fox also prepared and filed:

- *Stipulation with Cigna Health and Life Insurance Company Regarding the Assumption and Assignment of Certain Employee Benefits* [ECF No. 1786]; and *Order thereon* [ECF No. 1787].

L. LEASE/EXECUTORY CONTRACTS ISSUES (EC)

Fees: \$45,354.50; Total Hours: 82.9.

This category includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. Motion for Approval of Rejection of Unexpired Enterprise License Agreement with Microsoft Corporation Pursuant to 11 U.S.C. § 365(a) [ECF No. 1426];

- *Declaration of Jeffrey C. Perea* [ECF No. 1427];
- *Order Granting Motion* [ECF No. 1586].

2. Motion for Order Authorizing Entry Into W. Sacramento Office and Warehouse Lease with Del Monte Business Associates [ECF No. 1501];

- *Declaration of George Milionis* [ECF No. 1502];
- *Motion for OST* [ECF No. 1503]; and *Order* thereon [ECF No. 1506];
- *Order Granting Motion* [ECF No. 1535].

3. Debtors Motion for Approval of Rejection of Contracts with Meritage Homes Corporation, Meritage Homes Construction, Inc., and Meritage Homes of California, Inc. Pursuant to 11 U.S.C. § 365(a) [ECF No. 1917];

- *Declaration of George Milionis* [ECF No. 1918];
- *Meritage Homes Non-Opposition to Debtors Motion* [ECF No. 1923];
- *Order Granting Motion* [ECF No. 1977].

4. Stipulations

- *Stipulation Regarding Extension of Time to Assume/Reject Orlando Leased Premises* [ECF No. 1770]; and *Order* thereon [ECF No. 1773];
- *Stipulation with Anna and Manson Wong for Rejection of Executory Contract* [ECF No. 1947]; and *Order* thereon [ECF No. 1949];
- *Stipulation with Edward L. Blum for Rejection of Executory Contract* [ECF No. 2287]; and *Order* thereon [ECF No. 2288];
- *Stipulation Rejecting Contracts with Oracle America, Inc. and Oracle Credit Corporation* [ECF No. 2467]; and *Order* thereon [ECF No. 2468];
- *Stipulation with Porsche Marin for Rejection of Executory Contract* [ECF No. 1342]; and *Order* thereon [ECF No. 1348];
- *Stipulation Regarding Settlement of Florida Litigation* [ECF No. 1344];
- *Stipulation with Bally Keal Vineyards, Inc. for Rejection of Executory Contract* [ECF No. 1370]; and *Order* thereon [ECF No. 1398];
- *Third Stipulation with Landlord Regarding Ordinary Course Extension of Time to Turnover Possession of W. Sacramento Leased Premises* [ECF No. 1389]; and *Order* thereon [ECF No. 1396];
- *Stipulation with Mutual of Omaha Life Insurance Regarding the Assumption and Assignment of Certain Employee Benefits Agreements* [ECF No. 2129]; and *Order* thereon [ECF No. 2130];
- *Stipulation with Enterprise FM Trust for Turnover of Surplus Liquidation Proceeds* [ECF No. 2151]; and *Order* thereon [ECF No. 2155];

M. FEE APPLICATIONS OF FOX ROTHSCHILD LLP (FA1)

Fees: \$49,610.50; Total Hours: 126.0

This category includes review and revision of Fox's monthly invoices for proper task code categorization and timekeeper entries, as well as review of entries and expenses for potential write-off. Time in this category also includes preparation of the following Fox monthly fee applications pursuant to the Interim Compensation Procedures Order:

1. Fox Monthly Fee Statements.

- *Preparing and filing Fox Rothschild LLP's Monthly Fee Applications for the Periods from November, 2020, through March, 2023 [ECF No. 1495, 1597, 1710, 1744, 1797, 1890, 1975, 2015, 2062, 2172, 2250, 2279, 2319, 2337, 2412, 2445, 2475, 2522, 2624 and 2654; and Certificates of No Objection [ECF No. 1563, 1653, 1782, 1867, 1974, 2014, 2057, 2171, 2243, 2285, 2318, 2338, 2411, 2444, 2474, 2508, 2623, 2653, and 2670.*

N. FEE APPLICATIONS OF OTHER PROFESSIONALS (FA2)

Fees: \$11,203.00; Total Hours: 30.6.

This category also includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. Brown Rudnick LLP's Monthly Fee Statements.

- *Reviewing the Interim Monthly Fee Statements of Brown Rudnick, LLP for the Period from October, 2020 through July, 2023 [ECF Nos. 1317; 1466, 1574, 1641, 1740, 1785, 1858, 1892, 1972, 1996, 2028, 2081, 2111, 2169, 2242, 2278, 2311, 2335, 2406, 2423, 2449, 2462, 2477, 2530, 2554, 2584, 2612, 2643, 2661, 2668, and 2723] and Certificates of No Objection thereto [ECF Nos. 1418, 1538, 1636, 1772, 1835, 1887, 1989, 2023, 2065, 2103, 2138, 2230, 2275, 2293, 2331, 2392, 2415, 2439, 2471, 2502, 2547, 2573, 2598, 2659, 2665, 2675 and 2731].*

2. Schwartz Law Monthly Fee Statements.

- *Reviewing the Interim Monthly Fee Statements of Schwartz Law for the Period of October, 2020 through July, 2023 [ECF No. 1316, No. 1465, 1575, 1640, 1739, 1784, 1861, 1891, 1971, 1995, 2027, 2080, 2110, 2143, 2168, 2241, 2277, 2310, 2334, 2405, 2422, 2448, 2461, 2476, 2529, 2553, 2583, 2611, 2642, 2660, 2667, 2684, and 2722], and Certificates of No Objection thereto [ECF No. 1417, 1537, 1635, 1771, 1834, 1886, 1988, 2022, 2063, 2102, 2137, 2164, 2229, 2274, 2292, 2330, 2391, 2414, 2438, 2470, 2501, 2546, 2572, 2597, 2658, 2664, 2674, 2717 and 2730.*

3. **Glass Ratner Monthly Fee Statements.**

- *Reviewing the Interim Monthly Fee Statements of Glass Ratner Advisory & Capital Group, LLC for the Period of September, 2020 through March, 2021* [ECF No. 1130, 1025, 1329, 1510, 1607, 1665, 1748, and 1799]; and *Certificates of No Objection* [ECF No. 1272, 1469, 1654, 1780 and 1848].

4. **First Interim Application for Allowance of Fees and Costs filed by Brown Rudnick LLP for the Period of July 2, 2020 through September 30, 2020 [ECF No. 1234];**

- *Declaration of Cathrine M. Castaldi* [ECF No. 1235] and *Errata* [ECF No. 1493];
- *Omnibus Reservation of Rights of the United States Trustee* [ECF No. 1412];
- *Order Granting Motion* [ECF No. 1721].

5. **Second Application for Compensation and Costs Incurred by Brown Rudnick LLP [October 2, 2020 through January 31, 2021] [ECF No. 1726];**

- *Declaration of Cathrine M. Castaldi* [ECF No. 1727 and *Errata* ECF No. 1731];
- *Omnibus Response Reservation of Rights* [ECF No. 1759];
- *Order Granting Motion* [ECF No. 1778].

6. **First Application for Compensation for Services Rendered and Expenses Incurred as Attorneys for the Official Committee of Unsecured Creditors for the Period of July 2, 2020 through September 30, 2020 [ECF No. 1232];**

- *Omnibus Reservation of Rights of the United States Trustee* [ECF No. 1412];
- *Order Granting Motion* [ECF No. 1720].

7. **Second Application for Compensation and Expenses Incurred of Schwartz Law, PLLC as Attorneys for the Official Committee of Unsecured Creditors for the Period October 1, 2020 through January 31, 2021 [ECF No. 1724];**

- *Declaration Of: Samuel A. Schwartz* [ECF No. 1732];
- *Omnibus Response Reservation of Rights* [ECF No. 1759];
- *Order Granting Motion* [ECF No. 1777].

8. **GlassRatner Advisory & Capital Group, LLC's First Application for Compensation for Services Rendered and Expenses Incurred for the Period of July 2, 2020 through September 30, 2020 [ECF No. 1237];**

- *Omnibus Reservation of Rights of the United States Trustee* [ECF No. 1412];
- *Order Granting Motion* [ECF No. 1722].

9. **Second Application for Compensation of Glass Ratner Advisory & Capital Group, LLC as Advisor for the Official Committee of Unsecured Creditors for Allowance of Compensation for Services Rendered and Expenses Incurred for the Period October 1, 2020 through January 31, 2021 [ECF No. 1729];**

- *Omnibus Response Reservation of Rights* [ECF No. 1759];
- *Order Granting Motion* [ECF No. 1779].

O. STAY RELIEF MATTERS (MR)

Fees: \$64,741.50; Total Hours: 124.80

This category includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. Motion for Relief from Stay Property: \$146,201.89 Aloft-Element Hotel Project Contract Funds [ECF No. 1439];

- *Declaration of Marguerite Lee Devoll* [ECF No. 1440];
- *Motion for OST* [ECF No. 1441]; and *Order* thereon [ECF No. 1448];
 - *Declaration of Jennifer L. Kneeland* [ECF No. 1443];
- *LSQ Evidentiary Objections to Evidence of Argo Insurance Company* [ECF No. 1480];
- *LSQ Funding Group, L.C. and LS DE LLC's Opposition to Motion* [ECF No. 1481];
- *Reply in Support of Motion* [ECF No. 1487] and related pleadings [ECF No. 1488, ECF No. 1490];
- *Order Granting in part, Denying in part Motion For Relief From the Automatic Stay* [ECF No. 1761].

2. Motion for Relief from Stay Property: N/A Fee Amount \$188. Filed by ADAM P MCMILLEN on behalf of REKA, LLC, dba Rare Builders [ECF No. 2221];

- *Notice of Withdrawal* [ECF No. 2249].

3. Serrato Motion for Relief from Stay Property: Non-bankruptcy litigation [ECF No. 1419];

- *Declaration of Jamie P. Dreher* [ECF No. 1421];
- *Debtors' Opposition* [ECF No. 1535] and related pleadings [ECF No. 1526, 1530];
- *Stipulations* [ECF No. 1539, 1613, 1699, 1752, 1801, 1869, 1906]; and *Orders* thereon [ECF No. 1546, 1615, 1701, 1755, 1803, 1874, 1908];

4. Stipulations for Stay Relief:

- *Stipulation with Durable Structures* [ECF No. 1365]; and *Order* thereon [ECF No. 1384];
- *Stipulation with Thompson Thrift for* [ECF No. 1898];
- *Stipulation with Grande Oaks at Heathrow Association, Inc.* [ECF No. 2225]; and *Order* thereon [ECF No. 2226];
- *Stipulation with R&B Custom Builders Corp.* [ECF No. 2236]; and *Order* thereon [ECF No. 2238];
- *Stipulation with Rare Builders* [ECF No. 2237]; and *Order* thereon [ECF No. 2239];
- *Stipulation with Taylor Morrison* [ECF No. 2628]; and *Order* thereon [ECF No. 2629];
- *Stipulation with Raquel Chester* [ECF No. 2316]; and *Order* thereon [ECF No. 2321];
- *Stipulation with Hickory Hammock* [ECF No. 2342]; and *Order* thereon [ECF No. 2347]

- *Stipulation with Fountain Parke at Lake Mary* [ECF No. 2343]; and *Order* thereon [ECF No. 2348];
- *Stipulation with Calatlantic Group, Inc.* [ECF No. 2388]; and *Order* thereon [ECF No. 2389];
- *Stipulation with Antonio Leyva and Sandy Gomez* [ECF No. 2450]; and *Order* thereon [ECF No. 2451];
- *Stipulation with Wilson Homes* [ECF No. 2455]; and *Order* thereon [ECF No. 2458];
- *Stipulation with Wilson Homes* [ECF No. 2456]; and *Order* thereon [ECF No. 2459];
- *Stipulation with Nevada State Contractors Board* [ECF No. 1545]; and *Order* thereon [ECF No. 1549];
- *Stipulation with Beazer Homes* [ECF No. 1554, as amended by ECF No. 1555, and 1565]; and *Order* thereon [ECF No. 1560];
- *Stipulation with Centex Homes* [ECF No. 1623]; and *Order* thereon [ECF No. 1627];
- *Stipulation with K. Hovnanian Communities* [ECF No. 1626]; and *Order* thereon [ECF No. 1630];
- *Stipulation with Sumerle and Todd Davis* [ECF No. 1765]; and *Order* thereon [ECF No. 1767];
- *Stipulation with Taylor Morrison* [ECF No. 1796]; and *Order* thereon [ECF No. 1798];
- *Stipulation with First Hawaiian Bank* [ECF No. 1994]; and *Order* thereon [ECF No. 1997];
- *Amended Stipulation with Creditors Favian Covarrubias, Reynaldo Islas and Christian Pena, Individually, as Class Representatives, and as Private Attorneys General* [ECF No. 2009]; and *Order* thereon [ECF No. 2010];
- *Stipulation with Landmark Builders Group, CRE, LLC* [ECF No. 2011]; and *Order* thereon [ECF No. 2012];
- *Stipulation with Haydee Bressler* [ECF No. 2024]; and *Order* thereon [ECF No. 2026];
- *Stipulation with Ryan Bissel* [ECF No. 2090]; and *Order* thereon [ECF No. 2095];
- *Stipulation with Stephen Emerson* [ECF No. 2091]; and *Order* thereon [ECF No. 2096];
- *Stipulation with St. Paul Mercury Insurance* [ECF No. 2099]; and *Order* thereon [ECF No. 2100];
- *Stipulation with Taylor Morrison* [ECF No. 2180]; and *Order* thereon [ECF No. 2182];
- *Stipulation with Russell and Belinda Marsh* [ECF No. 2483]; and *Order* thereon [ECF No. 2484];
- *Stipulation with William Brown* [ECF No. 1982]; and *Order* thereon [ECF No. 1983];
- *Stipulation with Manuel Davila* [ECF No. 1343]; and *Order* thereon [ECF No. 1349].
- *Notice of Suggestion of Bankruptcy Filing for James and Tricia Petersen and Automatic Stay of Proceedings Involving Property of the Estate* [ECF No. 1350];

P. GENERAL CORPORATE MATTERS (MA)

Fees: \$1,254.00; Total Hours: 3.3.

Tasks in this category include preparation of forms to change of resident agent of Petersen-Dean, Inc. and correspondence with Ted Burr regarding same.

Q. GENERAL INVESTIGATION (GI)

Fees: \$441.00; Total Hours: 2.1.

Tasks in this category include research regarding Census Bureau Report of organization and annual capital expenditure requirements.

R. CLAIMS, ANALYSIS, OBJECTIONS & RESOLUTIONS (PC)

Fees: \$97,612.50; Total Hours: 187.40.

Tasks in this category include, but are not limited to, reviewing and analyzing claims asserted and proofs of claims filed against Debtor's estate. This category also includes time Fox spent (a) negotiating, preparing, filing and serving and/or (b) reviewing and responding to:

1. Motion for Approval of Compromise, Pursuant to Fed. R. Bankr. 9019, by and among TD Venture Fund, LLC, James P. Petersen, Tricia Yeh Petersen and ACF FinCo I LP [ECF No. 739]

- *Committee, LSQ and ACF Joint Response* [ECF No. 1371];
- *Stipulation to Modify Discovery Deadlines for the Scheduling Order* [ECF No. 1266]; and *Order thereon* [ECF No. 1273].

2. Motion to Approve Settlement Between ACF FinCo I LP and Independent Electric Supply, Inc. and OneSource Distributors LLC [ECF No. 2724];

- *Order Granting Motion* [ECF No. 2745].

3. Motion for Approval of Compromise, Pursuant to Fed. R. Bankr. P. 9019, Between (A) PetersenDean Roofing and Solar Systems, Inc.; (B) G.L. Building Corporation; and (C) Boynton Beach Associates XXII, LLLP [ECF No. 1393];

- *Declaration of George Milionis* [ECF No. 1394];
- *Order Granting Motion* [ECF No. 1522].

4. Motion for Approval of Compromise, Pursuant to Fed. R. Bankr. P. 9019, Between Petersen-Dean, Inc.; and Division of Occupational Safety and Health of the Industrial Commission of Arizona [ECF No. 1837];

- *Declaration of George Milionis* [ECF No. 1838];
- *Order Granting Motion* [ECF No. 1888].

5. **Debtors Motion for Approval of Compromise, Pursuant to Fed. R. Bankr. P. 9019, between (A) Petersen-Dean, Inc.; (B) PD Solar, Inc.; and (C) Peter and Valerie Serrato [ECF No. 1853];**
 - Declaration of George Milionis [ECF No. 1854];
 - Order Granting Motion [ECF No. 1897].
6. **Debtors Motion for Approval of Compromise, Pursuant to Fed. R. Bankr. P. 9019, Between (A) Petersen-Dean, Inc., Solarjuice American, Inc., LSQ Funding Group, L.C., and LS DE LLC; and (B) City Ventures Construction, Inc. and City Ventures Homebuilding, LLC [ECF No. 1870];**
 - Declaration of George Milionis [ECF No. 1871];
 - Order Granting Motion [ECF No. 1926].
7. **Debtors' Motion for Approval of Compromise, Pursuant to Fed. R. Bankr. P. 9019, Between (A) Petersen-Dean, Inc. and PD Solar, Inc., and (B) Roberta George [ECF No. 1985];**
 - Declaration of Edward M. Burr, Jr. [ECF No. 1986];
 - Order Granting Motion [ECF No. 2050].
8. **Debtors Motion for Approval of Compromise Pursuant to Fed. R. Bankr. P. 9019, Between (A) Debtors, (B) Rampart Construction Company, LLC and Rampart Multifamily, LLC. And (C) SolarJuice American, Inc. [ECF No. 2072];**
 - Declaration of Edward M. Burr, Jr. [ECF No. 2073];
 - Order Granting Motion [ECF No. 2114].
9. **Debtors Motion for Approval of Compromise Pursuant to Fed. R. Bankr. P. 9019, Between (A) Petersen-Dean, Inc., (B) PetersenDean Roofing and Solar Systems, Inc.; (C) LS DE LLC; (D) LSQ Funding Group L.C.; (E) SolarJuice American, Inc. and (F) Shea Homes Limited Partnership [ECF No. 2075];**
 - Declaration of Edward M. Burr, Jr. [ECF No. 2076];
10. **Joint Motion for Approval of Compromise, Pursuant to Bankr. P. 9019, Among: (A) Petersen-Dean, Inc., (B) PetersenDean Roofing and Solar Systems, Inc., (C) LS DE LLC, (D) LSQ Funding Group L.C., (E) SolarJuice American, Inc., (F) Meritage Homes Corporation, (G) Meritage Homes Construction, Inc., and ;(H) Meritage Homes of California, Inc. [ECF No. 2139];**
 - Declaration of Edward M. Burr, Jr. [ECF No. 2140];
 - Order Granting Motion [ECF No. 2173].
11. **Motion to Avoid Debtor's Settlement Not Approved by Bankruptcy Court [ECF No. 2251];**
 - Declaration of James Petersen [ECF No. 2252];
 - Motion for OST [ECF No. 2253]; Declaration of Cica [ECF No. 2254] and OST [ECF No. 2256];
 - Stipulation Regarding Motion to Avoid Debtor's Settlement Not Approved by Bankruptcy Court [ECF No. 2263]; and Order thereon ECF No. 2266];
 - Notice of Withdrawal of Motion and to Vacate Hearing [ECF No. 2268, as amended by ECF No. 2273].

12. **Motion for Approval of Compromise Pursuant to Fed. R. Bankr. P. 9019, Between Debtor Plaintiffs and SolarJuice American, Inc. [ECF No. 2323];**

- Declaration of Edward M. Burr, Jr. [ECF No. 2324];
- Order Granting Motion [ECF No. 2390].

13. **Motion to Approve Compromise under Rule 9019 bBy and Between (a) SolarJuice, (B) Debtors (C) Lennar Homes, LLC and Lennar Homes of California, LLC and (D) LSQ Funding Group L.C. and LS DE, LLC [ECF No. 2488];**

- Declaration of Randy Conone [ECF No. 2490];
- Declaration of Michael F. Lynch [ECF No. 2491];
- Order Granting Motion [ECF No. 2541].

14. **Arroyo/Livermore Business Park Motion For Payment Of Rent [ECF No. 1821]; and related pleadings [ECF No. 1822, 1823, 1824];**

- Debtor's Opposition [ECF No. 1846] and related pleadings [ECF No. 1847];
- SolarJuice American Opposition [ECF No. 1849] and related pleadings [ECF No. 1850];
- Omnibus Reply [ECF No. 1863] and related pleadings [ECF No. 1864];
- Order on Motion for Payment of Rent [ECF No. 1883].

15. **Oracle America, Inc. and Oracle Credit Corporations Request for Allowance and Payment of Chapter 11 Administrative Expenses [ECF No. 2487];**

- Oracle Notice of Submission of Rejection Damages Claim [ECF No. 2489].

16. **Alpha Supply Application for Administrative Expense Claims including 503b9 claims [ECF No. 2537];**

- Declaration of Kamna Upadhyaya [ECF No. 2538];
- Order Granting Application [ECF No. 2578].

17. **Epiq Corporate Restructuring, LLC's Request for Allowance and Payment of Chapter 11 Administrative Expenses [ECF No. 2565];**

- Committee Stipulation with Epiq Corporate Restructuring, LLC Reserving Rights [ECF No. 2595]; and Order thereon [ECF No. 2600].

18. **Critical Vendor Claims;**

- Supplements to Project Matrix attached as (A) Exhibit B to the Emergency Motion for Order Authorizing Payment of Critical Vendor Claims [ECF No. 130]; and (B) Exhibit 1 to the Declaration of Jeffrey C. Perea in Support of Emergency Motion for Order Authorizing Payment of Critical Vendor Claims [ECF No. 131] [ECF Nos. 1497, and 1585].

19. **Stipulations;**

- Stipulation with Beazer Homes Holdings Regarding Allowance and Payment of Claim [ECF No. 1553, as amended by ECF No. 1564]; and Order thereon [ECF No. 1559];
- Stipulation to Allow Deacon Construction to File Proof of Claim Without Objection as to Timeliness [ECF No. 1766]; and Order thereon [ECF No. 1768];

- *Stipulation with SolarJuice American and Stephanie Morris Regarding Payment and Allowance and Payment of Administrative Wage Claim* [ECF No. 1774]; and *Order* thereon [ECF No. 1775];
- *Stipulation with ECI Three Hacienda Regarding Termination of Pleasanton, California Lease* [ECF No. 1829]; and *Order* thereon [ECF No. 1831];
- *Stipulation with ACF and the Committee Confirming Ownership and Transfer of Certain Class Action Claims from Debtors to ACF* [ECF No. 1976]; and *Order* thereon [ECF No. 1978];
- *Stipulation By Kronos Inc. Regarding Payment and Allowance and Payment of Administrative Claim* [ECF No. 2055]; and *Order* thereon [ECF No. 2056];
- *Stipulation with John Mourier Construction and LSQ Regarding Allowance and Payment of Claim* [ECF No. 2166]; and *Order* thereon [ECF No. 2167];
- *Stipulation with Berkshire Hathaway Homestate Companies Regarding Return of Policy Premiums* [ECF No. 2177]; and *Order* thereon [ECF No. 2181];
- *Stipulation with Richard G. Lynch to Allow Late Filed Proof of Claim* [ECF No. 2289]; and *Order* thereon [ECF No. 2304];
- *Stipulation with Tom Mojzes to Allow Late-Filed Proof of Claim* [ECF No. 2296]; and *Order* thereon [ECF No. 2305];
- *Stipulation with Thompson Thrift Regarding Allowance and Payment of Claim* [ECF No. 2297]; and *Order* thereon [ECF No. 2306];
- *Stipulation with HYG Financial Services, Inc. for Rejection of Executory Contract and Relief From the Automatic Stay* [ECF No. 2497]; and *Order* thereon [ECF No. 2498];
- *Stipulation with Steve Doll, George Milionis, and Nate Price Regarding Relief from the Automatic Stay with Proposed Order* [ECF No. 2521]; and *Order* thereon [ECF No. 2523];
- *Stipulation with DR Horton for Relief from Automatic Bankruptcy Stay* [ECF No. 2638]; and *Order* thereon [ECF No. 2640];
- *Stipulation By Taylor Morrison for Relief from Automatic Stay* [ECF No. 2681]; and *Order* thereon [ECF No. 2683].

S. PLAN (PL)

Fees: \$82,805.00; Total Hours: 114.6.

Tasks in this category include, but are not limited to, discussions regarding Debtor's potential plans of reorganization with Debtor's management, advisors and other constituencies in this Chapter 11 Case. This category also includes time Fox spent (a) negotiating, preparing, filing and serving and/or (b) reviewing and responding to:

- Order Extending Debtors' Time to File Plan.
- Analysis of Plan vs sale
- Preparation of plan term sheet
- Preparing Chapter 11 Plan, converting Plan to Plan of Liquidation

T. USE, SALE OR LEASE OF PROPERTY (SA)

Fees: \$171,328.00; Total Hours: 285.50

This category includes time Fox spent (a) negotiating, preparing, filing and serving and/or (b) reviewing and responding to:

1. Motion for Order (A) Confirming Auction Results; (B) Approving the Sale of Substantially All of Debtors Commercial Division Assets to SolarJuice American, Inc. Free and Clear of Liens, Claims, Encumbrances, and Other Interests as Provided in the Asset Purchase Agreement; (C) Authorizing the Assumption and Assignment of Certain of the Debtors Executory Contracts and Unexpired Leases Related Thereto; and (D) Related Relief [ECF No. 1642];

- *Declaration Of: Xiaofeng (Denton) Peng* [ECF No. 1643];
- *Declaration Of: Edward M. Burr, Jr.* [ECF No. 1644];
- *Motion for OST* [ECF No. 1645]; and *Order* thereon [ECF No. 1647];
- *Supplement to Motion* [ECF No. 1660];
- *Trustee's Objection* [ECF No. 1667];
- *Committee Response* [ECF No. 1671];
- *AFS/IBEX Objection* [ECF No. 1672]; and related pleadings [ECF No. 1673];
 - *Lennar Objection* [ECF No. 1679]; and related pleadings [ECF No. 1685, 1694, 1682, 1683, 1684];
- *Blue Water Objection* [ECF No. 1680]; and related pleadings [ECF No. 1681];
- *Debby Diaz Opposition* [ECF No. 1700];
 - *LSQ Omnibus Reply* [ECF No. 1686] and related pleadings [ECF No. 1692];
- *Debtors Omnibus Reply* [ECF No. 1689]; and related pleadings [ECF No. 1690, 1691, 1693 and 1696];
- *NRP Contractors Limited Objection* [ECF No. 1695];
- *Order Granting Motion* [ECF No. 1704].

2. Motion for Order Pursuant to Sections 105(a), 363, 365, 503 and 507 of the Bankruptcy Code and Rules 2002, 6004, 6006, 9007, 9008 and 9014 of the Federal Rules of Bankruptcy Procedure Approving and Authorizing: (A) Bidding Procedures in Connection with the Sale of Substantially All of the Debtors Assets to the Stalking Horse Bidder; (B) Form and Manner of Notice of Sale Hearing; (C) Sale of Substantially all of the Debtors Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests, Except the DIP Factoring and as Provided in the Stalking Horse Agreement; (D) Purchase Agreement Relating Thereto; (E) Assumption and Assignment of Certain of the Debtors Executory Contracts and Unexpired Leases Related Thereto; and (F) Related Relief [ECF No. 1172];

- *Supplement to Debtors Motion* [ECF No. 1267, as amended by ECF No. 1268];
- *Notice of Revised Proposed Order* [ECF No. 1269]
- *Order Granting Motion* [ECF No. 1281, and Errata [ECF No. 1297], as amended by [ECF No. 1298];
- *Notice of (I) Entry Into Stalking Horse Agreement and (II) Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale of the Debtors' Assets* [ECF No. 1287];

- *Notice of Revised Exhibits A, B & E to the Stalking Horse Agreement* [ECF No. 1288];
- *Notice of Bid Deadline, Auction, and Sale Approval Hearing in Connection with the Sale of the Debtors' Assets Free and Clear of Liens, Claims and Encumbrances Other than the DIP Factoring* [ECF No. 1281];
- *Consumer Notice of (I) Entry Into Stalking Horse Agreement and (II) Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with the Sale of the Debtors' Assets* [ECF No. 1299];
- *James Phillips Objection* [ECF No. 1399];
- *Notice of Termination of Stalking Horse Agreement* [ECF No. 1459];
- *Brief in Support of Sale of Substantially All of Debtors Consumer Division Assets to SPI Energy Co., Ltd. (or its designee)* [ECF No. 1498];
 - *Declaration of Edward M. Burr, Jr.* [ECF No. 1499];
 - *Notice of Filing of Brief in Support of Sale of Substantially All of Debtors Consumer Division Assets to SPI Energy Co., Ltd. (or its designee)* [ECF No. 1500];
- *Washington Township Conditional Objection* [ECF No. 1507];
- *Limited Response by the California Self-Insurers' Security Fund* [ECF No. 1509];
- *IES/OneSource Joint Opposition (Limited)* [ECF No. 1512];
- *ACF Finco's Statement* [ECF No. 1513];
- *Omnibus Reply* [ECF No. 1516];
- *Notice of Auction Results Regarding Sale of Debtors' Commercial Division Business* [ECF No. 1518]
- *Reply to Washington Townships Conditional Objection* [ECF No. 1519]
 - *Declaration of George Milionis* [ECF No. 1520];
- *Order Approving Sale* [ECF No. 1532];
- *Amendments to Potential Assignment Schedule* [ECF No. 1639, 1651, 1655, 1659]; and related pleadings [ECF No. 1675, 1676, 1677 and 1678];
- *Notice of Filing of Draft Asset Purchase and Sale Agreement* [ECF No. 1604]; and
- *Notice of Closing of Sale* [ECF No. 1859].

U. **TRUSTEE REPORTING/SCHEDULES (TR)**

Fees: \$60,210.50; Total Hours: 164.00.

Time spent in this category includes all matters related to:

1. **Schedules/SOFA.**

- *Amended Schedules PDI* [ECF No. 1275];
- *Amended Schedules TD Ventures* [ECF No. 1373];
- *Amended Schedules Red Rose* [ECF No. 1590];

2. **MORs:** Reviewing and filing each of the Debtor's *Monthly Operating Report* for the periods ending November, 2020 through July, 2023.

V. TAX (TR)

Fees: \$2,580.00; Total Hours: 4.2

This category includes research into the status of Debtors' tax returns and communications with the Arizona Department of revenue in connection with demand letters.

W. UTILITY MATTERS (UM)

Fees: \$207.00; Total Hours: 0.3

This category includes correspondence with G. Milonis regarding Florida Power's request for increased adequate assurance deposit.

VALUATION OF SERVICES

22. Fox has extensive experience and knowledge in the field of debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code, including real property related bankruptcies in Nevada, familiarity with the facts and circumstances surrounding this Chapter 11 Case, as well as Fox's extensive expertise and experience practicing before this Court. As such, Fox is uniquely qualified to represent Debtor's interests as counsel with respect to Debtor's business and financial affairs and the potential legal issues that have arisen and may yet arise in this Chapter 11 Case.

23. Fox's attorneys and paraprofessionals have expended a total of 5,229.20 hours rendering professional services to or on behalf of Debtor in connection with this Chapter 11 Case during the Fee Period. The nature of the work performed by these individuals is fully set forth in the Invoice attached as Exhibit 1 to the Axelrod Declaration. The hourly rates charged are Fox's normal hourly rates for work of this type in chapter 11 cases. Thus, the reasonable value of the professional services rendered by Fox to or on behalf of Debtor during the Fee Period is \$2,704,210.50.

24. For the Fee Period, Fox's attorneys and paraprofessionals have expended a total of 5,229.20 hours rendering professional services to or on behalf of Debtor in connection with the Chapter 11 Case. The nature of the work performed by these individuals is fully set forth in the Invoices attached as **Exhibit 1** to the Axelrod Declaration. The hourly rates charged are Fox's normal hourly rates for work of this type in Chapter 11 Case as well as non-bankruptcy related cases for individuals of comparable skill and experience. Thus, the reasonable value of the professional

1 services rendered by Fox to or on behalf of Debtor during the Entire Fee Period is \$2,704,210.50

2 25. In accordance with the factors enumerated in Bankruptcy Code section 330, Fox and
 3 Debtor respectfully submit that the Requested Compensation is fair and reasonable given (a) the
 4 complexity of this Chapter 11 Case, (b) the time expended, (c) the nature and extent of the services
 5 rendered, (d) the value of such services, and (e) the costs of comparable services in a case other than
 6 under this title.

7 CONCLUSION

8 WHEREFORE, Fox respectfully requests that the Court enter an order (a) approving, on a
 9 final basis the full amount of \$2,704,210.50 in fees incurred for necessary professional services
 10 performed by Fox during the Fee Period, and the full amount of \$28,268.16 as reimbursement of
 11 actual, reasonable and necessary costs and expenses paid by Fox during the Fee Period, for a total
 12 award of \$2,732,478.66; and (b) for such other and further relief as the Court may deem just and
 13 proper.

14 Dated this 29th day of July 2024.

15 FOX ROTHSCHILD LLP

16 By: /s/Brett A. Axelrod
 17 BRETT A. AXELROD, ESQ.
 18 Nevada Bar No. 5859
 19 1980 Festival Plaza Drive, Suite 700
 20 Las Vegas, Nevada 89135
 21 *Counsel for Debtors*
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Schedule 1**SUMMARY OF FEES BILLED BY PROFESSIONALS AND
PARAPROFESSIONALS FOR THE FEE PERIOD****June 11, 2020 Through September 5, 2023**

Timekeeper	Hourly Rate	Total Hours	Total Fees
Matthew S. Adams – Partner	\$500.00	0.8	\$400.00
Brett A. Axelrod – Partner	\$815.00	808.9	\$659,253.50
Brett A. Axelrod – Partner	\$855.00	98.7	\$84,388.50
Brett A. Axelrod – Partner	\$915.00	34.8	\$31,842.00
Brett A. Axelrod – Partner	\$990.00	7	\$6,930.00
Terrence G. Banich – Partner	\$540.00	95.8	\$51,732.00
Ali G. Brodie – Partner	\$525.00	0.3	\$157.50
James A. Matthews – Partner	\$830.00	3.7	\$3,071.00
Trey A. Monsour – Partner	\$675.00	20.1	\$13,567.50
Peter J. Roberts – Partner	\$560.00	118	\$66,080.00
Michael A. Sweet – Partner	\$720.00	0.6	\$432.00
Michael A. Sweet – Partner	\$810.00	1.6	\$1,296.00
Nancy Yaffee – Partner	\$640.00	6.3	\$4,032.00
Jacqueline M. Carolan – Partner	\$670.00	7.1	\$4,757.00
Dwight D. Donovan – Partner	\$585.00	3.8	\$2,223.00
Dwight D. Donovan – Partner	\$615.00	0.4	\$246.00
Dwight D. Donovan – Partner	\$680.00	1.2	\$816.00
Kevin McCarrell – Partner	\$420.00	164.2	\$68,964.00
Kevin McCarrell – Partner	\$440.00	39.4	\$17,336.00
Kevin McCarrell – Partner	\$450.00	37.8	\$17,010.00
Kevin McCarrell – Partner	\$480.00	3.3	\$1,584.00
Kevin McCarrell – Partner	\$510.00	0.2	\$102.00
Keith C. Owens – Partner	\$700.00	139.4	\$97,580.00
Keith C. Owens – Partner	\$720.00	14.2	\$10,224.00
Keith C. Owens – Partner	\$770.00	15.2	\$11,704.00
Maureen D. Murray – Partner	\$520.00	0.9	\$468.00
Jack Praetzellis – Partner	\$565.00	0.6	\$339.00
Jack Praetzellis – Partner	\$500.00	0.2	\$100.00
Melissa T. Sanders – Partner	\$500.00	6	\$3,000.00
Ronald W. Garrity – Senior Counsel	\$630.00	6.9	\$4,347.00
Robert J. Caldwell – Counsel	\$550.00	8.4	\$4,620.00
Audrey M. Noll – Counsel	\$690.00	724	\$499,560.00
Audrey M. Noll – Counsel	\$730.00	74.5	\$54,385.00
Audrey M. Noll – Counsel	\$780.00	18.3	\$14,274.00
Audrey M. Noll – Counsel	\$845.00	23.1	\$19,519.50
Christopher C. Stephens – Counsel	\$635.00	48.5	\$30,797.50
Christopher C. Stephens – Counsel	\$600.00	185.4	\$111,240.00
Kevin M. Sutehall – Counsel	\$525.00	0.2	\$105.00

Timekeeper	Hourly Rate	Total Hours	Total Fees
R.J. Caldwell – Associate	\$550.00	21.8	\$11,990.00
Lucy C. Crow – Associate	\$330.00	60.8	\$20,064.00
Glenn P. Gavin – Associate	\$350.00	50.4	\$17,640.00
Nicholas Koffroth – Associate	\$550.00	2.1	\$1,155.00
Nicholas Koffroth – Associate	\$535.00	50	\$26,750.00
Colleen E. McCarty – Associate	\$425.00	1.6	\$680.00
John Orr – Associate	\$380.00	44.4	\$16,872.00
David Papiez – Associate	\$375.00	24.5	\$9,187.50
Lynnel M. Reyes – Associate	\$350.00	436.6	\$152,810.00
Christine M. Sanfelippo – Associate	\$395.00	194.2	\$76,709.00
Jared Schwass – Associate	\$440.00	27.7	\$12,188.00
Daniel B. Thompson – Associate	\$355.00	9.8	\$3,479.00
Zachary Williams – Associate	\$355.00	21.1	\$7,490.50
Zachary Williams – Associate	\$340.00	12.7	\$4,318.00
Zachary Williams – Associate	\$315.00	1.2	\$378.00
Subtotal		3678.7	\$2,260,194.00
Blended Rate (Attorneys only)	\$614.40		

Paraprofessional	Hourly Rate	Total Hours	Total Fees
Patricia M. Chlum – Paralegal	\$315.00	980.4	\$308,826.00
Patricia M. Chlum – Paralegal	\$330.00	236.2	\$77,946.00
Patricia M. Chlum – Paralegal	\$345.00	105.8	\$36,501.00
Patricia M. Chlum – Paralegal	\$375.00	37.98	\$14,212.50
Angela Hosey – Paralegal	\$225.00	0.9	\$202.50
Angela Hosey – Paralegal	\$245.00	22.3	\$5,463.50
Kathleen A. Senese – Paralegal	\$300.00	6.1	\$1,830.00
Robin I. Solomon – Paralegal	\$415.00	0.7	\$290.50
Marcia L. Steen – Paralegal	\$360.00	30.1	\$10,836.00
Tina Wang – Paralegal	\$200.00	12.8	\$2,560.00
William Hendel – Paralegal	\$235.00	1.8	\$423.00
Z. Williams – Law Clerk	\$310.00	25.5	\$7,905.00
Bernt Obert - E-Discovery Technology Project Manager	\$290.00	0.9	\$468.00
Tommy Chow – E-Discovery Technology Analyst	\$235.00	2.6	\$611.00
Fabiana Angrisano – Sr. Risk Mitigation Analyst	\$200.00	0.3	\$60.00
L. Hays – Research Analyst	\$210.00	2.1	\$441.00
C. Yi - Research Analyst	\$250.00	2.7	\$675.00
J. Pickens - Research Analyst	\$245.00	47.1	\$11,539.50
D.B. Carnes - Research Analyst	\$195.00	9.9	\$1,930.50
Theresa M. Knag – Research Clerk	\$130.00	1.2	\$156.00

S. Pennebaker – Research Clerk	\$130.00	2.6	\$338.00
J. Tuma – Research Clerk	\$130.00	2	\$260.00
Erin Accetta – Client Service Specialist	\$140.00	0.5	\$70.00
Erin Accetta – Client Service Specialist	\$135.00	16.8	\$2,268.00
E.C. Berg – Client Service Specialist	\$130.00	1	\$130.00
Subtotal		1550.28	\$485,943.00
TOTAL		5228.98	\$2,746,137.00
Courtesy Reduction			(\$41,926.50)
GRAND TOTAL			\$2,704,210.50

Schedule 2
Summary of Disbursements for the Fee Period
June 11, 2020 through September 5, 2023

EXPENSES	RATE	TOTAL FEES
Court Filings	Actual Cost	\$28,441.20
Deposition/Transcript	Actual Cost	\$921.05
Messenger Service/Delivery	Actual Cost	\$2,359.45
Messenger/Federal Express	Actual Cost	\$83.20
State Fee	Actual Cost	\$130.00
State Filing Fee	Actual	\$7.00
Reprographics	Actual Cost	\$2.40
Outside Vendor Copies	Actual Cost	\$928.72
Photocopy	Actual Cost	\$3.60
Photocopy – Color	Actual Cost	\$1.00
Postage Charges	Actual Cost	\$3.20
Publication/Research	Actual Cost	177.3
Westlaw, Research	Contracted Rate	(\$2,773.83)
Lexis	Contracted Rate	(\$2,016.13)
TOTAL:		\$33,058.12 ¹

¹ Expenses of \$4,789.96 incurred for Westlaw and Lexis research services were not charged to Debtors.