

<p><b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b></p> <p><b>Caption in Compliance with D.N.J. LBR 9004-1(b)</b></p> <p><b>WOLLMUTH MAHER &amp; DEUTSCH LLP</b> Paul R. DeFilippo, Esq. 500 Fifth Avenue New York, New York 10110 Telephone: (212) 382-3300 Facsimile: (212) 382-0050 pdefilippo@wmd-law.com</p> <p><b>JONES DAY</b> Gregory M. Gordon, Esq. Brad B. Erens, Esq. Dan B. Prieto, Esq. Amanda Rush, Esq. 2727 N. Harwood Street Dallas, Texas 75201 Telephone: (214) 220-3939 Facsimile: (214) 969-5100 gmgordon@jonesday.com bberens@jonesday.com dbprieto@jonesday.com asrush@jonesday.com (Admitted pro hac vice)</p> <p><i>ATTORNEYS FOR DEBTOR</i></p>	<p><b>WEIL, GOTSHAL &amp; MANGES LLP</b> Gary Holtzer Diane Sullivan Ronit Berkovich Theodore Tsekerides 767 Fifth Avenue New York, NY 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007 Gary.Holtzer@weil.com Diane.Sullivan@weil.com Ronit.Berkovich@weil.com Theodore.Tsekerides@weil.com</p> <p><i>SPECIAL COUNSEL FOR DEBTOR</i></p>
<p>In re</p> <p>LTL MANAGEMENT LLC,<sup>1</sup></p> <p>Debtor.</p>	<p>Chapter 11</p> <p>Case No.: 21-30589</p> <p>Judge: Michael B. Kaplan</p>

**SUMMARY SHEET FOR SECOND INTERIM FEE APPLICATION OF WEIL,  
GOTSHAL & MANGES LLP, AS SPECIAL COUNSEL TO THE DEBTOR, FOR  
INTERIM ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES  
INCURRED FROM FEBRUARY 1, 2022 THROUGH AND INCLUDING MAY 31, 2022**

<sup>1</sup> The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

***General Information<sup>2</sup>***

Name of Applicant:	Weil, Gotshal & Manges LLP (“Weil”)
Authorized to Provide the Following Services:	Special Counsel to LTL Management LLC
Commencement Date:	October 14, 2021 (the “ <b>Petition Date</b> ”)
Retention Date:	March 17, 2022 <i>nunc pro tunc</i> to October 14, 2021 [Dkt. 1752] (the “ <b>Retention Order</b> ”)
Prior Applications:	First Interim Fee Application of Weil [Dkt. 1870]
Time Period Covered by This Application:	February 1, 2022 through and including May 31, 2022 (the “ <b>Compensation Period</b> ”)

***Summary of Fees and Expenses Requested for Compensation Period***

Amount of Fees Sought as Actual, Reasonable, and Necessary for the Compensation Period:	\$434,219.44
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Compensation Period:	\$2,827.75
Total Fees and Expenses Requested for the Compensation Period:	\$437,047.19

***Total Fees and Expenses Allowed Pursuant to Prior Applications***

Total Allowed Fees Paid to Date:	\$696,830.12
Total Allowed Expenses Paid to Date:	\$9,950.65
Total Allowed Fees and Expenses Paid to Date:	\$706,780.77

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<sup>2</sup> The form of this second interim fee application adopts Weil’s regularly used form and is different from the form of Weil’s first interim fee application per the Fee Examiner’s request.

***Total Fees and Expenses Paid to Applicant Pursuant to Monthly Statements***

Fees Sought for this Compensation Period Already Paid  
Pursuant to Monthly Fee Statements But Not Yet Allowed: \$82,921.49

Expenses Sought for this Compensation Period Already Paid  
Pursuant to Monthly Fee Statements But Not Yet Allowed: \$263.41

Total Fees and Expenses Sought for this Compensation Period  
Already Paid Pursuant to Monthly Fee Statements But Not Yet  
Allowed: \$83,184.90

Total Fees and Expenses Sought for this Compensation Period  
Not Yet Paid: \$353,862.29

***Summary of Rates and Other Related Information for this Compensation Period***

Blended Rate in this Application for All Attorneys: \$950.93

Blended Rate in this Application for All Timekeepers: \$832.92

Number of Timekeepers Included in this Application: 22 (15 Attorneys;  
7 Paraprofessionals)

Number of Attorneys in this Application Not Included in  
Staffing Plan Discussed with Client: 0

Difference Between Fees Budgeted and Compensation Sought  
for this Period: \$90,780.56 under budget

Number of Attorneys Billing Fewer than 15 Hours to the Case  
During the Compensation Period: 7

Increase in Rates Since Date of Retention: Rates increased as of  
May 1, 2022

**This is a(n):   X   interim \_\_\_\_\_ final application.**

**SUMMARY OF PRIOR MONTHLY FEE STATEMENTS**

First Interim Fee Application								
Date Filed and Dkt No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
01/13/2022 Dkt No. 1144	October 14, 2021 through December 15, 2021	<b>\$582,933.22</b>	<b>\$8,015.92</b>	\$466,346.58	\$8,015.92	\$466,346.58	\$8,015.92	\$116,586.64
01/28/2022 Dkt No. 1292	December 16, 2021 through December 31, 2021	<b>\$61,504.57</b>	<b>\$1,243.61</b>	\$49,203.66	\$1,243.61	\$49,203.66	\$1,243.61	\$12,300.91
03/04/2022 Dkt No. 1626	January 1, 2022 through January 31, 2022	<b>\$122,948.00</b>	<b>\$427.71</b>	\$98,358.40	\$427.71	\$98,358.40	\$427.71	\$24,589.60
<b>Total for First Interim Fee Application</b>		<b>\$767,385.79</b>	<b>\$9,687.24</b>	<b>\$613,908.63</b>	<b>\$9,687.24</b>	<b>\$613,908.63</b>	<b>\$9,687.24</b>	<b>\$153,477.15</b>

Summary of Any Objections to Monthly Fee Statements: None.

**Compensation Sought in this Application Not Yet Paid: \$58,370.21<sup>3</sup>**

<sup>3</sup> The holdback amount was initially \$153,477.15, but as a result of the agreed reduction with the Fee Examiner, the unpaid compensation for the First Interim Period is now \$58,370.21.

**SUMMARY OF PRIOR MONTHLY FEE STATEMENTS**

Second Interim Fee Application								
Date Filed and ECF No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees Requested
		Fees	Expenses	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 80%)	Expenses (@ 100%)	Fees (@ 20%)
04/18/2022 Dkt No. 2119	February 1, 2022 through February 28, 2022	<b>\$103,651.86</b>	<b>\$263.39</b>	\$82,921.49	\$263.39	\$82,921.49	\$263.39	\$20,730.37
06/03/2022 Dkt No. 2408	March 1, 2022 through March 31, 2022	<b>\$188,019.63</b>	<b>\$839.94</b>	\$150,415.70	\$839.94	\$0.00	\$0.02	\$37,603.93
06/17/2022 Dkt No. 2526	April 1, 2022 through April 30, 2022	<b>\$50,013.10</b>	<b>\$1,639.03</b>	\$40,010.48	\$1,639.03	\$0.00	\$0.00	\$10,002.62
06/22/2022 Dkt No. 2554	May 1, 2022 through May 31, 2022	<b>\$92,534.85</b>	<b>\$85.39</b>	\$74,027.88	\$85.39	\$0.00	\$0.00	\$18,506.97
<b>Total for Second Interim Fee Application</b>		<b>\$434,219.44</b>	<b>\$2,827.75</b>	<b>\$347,375.56</b>	<b>\$2,827.75</b>	<b>\$82,921.49</b>	<b>\$263.41</b>	<b>\$86,843.89</b>

Summary of Any Objections to Monthly Fee Statements: Objection deadlines for April and May fee statements are July 1, 2022 and July 6, 2022, respectively.

**Compensation Sought in this Application Not Yet Paid: \$353,862.29**

**COMPENSATION BY PROFESSIONAL  
FEBRUARY 1, 2022 THROUGH AND INCLUDING MAY 31, 2022**

The attorneys and paraprofessionals who rendered professional services in this chapter 11 case from February 1, 2022 through May 31, 2022 (the “**Compensation Period**”) are:

NAME OF PROFESSIONAL & TITLE	DEPARTMENT <sup>†</sup>	YEAR ADMITTED	HOURLY RATE <sup>4</sup>	TOTAL HOURS BILLED	TOTAL COMPENSATION
<b><i>Partners and Counsel</i></b>					
Cailteux, Konrad L.	LIT	1985	\$1,188.00	1.30	\$1,544.40
Sullivan, Diane P.	LIT	1987	\$1,452.00	12.50	\$18,150.00
Sullivan, Diane P.	LIT	1987	\$1,420.00	1.30	\$1,846.00
Tsekerides, Theodore E.	LIT	1994	\$1,420.00	8.70	\$12,354.00
Tsekerides, Theodore E.	LIT	1994	\$1,139.60	79.00	\$90,028.40
Berkovich, Ronit J.	RES	2002	\$1,452.00	132.30	\$192,099.60
Berkovich, Ronit J.	RES	2002	\$1,420.00	18.70	\$26,554.00
Berkovich, Ronit J.	RES	2002	\$726.00 <sup>5</sup>	4.50	\$3,267.00
Tripp, Zachary D.	LIT	2007	\$1,205.00	0.20	\$241.00
Hoehne, Debora (Counsel)	RES	2008	\$1,070.00	5.70	\$6,099.00
Hoehne, Debora (Counsel)	RES	2008	\$977.50	6.70	\$6,549.25
Semaya, Allison H. (Counsel)	LIT	2014	\$977.50	1.00	\$977.50
Nolan, John J. (Counsel)	LIT	2015	\$935.00	1.10	\$1,028.50
<b><i>Associates</i></b>					
Friedman, Julie	RES	2003	\$590.00	19.70	\$11,623.00
Friedman, Julie	RES	2003	\$552.50	27.20	\$15,028.00
Andrews, Fraser Gavin	RES	2017 (AUS)	\$895.00	3.50	\$3,132.50
Andrews, Fraser Gavin	RES	2017 (AUS)	\$760.75	71.20	\$54,165.46

<sup>†</sup> RES – Restructuring; LIT – Litigation; LSS – Litigation Support Services

<sup>4</sup> On May 1, 2022, Weil’s rates changed as described in the Application.

<sup>5</sup> Non-working travel is billed at 50% of the standard hourly rate.

NAME OF PROFESSIONAL & TITLE	DEPARTMENT†	YEAR ADMITTED	HOURLY RATE <sup>4</sup>	TOTAL HOURS BILLED	TOTAL COMPENSATION
Lopatka, Thaddeus	LIT	2018	\$837.25	3.10	\$2,595.48
Ha, Frances R.	RES	2018	\$815.00	38.60	\$31,459.00
Ha, Frances R.	RES	2018	\$654.50	104.70	\$68,526.15
George, Jason	RES	2019	\$815.00	8.20	\$6,683.00
George, Jason	RES	2019	\$654.50	40.50	\$26,507.25
Rose, Alexandra Katherine	LIT	2020	\$654.50	20.90	\$13,679.05
Wheeler, Emma	RES	2022	\$535.50	32.50	\$17,403.75
<b><i>Paraprofessionals &amp; Other Non-Legal Staff</i></b>					
Lee, Kathleen Anne	RES	N/A	\$391.00	19.00	\$7,429.00
Stauble, Christopher A.	RES	N/A	\$391.00	0.80	\$312.80
Fabsik, Paul	RES	N/A	\$375.00	26.50	\$9,937.50
Fabsik, Paul	RES	N/A	\$344.25	106.60	\$36,697.14
Ting, Lara	LSS	N/A	\$351.40	0.50	\$175.70
Ting, Lara	LSS	N/A	\$331.50	0.50	\$165.75
Kleissler, Matthew Joseph	RES	N/A	\$233.76	0.50	\$116.88
Kleissler, Matthew Joseph	RES	N/A	\$233.75	1.50	\$350.63
Mason, Kyle	RES	N/A	\$221.00	0.60	\$132.60
Okada, Tyler	RES	N/A	\$221.00	1.40	\$309.40
<b>TOTALS:</b>				<b>801.00<sup>6</sup></b>	<b>\$667,168.69<sup>7</sup></b>
<b>TOTAL FEES REQUESTED:</b>					<b>\$434,219.44</b>

<sup>6</sup> Represents the total number of hours for the work performed solely for LTL and jointly for LTL and J&J.

<sup>7</sup> Represents the total amount of compensation for the work performed solely for LTL and jointly for LTL and J&J, including the portions billed to J&J, not LTL.

The total fees for the Compensation Period are:

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners and Counsel	\$1,321.39	273.00	\$360,738.65
Associates	\$677.66	370.10	\$250,802.64
Paraprofessionals and Other Non-Legal Staff	\$352.30	157.90	\$55,627.40
<b>Blended Attorney Rate</b>	<b>\$950.93</b>		
<b>Blended Rate for All Timekeepers</b>	<b>\$832.92</b>		
<b>Total Fees Incurred:</b>		<b>801.00</b>	<b>\$667,168.69</b>

**COMPENSATION BY PROJECT CATEGORY**  
**FEBRUARY 1, 2022 THROUGH AND INCLUDING MAY 31, 2022**

<b>TASK CODE</b>	<b>PROJECT CATEGORY</b>	<b>TOTAL HOURS BILLED</b>	<b>AMOUNT</b>	<b>LTL %</b>	<b>LTL PORTION</b>
L120	Strategy	51.90	\$59,275.08	50%	\$29,637.54
L140	Database & Document Management	0.50	\$175.70	50%	\$87.85
L210	Pleadings, Legal Research, etc.	11.50	\$8,071.21	50%	\$4,035.61
L320	Document Collection & Production	118.10	\$42,481.60	50%	\$21,240.80
L450	Court Conferences & Hearings	225.90	\$228,943.94	50%	\$114,471.97
L601	Automatic Stay	127.90	\$123,684.01	50%	\$61,842.01
L602	Weil Retention/Fee Application Preparation	216.10	\$160,224.87	100%	\$160,224.87
L603	Non-Working Travel <sup>8</sup>	4.50	\$3,267.00	50%	\$1,633.50
L604	Imerys/Cyprus info for LTL	44.60	\$41,045.28	100%	\$41,045.28
<b>Total Fees Requested:</b>		<b>801.00</b>	<b>\$667,168.69</b>		<b>\$434,219.44</b>

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<sup>8</sup> Non-working travel is billed at 50% of the standard hourly rate.

**EXPENSE SUMMARY**  
**FEBRUARY 1, 2022 THROUGH AND INCLUDING MAY 31, 2022**

<b>DISBURSEMENTS</b>	<b>AMOUNTS</b>	<b>LTL %</b>	<b>LTL PORTION</b>
Air Courier/Express Mail	\$19.66	50%	\$9.83
Court Reporting	\$180.00	50%	\$90.00
Court Telephone/CourtSolutions	\$650.00	50%	\$325.00
Duplicating	\$3,821.98	50%	\$1,910.99
Online News Monitoring	\$510.00	50%	\$255.00
Outside Messenger Service	\$147.97	50%	\$73.99
Travel	\$325.82	50%	\$162.91
<b>Total Disbursements Requested:</b>	<b>\$5,655.43</b>		<b>\$2,827.75</b>

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

Dated: June 24, 2022

/s/ Ronit J. Berkovich

Ronit J. Berkovich

<p><b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b></p> <p><b>Caption in Compliance with D.N.J. LBR 9004-1(b)</b></p> <p><b>WOLLMUTH MAHER &amp; DEUTSCH LLP</b> Paul R. DeFilippo, Esq. 500 Fifth Avenue New York, New York 10110 Telephone: (212) 382-3300 Facsimile: (212) 382-0050 pdefilippo@wmd-law.com</p> <p><b>JONES DAY</b> Gregory M. Gordon, Esq. Brad B. Erens, Esq. Dan B. Prieto, Esq. Amanda Rush, Esq. 2727 N. Harwood Street Dallas, Texas 75201 Telephone: (214) 220-3939 Facsimile: (214) 969-5100 gmgordon@jonesday.com bberens@jonesday.com dbprieto@jonesday.com asrush@jonesday.com (Admitted pro hac vice)</p> <p><i>ATTORNEYS FOR DEBTOR</i></p>	<p><b>WEIL, GOTSHAL &amp; MANGES LLP</b> Gary Holtzer Diane Sullivan Ronit Berkovich Theodore Tsekerides 767 Fifth Avenue New York, NY 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007 Gary.Holtzer@weil.com Diane.Sullivan@weil.com Ronit.Berkovich@weil.com Theodore.Tsekerides@weil.com</p> <p><i>SPECIAL COUNSEL FOR DEBTOR</i></p>
<p>In re</p> <p>LTL MANAGEMENT LLC,<sup>1</sup></p> <p>Debtor.</p>	<p>Chapter 11</p> <p>Case No.: 21-30589</p> <p>Judge: Michael B. Kaplan</p>

**SECOND INTERIM FEE APPLICATION OF WEIL, GOTSHAL & MANGES LLP,  
AS SPECIAL COUNSEL TO THE DEBTOR, FOR INTERIM ALLOWANCE  
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED  
FROM FEBRUARY 1, 2022 THROUGH AND INCLUDING MAY 31, 2022**

<sup>1</sup> The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

Weil, Gotshal & Manges LLP (“**Weil**”), hereby files its second application (the “**Application**”),<sup>2</sup> pursuant to sections 330(a) 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 2016-3 of the Local Bankruptcy Rules for the District of New Jersey (the “**Local Rules**”), and U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases (the “**Revised UST Guidelines**”), for interim allowance of compensation for professional services performed by Weil as attorneys for LTL Management LLC, as debtor in the above-captioned chapter 11 case (the “**Debtor**”), for the period commencing February 1, 2022 through and including May 31, 2022 (the “**Compensation Period**”), and for reimbursement of its actual and necessary expenses incurred during the Compensation Period in the proposed form of order attached hereto as **Exhibit E** (the “**Proposed Order**”) and respectfully represents as follows:

### **Jurisdiction**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this Application is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections 328, 330, and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules and Rules 2016-1 and 2016- 3 of the Local Rules.

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<sup>2</sup> This Application has been prepared in accordance with the Bankruptcy Code, the Bankruptcy Rules, the *Order Establishing Procedures for Interim Compensation and Reimbursement of Retained Professionals Retained* [Dkt. 761] (the “**Initial Interim Compensation Order**”), and the *Modified Order Establishing Procedures for Interim Compensation and Reimbursement of Retained Professionals* [Dkt 870] (the “**Modified Interim Compensation Order**,” and together with the Initial Interim Compensation Order, the “**Interim Compensation Orders**”), the Local Rules, and the Revised UST Guidelines.

### **Background**

2. On October 14, 2021 (the “**Petition Date**”), the Debtor commenced this reorganization case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of North Carolina (the “**NC Bankruptcy Court**”). On November 16, 2021, the NC Bankruptcy Court entered an order transferring the case to the District of New Jersey, which referred the case to this Court [Dkt. 416].

3. On March 25, 2022, Weil filed its *First Interim Fee Application of Weil, Gotshal & Manges LLP, as Special Counsel to the Debtor, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from October 14, 2021 Through and Including January 31, 2022* [Dkt. 1870] (the “**First Interim Fee Application**”). On March 31, 2022, this Court appointed an independent fee examiner [Dkt. 1922] (the “**Fee Examiner**”). On June 15, 2022, the Court approved Weil’s First Interim Fee Application. *See Order Allowing Interim Compensation for Services Rendered and Reimbursement of Expenses of the Retained Professionals for the Period from October 14, 2021 through January 31, 2022* [Dkt. 2507].

4. During the Compensation Period, Weil advised the Debtor primarily in connection with the chapter 11 cases of *In re Imerys Talc America, Inc.*, Case No. 19-1029 (LSS) (Bankr. D. Del.) (the “**Imerys Bankruptcy Case**”) and *In re Cyprus Mines Corporation*, Case No. 21-10398 (LSS) (Bankr. D. Del.) (the “**Cyprus Bankruptcy Case**,” and together with the Imerys Bankruptcy Case, the “**Imerys/Cyprus Bankruptcy Cases**”). Weil’s work was focused on, among other things: (i) reviewing relevant pleadings filed in the Imerys/Cyprus Bankruptcy Cases to assess any potential impact on the Debtor and to provide relevant information to the Debtor; (ii) analyzing the impact of certain state court filings and a related motion for relief from the automatic stay on the Debtor as they related to the automatic stay in the Imerys/Cyprus Bankruptcy

Cases, including conducting legal research, drafting portions of the Debtor's letter regarding the state court filings and the impact on the automatic stay, drafting the Imerys-related portions of the Debtor's objection to the motion to lift stay, and coordinating with the Debtor's restructuring counsel on the foregoing; (iii) analyzing and advising the Debtor on the various potential strategies to pursue in the Imerys/Cyprus Bankruptcy Cases to protect the Debtor's interests, including issues relating to the ongoing mediation in the Imerys/Cyprus Bankruptcy Cases; (iv) monitoring hearings in the Imerys/Cyprus Bankruptcy Cases, the Debtor's bankruptcy case, and the Boy Scouts of American bankruptcy case (pending in same court as the Imerys/Cyprus Bankruptcy Cases in front of the same judge and involving many of the same issues) to determine the impact on the Debtor in the Imerys/Cyprus Bankruptcy Cases; (v) drafting and filing Weil's monthly fee statements in accordance with applicable fee guidelines and the Court's orders; and (vi) reviewing and analyzing the Fee Examiner's Preliminary Report on Weil's First Interim Fee Application, drafting a proposed response thereto, and participating in internal conferences and discussions with the Fee Examiner regarding the issues and questions raised in the Preliminary Report.

5. Weil submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary to protect the Debtor's interests and rights in relation to the Imerys/Cyprus Bankruptcy Cases. Weil respectfully requests that the Court grant the Application and allow interim compensation for professional services performed and reimbursement for expenses incurred.

### **The Debtor's Retention of Weil**

6. Weil has served as the Debtor's special counsel since the Petition Date. The Court approved the Debtor's application [Dkt. 552] (the "**Retention Application**")<sup>3</sup> to retain

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<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Retention Application.

and employ Weil as special counsel by order, dated March 17, 2022 [Dkt. 1752] (the “**Retention Order**”). The Retention Order authorizes the Debtor to compensate and reimburse Weil in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Revised UST Guidelines (as defined below). The Retention Order also authorizes the Debtor to compensate Weil for services rendered and to reimburse Weil for its reasonable and necessary expenses incurred at Weil’s hourly rates discounted as discussed in Weil’s Retention Application and disbursement policies, subject to application to this Court.

7. Weil stated in its *Supplemental Certification of Ronit J. Berkovich in Support of Application for Retention of Weil, Gotshal & Manges LLP as Special Counsel as of the Petition Date* [Dkt. 782] (the “**Supplemental Certification**”) that “Weil will disclose in each monthly fee statement and fee application the allocation of its fees and expenses between the Debtor and Johnson and Johnson, which allocation may depart from the 50/50 allocation described in the Application should the circumstances warrant” and “to the extent that there is no clear or precise method to allocate Weil’s fees and expenses between Johnson & Johnson and the Debtor, Weil will allocate 50% of its fees and expenses incurred to the Debtor and 50% to Johnson & Johnson, as Weil believes this is the most efficient and fairest way to allocate the fees and expenses incurred in the joint representation.” Supplemental Certification ¶ 11.

8. During the Compensation Period, Weil utilized task codes to depict clearly how different work streams are allocated between the Debtor and J&J. The table titled “**Compensation by Project Category**” in the Summary Sheet of this Application states the portion of the fees attributed to the Debtor for each task code. With the exception of three task codes, all remaining task codes are allocated 50/50 between the Debtor and J&J, as the work benefits both of them given their joint interest in the Imerys/Cyprus Bankruptcy Cases and there

is no precise method to allocate these fees and expenses to either entity as described in Weil's Retention Application and the Supplemental Certification. Weil's Retention Application ¶ 6; Supplemental Certification ¶ 11. Two task codes - "Imerys/Cyprus info for LTL" and "Weil Retention/Fee Application Preparation"- are charged 100% to the Debtor, as this work is necessitated solely by the Debtor's chapter 11 filing, while there is a separate task code that is allocated 100% to J&J ("J&J only" task code), which is not reflected in the Application.

9. Detailed descriptions of all services rendered and expenses incurred during the Compensation Period are included in the Monthly Fee Statements and are incorporated herein by reference as if fully set forth in their entirety.

**Summary of Professional Compensation  
and Reimbursement of Expenses Requested**

10. Weil seeks allowance of interim compensation for professional services performed during the Compensation Period in the amount of \$434,219.44 and for reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$2,827.75. During the Compensation Period, Weil attorneys and paraprofessionals expended a total of 801.00 hours in connection with the necessary services performed.

11. There is no agreement or understanding between Weil and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in this chapter 11 case. During the Compensation Period, Weil received no payment or promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application.

12. The fees charged by Weil in this case are billed in accordance with Weil's billing rates and procedures in effect during the Compensation Period.<sup>4</sup> The rates Weil charges for the services rendered by its professionals and paraprofessionals in this chapter 11 case are no greater than the rates Weil charges for professional and paraprofessional services rendered in comparable bankruptcy and non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy matters in a competitive national legal market.

13. Annexed hereto as **Exhibit A** is the Certification of Ronit J. Berkovich regarding Weil's compliance with the Revised UST Guidelines.

14. The summary sheet contains a schedule of all Weil attorneys and paraprofessionals who have performed services for the Debtor during the Compensation Period, the capacities in which each individual is employed by Weil, the department in which each individual practices, the hourly billing rate charged by Weil for services performed by such individuals, the year in which each attorney was first licensed to practice law, where applicable, and the aggregate number of hours expended in this matter and fees billed in connection therewith.

15. The summary sheet also contains a summary of Weil's time records billed during the Compensation Period using project categories hereinafter described. Weil maintains computerized records of the time spent by all Weil attorneys and paraprofessionals in connection with the prosecution of this chapter 11 case. Copies of these computerized records have been filed

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<sup>4</sup> As set forth in the Retention Application, Weil had an agreement with Old JJCI, effective May 1, 2021 to April 30, 2022, to discount its fees for that period by 12% for partners and 15% for all other timekeepers off of Weil's standard 2021 hourly rates. See Retention Application, ¶ 6. Weil and J&J recently agreed to a fee structure for J&J and its affiliates (including LTL) for the period May 1, 2022 through December 31, 2022, with the following blended rate ranges depending on the number of years of practice: partners \$1,175 - \$1,420, counsel \$1,050 - \$1,070, and associates \$575 - \$1,010. This structure is a discount off of Weil's standard hourly 2022 rates (which went into effect on January 1, 2022): partners \$1,310 - \$1,950, counsel \$1,250 - \$1,300, and associates \$690 - \$1,200.

on the docket with Weil's monthly fee statements, and furnished to the Debtor, the U.S. Trustee, the Fee Examiner, and the Court in the format specified by the Revised UST Guidelines.

16. The summary sheet contains a schedule specifying the categories of expenses for which Weil is seeking reimbursement and the total amount for each such expense category. An itemized schedule of all such expenses has been filed on the docket with Weil's monthly fee statements, and furnished to the Debtor, the U.S. Trustee, the Fee Examiner, and the Court in the format specified by the Revised UST Guidelines.

17. Annexed hereto as **Exhibit B** is a summary and comparison of the aggregate blended hourly rates billed by Weil's timekeepers in the New York office to non-bankruptcy matters during the preceding twelve month period ending May 31, 2021 and the blended hourly rates billed to the Debtor during the Compensation Period.

18. Weil discussed its rates, fees, and staffing with the Debtor at the outset of this case. Further, Weil provided the Debtor with a budget and a staffing plan for the Compensation Period. A summary of Weil's budget and a discussion of its staffing plan are attached as **Exhibits C-D**. Attorneys and paraprofessionals assigned to this matter were necessary to assist with the matters described herein.

19. **Exhibit C** compares the budgeted fees (the "**Budgeted Fees**") as provided to the Debtor and the actual fees and expenses incurred and being sought in the Application (the "**Actual Fees**").

20. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, Weil reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application to the Court.

**Summary of Services Performed by  
Weil During the Compensation Period**

21. The following is a summary of the significant professional services rendered by Weil during the Compensation Period, organized in accordance with Weil's internal task codes. The total hours for each task code represent the total number of hours for the work performed solely for LTL and jointly for LTL and J&J (as applicable):<sup>5</sup>

a. Strategy (Task Code L120)

Fees: \$29,637.54; Total Hours: 51.90

- Reviewed pleadings filed in the Imerys/Cyprus Bankruptcy Cases and the Debtor's bankruptcy case to assess any potential impact on the Debtor and its strategy relating to the Imerys/Cyprus Bankruptcy Cases, and prepared updates to the Debtor regarding the same;
- Analyzed various potential strategies to pursue in the Imerys/Cyprus Bankruptcy Cases; and
- Participated in internal team conferences and conferences with the Debtor, J&J, and other counsel to discuss and analyze strategies and various workstreams in the Imerys/Cyprus Bankruptcy Cases.

b. Court Conferences & Hearings Task Code L450)

Fees: \$114,471.97; Total Hours: 225.90

- Prepared for and attended hearings in the Debtor's bankruptcy case to determine the impact for and protect the Debtor's interests in the Imerys Bankruptcy Case; and
- Monitored hearings in the Imerys/Cyprus Bankruptcy Cases, the Debtor's bankruptcy case, and the Boy Scouts of America bankruptcy cases to determine impact on the Debtor in the Imerys/Cyprus Bankruptcy Cases.

c. Automatic Stay (Task Code L601)

Fees: \$61,842.01; Total Hours: 127.90

- Reviewed and conducted legal research regarding the effects of certain state court filings and a related motion to lift stay as relates to the Imerys/Cyprus Bankruptcy Cases;

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<sup>5</sup> If a work code does not appear in this section, then Weil did not bill significant time for that work code during the Compensation Period, but may bill time for that work code in the future.

- Participated in internal conferences and conferences with the Debtor's counsel and other counsel to discuss and analyze strategies and issues with respect to Windsor and the automatic stay in the Imerys/Cyprus Bankruptcy Cases, including (i) certain state court filings and (ii) a motion for relief from the automatic stay; and
- Drafted portions of the Debtor's letter regarding certain state court filings and the Debtor's objection to a motion to lift the automatic stay, all as relates to the Imerys/Cyprus Bankruptcy Cases.

d. Weil Retention/Fee Application Preparation (Task Code L602)

Fees: \$160,224.87; Total Hours: 216.10

- Reviewed the relevant pleadings filed with respect to Weil's retention in the Debtor's bankruptcy case and participated in internal conferences and conferences with Jones Day to discuss and analyze strategies and issues with respect to the objections to Weil's retention;
- Reviewed, revised, and filed Weil's monthly fee statements and first interim fee application in accordance with applicable fee guidelines and the Court's order; and
- Reviewed the Fee Examiner's Preliminary Report on Weil's first interim fee application, participated in internal conferences regarding the Preliminary Report, and drafted Weil's letter in response to the Preliminary Report.

e. Imerys/Cyprus info for LTL (Task Code L604)

Fees: \$41,045.28; Total Hours: 44.60

- Coordinated with the Debtor's counsel regarding discovery requests relating to an expert report from the Imerys Bankruptcy Case.

22. The foregoing professional services were necessary and appropriate to the Debtor's chapter 11 case and were in the best interests of the Debtor. Compensation for such services is commensurate with the complexity, importance, and nature of the issues and tasks that were involved in the services for which Weil has been retained this chapter 11 case. All of Weil's professional services were performed skillfully and efficiently. As such, Weil submits that the compensation sought herein is reasonable within the meaning of sections 330 and 331 of the Bankruptcy Code.

23. The professional services performed by Weil on behalf of the Debtor during the Compensation Period required an aggregate expenditure of approximately 801.00 hours by Weil's partners, counsel, associates, and paraprofessionals. Of the aggregate time expended, approximately 273.00 recorded hours were expended by partners and counsel of Weil, approximately 370.10 recorded hours were expended by associates, and approximately 157.90 recorded hours were expended by paraprofessionals of Weil. Of the 15 Weil attorneys who billed time, 7 billed fewer than 15 hours to this matter. Of the 7 Weil paraprofessionals who billed time, 5 billed fewer than 15 hours to this matter.

24. During the Compensation Period, Weil billed the Debtor for time expended by attorneys based on hourly rates ranging from \$1,452.00 to \$535.50 per hour for attorneys. Allowance of compensation in the amount requested would result in a blended hourly billing rate for Weil attorneys in this Application of approximately \$950.93 (based on 643.10 recorded hours for attorneys at Weil's agreed billing rates in effect at the time of the performance of services).

**Actual and Necessary Disbursements of Weil**

25. Weil has disbursed \$2,827.75 as expenses incurred in providing professional services during the Compensation Period. These expenses were "actual, necessary expenses" in connection with rendering the professional services described above pursuant to section 330(a)(1)(B) of the Bankruptcy Code. Such expenses include, but are not limited to, telephone charges, messenger service, legal research, travel expenses, and photocopy charges. Weil has made every effort to minimize the expenses in this matter by utilizing the most cost efficient methods of communication consistent with the necessary time restraints.

26. With respect to photocopying expenses, in compliance with the Revised UST Guidelines, Weil charges all of its clients \$0.10 per black-and-white page; Weil charges \$0.50

per color page. With respect to legal research, Weil does not charge more than the actual cost. Each of these categories of expenses does not exceed the maximum rate set by the Revised UST Guidelines. These charges are intended to cover Weil's direct operating costs, which costs are not incorporated into Weil's hourly billing rates. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients that do not require extensive photocopying and other facilities and services. The amount of the standard photocopying charge is intended to allow Weil to cover the related expenses of its photocopying service. A determination of the actual expenses per page for photocopying, however, is dependent on both the volume of copies and the total expenses attributable to photocopying on an annual basis.

27. On certain occasions, delivery of documents and other materials was required as a result of circumstances necessitating the use of such express services. These disbursements are not included in Weil's overhead for the purpose of setting billing rates. Weil has made every effort to minimize its disbursements in this case. The actual expenses incurred in providing professional services were those that were absolutely necessary, reasonable, and justified under the circumstances to serve the needs of the Debtor.

28. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, Weil reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application to the Court.

#### **Compliance with Guidelines**

29. Weil believes that this Application substantially complies with the Local Rules of this Court and the Revised UST Guidelines. To the extent there has not been material compliance with any particular rules or guidelines, Weil respectfully requests a waiver or an opportunity to cure.

**Notice**

30. Notice of this Application will be provided in accordance with the procedures set forth in the Interim Compensation Orders. Weil respectfully submits that no further notice is required.

31. No previous request for the relief sought herein has been made by Weil or the Debtor to this Court or any other court.

**Conclusion**

WHEREFORE, Weil respectfully requests that the Court (i) award interim allowance of Weil's compensation for professional services rendered during the Compensation Period in the amount of \$437,047.19, consisting of \$434,219.44 in fees and \$2,827.75 in actual and necessary expenses, in all instances as incurred during the Compensation Period, and that such allowance be without prejudice to Weil's right to seek additional compensation for services performed and expenses incurred during the Compensation Period, which were not processed at the time of this Application, (ii) direct payment of the difference between the amounts allowed and any amounts previously paid pursuant to the Interim Compensation Orders, and (iii) grant such other and further relief as is just and proper.

Dated: June 24, 2022  
New York, New York

/s/ Ronit J. Berkovich  
WEIL, GOTSHAL & MANGES LLP

Gary Holtzer  
Diane Sullivan  
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*SPECIAL COUNSEL FOR DEBTOR*

**Exhibit A**

**Certification**

<p><b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b></p> <p><b>Caption in Compliance with D.N.J. LBR 9004-1(b)</b></p> <p><b>WOLLMUTH MAHER &amp; DEUTSCH LLP</b> Paul R. DeFilippo, Esq. 500 Fifth Avenue New York, New York 10110 Telephone: (212) 382-3300 Facsimile: (212) 382-0050 pdefilippo@wmd-law.com</p> <p><b>JONES DAY</b> Gregory M. Gordon, Esq. Brad B. Erens, Esq. Dan B. Prieto, Esq. Amanda Rush, Esq. 2727 N. Harwood Street Dallas, Texas 75201 Telephone: (214) 220-3939 Facsimile: (214) 969-5100 gmgordon@jonesday.com bberens@jonesday.com dbprieto@jonesday.com asrush@jonesday.com (Admitted pro hac vice)</p> <p><i>ATTORNEYS FOR DEBTOR</i></p>	<p><b>WEIL, GOTSHAL &amp; MANGES LLP</b> Gary Holtzer Diane Sullivan Ronit Berkovich Theodore Tsekerides 767 Fifth Avenue New York, NY 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007 Gary.Holtzer@weil.com Diane.Sullivan@weil.com Ronit.Berkovich@weil.com Theodore.Tsekerides@weil.com</p> <p><i>SPECIAL COUNSEL FOR DEBTOR</i></p>
<p>In re</p> <p>LTL MANAGEMENT LLC,<sup>1</sup></p> <p>Debtor.</p>	<p>Chapter 11</p> <p>Case No.: 21-30589</p> <p>Judge: Michael B. Kaplan</p>

**CERTIFICATION OF RONIT J. BERKOVICH**

I, Ronit J. Berkovich, certifies pursuant to 28 U.S.C. § 1746, as follows:

1. I am a Partner of the firm, Weil, Gotshal & Manges LLP (“**Weil**”), special counsel to the Debtor in the above-captioned chapter 11 case. I submit this certification in

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<sup>1</sup> The last four digits of the Debtor’s taxpayer identification number are 6622. The Debtor’s address is 501 George Street, New Brunswick, New Jersey 08933.

connection with Weil's second interim fee application, dated June 24, 2022 (the "**Application**"),<sup>2</sup> for allowance of compensation for professional services rendered and reimbursement of expenses for the period commencing February 1, 2022 through and including May 31, 2022 (the "**Compensation Period**").

2. In accordance with 18 U.S.C. § 155 and the Local Rules, neither I nor any attorney of my firm has entered into any agreement, written or oral, express or implied, with the Debtor, any creditor, or any other party in interest, or any attorney of such person, for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the assets of the Debtor.

3. In accordance with section 504 of the Bankruptcy Code, no agreement or understanding exists between me, my firm or any attorney thereof, on the one hand, and any other person, on the other hand, for the division of such compensation as my firm may receive from the Court herein, nor will any division of fees prohibited by section 504 of the Bankruptcy Code be made by me, or any attorney of my firm.

4. I have reviewed the Application and hereby certify to the best of my knowledge and belief that this Application complies with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, the Revised UST Guidelines, and the Interim Compensation Orders.

5. Weil discussed its rates, fees, and staffing plan with the Debtor. Further, Weil provided the Debtor with the budget and staffing plan contained in **Exhibit C** and **Exhibit D** to the Application.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Application.

6. Consistent with the Revised UST Guidelines, Weil responds to the following questions:

Question 1: Did Weil agree to any variations from, or alternatives to, Weil's standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Compensation Period? If so, please explain.

Answer: As set forth in the Retention Application, Weil had an agreement with Old JJCI, effective May 1, 2021 to April 30, 2022, to discount its fees for that period by 12% for partners and 15% for all other timekeepers off of Weil's standard 2021 hourly rates. See Retention Application, ¶ 6. Weil and J&J recently agreed to a fee structure for J&J and its affiliates (including LTL) for the period May 1, 2022 through December 31, 2022, with the following blended rate ranges depending on the number of years of practice: partners \$1,175 - \$1,420, counsel \$1,050 - \$1,070, and associates \$575 - \$1,010. This structure is a discount off of Weil's standard hourly 2022 rates (which went into effect on January 1, 2022): partners \$1,310 - \$1,950, counsel \$1,250 - \$1,300, and associates \$690 - \$1,200.

Question 2: If the fees sought in the Application as compared to the fees budgeted for the time period covered by the Application are higher by 10% or more, did Weil discuss the reasons for the variation with the client?

Answer: N/A. The total fees sought in the Application are less than the budgeted fees.

Question 3: Have any of the professionals included in the Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices? If so, please quantify by hours and fees.

Answer: The total time expended for such matters during the Compensation Period is included within Task Code L602.

Question 5: Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: The total time expended for such matters during the Compensation Period is included within Task Code L602.

Question 6: Does the Application include any rate increases since Weil's

retention in this case? If so, did the client review and approve those rate increases in advance? Did the client agree when retaining the law firm to accept all future rate increases?

Answer:       **Yes. Please see the above response to Question 1.**

Dated:   June 24, 2022  
          New York, New York

/s/ Ronit J. Berkovich  
Ronit J. Berkovich

**Exhibit B**

**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES**

Category of Timekeeper	Blended Hourly Rate	
	Billed by timekeepers in New York, excluding bankruptcy <sup>1</sup>	Billed in this fee application
Partner	\$1,399.00	\$1,339.00
Counsel	\$1,092.00	\$1,011.00
Senior Associate (7 years or more since first admission)	\$1,054.00	\$568.00
Mid-level Associate (4-6 years since first admission)	\$966.00	\$770.00
Junior Associate (0-3 years since first admission)	\$726.00	\$669.00
Contract Attorney	N/A	N/A
Staff Attorney	\$373.00	N/A
Paralegal	\$354.00	\$352.00
Other	\$341.00	\$341.00
<b>All timekeepers aggregated</b>	<b>\$962.00</b>	<b>\$833.00</b>

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<sup>1</sup> In accordance with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013, preceding year is a rolling 12 months year ending **May 31, 2022**; blended rates reflect work performed in preceding year in the New York office, the only office in which timekeepers collectively billed at least 10% of the hours to the case during the application period, excluding all data from bankruptcy law matters.

**Exhibit C**  
**BUDGETED AND ACTUAL FEES**

<b>Task Code</b>	<b>Task Description</b>	<b>LTL%</b>	<b>Estimated Total Hours</b>	<b>Estimated LTL Fees</b>	<b>Total Hours Billed<sup>1</sup></b>	<b>LTL Fees Sought</b>
L110	Company/Product & General Factual Information	50%	0.00	\$0.00	0.00	\$0.00
L120	Strategy	50%	60.00	\$31,000.00	51.90	\$29,637.54
L130	Experts & Science	50%	0.00	0.00	0.00	0.00
L140	Database & Document Management	50%	0.00	0.00	0.50	\$87.85
L210	Pleadings, Legal Research, etc.	50%	20.00	\$8,000.00	11.50	\$4,035.61
L300	Plaintiff Information	50%	0.00	0.00	0.00	0.00
L320	Document Collection & Production	50%	130.00	\$28,500.00	118.10	\$21,240.80
L330	Depositions	50%	0.00	\$0.00	0.00	\$0.00
L400	Trial	50%	0.00	0.00	0.00	0.00
L450	Court Conferences & Hearings	50%	300.00	\$120,500.00	225.90	\$114,471.97
L500	Appeals & Mandamus	50%	0.00	0.00	0.00	0.00
L601	Automatic Stay	50%	150.00	\$80,000.00	127.90	\$61,842.01
L602	Weil Retention/Fee Application Preparation	100%	140.00	\$210,000.00	216.10	\$160,224.87
L603	Non-Working Travel	50%	10.00	\$4,000.00	4.50	\$1,633.50
L604	Imerys/Cyprus info for LTL	100%	30.00	\$43,000.00	44.60	\$41,045.28
L606	NJ Consolidated Talc Cases	50%	0.00	0.00	0.00	0.00
<b>Total :</b>			<b>840.00</b>	<b>\$525,000.00</b>	<b>801.00</b>	<b>\$434,219.44</b>

<sup>1</sup> Represents the total number of hours for the work performed solely for LTL and jointly for LTL and J&J.

**Exhibit D**

**STAFFING PLAN OF WEIL, GOTSHAL & MANGES LLP PROVIDED TO THE  
DEBTOR FOR THE PERIOD FEBRUARY 1, 2022 THROUGH MAY 31, 2022**

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS PROJECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE HOURLY RATE
Partners	7	\$1,339.00
Counsel	3	\$1,011.00
Associates	12	\$677.66
Paralegals	3	\$352.00

**Exhibit E**

**Proposed Order**

<p><b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b></p> <p><b>Caption in Compliance with D.N.J. LBR 9004-1(b)</b></p> <p><b>WOLLMUTH MAHER &amp; DEUTSCH LLP</b> Paul R. DeFilippo, Esq. 500 Fifth Avenue New York, New York 10110 Telephone: (212) 382-3300 Facsimile: (212) 382-0050 pdefilippo@wmd-law.com</p> <p><b>JONES DAY</b> Gregory M. Gordon, Esq. Brad B. Erens, Esq. Dan B. Prieto, Esq. Amanda Rush, Esq. 2727 N. Harwood Street Dallas, Texas 75201 Telephone: (214) 220-3939 Facsimile: (214) 969-5100 gmgordon@jonesday.com bberens@jonesday.com dbprieto@jonesday.com asrush@jonesday.com (Admitted pro hac vice)</p> <p><i>ATTORNEYS FOR DEBTOR</i></p>	<p><b>WEIL, GOTSHAL &amp; MANGES LLP</b> Gary Holtzer Diane Sullivan Ronit Berkovich Theodore Tsekerides 767 Fifth Avenue New York, NY 10153 Telephone: (212) 310-8000 Facsimile: (212) 310-8007 Gary.Holtzer@weil.com Diane.Sullivan@weil.com Ronit.Berkovich@weil.com Theodore.Tsekerides@weil.com</p> <p><i>SPECIAL COUNSEL FOR DEBTOR</i></p>
<p>In re</p> <p>LTL MANAGEMENT LLC,<sup>1</sup></p> <p>Debtor.</p>	<p>Chapter 11</p> <p>Case No.: 21-30589</p> <p>Judge: Michael B. Kaplan</p>

**ORDER APPROVING SECOND FEE APPLICATION OF  
WEIL, GOTSHAL & MANGES LLP, AS SPECIAL COUNSEL TO THE DEBTOR, FOR  
INTERIM ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES  
INCURRED FROM FEBRUARY 1, 2022 THROUGH AND INCLUDING MAY 31, 2022**

The relief set forth on the following pages, numbered two (2) through three (3), is hereby  
**ORDERED.**

<sup>1</sup> The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

(Page 2)

Debtor: LTL Management LLC

Case No. 21-30589-MBK

Caption: Order Approving Second Fee Application of Weil, Gotshal & Manges LLP, as Special Counsel to the Debtor, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from February 1, 2022 Through and Including May 31, 2022

Upon the *Second Fee Application of Weil, Gotshal & Manges LLP, as Special Counsel to the Debtor, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from February 1, 2022 Through and Including May 31, 2022* (the “**Application**”);<sup>2</sup> and due and proper notice of the Application having been given; and it appearing that no other or further notice is required; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Application being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Application and the supporting documents; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief requested herein and the fees and expenses requested in the Application are reasonable and for necessary services provided to the Debtor; and upon all of the proceedings had before the Court and after due deliberation therefor,

**IT IS HEREBY ORDERED THAT:**

1. Weil’s Application for allowance of compensation for services rendered to the Debtor in the sum of \$434,219.44 and reimbursement of expenses in the sum of \$2,827.75 for the period of February 1, 2022 through and including May 31, 2022 shall be as set forth herein.

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Application.

(Page 3)

Debtor: LTL Management LLC

Case No. 21-30589-MBK

Caption: Order Approving Second Fee Application of Weil, Gotshal & Manges LLP, as Special Counsel to the Debtor, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from February 1, 2022 Through and Including May 31, 2022

2. Weil shall be allowed fees in the amount of \$434,219.44, plus disbursements of \$2,827.75 for the period of February 1, 2022 through and including May 31, 2022 as set forth in the Application. The Debtor is authorized and directed to pay the unpaid portion of the allowed fees and expenses, to wit, the sum of \$353,862.29 to Weil, Gotshal & Manges LLP within five (5) days of the entry of this Order.

3. This Court shall retain jurisdiction over any and all matters arising from or related to interpretation and/or implementation of this Order.