

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

In re

NUVO GROUP USA, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11880 (MFW)

(Jointly Administered)

Objection Deadline:

November 21, 2024, at 4:00 p.m. (ET)

**FIRST MONTHLY FEE APPLICATION OF MEITAR, AS SPECIAL ISRAELI
CORPORATE COUNSEL TO DEBTORS AND DEBTORS IN POSSESSION, FOR
ALLOWANCE OF INTERIM COMPENSATION AND FOR INTERIM
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED
FOR THE PERIOD AUGUST 22, 2024 THROUGH SEPTEMBER 30, 2024**

Name of Applicant:	Meitar
Authorized to Provide Services to:	Debtors and Debtors in Possession
Date of Retention Order:	September 30, 2024, effective as of August 22, 2024
Period for Which Compensation and Reimbursement is Sought in the Fee Application:	August 22, 2024 through September 30, 2024
Amount of Compensation Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$12,603 (80% of \$15,753.75) ²
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$0.00
This is a <u> x </u> monthly <u> </u> interim <u> </u> final application	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or registration number in the applicable jurisdiction, are: Holdco Nuvo Group D.G Ltd. (5756); Nuvo Group Ltd. (3811); and Nuvo Group USA, Inc. (2727). The Debtors' mailing address for purposes of these Chapter 11 Cases is 300 Witherspoon Street, Suite 201, Princeton, New Jersey 08542.

² This amount does not include VAT.

If this is not the first application filed, disclose the following each prior application:

DATE FILED	PERIOD COVERED	REQUESTED FEES/EXPENSES	APPROVED FEES/EXPENSES
N/A	N/A	N/A	N/A

COMPENSATION BY PROFESSIONAL
NUVO GROUP USA, INC. et al.
(Case No. 24-12008 (TMH))
August 22, 2024 Through September 30, 2024

Name of Professional	Position of the Applicant, Area of Expertise, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate	Total Billed Hours	Total Compensation
Yoav Sade	Special Counsel	615	5.3	3,228.75
Pinni Yaniv	Special Counsel	540	14.0	7,560.00
Hila Silverstein	Special Counsel	520	0.3	130.00
Ram Cachy	Special Counsel	480	6.0	2,880.00
Oron Ben-Haim	Special Counsel	410	4.5	1,845.00
Ezra Ives	Special Counsel	220	0.5	110.00
Total			30.5	\$15,753.75
BLENDDED RATE: \$516.52				

COMPENSATION BY PROJECT CATEGORY
NUVO GROUP USA, INC., et al.
(Case No. 24-11880 (MFW))
August 22, 2024, through September 30, 2024

Project Category	Total Hours	Total Fees
Other Contested Matters	6.00	3,288.75
Governmental/Regulatory Matters	2.25	1,182.50
Employee Matters	0.25	130.00
Financing Matters/Cash Collateral	5.00	2,400.00
Professional Retention (Others - Filing)	7.00	3,780.00
General Corporate Matters (including Corporate Governance)	2.75	1,197.50
General Case Strategy	7.25	3,775.00
TOTAL	30.50	\$15,753.75

EXPENSE SUMMARY
NUVO GROUP USA, INC. et al.
(Case No. 24-12008 (TMH))
August 22, 2024 Through September 30, 2024

Expense Category	Service Provider (if applicable)	Total Expenses
N/A	N/A	N/A

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REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED
FOR THE PERIOD AUGUST 22, 2024 THROUGH SEPTEMBER 30, 2024**

Meitar, as Israeli Special Corporate Counsel for Nuvo Group USA, Inc, and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), submits this application (the “Application”) for interim allowance of compensation for professional services rendered by Meitar to the Debtors for the period August 22, 2024 to September 30, 2024 (the “Application Period”), and reimbursement of actual and necessary expenses incurred by Meitar during the Application Period 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”), Rule 2016-2 of the Local Rules of Bankruptcy Practices and Procedures of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), and *Order Establishing Procedures for Interim Compensation and*

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Reimbursement of Expenses for Retained Professionals (D.I. 105). In support of this Application, Meitar represents as follows:

JURISDICTION

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, as supplemented by Bankruptcy Rule 2016, Local Rule 2016-2, the U.S. Trustee Guidelines, and the Interim Compensation Procedures Order.

BACKGROUND

3. On August 22, 2024 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code thereby commencing these chapter 11 cases. The Debtors continue to operate their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

4. The Debtors are operating their respective business as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

5. On September 10, 2024, the Debtors filed an application to employ Meitar as their Israeli Special Corporate Counsel (D.I. 57), which was approved by the Court on September 30, 2024 (D.I. 120).

6. The Court entered the Interim Compensation Procedures Order on September 26, 2024. The Interim Compensation Procedures Order sets forth the procedures for interim compensation and reimbursement of expenses for all Professional in these cases.

7. In particular, the Interim Compensation Procedures Order provides that a Professional may file and serve a Monthly Fee Statement with the Court on or after the thirtieth day of each month following the month for which compensation is sought. Provided that there are no objections to such Monthly Fee Application filed within fourteen (14) days after the service of the Monthly Fee Statement Application, the Professional may file a certificate of no objection (the “Certificate of No Objection”) with the Court.

8. Upon the filing of a Certificate of No Objection, the Debtors are authorized to pay such Professional 80 percent of the fees and 100 percent of the expenses not subject to an objection.

RELIEF REQUESTED

9. Meitar submits this Application for (a) allowance of reasonable compensation for the actual, reasonable, and necessary professional services that it has rendered as Israeli Special Corporate Counsel for the Debtors in these cases during the Application Period and (b) reimbursement of actual, reasonable, and necessary expenses incurred by Meitar during the Application Period.

10. During the Application Period, Meitar incurred fees in the amount of \$15,753.75. For the same period, Meitar incurred actual, reasonable, and necessary expenses totaling \$0.00. With respect to these amounts, as of the date of this Application, Meitar has received no payments.

11. The services provided by Meitar during the Application Period, including professional, case project category and description of services are detailed in **Exhibit A**, attached hereto.

12. Meitar has endeavored to represent the Debtors in the most expeditious and

economical manner possible.

13. No agreement or understanding exists between Meitar and any other persons for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

WHEREFORE, Meitar respectfully requests that the Debtors pay Meitar \$12,603.00, which is equal to the sum of 80% of Meitar's requested compensation (\$15,753.75) and 100% (\$0.00) of Meitar's requested expense reimbursement.

Dated: November 7, 2024

/s/ Pinni Yaniv

Meitar

Pinni Yaniv, Esq.

16 Abba Hillel Road Ramat-Gan

5250608 Israel

Telephone: 972-3-6103622

Email: pinniyaniv@meitar.com

*Israeli Special Corporate Counsel to the
Debtors and Debtors in Possession*

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FOR THE DISTRICT OF DELAWARE

In re

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Debtors.

Chapter 11

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**NOTICE OF FIRST MONTHLY FEE APPLICATION OF MEITAR,
AS SPECIAL ISRAELI CORPORATE COUNSEL TO DEBTORS AND
DEBTORS IN POSSESSION, FOR ALLOWANCE OF INTERIM
COMPENSATION AND FOR INTERIM REIMBURSEMENT OF ALL
ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE
PERIOD AUGUST 22, 2024 THROUGH SEPTEMBER 30, 2024**

PLEASE TAKE NOTICE that today, Morris, Nichols, Arsht & Tunnell LLP, as bankruptcy co-counsel to the debtors and debtors-in-possession in the above-captioned cases, filed the attached *First Monthly Fee Application of Meitar, as Special Israeli Corporate Counsel to Debtors and Debtors In Possession, for Allowance of Interim Compensation and for Interim Reimbursement of All Actual and Necessary Expenses Incurred for the Period August 22, 2024 Through September 30, 2024* (the "Application").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application, must be: (a) filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, by **November 21, 2024, at 4:00 p.m. (Eastern Time)** (the "Objection Deadline"); and (b) served so as to be received on or before the Objection Deadline by:

- i. the Applicant: Meitar, 16 Abba Hillel Road Ramat-Gan 5250608 Israel, Attn: Pinni Yaniv, Esq. (pinniyaniv@meitar.com);
- ii. counsel to the Debtors: Hughes Hubbard & Reed LLP, One Battery Park Plaza, New York, NY 10004, Attn: Kathryn A. Coleman (katie.coleman@hugheshubbard.com) and Christopher Gartman (chris.gartman@hugheshubbard.com); and Jeff Margolin

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(jeff.margolin@hugheshubbard.com);

- iii. co-counsel to the Debtors: Morris, Nichols, Arsht & Tunnell LLP, 1201 N. Market Street, 16th Floor, Wilmington, Delaware 19801, Attn: Derek C. Abbott (dabbott@morrisonichols.com), Curtis S. Miller (cmiller@morrisonichols.com), Clint M. Carlisle, (ccarlisle@morrisonichols.com); and Avery Jue Meng, (ameng@morrisonichols.com);
- iv. counsel for Nuvo Investor DiP LLC: Nuvo Investor DiP LLC, 1313 N. Market Street, 6th Floor, Wilmington, Delaware 19801, Attn: Jeremy W. Ryan (jryan@potteranderson.com, Brett M. Haywood (bhaywood@potteranderson.com), and Maria Kotsiras (mkotsiras@potteranderson.com); and
- v. the Office of the United States Trustee: J. Caleb Boggs Federal Building, Room 2207, 844 N. King Street, Wilmington, Delaware 19801, Attn: Timothy J. Fox, Jr. (Timothy.Fox@usdoj.gov).

A HEARING ON THE APPLICATION, IF NECESSARY, WILL BE HELD AT THE CONVENIENCE OF THE COURT AND NOTICE OF ANY SUCH HEARING WILL BE GIVEN ONLY TO THE OBJECTING PARTY OR PARTIES.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

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Date: November 7, 2024
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Avery Jue Meng
Derek C. Abbott (No. 3376)
Curtis S. Miller (No. 4583)
Clint M. Carlisle (No. 7313)
Avery Jue Meng (No. 7238)
1201 N. Market Street, 16th Floor
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ameng@morrisnichols.com

-and-

HUGHES HUBBARD & REED LLP

Kathryn A. Coleman (admitted *pro hac vice*)
Christopher Gartman (admitted *pro hac vice*)
Jeffrey S. Margolin (admitted *pro hac vice*)
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Counsel to the Debtors and Debtors in Possession

EXHIBIT A**COMPENSATION BY PROJECT CATEGORY**

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General Case Strategy	7.25	3,775.00
TOTAL	30.50	\$15,753.75



MEITAR | LAW OFFICES

16 Abba Hillel Silver Road, Ramat Gan, 5250608, Israel
Tel. + 972 3 6103100 Fax. + 972 3 6103111 www.meitar.com

Date Created:

Detailed by Report

03/11/2024

Report Period: 22/08/2024 - 30/09/2024

NUVO GROUP LTD - 4509

* Chapter 11 - Advice re Israeli Law - 4509/13

Date	Name	Description	Billed Hours	Rate	Type	VAT Exempt	Total
22/08/2024	Pinni Yaniv	various correspondences	0.75	\$540.00	Fees	Not Exempt	\$405.00
25/08/2024	Oron Ben-Haim	Corporate resolutions matters	0.25	\$410.00	Fees	Not Exempt	\$102.50
25/08/2024	Ezra Ives	Attention to closing resolutions re BCA and specific exhibits.	0.50	\$220.00	Fees	Not Exempt	\$110.00
03/09/2024	Oron Ben-Haim	Companies Law review re interested party transactions	0.25	\$410.00	Fees	Not Exempt	\$102.50
03/09/2024	Pinni Yaniv	zoom conference with Messrs.. Margolin Jeff, Derek Abbott, James Feltman	0.50	\$540.00	Fees	Not Exempt	\$270.00
04/09/2024	Oron Ben-Haim	Internal meeting, Companies Law review, Committee resolutions review	1.50	\$410.00	Fees	Not Exempt	\$615.00
04/09/2024	Pinni Yaniv	advice on Israeli law standpoint on (1) cancellation of shares (2) recognition of foreign insolvent proceeding (3) board special committee	2.00	\$540.00	Fees	Not Exempt	\$1,080.00
04/09/2024	Yoav Sade	Review of correspondence and internal discussions with Pinni and Oron	2.00	\$615.00	Fees	Not Exempt	\$1,230.00
08/09/2024	Pinni Yaniv	attending to application for entry of an order authorizing the employment and retention of Meitar as Israeli counsel, statement and declaration	1.50	\$540.00	Fees	Not Exempt	\$810.00
08/09/2024	Ran Camchy	Review of corporate matters; review of DIP financing and resolutions	2.00	\$480.00	Fees	Not Exempt	\$960.00
09/09/2024	Hila Silverstein	consulting re employees' personal information	0.25	\$520.00	Fees	Not Exempt	\$130.00

Date	Name	Description	Billed Hours	Rate	Type	VAT Exempt	Total
09/09/2024	Pinni Yaniv	attending to application for entry of an order authorizing the employment and retention of Meitar as Israeli counsel, statement and declaration	1.50	\$540.00	Fees	Not Exempt	\$810.00
10/09/2024	Pinni Yaniv	Retention Application and ancillary matters	4.00	\$540.00	Fees	Not Exempt	\$2,160.00
10/09/2024	Ran Camchy	Review of corporate matters	1.00	\$480.00	Fees	Not Exempt	\$480.00
10/09/2024	Oron Ben-Haim	Board review	0.25	\$410.00	Fees	Not Exempt	\$102.50
11/09/2024	Pinni Yaniv	telephone conversation and legal research	1.50	\$540.00	Fees	Not Exempt	\$810.00
11/09/2024	Ran Camchy	DIP financing materials	1.00	\$480.00	Fees	Not Exempt	\$480.00
11/09/2024	Oron Ben-Haim	Call, review of Companies Law issues	0.75	\$410.00	Fees	Not Exempt	\$307.50
11/09/2024	Yoav Sade	Conference call	0.75	\$615.00	Fees	Not Exempt	\$461.25
12/09/2024	Yoav Sade	Review of court documents and draft of board decision; internal discussions re same	2.00	\$615.00	Fees	Not Exempt	\$1,230.00
12/09/2024	Pinni Yaniv	legal research and email correspondence	1.25	\$540.00	Fees	Not Exempt	\$675.00
12/09/2024	Oron Ben-Haim	Calls, review of resolutions	1.00	\$410.00	Fees	Not Exempt	\$410.00
12/09/2024	Ran Camchy	Review of DIP materials and corporate matters	1.00	\$480.00	Fees	Not Exempt	\$480.00
15/09/2024	Yoav Sade	Review of correspondence	0.50	\$615.00	Fees	Not Exempt	\$307.50
15/09/2024	Oron Ben-Haim	Resolutions review, general	0.50	\$410.00	Fees	Not Exempt	\$205.00
15/09/2024	Ran Camchy	DIP Financing; emails; review of corporate matters; tax issues	1.00	\$480.00	Fees	Not Exempt	\$480.00
28/09/2024	Pinni Yaniv	review and signing off - supplemental declaration	1.00	\$540.00	Fees	Not Exempt	\$540.00
Total			30.50				\$15,753.75