

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE SOUTHERN DISTRICT OF TEXAS
 HOUSTON DIVISION**

In re:)	
)	Chapter 11
ZACHRY HOLDINGS, INC., <i>et al.</i> ¹)	Case No. 24-90377 (MI)
)	
Reorganized Debtors.)	(Jointly Administered)
)	

**WHITE & CASE LLP’S COMBINED THIRD INTERIM AND FINAL APPLICATION
 FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
 FOR THE PERIOD FROM MAY 21, 2024 THROUGH FEBRUARY 27, 2025**

Name of Applicant:	White & Case LLP	
Applicant’s Role in Case:	Attorneys to the Debtors	
Employment Order:	July 10, 2024 [Docket No. 441] <i>Effective as of May 21, 2024</i>	
Interim Application (X) No. 3	Beginning Date	End Date
Final Application (X)		
Time period covered by this Application for which interim compensation has not previously been awarded (the “<u>Third Interim Period</u>”):	December 1, 2024	February 27, 2025
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case?	Yes	
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed?	Yes	
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases?	Yes	
Do expense reimbursements represent actual and necessary expenses incurred?	Yes	

¹ The last four digits of Zachry Holdings, Inc’s tax identification number are 6814. A complete list of each of the Reorganized Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at www.veritaglobal.net/ZHI. The location of the Reorganized Debtors’ service address in these chapter 11 cases is: P.O. Box 240130, San Antonio, Texas 78224.



Compensation Breakdown for the Third Interim Period Covered by This Application	
Total professional² fees requested in this Application for Third Interim Period³:	\$8,659,232.00
Total professional hours covered by this Application for Third Interim Period:	6,055.9
Average hourly rate⁴ for professionals during Third Interim Period:	\$1,430
Total paraprofessional⁵ fees requested in this Application for Third Interim Period:	\$96,593.00
Total actual paraprofessional hours covered by this Application for Third Interim Period:	201.3
Average hourly rate for paraprofessionals during Third Interim Period:	\$480
Total fees requested in this Application for Third Interim Period⁶:	\$8,680,825.00
Total expense reimbursements requested in this Application for Third Interim Period:	\$6,103.54
Total fees and expenses requested in this Application for Third Interim Period:	\$8,686,928.54
Total fees and expenses awarded in all prior Applications:	\$15,998,316.12
Plan Status: On February 27, 2025, this Court entered an order confirming the <i>Further Modified First Amended Joint Chapter 11 Plan of Reorganization of Zachry Holdings, Inc. and Its Debtor Affiliates</i> [Docket No. 2362] (the “ Plan ”), ⁷ . On April 10, 2025, the Effective Date under the Plan occurred.	
Primary Benefits: During the Third Interim Period, White & Case guided the Debtors through the chapter 11 process, culminating in the confirmation and effectiveness of the largely consensual Plan. Specifically, White & Case (i) drafted and filed the Plan (including prior versions thereof) and related disclosure statement and assisted the Debtors in (a) exploring strategic alternatives in connection with formulation of the Plan, (b) addressing various commercial issues with their customers and vendors, (c) seeking exit financing, and (d) negotiating the terms of the exit facilities made available under the Plan; (ii) obtained conditional approval of the disclosure statement and approval of related procedures for the solicitation of votes on the Plan; (iii) led the claims review, reconciliation and objection process; (iv) negotiated Plan-related settlements with the Debtors’ principal constituencies; and (v) prepared for a joint disclosure statement and plan confirmation hearing held on February 26, 2025.	

² Includes partners, counsel, associates, and staff attorneys.

³ The detailed statement of White & Case’s hours expended and fees earned during the February 1, 2025 – February 27, 2025 fee period attached to the Ninth Monthly Fee Statement reflects total fees of \$3,635,556.00, but the fees requested in the Ninth Monthly Fee Statement reflect an additional courtesy reduction of \$75,000.00 (the “Additional Reduction”). This Additional Reduction is not reflected in the first six rows of this table.

⁴ Average hourly rates in this Application are calculated by dividing total fees by total hours covered by this Application, rounded to the nearest whole dollar.

⁵ Includes legal assistants and research professionals.

⁶ Consistent with footnote 3 above, this row and the following rows reflect the Additional Reduction.

⁷ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Plan.

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this Application was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this Application was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

White & Case LLP (“**White & Case**”), attorneys for the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) in these chapter 11 cases, files this combined third interim and final application (this “**Application**”) for the period from May 21, 2024 to and including February 27, 2025 (the “**Final Period**”) requesting (i) final allowance of a total award of \$24,685,244.66 for the Final Period representing (a) compensation in the amount of \$24,590,226.50 for fees earned by White & Case for professional services to the Debtors during the Final Period,¹ and (b) reimbursement of the actual and necessary expenses in the amount of \$95,018.16 incurred by White & Case during the Final Period in connection with such services;² and (ii) payment of any unpaid amounts of such allowance. A proposed order in the form located on the Court’s website is attached hereto. In support of this Application, White & Case states as follows:

Jurisdiction, Venue, and Predicates for Relief

1. The United States Bankruptcy Court for the Southern District of Texas (the “**Court**”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding under 28 U.S.C. § 157(b). The Debtors confirm their consent to the entry of a final order by the Court.

¹ This amount reflects a voluntary reduction of \$218,188.00 (~2.5%) for the Third Interim Period and \$874,740.00 (~3.4%) for the Final Period, which is inclusive of both the Additional Reduction and a voluntary reduction of \$30,804.00 agreed to with the U.S. Trustee in connection with the First Interim Application.

² This amount reflects a voluntary reduction of \$6,417.79 (~51.3%) for the Third Interim Period and \$33,938.97 (~26.3%) for the Final Period, which is inclusive of a voluntary reduction of \$1,000.00 agreed to with the U.S. Trustee in connection with the First Interim Application..

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The predicates for the relief requested herein are section 330 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “**Bankruptcy Code**”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”), paragraphs 136–37 of the *Findings of Fact, Conclusions of Law, and Order (I) Approving the Debtors’ Disclosure Statement on a Final Basis and (II) Confirming the Further Modified First Amended Joint Chapter 11 Plan of Reorganization of Zachry Holdings, Inc. and Its Debtor Affiliates* [Docket No. 2431] (the “**Confirmation Order**”), Article II.B. of the Plan, and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 342] (“**Compensation Procedures Order**”).

Procedural Background

4. On May 21, 2024 (the “**Petition Date**”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code commencing the above-captioned chapter 11 cases. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. These chapter 11 cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No party has requested the appointment of a trustee or examiner in these chapter 11 cases. On June 4, 2024, the Office of the United States Trustee for the Southern District of Texas (the “**U.S. Trustee**”) appointed the Statutory Unsecured Claimholders’ Committee (the “**Committee**”) [Docket No. 176].

5. A detailed description of the Debtors and their businesses, including the facts and circumstances giving rise to these chapter 11 cases, is set forth in the *Declaration of Mohsin Y. Meghji in Support of Debtors’ Petitions and Requests for First Day Relief* [Docket No. 7] and the Disclosure Statement.

6. On July 9, 2024, the Court entered an order authorizing the retention of White & Case as counsel to the Debtors effective as of the Petition Date [Docket No. 441].

7. On June 25, 2024, the Court entered the Compensation Procedures Order, which set forth a procedure pursuant to which retained professionals, including White & Case, were: (1) to file monthly fee statements (each, a “**Monthly Fee Statement**”), including a detailed statement of services rendered and expenses incurred for that particular month, and to serve such statements on designated notice parties; and (2) to file interim applications (each, an “**Interim Fee Application**”) covering approximately three-month long periods and serve such applications on designated notice parties.

8. Pursuant to the Compensation Procedures Order, White & Case filed and served the following Monthly Fee Statements and Interim Fee Applications:

Date Filed	Docket No.	Document
07/12/2024	460	First Monthly Fee Statement
08/09/2024	729	Second Monthly Fee Statement
09/12/2024	945	Third Monthly Fee Statement
09/20/2024	996	First Interim Fee Application
10/11/2024	1136	Fourth Monthly Fee Statement
11/11/2024	1362	Fifth Monthly Fee Statement
12/06/2024	1644	Sixth Monthly Fee Statement
12/06/2024	1645	Second Interim Fee Application
01/14/2025	1915	Seventh Monthly Fee Statement
02/14/2025	2170	Eighth Monthly Fee Statement
03/20/2025	2575	Ninth Monthly Fee Statement

9. These Monthly Fee Statements and Interim Fee Applications are incorporated herein by reference.

10. This Application also includes certain information with respect to the Third Interim Period.

Terms and Conditions of Employment and Compensation

11. The terms and conditions of White & Case's employment by the Debtors and compensation to be paid to White & Case by the Debtors are specifically outlined in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of White & Case LLP as Attorneys to the Debtors Effective as of the Petition Date* [Docket No. 217] (the "**Retention Application**"). As set forth in the Retention Application, White & Case held \$5,102.60 in retainer funds as of the Petition Date. Postpetition compensation paid to White & Case by the Debtors has been paid from the Debtors' estates, in accordance with the Compensation Procedures Order.

Professional Services Provided by White & Case to the Debtors

12. White & Case has assisted the Debtors in all matters in these chapter 11 cases. In support of this Application, White & Case submits the following:

- For the Third Interim Period:
 - A summary of hours expended and fees earned grouped by timekeeper attached hereto as **Exhibit A**.
 - A summary of hours expended and fees earned grouped by project category attached hereto as **Exhibit B**.
 - A summary of hours expended and fees earned grouped by project category and by timekeeper attached hereto as **Exhibit C**.
 - Detailed statements of hours expended and fees earned are attached to White & Case's Monthly Fee Statements filed at Docket Nos. 1915, 2170, 2575.
 - A summary of expenses incurred attached hereto as **Exhibit D**.
 - Detailed statements of expenses incurred are attached to White & Case's Monthly Fee Statements filed at Docket Nos. 1915, 2170, 2575.
- For the Final Period:
 - A summary of hours expended and fees earned grouped by timekeeper attached hereto as **Exhibit E**.
 - A summary of hours expended and fees earned grouped by project category attached hereto as **Exhibit F**.

- A summary of hours expended and fees earned grouped by project category and by timekeeper attached hereto as **Exhibit G**.
- A summary of hours expended and fees earned grouped by timekeeper attached hereto as **Exhibit H**.

13. The following is a summary, by project category, of the most significant professional services provided by White & Case to the Debtors during the Final Period.³ The detailed descriptions demonstrate that White & Case performed substantial services for the Debtors on a daily basis, often including night and weekend work,⁴ to meet the needs of the Debtors in these chapter 11 cases.

14. **B01 Asset Analysis, Sale & Disposition:** White & Case advised the Debtors regarding the sale of de minimis assets, including preparing, filing and prosecuting a de minimis asset sale motion [Docket No. 411], conferring with interested parties to revise the proposed order approving same and submitting the revised order under certification of counsel [Docket No. 608], which was subsequently entered by the Court [Docket No. 609]; and preparing and serving de minimis asset sale notices consistent with the approved de minimis asset sale procedures.

15. **B02 Automatic Stay Issues:** White & Case advised the Debtors regarding various automatic stay issues, including: reviewing and responding to motions to lift the automatic stay [e.g., Docket Nos. 365, 800, 885, 892, 1012, 1015]; conferring with movants or other parties with respect to proposed orders or stipulations [e.g., Docket Nos. 75, 79, 828, 947, 960, 989, 991, 1123, 1200, 1207, 1210, 1239, 1255, 1263, 1389, 1747, 1844]; researching and analyzing issues related to the automatic stay; and drafting objections to motions to lift the stay.

16. Further, White & Case advised the Debtors regarding relief from the automatic stay and other relief sought by Golden Pass and Chiyoda/CB&I [Docket Nos. 299, 302, 350]. White

³ A summary is not provided for certain categories with minimal work.

⁴ Approximately 10.3% of all hours included in this Application were worked on a Saturday or Sunday.

& Case also advised the Debtors in the mediation with Golden Pass, resulting in a settlement between the Debtors, Golden Pass, CB&I, Chiyoda, and CCZJV [Docket No. 587], which was later approved on a final basis [Docket No. 744]. Due to the many issues involved in the workstream described in this paragraph, time billed to such matter was split among **B02 Automatic Stay Issues, B04 Business Operations Issues, B12 Executory Contracts & Unexpired Leases, B18 Litigation & Discovery, and B19 Mediation.**

17. **B03 Avoidance Actions & Other Asset Recovery:** White & Case analyzed potential estate causes of action, conducted factual and legal research on such claims, and prepared work product setting forth the conclusions from that analysis.

18. **B04 Business Operations Issues:** White & Case advised the Debtors regarding many aspects of their business operations, including assessing the status of and disputes relevant to various projects, coordinating and collaborating with various parties to resolve these issues, and the de-mobilization from the GPX Project. White & Case also advised the Debtors regarding various issues with the ISBL and OSBL projects including: (1) the GTPC ISBL Conversion Certificate (as defined in Docket No. 877); and (2) the ISBL and OSBL letters of credit [Docket Nos. 1426, 2078]. In addition, White & Case advised the Debtors regarding issues with the Omaha Public Power District, including preparing a settlement motion [Docket Nos. 809, 961]. White & Case also advised the Debtors regarding an OSBL Contract Conversion Certificate (as defined in Docket No. 1666).

19. **B05 Case Administration:** White & Case attorneys conferred regularly regarding the progress and current status of ongoing workstreams. White & Case paraprofessionals handled the electronic filing of the Debtors' pleadings, prepared hearing agendas, and regularly coordinated with vendors and service providers regarding various issues, such as hearing transcripts and service

of filed pleadings. White & Case also managed various data rooms used for sharing information among the Debtors, the Debtors' advisors, and third parties. In addition, White & Case communicated with various parties in interest regarding miscellaneous inquiries.

20. **B06 Case Strategy:** White & Case attorneys continuously analyzed the Debtors' strategy, and senior attorneys met regularly with the Debtors' management, co-advisors, and various stakeholders to discuss case strategy.

21. **B07 Claims Administration & Objections:** White & Case attorneys advised the Debtors on a wide variety of issues regarding the claims asserted against the estates. Initially, White & Case prepared, filed and prosecuted a motion to set a bar date, which the Court approved. [Docket Nos. 589, 636]. As of the bar date, claimants filed approximately 1,800 proofs of claim asserting over \$23 billion in purported claims, plus certain unliquidated and contingent claims. To ensure an accurate claims register for purposes of claims allowance and distributions, White & Case and the co-advisors led a comprehensive claims review and reconciliation process. White & Case filed a motion to approve omnibus claims objection procedures, which the Court approved. [Docket Nos. 952, 1209]. White & Case filed approximately 31 omnibus claims objections prior to the Confirmation Date [Docket Nos. 1214, 1216, 1218, 1220, 1222, 1224, 1226, 1229, 1396, 1398, 1400, 1402, 1404, 1406, 1512, 1514, 1516, 1518, 1520, 1522, 1524, 1541, 1543, 1755, 1757, 1759, 1761, 1763, 1765, 1767] and several more after the Confirmation Date [Docket Nos. 2580, 2582, 2584, 2586, 2588, 2590, 2592]. The Court entered orders sustaining certain of the Debtors' omnibus claims objections, thereby disallowing (or reducing and allowing) certain claims as proposed by the Debtors prior to the Confirmation Date [Docket Nos. 1596–1601, 1707, 1717–1719, 1730, 1883–1887, 1892–1893, 1971, 2057–2059, 2141–2143, 2307–2310] and after the Confirmation Date [Docket Nos. 2554]. The Debtors also prepared and filed individual claim

objections to many significant claims, including FLNG for its contract and subrogation claims [Docket Nos. 1187, 1188], Alfred Miller Contracting Company [Docket No. 1509], CB&I [Docket No. 1510], Chiyoda [Docket No. 1511], IBM [Docket No. 1565], Commonwealth Electric Company of the Midwest [Docket No. 2336], and Integrated Power Company [Docket No. 2409]. White & Case also advised the Debtors in negotiating various stipulations with claimants prior to the Confirmation Date [Docket Nos. 749, 769, 780, 1340, 1345, 1475, 1566, 1567, 1708, 2019, 2111, 2126, 2140, 2284, 2347, 2352] and after the Confirmation Date [Docket Nos. 2485, 2513, 2528, 2552, 2555]. White & Case also advised the Debtors in negotiating certain settlement motions [Docket Nos. 2285, 2291]. White & Case also advised the Debtors regarding a motion by Omaha Public Power District for allowance of an administrative expense claim [Docket No. 2176], to which the Debtors filed an objection after the Confirmation Date [Docket No. 2500]. White & Case also advised the Debtors regarding many significant project-related claims, including those relating to the GPX and FLNG projects, and WARN claims asserted by the Debtors' former employees, and prepared, filed, and prosecuted the Debtors' motion to enforce the GPX Settlement [Docket No. 1694].

22. **B09 Creditor Meetings & Statutory Committees:** White & Case regularly interacted with the Committee and other creditors regarding matters related to these chapter 11 cases. This included: (a) conferring with the U.S. Trustee and the Committee at the time of its formation and shortly thereafter; (b) negotiating an NDA with the Committee prior to sharing confidential information with the Committee; (c) responding to the Committee's diligence requests, including by producing documents; (d) negotiating with the Committee regarding various issues in these chapter 11 cases, including cash collateral use and treatment of trade creditors; (e) negotiating with the Committee regarding the terms of the Plan, which ultimately resulted in the

Committee supporting the Plan [Docket No. 2123]; (f) preparing for and attending the section 341 meeting of creditors; and (g) regularly meeting with the bank/lender group regarding various issues.

23. **B10 Employee Compensation & Benefits:** White & Case advised the Debtors regarding several employee issues, primarily related to compensation and benefits, including deferred compensation and, ERISA issues.

24. **B11 Exclusivity, Plan & Disclosure Statement:** White & Case: (a) prepared and filed several Plan-related documents, including: (1) three exclusivity extension motions [Docket Nos. 933, 1690, 2436]; (2) a motion to approve the Disclosure Statement [Docket No. 1322]; (3) several versions of the Disclosure Statement [Docket Nos. 1108, 1134, 1320, 1374, 1394, 1953, 1979, 1986]; (4) several versions of the Plan [Docket Nos. 1107, 1133, 1319, 1373, 1393, 1952, 1978, 2362]; (5) several Plan supplements [Docket Nos. 2080, 2150, 2316, 2406, 2417, 2732]; (6) several other pleadings in support of confirmation of the Plan, including a confirmation brief [Docket No. 2361] and declarations in support thereof [Docket Nos. 2380, 2381, 2399]; and (7) the proposed Confirmation Order [Docket No. 2431]; (b) prepared for the hearings on each of the foregoing pleadings; and (c) negotiated with parties in interest regarding the relief requested in such pleadings.

25. **B12 Executory Contracts & Unexpired Leases:** White & Case analyzed the Debtors' executory contracts and unexpired leases, including: (a) conducting factual and legal research regarding such executory contracts and unexpired leases and advising the Debtors which executory contracts and unexpired leases to assume or reject; (b) drafting and prosecuting omnibus motions to assume and assign [Docket Nos. 767, 1691] and omnibus motions to reject [Docket Nos. 591, 730, 951]; (c) negotiating and drafting stipulations and settlements with contract

counterparties and lessors resolving issues regarding such executory contracts and unexpired leases [E.g., Docket Nos. 1735, 1866]; (d) preparing schedules related to the cure costs of assumed executory contracts and unexpired leases; and (e) responding to a motion to compel filed by certain parties.

26. **B13 Financing – Cash Collateral & Case Financing:** White & Case advised the Debtors regarding several issues related to their financing of these chapter 11 cases, including: (i) prosecuting a motion to allow the Debtors to use their cash collateral [Docket No. 24], which led to the entry of eight interim cash collateral orders [Docket Nos. 34, 298, 485, 709, 1176, 1676, 2135, 2573]; (ii) assisting the Debtors with complying with the requirements of the cash collateral orders; (iii) regularly meeting with the bank group regarding various issues in these chapter 11 cases; (iv) addressing various issues related to the Debtors' letters of credit; and (v) reviewing and analyzing various financial documents, including financial statements, cash forecasts, and budgets.

27. **B14 Financing – Exit:** White & Case advised the Debtors regarding exit financing, including: (a) structuring requests for any such financing; (b) communicating and negotiating with the Debtors' stakeholders and potential lenders regarding exit financing and responding to diligence requests; (c) reviewing, analyzing, and discussing potential alternative exit financing sources and proposals; and (d) drafting and negotiating an intercreditor agreement.

28. **B15 First Day Pleadings:** White & Case prepared and filed customary first day motions, including a joint administration motion [Docket No. 2], a motion to extend the time to file schedules [Docket No. 4], an insurance motion [Docket No. 5], a tax motion [Docket No. 6], a critical vendors motion [Docket No. 8], a claims agent motion [Docket No. 9], a utility motion [Docket No. 10], a PII redaction motion [Docket No. 11], a wages motion [Docket No. 12], a cash management motion [Docket No. 13], and a cash collateral motion [Docket No. 24], as well as the

First Day Declaration in support of such motions [Docket No. 7]. White & Case conferred with parties and revised the proposed orders based on feedback from those parties and the Court, which orders were later entered by the Court, both on an interim and final basis [Docket Nos. 21–23, 34, 47–48, 56–60, 80–81, 284–285]

29. **B16 Hearings & Court Matters:** White & Case attorneys attended many Court hearings and status conferences on behalf of the Debtors, including on May 21 and 22, June 17, 26, and 27, July 10, 15, and 24, August 12 and 15, September 5, 6, 9, 10, 20, 24, and 30, October 15, 22, 25, and 29, November 12, 13, 18, and 25, December 3, 9, 12, 13, and 16, 2024, and January 9, 22, and 23, February 3, 7, 13, 19, and 26, 2025. In connection with these hearings, White & Case prepared agendas binders, demonstratives, witness and exhibit lists, and other materials for use during the hearings and status conferences.

30. **B17 Insurance & Surety Issues:** White & Case advised the Debtors regarding several insurance and surety issues, including: (a) communicating and negotiating with insurance providers and sureties; (b) researching and reviewing applicable state and federal law; (c) reviewing and analyzing insurance policies and surety bonds; and (d) drafting, filing, and prosecuting an insurance premium financing motion [Docket No. 1186], a new insurance program motion [Docket No. 1244], and an additional premium financing motion [Docket No. 1474].

31. **B18 Litigation & Discovery:** White & Case advised the Debtors on numerous disputes, including (i) the GPX Settlement and related matters [Docket Nos. 792, 833, 2150-8], including the GPX Excess Claims Stipulation; (ii) the adversary proceeding *Zachry Holdings, Inc. v. Omaha Public Power District*, Adversary No. 25-03025, and related asserted administrative claim; (iii) certain litigation initiated by FLNG Liquefaction, LLC against Zachry Industrial, Inc. as well as CB&I and Chiyoda, and the related adversary proceeding *FLNG Liquefaction, LLC v.*

CB&I Inc., Adversary No. 24-03195; (iv) the WARN class action complaint filed in *Lamotte v. Zachry Industrial, Inc.*, Adversary No. 24-03122, and related settlement [Docket No. 1030]; (v) the Brignac adversary proceeding, *Zachry Holdings, Inc. v. Brignac*, Adv. Case No. 24-03146; (vi) the FLNG subrogation suit removed from state court, *FLNG Liquefaction, LLC v. Zachry Industrial, Inc.*, Adv. Case No. 24-03189; (vii) the Allianz subrogation suit removed from state court, *Allianz Global Risks US Ins. Co. v. Zachry Industrial, Inc.*, Adv. Case No. 24-3190; (viii) certain other disputes with the Debtors' former joint venture partners Chiyoda and CB&I; (ix) informal and formal objections or comments to confirmation of the Plan; and (x) other litigation matters impacting or impacted by these chapter 11 cases. White & Case attorneys conducted significant factual research (including investigations and document review) and legal research, drafted numerous pleadings (including motions, responses, replies, and objections), strategized regarding litigation matters, negotiated and drafted settlements with opposing parties, and engaged in discovery (including reviewing documents for production, drafting or reviewing written discovery requests and subpoenas, and preparing for depositions).

32. **B19 Mediation:** White & Case negotiated and drafted a joint stipulation and agreed mediation order, which was later entered by the Court [Docket Nos. 97, 118]. White & Case also advised the Debtors in preparing for and attending these mediation sessions and other settlement efforts. In connection with same, White & Case: (1) communicated with the Debtors and relevant parties regarding the scope, timing, and other matters related to the mediation; (2) reviewed and analyzed relevant materials and documentation; and (3) researched, negotiated, drafted, and revised a settlement agreement, proposed order, and related documentation with opposing parties.

33. **B20 Nonworking Travel:** White & Case attorneys traveled in connection with their representation of the Debtors in these chapter 11 cases, usually to/from San Antonio, Texas

or other locations to meet with the client or to/from Houston, Texas to attend hearings, status conferences, lender meetings, and mediation sessions.

34. **B21 Professional Retention & Fees – W&C:** White & Case prepared and filed on behalf of the Debtors the Retention Application to retain White & Case as the Debtors' counsel [Docket No. 217], which was later approved by the Court [Docket No. 441]. In connection with its retention application, White & Case prepared and filed several supplemental declarations [Docket Nos. 647, 995, 1175, 1470, 1918, 2433]. White & Case also prepared and filed nine Monthly Fee Statements [Docket Nos. 460, 729, 945, 1136, 1362, 1644, 1915, 2170, 2575] and two Interim Fee Applications [Docket Nos. 996, 1645], and began preparing this Application.

35. **B22 Professional Retention & Fees – Other:** White & Case assisted in preparing and filing retention applications for the Debtors' co-advisors [Docket Nos. 218–220, 319–320, 1102, 1901] and revised the proposed orders following input from parties [Docket Nos. 440, 442–443, 482–483, 1159, 1982]. White & Case also assisted the Debtors' co-advisors regarding the preparation, filing, and service of their fee statements and applications. In addition, White & Case prepared and filed an ordinary course professionals motion [Docket No. 165], which was later approved by the Court [Docket No. 341], and prepared and filed several notices adding professionals to the ordinary course professionals list [Docket Nos. 307, 900, 940, 964]. White & Case conferred with ordinary course professionals regarding the preparation of their ordinary course professionals declarations and filed same after they were finalized [Docket Nos. 413–420, 467–471, 500–503, 563, 599, 620–621, 628–629, 901, 941, 965, 2115]. White & Case also prepared and filed a compensation procedures motion [Docket No. 164], which the Court later approved [Docket No. 342].

36. **B23 Reports, Schedules & U.S. Trustee Issues:** White & Case conferred with the U.S. Trustee regarding several issues in the case, including the first day motions, the Debtors' reporting requirements, creditor contact information, and the section 341 meeting and initial debtor interview. White & Case also advised the Debtors regarding preparing for and attending the section 341 meeting and initial debtor interview. White & Case, together with its co-advisors, assisted the Debtors in preparing their monthly operating reports, and in preparing the schedules of assets and liabilities (original and amended) [Docket Nos. 511–531, 855–865, 1564, 1770–1776, 2401–2404] and statements of financial affairs [Docket Nos. 532–552], including the global notes for each. White & Case also prepared and filed a motion to extend the filing deadline for the Debtors' schedules and statements of financial affairs.

37. **B24 Tax Issues:** White & Case advised the Debtors regarding several tax issues, with a primary focus on the tax disclosures included in the Disclosure Statement.

38. **B25 Vendor & Utility Issues:** White & Case advised the Debtors regarding matters relating to vendors and utilities, including advising the Debtors on vendor, supplier, and utility disputes and communications, negotiating and securing approval of trade agreements and stipulations (including critical vendor agreements), communicating with vendors and other parties regarding certain payments and obligations affected by the GPX settlement, drafting and negotiating waivers related to payment of vendors by third parties, tracking and analyzing filed mechanic's and materialman's liens, collaborating with the Debtors' co-advisors to respond effectively to any vendor or utility concerns, and communicating with the Committee with respect to such concerns.

39. White & Case attorneys and paraprofessionals expended, and White & Case billed, a total of 18,473.1 hours in connection with these chapter 11 cases during the Final Period. All

services rendered by White & Case for which compensation is sought pursuant to this Application were rendered solely to or on behalf of the Debtors. No payments were received by White & Case from any source other than the Debtors for services rendered or to be rendered in connection with these chapter 11 cases.

40. In the ordinary course of White & Case's practice, White & Case maintains a record of expenses incurred in the rendition of professional services required by the Debtors and their estates for which reimbursement is sought. As noted above, a summary of White & Case's expenses for the Third Interim Period is attached as **Exhibit D** and for the Final Period is attached as **Exhibit H**. The expenses incurred for which White & Case seeks reimbursement include, but are not limited to, filing fees, travel expenses (including airfare, hotel, and taxis), and meals. These charges are intended to reimburse White & Case's direct operating costs, which are not incorporated into White & Case's hourly billing rates. White & Case charges external costs at the vendor's cost without markup.

Legal Analysis for Allowance of Compensation and Reimbursement of Expenses

41. By this Application, White & Case seeks allowance of compensation for professional services rendered in the amount of \$24,590,226.50 and reimbursement of actual and necessary expenses in the amount of \$95,018.16 that White & Case incurred for the Final Period. The blended rate of all White & Case timekeepers in this Application for the Final Period is \$1,333. In support of the Application, White & Case submits its prior Monthly Fee Statements and Interim Fee Applications, which are incorporated herein by reference.

42. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C.

§ 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (e) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

43. This Application readily meets the standards of section 330 and applicable case law for compensation for services rendered on behalf of the Debtors' estates and for the administration of these chapter 11 cases.

44. White & Case respectfully submits that the professional services for which it seeks compensation in this Application were, at the time rendered, reasonable, necessary for, beneficial to, and appropriate to the Debtors, their estates, and the administration of these chapter 11 cases. White & Case further believes that it performed the services for the Debtors economically, effectively, and efficiently, and that the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' constituents. White & Case strives to be efficient in the staffing of matters and believes that it has done so here. White & Case further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

45. White & Case respectfully submits that the rates that it charged in this Application are reasonable. During the Final Period, White & Case's hourly billing rates as billed to the Debtors' estates ranged from \$1,600 to \$2,350 for partners, \$1,470 to \$1,630 for counsel, \$795 to \$1,520 for associates and staff attorneys, and \$450 to \$560 for paraprofessionals. The hourly rates and corresponding rate structure utilized by White & Case in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by White & Case for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases. Moreover, White & Case's hourly rates are set at a level designed to compensate White & Case fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.⁵

46. Over 88% of the hours worked were by attorneys within White & Case's Financial Restructuring and Insolvency Practice, a practice which enjoys a national and international reputation for its expertise in restructurings. In addition, due to the facts and circumstances of these chapter 11 cases, attorneys from White & Case's Commercial Litigation Practice also played a significant role in White & Case's representation of the Debtors. The Commercial Litigation Practice likewise enjoys a national and international reputation for its expertise. Overall, White &

⁵ White & Cases's standard billing rates increased effective January 1, 2025. [Docket No. 441].

Case brought to these chapter 11 cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

47. The time constraints imposed by the circumstances of these chapter 11 cases required White & Case attorneys and other employees to devote significant time during the evenings and on weekends to perform services on behalf of the Debtors, as noted above. These services were essential to meet deadlines, respond to daily inquiries from various creditors, vendors, and other parties in interest on a timely basis, satisfy the demands of the Debtors' businesses, and ensure the orderly administration of their estates.

48. In conclusion, the services provided by White & Case have been necessary to the administration of the Debtors' estates in the Final Period, and beneficial at the time at which the services were rendered toward the successful prosecution of the Debtors' cases. Further, White & Case performed the services within a reasonable amount of time commensurate with the complexity, importance, nature of the problems, issues, and tasks addressed on behalf of the Debtors' estates. Finally, the compensation sought is reasonable based on the customary compensation charged by comparably skilled practitioners in bankruptcy cases filed in this district. White & Case requests that the Court determine that the nature, extent, and value of these services were appropriate under the circumstances at the time the services were rendered.

49. As a result of its representation of the Debtors in these chapter 11 cases, White & Case incurred expenses which it billed to the Debtors' estates. The disbursements for such services are not included in White & Case's overhead for the purpose of setting billing rates and White & Case has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases. Among other

things, White & Case makes sure that all expenses for which it seeks reimbursement were reasonable and appropriate, including discovery expenses, travel expenses (including airfare, hotel expenses, taxis, and travel meals), filing fees, and transcripts.

50. Throughout these chapter 11 cases, White & Case regularly reviewed its bills to ensure that the Debtors are only billed for fees and expenses that were actual and necessary and, where appropriate, prorated. In that regard, White & Case regularly waived certain fees and expenses as appropriate. In the Final Period, White & Case voluntarily reduced its fees by \$843,936.00 (~3.3%) and expenses by \$32,938.97 (~25.5%). Further, in connection with the First Interim Application, White & Case agreed to a voluntary reduction of \$30,804.00 in fees and \$1,000.00 in expenses. Consequently, White & Case does not seek payment of such fees or expenses in the Application which it had previously voluntarily reduced.

51. Although White & Case has made every effort to include all fees earned and expenses incurred during the Final Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Final Period. White & Case reserves the right to make further applications to this Court for allowance of such fees and expenses not included herein. Subsequent applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, the Compensation Procedures Order, the Confirmation Order, and Plan.

WHEREFORE, White & Case requests that the Court enter an order, substantially in the form attached hereto, granting final allowance of and payment of any unpaid portion of (a) compensation for professional services to the Debtors in the amount of \$24,590,226.50 for fees earned by White & Case for professional services to the Debtors during the Final Period, and (b) reimbursement of 100% of the actual and necessary expenses incurred by White & Case during

the Final Period in connection with such services in the amount of \$95,018.16, for a total award of \$24,685,244.66 for the Final Period.

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Dated: April 18, 2025
Houston, Texas

/s/ Charles R. Koster

WHITE & CASE LLP

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*Counsel to the Debtors and
Debtors in Possession*

Certificate of Service

I certify that on April 18, 2025, I caused a copy of the foregoing document to be served via the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Charles R. Koster

Charles R. Koster

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
ZACHRY HOLDINGS, INC., <i>et al.</i> ¹)	
)	Case No. 24-90377 (MI)
Reorganized Debtors.)	(Jointly Administered)
)	

**FINAL ORDER ALLOWING COMPENSATION
AND REIMBURSEMENT OF EXPENSES**
(Docket No. ____)

The Court has considered the combined third interim and final application for compensation and reimbursement of expenses filed by White & Case LLP (the “Applicant”). The Court orders:

1. The Applicant is allowed compensation and reimbursement of expenses in the amount of \$24,685,244.66 for the period set forth in the application.
2. The compensation and reimbursement of expenses allowed in this order and all previous interim allowances of compensation and reimbursement of expenses are approved on a final basis.
3. The Reorganized Debtors are authorized to disburse any unpaid amounts allowed by paragraphs 1 or 2 of this Order.

MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE

¹ The last four digits of Zachry Holdings, Inc’s tax identification number are 6814. A complete list of each of the Reorganized Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at www.veritaglobal.net/ZHI. The location of the Reorganized Debtors’ service address in these chapter 11 cases is: P.O. Box 240130, San Antonio, Texas 78224.

Exhibit A**Summary of Total Fees and Hours by Timekeeper
for Third Interim Period**

Name	Title	Year Adm.	Areas of Expertise	Hours	Rate	Fees
Andolina, Michael	Partner	1999	Commercial Litigation Practice	32.4	\$2,000.00	\$64,800.00
				39.6	\$2,200.00	\$87,120.00
Aquije, Alonso	Associate	2022	Financial Restructuring & Insolvency (FRI) Practice	44.7	\$900.00	\$40,230.00
				131.9	\$1,110.00	\$146,409.00
Cuevas, Guillermo	Project Manager - Litigation Support	N/A	Practice Technology - Disputes	16.6	\$490.00	\$8,134.00
Delgado, Gabriela	Associate	2023	Financial Restructuring & Insolvency (FRI) Practice	85.1	\$795.00	\$67,654.50
				114.9	\$990.00	\$113,751.00
Deutsch, Russell	Associate	2019	Securities Practice	15.3	\$1,420.00	\$21,726.00
Dreier, David	Partner	1995	Tax Practice	0.7	\$2,150.00	\$1,505.00
				6.0	\$2,350.00	\$14,100.00
Ericksen, A.J.	Partner	2005	Securities Practice	27.8	\$2,200.00	\$61,160.00
Fischer, Jason	Project Manager - Litigation Support	N/A	Timekeeper Pool	12.0	\$490.00	\$5,880.00
Fishbien, Nir	Associate	2018	Tax Practice	3.5	\$1,250.00	\$4,375.00
				25.3	\$1,420.00	\$35,926.00
Freund, Leah	Associate	2021	Commercial Litigation Practice	8.2	\$1,220.00	\$10,004.00
Garr, Laura	Partner	2010	Commercial Litigation Practice	82.7	\$1,790.00	\$148,033.00
Gershenfeld, Andrew	Associate	2018	Commercial Litigation Practice	268.1	\$1,470.00	\$394,107.00
Guzina, Bojan	Partner	2002	Financial Restructuring & Insolvency (FRI) Practice	123.6	\$2,000.00	\$247,200.00
				329.5	\$2,350.00	\$774,325.00
Hartman, Mac	Associate	2021	Debt Finance Practice	2.8	\$1,020.00	\$2,856.00
He, Fan	Counsel	2007	Financial Restructuring & Insolvency (FRI) Practice	160.3	\$1,470.00	\$235,641.00
				270.7	\$1,630.00	\$441,241.00
Hirshorn, Deanna	Legal Assistant	N/A	Financial Restructuring & Insolvency (FRI) Practice	39.8	\$450.00	\$17,910.00
				103.6	\$490.00	\$50,764.00
Ho, Jason	Associate	2022	Commercial Litigation Practice	15.4	\$1,220.00	\$18,788.00
Hong, Alice	Associate	2020	Commercial Litigation Practice	23.6	\$1,370.00	\$32,332.00
Hunt, Zachary	Associate	2024	Financial Restructuring & Insolvency (FRI) Practice	60.7	\$795.00	\$48,256.50

				86.6	\$870.00	\$75,342.00
Hurley, Sophia	Associate	2024	Financial Restructuring & Insolvency (FRI) Practice	51.7	\$795.00	\$41,101.50
				231.2	\$870.00	\$201,144.00
Kava, Sam	Associate	2020	Financial Restructuring & Insolvency (FRI) Practice	29.0	\$1,110.00	\$32,190.00
				42.5	\$1,280.00	\$54,400.00
Konstantynovski, Alex	Associate	2022	Financial Restructuring & Insolvency (FRI) Practice	75.3	\$1,110.00	\$83,583.00
				255.7	\$1,280.00	\$327,296.00
Koster, Charles	Partner	2009	Financial Restructuring & Insolvency (FRI) Practice	89.7	\$1,720.00	\$154,284.00
				271.5	\$1,900.00	\$515,850.00
Lingle, Barrett	Associate	2020	Financial Restructuring & Insolvency (FRI) Practice	6.0	\$1,160.00	\$6,960.00
				14.5	\$1,370.00	\$19,865.00
Ludovici, Stephen	Staff Attorney	2014	Financial Restructuring & Insolvency (FRI) Practice	34.7	\$1,020.00	\$35,394.00
				46.7	\$1,110.00	\$51,837.00
Medina, Ennely	Associate	2023	Commercial Litigation Practice	15.8	\$795.00	\$12,561.00
				22.9	\$990.00	\$22,671.00
Meijling, Christian	Associate	N/A	Debt Finance Practice	14.3	\$1,110.00	\$15,873.00
Miller, Callahan	Associate	2019	Commercial Litigation Practice	1.4	\$1,160.00	\$1,624.00
Obiozor, Chikaodi	Associate	2021	Commercial Litigation Practice	19.9	\$1,280.00	\$25,472.00
O'Neill, Andrew	Partner	2005	Financial Restructuring & Insolvency (FRI) Practice	145.1	\$1,720.00	\$249,572.00
				384.9	\$1,900.00	\$731,310.00
Pallin, Brett	Partner	2014	Debt Finance Practice	5.4	\$1,600.00	\$8,640.00
				123.8	\$1,790.00	\$221,602.00
Precht, Sylvia	Associate	2022	Commercial Litigation Practice	17.3	\$1,220.00	\$21,106.00
Protic, Maria	Associate	2021	Financial Restructuring & Insolvency (FRI) Practice	127.8	\$1,020.00	\$130,356.00
				260.4	\$1,220.00	\$317,688.00
Repel, Noah	Associate	2021	Commercial Litigation Practice	19.7	\$1,220.00	\$24,034.00
Rogan, Reed	Associate	2021	Financial Restructuring & Insolvency (FRI) Practice	111.6	\$1,110.00	\$123,876.00
				71.2	\$1,220.00	\$86,864.00
Rosenberg, Erin	Partner	2012	Financial Restructuring & Insolvency (FRI) Practice	7.2	\$1,600.00	\$11,520.00
				42.7	\$1,790.00	\$76,433.00
Rudolph, Andrew	Associate	2021	Financial Restructuring & Insolvency (FRI) Practice	98.6	\$1,110.00	\$109,446.00
				347.6	\$1,280.00	\$444,928.00
Saunders, Coleman	Associate	2021	Commercial Litigation Practice	11.0	\$1,280.00	\$14,080.00
Sharpstene, Ryan	Associate	N/A	Pool Associates - Corporate	40.2	\$870.00	\$34,974.00
Simkins, Clint	Associate	2023	Financial Restructuring & Insolvency (FRI) Practice	123.1	\$795.00	\$97,864.50

				301.6	\$990.00	\$298,584.00
Sklar, Hannelore	Associate	2017	Commercial Litigation Practice	26.9	\$1,520.00	\$40,888.00
Swingle, Adam	Associate	2018	Financial Restructuring & Insolvency (FRI) Practice	123.4	\$1,250.00	\$154,250.00
				368.2	\$1,420.00	\$522,844.00
Van Kooten, Jessy	Associate	2020	Debt Finance Practice	6.5	\$1,370.00	\$8,905.00
Venes, Aileen	Legal Assistant	N/A	Financial Restructuring & Insolvency (FRI) Practice	11.3	\$450.00	\$5,085.00
				18.0	\$490.00	\$8,820.00
Zakia, Jason	Partner	1999	Commercial Litigation Practice	2.1	\$2,000.00	\$4,200.00
				107.4	\$2,200.00	\$236,280.00
Sub Total				6,257.2		\$8,755,825.00
Additional Reduction						(\$75,000.00)
Grand Total						\$8,680,825.00

Exhibit B**Summary of Total Fees and Hours by Project Category
for Third Interim Period**

Cat. No.	Project Category Description	Total Hours	Total Fees
B01	Asset Analysis, Sale & Disposition	0.0	\$0.00
B02	Automatic Stay Issues	17.1	\$17,016.00
B03	Avoidance Actions & Other Asset Recovery	63.3	\$82,242.00
B04	Business Operations Issues	29.9	\$42,467.00
B05	Case Administration	284.1	\$358,920.00
B06	Case Strategy	126.0	\$249,121.00
B07	Claims Administration & Objections	1,719.3	\$2,180,777.00
B08	Corporate Advice & Board Meetings	2.5	\$4,750.00
B09	Creditor Meetings & Statutory Committees	58.9	\$115,696.00
B10	Employee Compensation & Benefits	5.6	\$7,749.00
B11	Exclusivity, Plan & Disclosure Statement	1,965.9	\$2,783,171.00
B12	Executory Contracts & Unexpired Leases	204.2	\$246,647.00
B13	Financing – Cash Collateral & Case Financing	48.7	\$83,996.50
B14	Financing - Exit	340.5	\$585,452.00
B15	First Day Pleadings	0.0	\$0.00
B16	Hearings & Court Matters	173.1	\$279,277.50
B17	Insurance & Surety Issues	0.4	\$688.00
B18	Litigation & Discovery	841.0	\$1,268,543.00
B19	Mediation	0.0	\$0.00
B20	Nonworking Travel	20.2	\$32,146.00
B21	Professional Retention & Fees – W&C	105.1	\$105,775.00
B22	Professional Retention & Fees – Other	120.0	\$146,127.50
B23	Reports, Schedules & U.S. Trustee Issues	16.9	\$16,852.00
B24	Tax Issues	37.0	\$58,361.00
B25	Vendor & Utility Issues	77.5	\$90,050.50
	Sub Total	6,257.2	\$8,755,825.00
	Additional Reduction		(\$75,000.00)
	Grand Total		\$8,680,825.00

Exhibit C**Summary of Total Fees and Hours by Project Category & Timekeeper
for Third Interim Period**

Cat. No.	Project Category Description	Name	Hours	Fees
B02	Automatic Stay Issues	Hirshorn, Deanna	0.5	\$225.00
		Hurley, Sophia	7.8	\$6,201.00
		Konstantynovski, Alex	6.3	\$7,758.00
		O'Neill, Andrew	0.2	\$344.00
		Simkins, Clint	1.0	\$795.00
		Swingle, Adam	1.3	\$1,693.00
B02 Total			17.1	\$17,016.00
B03	Avoidance Actions & Other Asset Recovery	Aquije, Alonso	2.5	\$2,775.00
		Guzina, Bojan	0.9	\$2,115.00
		O'Neill, Andrew	1.5	\$2,724.00
		Protic, Maria	25.3	\$28,346.00
		Rosenberg, Erin	0.2	\$320.00
		Rudolph, Andrew	2.0	\$2,560.00
		Swingle, Adam	30.9	\$43,402.00
		B03 Total		
B04	Business Operations Issues	Andolina, Michael	0.5	\$1,100.00
		Guzina, Bojan	1.1	\$2,340.00
		Koster, Charles	2.3	\$3,956.00
		O'Neill, Andrew	13.5	\$24,282.00
		Simkins, Clint	11.4	\$9,414.00
		Swingle, Adam	1.1	\$1,375.00
B04 Total			29.9	\$42,467.00
B05	Case Administration	Andolina, Michael	2.9	\$6,060.00
		Aquije, Alonso	13.4	\$14,055.00
		Delgado, Gabriela	8.9	\$8,226.00
		Gershenfeld, Andrew	1.2	\$1,764.00
		Guzina, Bojan	29.0	\$64,335.00
		He, Fan	12.4	\$19,620.00
		Hirshorn, Deanna	44.0	\$21,204.00
		Hunt, Zachary	1.9	\$1,540.50
		Hurley, Sophia	10.5	\$8,895.00
		Konstantynovski, Alex	13.2	\$16,216.00
		Koster, Charles	29.5	\$53,872.00
		Lingle, Barrett	6.9	\$8,991.00
		Medina, Ennely	0.5	\$397.50
		Miller, Callahan	0.4	\$464.00
		O'Neill, Andrew	10.0	\$18,280.00
		Protic, Maria	0.7	\$814.00
		Rogan, Reed	12.1	\$14,113.00
		Rosenberg, Erin	2.3	\$4,060.00
		Rudolph, Andrew	17.1	\$21,463.00
		Simkins, Clint	35.2	\$33,288.00
Swingle, Adam	27.7	\$38,161.00		
Venes, Aileen	3.7	\$1,781.00		
Zakia, Jason	0.6	\$1,320.00		
B05 Total			284.1	\$358,920.00

B06	Case Strategy	Andolina, Michael	9.9	\$20,980.00
		Guzina, Bojan	66.5	\$145,565.00
		Konstantynovski, Alex	1.5	\$1,920.00
		O'Neill, Andrew	6.0	\$10,680.00
		Protic, Maria	10.7	\$12,414.00
		Rosenberg, Erin	0.3	\$518.00
		Rudolph, Andrew	4.8	\$6,144.00
		Simkins, Clint	2.0	\$1,980.00
		Sklar, Hannelore	1.4	\$2,128.00
		Swingle, Adam	4.6	\$6,532.00
		Zakia, Jason	18.3	\$40,260.00
B06 Total			126.0	\$249,121.00
B07	Claims Administration & Objections	Andolina, Michael	20.8	\$41,920.00
		Aquije, Alonso	83.8	\$86,634.00
		Delgado, Gabriela	166.8	\$151,755.00
		Guzina, Bojan	63.4	\$144,510.00
		He, Fan	334.9	\$527,039.00
		Hirshorn, Deanna	36.2	\$17,098.00
		Hunt, Zachary	123.6	\$104,569.50
		Hurley, Sophia	72.0	\$60,465.00
		Kava, Sam	69.6	\$84,481.00
		Konstantynovski, Alex	90.2	\$107,313.00
		Koster, Charles	67.5	\$123,822.00
		Lingle, Barrett	3.2	\$4,237.00
		Medina, Ennely	4.1	\$3,259.50
		O'Neill, Andrew	139.0	\$254,182.00
		Protic, Maria	71.9	\$83,738.00
		Rogan, Reed	0.7	\$777.00
		Rosenberg, Erin	5.2	\$8,434.00
		Rudolph, Andrew	25.5	\$32,079.00
		Simkins, Clint	235.0	\$216,036.00
		Swingle, Adam	93.8	\$122,639.00
		Venes, Aileen	12.1	\$5,789.00
B07 Total			1,719.3	\$2,180,777.00
B08	Corporate Advice & Board Meetings	Koster, Charles	2.5	\$4,750.00
B08 Total			2.5	\$4,750.00
B09	Creditor Meetings & Statutory Committees	Guzina, Bojan	20.3	\$45,605.00
		Koster, Charles	12.8	\$23,834.00
		O'Neill, Andrew	16.2	\$30,222.00
		Protic, Maria	1.7	\$1,894.00
		Rosenberg, Erin	7.9	\$14,141.00
B09 Total			58.9	\$115,696.00
B10	Employee Compensation & Benefits	Guzina, Bojan	0.4	\$940.00
		Konstantynovski, Alex	3.5	\$4,480.00
		Swingle, Adam	1.7	\$2,329.00
B10 Total			5.6	\$7,749.00
B11	Exclusivity, Plan & Disclosure Statement	Andolina, Michael	0.2	\$400.00
		Aquije, Alonso	70.0	\$76,356.00
		Delgado, Gabriela	10.8	\$10,692.00
		Deutsch, Russell	1.7	\$2,414.00
		Ericksen, A.J.	9.7	\$21,340.00
		Guzina, Bojan	158.3	\$358,320.00

		He, Fan	40.2	\$62,550.00
		Hirshorn, Deanna	24.2	\$11,830.00
		Hunt, Zachary	18.7	\$14,866.50
		Hurley, Sophia	143.3	\$123,906.00
		Konstantynovski, Alex	193.1	\$244,482.00
		Koster, Charles	150.6	\$282,792.00
		Lingle, Barrett	2.4	\$3,204.00
		O'Neill, Andrew	184.8	\$345,648.00
		Protic, Maria	266.5	\$308,690.00
		Rogan, Reed	57.0	\$63,270.00
		Rosenberg, Erin	1.1	\$1,950.00
		Rudolph, Andrew	225.9	\$287,231.00
		Sharpstene, Ryan	8.9	\$7,743.00
		Simkins, Clint	79.3	\$77,902.50
		Swingle, Adam	270.6	\$380,529.00
		Venes, Aileen	5.5	\$2,655.00
		Zakia, Jason	43.1	\$94,400.00
B11 Total			1,965.9	\$2,783,171.00
B12	Executory Contracts & Unexpired Leases	Guzina, Bojan	3.7	\$7,925.00
		He, Fan	4.5	\$7,159.00
		Hirshorn, Deanna	0.4	\$180.00
		Hunt, Zachary	2.1	\$1,827.00
		Hurley, Sophia	4.4	\$3,715.50
		Koster, Charles	3.5	\$6,020.00
		O'Neill, Andrew	5.4	\$9,594.00
		Protic, Maria	1.0	\$1,020.00
		Rogan, Reed	26.2	\$29,126.00
		Rudolph, Andrew	127.3	\$150,687.00
		Simkins, Clint	5.3	\$4,213.50
		Swingle, Adam	20.0	\$25,000.00
		Venes, Aileen	0.4	\$180.00
B12 Total			204.2	\$246,647.00
B13	Financing – Cash Collateral & Case Financing	Delgado, Gabriela	1.1	\$874.50
		Guzina, Bojan	3.3	\$7,125.00
		Hirshorn, Deanna	0.6	\$294.00
		Koster, Charles	2.6	\$4,832.00
		Lingle, Barrett	7.7	\$10,045.00
		O'Neill, Andrew	32.6	\$60,446.00
		Venes, Aileen	0.8	\$380.00
B13 Total			48.7	\$83,996.50
B14	Financing - Exit	Deutsch, Russell	13.6	\$19,312.00
		Ericksen, A.J.	18.1	\$39,820.00
		Guzina, Bojan	64.5	\$148,180.00
		Hartman, Mac	2.8	\$2,856.00
		Koster, Charles	14.1	\$24,900.00
		Meijling, Christian	14.3	\$15,873.00
		O'Neill, Andrew	26.0	\$46,754.00
		Pallin, Brett	129.2	\$230,242.00
		Rogan, Reed	4.1	\$4,551.00
		Rudolph, Andrew	1.3	\$1,443.00
		Sharpstene, Ryan	31.3	\$27,231.00
		Simkins, Clint	7.7	\$6,414.00

		Swingle, Adam	7.0	\$8,971.00
		Van Kooten, Jessy	6.5	\$8,905.00
B14 Total			340.5	\$585,452.00
B16	Hearings & Court Matters	Andolina, Michael	3.9	\$8,380.00
		Aquije, Alonso	2.9	\$3,219.00
		Delgado, Gabriela	0.7	\$556.50
		Guzina, Bojan	15.2	\$34,740.00
		He, Fan	25.9	\$40,457.00
		Hirshorn, Deanna	6.9	\$3,333.00
		Hunt, Zachary	1.0	\$795.00
		Kava, Sam	1.9	\$2,109.00
		Konstantynovski, Alex	9.5	\$11,582.00
		Koster, Charles	29.3	\$54,140.00
		Lingle, Barrett	0.3	\$348.00
		O'Neill, Andrew	10.1	\$18,632.00
		Protic, Maria	3.7	\$3,774.00
		Rosenberg, Erin	0.2	\$320.00
		Rudolph, Andrew	5.0	\$6,400.00
		Simkins, Clint	11.1	\$10,833.00
		Swingle, Adam	13.0	\$18,460.00
		Venes, Aileen	5.9	\$2,679.00
		Zakia, Jason	26.6	\$58,520.00
B16 Total			173.1	\$279,277.50
B17	Insurance & Surety Issues	O'Neill, Andrew	0.4	\$688.00
B17 Total			0.4	\$688.00
B18	Litigation & Discovery	Andolina, Michael	33.4	\$72,200.00
		Cuevas, Guillermo	16.6	\$8,134.00
		Delgado, Gabriela	11.7	\$9,301.50
		Fischer, Jason	12.0	\$5,880.00
		Freund, Leah	8.2	\$10,004.00
		Garr, Laura	82.7	\$148,033.00
		Gershenfeld, Andrew	266.9	\$392,343.00
		Guzina, Bojan	15.3	\$34,345.00
		He, Fan	3.3	\$5,283.00
		Hirshorn, Deanna	6.0	\$2,908.00
		Ho, Jason	15.4	\$18,788.00
		Hong, Alice	23.6	\$32,332.00
		Konstantynovski, Alex	8.7	\$10,728.00
		Koster, Charles	38.6	\$72,584.00
		Medina, Ennely	34.1	\$31,575.00
		Miller, Callahan	1.0	\$1,160.00
		Obiozor, Chikaodi	19.9	\$25,472.00
		O'Neill, Andrew	70.2	\$132,336.00
		Precht, Sylvia	17.3	\$21,106.00
		Repel, Noah	19.7	\$24,034.00
		Rogan, Reed	4.2	\$4,662.00
		Rosenberg, Erin	32.7	\$58,210.00
		Rudolph, Andrew	1.1	\$1,408.00
		Saunders, Coleman	11.0	\$14,080.00
		Simkins, Clint	25.2	\$24,460.50
		Sklar, Hannelore	25.5	\$38,760.00
		Swingle, Adam	15.8	\$22,436.00
		Zakia, Jason	20.9	\$45,980.00

B18 Total			841.0	\$1,268,543.00
B20	Nonworking Travel	Guzina, Bojan	3.8	\$8,930.00
		Konstantynovski, Alex	5.0	\$6,400.00
		O'Neill, Andrew	3.0	\$5,700.00
		Rudolph, Andrew	5.8	\$7,424.00
		Swingle, Adam	2.6	\$3,692.00
B20 Total			20.2	\$32,146.00
B21	Professional Retention & Fees – W&C	Guzina, Bojan	3.0	\$6,455.00
		Hirshorn, Deanna	10.3	\$4,775.00
		Hurley, Sophia	23.9	\$20,793.00
		Koster, Charles	1.1	\$2,018.00
		Ludovici, Stephen	66.7	\$71,562.00
		O'Neill, Andrew	0.1	\$172.00
B21 Total			105.1	\$105,775.00
B22	Professional Retention & Fees – Other	Andolina, Michael	0.4	\$880.00
		Aquije, Alonso	2.4	\$2,160.00
		Guzina, Bojan	4.1	\$9,390.00
		Hirshorn, Deanna	8.1	\$3,873.00
		Koster, Charles	6.2	\$11,474.00
		Ludovici, Stephen	14.7	\$15,669.00
		O'Neill, Andrew	4.2	\$7,602.00
		Rogan, Reed	78.5	\$94,241.00
		Simkins, Clint	0.5	\$397.50
		Venes, Aileen	0.9	\$441.00
B22 Total			120.0	\$146,127.50
B23	Reports, Schedules & U.S. Trustee Issues	Aquije, Alonso	1.6	\$1,440.00
		He, Fan	5.2	\$7,884.00
		Hirshorn, Deanna	6.2	\$2,954.00
		O'Neill, Andrew	0.7	\$1,204.00
		Rudolph, Andrew	1.4	\$1,588.00
		Simkins, Clint	1.8	\$1,782.00
B23 Total			16.9	\$16,852.00
B24	Tax Issues	Dreier, David	6.7	\$15,605.00
		Fishbien, Nir	28.8	\$40,301.00
		O'Neill, Andrew	1.0	\$1,900.00
		Rudolph, Andrew	0.5	\$555.00
B24 Total			37.0	\$58,361.00
B25	Vendor & Utility Issues	Guzina, Bojan	0.3	\$705.00
		He, Fan	4.6	\$6,890.00
		Hurley, Sophia	21.0	\$18,270.00
		Koster, Charles	0.6	\$1,140.00
		O'Neill, Andrew	5.1	\$9,492.00
		Protic, Maria	6.7	\$7,354.00
		Rudolph, Andrew	28.5	\$35,392.00
		Simkins, Clint	9.2	\$8,932.50
		Swingle, Adam	1.5	\$1,875.00
B25 Total			77.5	\$90,050.50

Exhibit D**Expense Summary
for Third Interim Period**

Category	Amount
Airfare	\$1,131.35
Computer Services	\$20.00
Court Costs	\$1,790.65
Deposition Transcripts	\$249.45
E-Discovery Data Hosting / Storage	\$134.23
E-Discovery Data Processing	\$381.50
E-Discovery Production	\$650.00
E-Discovery User Fees	\$1,350.00
Parking	\$42.00
Taxi - Business	\$354.36
Grand Total	\$6,103.54

Exhibit E**Summary of Total Fees and Hours by Timekeeper
for Final Period**

Name	Title	Year Adm.	Areas of Expertise	Hours	Rate	Fees
Andolina, Michael	Partner	1999	Commercial Litigation Practice	496.1	\$2,000.00	\$992,200.00
				39.6	\$2,200.00	\$87,120.00
Aquije, Alonso	Associate	2022	Financial Restructuring & Insolvency (FRI) Practice	593.4	\$900.00	\$534,060.00
				131.9	\$1,110.00	\$146,409.00
Barr, Kenneth	Counsel	1996	Employment Compensation & Benefits (ECB) Practice	37.7	\$1,470.00	\$55,419.00
Cuccaro, Sydney	Research Professional	N/A	Research	1.9	\$560.00	\$1,064.00
Cuevas, Guillermo	Project Manager - Litigation Support	N/A	Practice Technology - Disputes	16.6	\$490.00	\$8,134.00
Delgado, Gabriela	Associate	2023	Financial Restructuring & Insolvency (FRI) Practice	632.5	\$795.00	\$502,837.50
				114.9	\$990.00	\$113,751.00
Deutsch, Russell	Associate	2019	Securities Practice	15.3	\$1,420.00	\$21,726.00
Dodson, Chris	Partner	2005	Commercial Litigation Practice	1.5	\$1,600.00	\$2,400.00
Dreier, David	Partner	1995	Tax Practice	3.9	\$2,150.00	\$8,385.00
				6.0	\$2,350.00	\$14,100.00
Ericksen, A.J.	Partner	2005	Securities Practice	27.8	\$2,200.00	\$61,160.00
Fischer, Jason	Project Manager - Litigation Support	N/A	Timekeeper Pool	12.0	\$490.00	\$5,880.00
Fishbien, Nir	Associate	2018	Tax Practice	25.4	\$1,250.00	\$31,750.00
				25.3	\$1,420.00	\$35,926.00
Freund, Leah	Associate	2021	Commercial Litigation Practice	8.2	\$1,220.00	\$10,004.00
Garr, Laura	Partner	2010	Commercial Litigation Practice	82.7	\$1,790.00	\$148,033.00
Gershenfeld, Andrew	Associate	2018	Commercial Litigation Practice	268.1	\$1,470.00	\$394,107.00
Green, Jesse	Counsel	2007	Commercial Litigation Practice	83.6	\$1,470.00	\$122,892.00
Guerrieri, Will	Partner	2008	Financial Restructuring & Insolvency (FRI) Practice	294.0	\$1,600.00	\$470,400.00
Guzina, Bojan	Partner	2002	Financial Restructuring & Insolvency (FRI) Practice	1,133.7	\$2,000.00	\$2,267,400.00
				329.5	\$2,350.00	\$774,325.00
Hartman, Mac	Associate	2021	Debt Finance Practice	35.4	\$1,020.00	\$36,108.00
He, Fan	Counsel	2007	Financial Restructuring & Insolvency (FRI) Practice	1,062.4	\$1,470.00	\$1,561,728.00
				270.7	\$1,630.00	\$441,241.00
Hirshorn, Deanna	Legal Assistant	N/A	Financial Restructuring & Insolvency (FRI) Practice	344.7	\$450.00	\$155,115.00

				103.6	\$490.00	\$50,764.00
Ho, Jason	Associate	2022	Commercial Litigation Practice	15.4	\$1,220.00	\$18,788.00
Hong, Alice	Associate	2020	Commercial Litigation Practice	23.6	\$1,370.00	\$32,332.00
Hunt, Zachary	Associate	2024	Financial Restructuring & Insolvency (FRI) Practice	119.9	\$795.00	\$95,320.50
				86.6	\$870.00	\$75,342.00
Hurley, Sophia	Associate	2024	Financial Restructuring & Insolvency (FRI) Practice	225.1	\$795.00	\$178,954.50
				231.2	\$870.00	\$201,144.00
Kava, Sam	Associate	2020	Financial Restructuring & Insolvency (FRI) Practice	102.2	\$1,110.00	\$113,442.00
				42.5	\$1,280.00	\$54,400.00
Konstantynovski, Alex	Associate	2022	Financial Restructuring & Insolvency (FRI) Practice	328.6	\$1,110.00	\$364,746.00
				255.7	\$1,280.00	\$327,296.00
Koster, Charles	Partner	2009	Financial Restructuring & Insolvency (FRI) Practice	927.0	\$1,720.00	\$1,594,440.00
				271.5	\$1,900.00	\$515,850.00
Lingle, Barrett	Associate	2020	Financial Restructuring & Insolvency (FRI) Practice	500.0	\$1,160.00	\$580,000.00
				14.5	\$1,370.00	\$19,865.00
Ludovici, Stephen	Staff Attorney	2014	Financial Restructuring & Insolvency (FRI) Practice	241.0	\$1,020.00	\$245,820.00
				46.7	\$1,110.00	\$51,837.00
Marnin, Tal	Partner	1997	Employment Compensation & Benefits (ECB) Practice	4.2	\$1,600.00	\$6,720.00
Medina, Ennely	Associate	2023	Commercial Litigation Practice	74.9	\$795.00	\$59,545.50
				22.9	\$990.00	\$22,671.00
Meijling, Christian	Associate	N/A	Debt Finance Practice	14.3	\$1,110.00	\$15,873.00
Miller, Callahan	Associate	2019	Commercial Litigation Practice	360.0	\$1,160.00	\$417,600.00
Nahas, Arthur	Associate	2015	Debt Finance Practice	1.6	\$1,330.00	\$2,128.00
Obiozor, Chikaodi	Associate	2021	Commercial Litigation Practice	19.9	\$1,280.00	\$25,472.00
O'Neill, Andrew	Partner	2005	Financial Restructuring & Insolvency (FRI) Practice	1,166.9	\$1,720.00	\$2,007,068.00
				384.9	\$1,900.00	\$731,310.00
Pallin, Brett	Partner	2014	Debt Finance Practice	75.9	\$1,600.00	\$121,440.00
				123.8	\$1,790.00	\$221,602.00
Precht, Sylvia	Associate	2022	Commercial Litigation Practice	17.3	\$1,220.00	\$21,106.00
Protic, Maria	Associate	2021	Financial Restructuring & Insolvency (FRI) Practice	890.3	\$1,020.00	\$908,106.00
				260.4	\$1,220.00	\$317,688.00
Repel, Noah	Associate	2021	Commercial Litigation Practice	19.7	\$1,220.00	\$24,034.00
Rogan, Reed	Associate	2021	Financial Restructuring & Insolvency (FRI) Practice	619.6	\$1,110.00	\$687,756.00
				71.2	\$1,220.00	\$86,864.00
Rosenberg, Erin	Partner	2012	Financial Restructuring & Insolvency (FRI) Practice	198.3	\$1,600.00	\$317,280.00
				42.7	\$1,790.00	\$76,433.00
Rudolph, Andrew	Associate	2021	Financial Restructuring & Insolvency (FRI) Practice	1,052.7	\$1,110.00	\$1,168,497.00
				347.6	\$1,280.00	\$444,928.00

Saunders, Coleman	Associate	2021	Commercial Litigation Practice	11.0	\$1,280.00	\$14,080.00
Sharpstene, Ryan	Associate	N/A	Pool Associates - Corporate	40.2	\$870.00	\$34,974.00
Simkins, Clint	Associate	2023	Financial Restructuring & Insolvency (FRI) Practice	918.9	\$795.00	\$730,525.50
				301.6	\$990.00	\$298,584.00
Sklar, Hannelore	Associate	2017	Commercial Litigation Practice	26.9	\$1,520.00	\$40,888.00
Swingle, Adam	Associate	2018	Financial Restructuring & Insolvency (FRI) Practice	719.6	\$1,250.00	\$899,500.00
				368.2	\$1,420.00	\$522,844.00
Szuba, RJ	Associate	2017	Financial Restructuring & Insolvency (FRI) Practice	474.0	\$1,290.00	\$611,460.00
Urbina, Alondra	Associate	2022	Debt Finance Practice	0.9	\$1,020.00	\$918.00
Van Kooten, Jessy	Associate	2020	Debt Finance Practice	6.5	\$1,370.00	\$8,905.00
Venes, Aileen	Legal Assistant	N/A	Financial Restructuring & Insolvency (FRI) Practice	52.7	\$450.00	\$23,715.00
				18.0	\$490.00	\$8,820.00
Wagstaff, Justin	Partner	2004	Debt Finance Practice	8.5	\$2,000.00	\$17,000.00
Zakia, Jason	Partner	1999	Commercial Litigation Practice	19.7	\$2,000.00	\$39,400.00
				107.4	\$2,200.00	\$236,280.00
Sub Total				18,473.1		\$24,696,030.50
Additional Reduction						\$105,804.00
Grand Total						\$24,590,226.50

Exhibit F**Summary of Total Fees and Hours by Project Category
for Final Period**

Cat. No.	Project Category Description	Total Hours	Total Fees
B01	Asset Analysis, Sale & Disposition	89.7	\$118,748.50
B02	Automatic Stay Issues	320.3	\$394,972.50
B03	Avoidance Actions & Other Asset Recovery	63.3	\$82,242.00
B04	Business Operations Issues	401.8	\$612,222.50
B05	Case Administration	1,061.6	\$1,249,859.00
B06	Case Strategy	459.9	\$837,433.50
B07	Claims Administration & Objections	3,665.0	\$4,431,869.00
B08	Corporate Advice & Board Meetings	10.9	\$15,538.00
B09	Creditor Meetings & Statutory Committees	141.4	\$257,093.00
B10	Employee Compensation & Benefits	117.6	\$156,324.00
B11	Exclusivity, Plan & Disclosure Statement	4,240.2	\$5,598,200.00
B12	Executory Contracts & Unexpired Leases	1,203.1	\$1,455,034.00
B13	Financing – Cash Collateral & Case Financing	279.8	\$429,017.50
B14	Financing - Exit	708.4	\$1,138,545.50
B15	First Day Pleadings	61.1	\$73,862.00
B16	Hearings & Court Matters	452.8	\$714,593.00
B17	Insurance & Surety Issues	91.5	\$119,068.00
B18	Litigation & Discovery	2,584.6	\$3,771,548.50
B19	Mediation	575.9	\$973,773.00
B20	Nonworking Travel	101.0	\$180,059.00
B21	Professional Retention & Fees – W&C	345.7	\$350,386.00
B22	Professional Retention & Fees – Other	423.4	\$455,805.00
B23	Reports, Schedules & U.S. Trustee Issues	277.7	\$336,446.50
B24	Tax Issues	72.9	\$107,324.00
B25	Vendor & Utility Issues	723.5	\$836,066.50
	Sub Total	18,473.1	\$24,696,030.50
	Additional Reduction		\$105,804.00
	Grand Total		\$24,590,226.50

Exhibit G**Summary of Total Fees and Hours by Project Category & Timekeeper
for Final Period**

Cat. No.	Project Category Description	Name	Hours	Fees
B01	Asset Analysis, Sale & Disposition	Guzina, Bojan	1.7	\$3,400.00
		He, Fan	23.0	\$33,810.00
		Hirshorn, Deanna	1.5	\$675.00
		Koster, Charles	1.9	\$3,268.00
		Lingle, Barrett	0.4	\$464.00
		O'Neill, Andrew	21.3	\$36,636.00
		Protic, Maria	39.0	\$39,780.00
		Simkins, Clint	0.9	\$715.50
B01 Total			89.7	\$118,748.50
B02	Automatic Stay Issues	Andolina, Michael	12.0	\$24,000.00
		Aquije, Alonso	30.7	\$27,630.00
		Delgado, Gabriela	21.8	\$17,331.00
		Green, Jesse	40.1	\$58,947.00
		Guerrieri, Will	9.7	\$15,520.00
		Guzina, Bojan	1.7	\$3,400.00
		He, Fan	0.9	\$1,323.00
		Hirshorn, Deanna	2.7	\$1,215.00
		Hurley, Sophia	7.8	\$6,201.00
		Konstantynovski, Alex	6.3	\$7,758.00
		Koster, Charles	8.2	\$14,104.00
		Lingle, Barrett	0.3	\$348.00
		Miller, Callahan	47.5	\$55,100.00
		O'Neill, Andrew	6.3	\$10,836.00
		Protic, Maria	0.9	\$918.00
		Rogan, Reed	23.3	\$25,863.00
		Rosenberg, Erin	1.4	\$2,240.00
		Rudolph, Andrew	0.8	\$888.00
		Simkins, Clint	7.5	\$5,962.50
		Swingle, Adam	32.4	\$40,568.00
		Szuba, RJ	58.0	\$74,820.00
B02 Total			320.3	\$394,972.50
B03	Avoidance Actions & Other Asset Recovery	Aquije, Alonso	2.5	\$2,775.00
		Guzina, Bojan	0.9	\$2,115.00
		O'Neill, Andrew	1.5	\$2,724.00
		Protic, Maria	25.3	\$28,346.00
		Rosenberg, Erin	0.2	\$320.00
		Rudolph, Andrew	2.0	\$2,560.00
		Swingle, Adam	30.9	\$43,402.00
B03 Total			63.3	\$82,242.00
B04	Business Operations Issues	Andolina, Michael	0.7	\$1,500.00
		Aquije, Alonso	5.5	\$4,950.00
		Guzina, Bojan	71.0	\$142,140.00
		He, Fan	22.9	\$33,663.00
		Koster, Charles	3.5	\$6,020.00
		Lingle, Barrett	4.5	\$5,220.00
		O'Neill, Andrew	120.6	\$208,494.00
		Protic, Maria	1.0	\$1,020.00

		Rudolph, Andrew	15.4	\$17,094.00
		Simkins, Clint	18.7	\$15,217.50
		Swingle, Adam	27.9	\$34,875.00
		Szuba, RJ	110.1	\$142,029.00
B04 Total			401.8	\$612,222.50
B05	Case Administration	Andolina, Michael	26.1	\$52,460.00
		Aquije, Alonso	59.6	\$55,635.00
		Delgado, Gabriela	46.0	\$37,720.50
		Gershenfeld, Andrew	1.2	\$1,764.00
		Guzina, Bojan	111.2	\$228,735.00
		He, Fan	83.4	\$123,990.00
		Hirshorn, Deanna	196.5	\$89,829.00
		Hunt, Zachary	6.5	\$5,197.50
		Hurley, Sophia	11.4	\$9,610.50
		Konstantynovski, Alex	15.1	\$18,325.00
		Koster, Charles	92.6	\$162,404.00
		Lingle, Barrett	39.3	\$46,575.00
		Ludovici, Stephen	0.6	\$612.00
		Medina, Ennely	1.0	\$795.00
		Miller, Callahan	5.6	\$6,496.00
		O'Neill, Andrew	40.8	\$71,256.00
		Protic, Maria	15.4	\$15,808.00
		Rogan, Reed	17.7	\$20,329.00
		Rosenberg, Erin	6.6	\$10,940.00
		Rudolph, Andrew	54.0	\$62,422.00
		Simkins, Clint	125.1	\$104,758.50
		Swingle, Adam	64.6	\$84,286.00
		Szuba, RJ	24.0	\$30,960.00
		Venes, Aileen	16.7	\$7,631.00
		Zakia, Jason	0.6	\$1,320.00
B05 Total			1,061.6	\$1,249,859.00
B06	Case Strategy	Andolina, Michael	38.1	\$77,380.00
		Delgado, Gabriela	0.9	\$715.50
		Dodson, Chris	1.0	\$1,600.00
		Guzina, Bojan	209.2	\$430,965.00
		He, Fan	0.7	\$1,029.00
		Hurley, Sophia	5.0	\$3,975.00
		Konstantynovski, Alex	2.4	\$2,919.00
		Koster, Charles	2.9	\$4,988.00
		Lingle, Barrett	1.5	\$1,740.00
		Miller, Callahan	1.6	\$1,856.00
		O'Neill, Andrew	102.4	\$176,488.00
		Pallin, Brett	0.5	\$800.00
		Protic, Maria	28.0	\$30,060.00
		Rogan, Reed	7.3	\$8,103.00
		Rosenberg, Erin	0.9	\$1,478.00
		Rudolph, Andrew	8.5	\$10,251.00
		Simkins, Clint	2.0	\$1,980.00
		Sklar, Hannelore	1.4	\$2,128.00
		Swingle, Adam	6.4	\$8,782.00
		Szuba, RJ	15.4	\$19,866.00
		Venes, Aileen	0.6	\$270.00
		Zakia, Jason	23.2	\$50,060.00

B06 Total			459.9	\$837,433.50
B07	Claims Administration & Objections	Andolina, Michael	30.9	\$62,120.00
		Aquije, Alonso	245.4	\$232,074.00
		Delgado, Gabriela	432.1	\$362,668.50
		Guzina, Bojan	115.3	\$248,310.00
		He, Fan	787.9	\$1,192,949.00
		Hirshorn, Deanna	66.8	\$30,868.00
		Hunt, Zachary	176.2	\$146,386.50
		Hurley, Sophia	175.6	\$142,827.00
		Kava, Sam	142.8	\$165,733.00
		Konstantynovski, Alex	236.6	\$269,817.00
		Koster, Charles	154.3	\$273,118.00
		Lingle, Barrett	25.0	\$29,525.00
		Ludovici, Stephen	0.2	\$204.00
		Medina, Ennely	4.1	\$3,259.50
		O'Neill, Andrew	236.7	\$422,226.00
		Protic, Maria	158.4	\$171,968.00
		Rogan, Reed	20.4	\$22,644.00
		Rosenberg, Erin	21.0	\$33,714.00
		Rudolph, Andrew	47.1	\$56,055.00
		Simkins, Clint	425.3	\$367,324.50
		Swingle, Adam	148.8	\$191,389.00
		Venes, Aileen	14.1	\$6,689.00
B07 Total			3,665.0	\$4,431,869.00
B08	Corporate Advice & Board Meetings	Guzina, Bojan	0.5	\$1,000.00
		Koster, Charles	5.7	\$10,254.00
		Lingle, Barrett	1.5	\$1,740.00
		Simkins, Clint	3.2	\$2,544.00
B08 Total			10.9	\$15,538.00
B09	Creditor Meetings & Statutory Committees	Guzina, Bojan	42.4	\$89,805.00
		He, Fan	9.6	\$14,112.00
		Koster, Charles	25.2	\$45,162.00
		Lingle, Barrett	5.8	\$6,728.00
		O'Neill, Andrew	46.5	\$82,338.00
		Protic, Maria	1.9	\$2,098.00
		Rosenberg, Erin	7.9	\$14,141.00
		Szuba, RJ	2.1	\$2,709.00
B09 Total			141.4	\$257,093.00
B10	Employee Compensation & Benefits	Aquije, Alonso	4.7	\$4,230.00
		Barr, Kenneth	37.7	\$55,419.00
		Delgado, Gabriela	0.9	\$715.50
		Guzina, Bojan	9.7	\$19,540.00
		He, Fan	2.5	\$3,675.00
		Hirshorn, Deanna	0.2	\$90.00
		Konstantynovski, Alex	3.5	\$4,480.00
		Lingle, Barrett	5.1	\$5,916.00
		Marnin, Tal	4.2	\$6,720.00
		O'Neill, Andrew	3.3	\$5,676.00
		Simkins, Clint	18.9	\$15,025.50
		Swingle, Adam	1.7	\$2,329.00
		Szuba, RJ	25.2	\$32,508.00
B10 Total			117.6	\$156,324.00
B11	Exclusivity, Plan & Disclosure Statement	Andolina, Michael	0.2	\$400.00

		Aquije, Alonso	159.3	\$156,726.00
		Delgado, Gabriela	83.4	\$68,409.00
		Deutsch, Russell	1.7	\$2,414.00
		Ericksen, A.J.	9.7	\$21,340.00
		Guerrieri, Will	209.5	\$335,200.00
		Guzina, Bojan	323.3	\$688,320.00
		He, Fan	67.7	\$102,975.00
		Hirshorn, Deanna	29.7	\$14,305.00
		Hunt, Zachary	18.7	\$14,866.50
		Hurley, Sophia	190.2	\$161,191.50
		Konstantynovski, Alex	201.9	\$254,250.00
		Koster, Charles	196.0	\$360,880.00
		Lingle, Barrett	15.4	\$18,284.00
		O'Neill, Andrew	307.8	\$557,208.00
		Pallin, Brett	1.4	\$2,240.00
		Protic, Maria	672.4	\$722,708.00
		Rogan, Reed	280.2	\$311,022.00
		Rosenberg, Erin	8.5	\$13,790.00
		Rudolph, Andrew	668.6	\$778,628.00
		Sharpstene, Ryan	8.9	\$7,743.00
		Simkins, Clint	163.2	\$144,603.00
		Swingle, Adam	559.4	\$741,529.00
		Szuba, RJ	9.7	\$12,513.00
		Venes, Aileen	5.5	\$2,655.00
		Zakia, Jason	47.9	\$104,000.00
B11 Total			4,240.2	\$5,598,200.00
B12	Executory Contracts & Unexpired Leases	Andolina, Michael	1.4	\$2,800.00
		Aquije, Alonso	74.2	\$66,780.00
		Delgado, Gabriela	10.5	\$8,347.50
		Guzina, Bojan	91.1	\$182,725.00
		He, Fan	62.3	\$92,125.00
		Hirshorn, Deanna	10.2	\$4,590.00
		Hunt, Zachary	2.9	\$2,463.00
		Hurley, Sophia	21.4	\$17,230.50
		Koster, Charles	33.1	\$56,932.00
		Lingle, Barrett	5.6	\$6,496.00
		O'Neill, Andrew	67.9	\$117,094.00
		Protic, Maria	86.8	\$88,536.00
		Rogan, Reed	99.7	\$110,711.00
		Rosenberg, Erin	1.4	\$2,240.00
		Rudolph, Andrew	313.6	\$357,480.00
		Simkins, Clint	136.6	\$108,597.00
		Swingle, Adam	118.1	\$147,625.00
		Szuba, RJ	57.8	\$74,562.00
		Venes, Aileen	6.0	\$2,700.00
		Zakia, Jason	2.5	\$5,000.00
B12 Total			1,203.1	\$1,455,034.00
B13	Financing – Cash Collateral & Case Financing	Aquije, Alonso	2.6	\$2,340.00
		Delgado, Gabriela	1.1	\$874.50
		Guzina, Bojan	29.4	\$59,325.00
		Hartman, Mac	1.6	\$1,632.00
		He, Fan	1.5	\$2,205.00
		Hirshorn, Deanna	3.3	\$1,509.00

		Koster, Charles	41.9	\$72,428.00
		Lingle, Barrett	96.0	\$112,473.00
		Nahas, Arthur	1.6	\$2,128.00
		O'Neill, Andrew	94.4	\$166,742.00
		Szuba, RJ	4.7	\$6,063.00
		Urbina, Alondra	0.9	\$918.00
		Venes, Aileen	0.8	\$380.00
B13 Total			279.8	\$429,017.50
B14	Financing - Exit	Aquije, Alonso	2.3	\$2,070.00
		Deutsch, Russell	13.6	\$19,312.00
		Ericksen, A.J.	18.1	\$39,820.00
		Guzina, Bojan	107.8	\$234,780.00
		Hartman, Mac	33.8	\$34,476.00
		Koster, Charles	50.7	\$87,852.00
		Lingle, Barrett	0.7	\$812.00
		Meijling, Christian	14.3	\$15,873.00
		O'Neill, Andrew	103.5	\$180,054.00
		Pallin, Brett	197.8	\$340,002.00
		Rogan, Reed	87.0	\$96,570.00
		Rudolph, Andrew	3.1	\$3,441.00
		Sharpstene, Ryan	31.3	\$27,231.00
		Simkins, Clint	15.2	\$12,376.50
		Swingle, Adam	14.2	\$17,971.00
		Van Kooten, Jessy	6.5	\$8,905.00
		Wagstaff, Justin	8.5	\$17,000.00
B14 Total			708.4	\$1,138,545.50
B15	First Day Pleadings	Delgado, Gabriela	8.5	\$6,757.50
		He, Fan	2.1	\$3,087.00
		Koster, Charles	4.4	\$7,568.00
		Lingle, Barrett	11.4	\$13,224.00
		O'Neill, Andrew	6.9	\$11,868.00
		Simkins, Clint	9.1	\$7,234.50
		Szuba, RJ	18.7	\$24,123.00
B15 Total			61.1	\$73,862.00
B16	Hearings & Court Matters	Andolina, Michael	34.9	\$70,380.00
		Aquije, Alonso	4.5	\$4,659.00
		Delgado, Gabriela	9.4	\$7,473.00
		Guzina, Bojan	67.6	\$139,540.00
		He, Fan	35.4	\$54,422.00
		Hirshorn, Deanna	16.7	\$7,743.00
		Hunt, Zachary	2.2	\$1,749.00
		Kava, Sam	1.9	\$2,109.00
		Konstantynovski, Alex	17.4	\$20,351.00
		Koster, Charles	88.1	\$155,276.00
		Lingle, Barrett	15.1	\$17,516.00
		Miller, Callahan	3.6	\$4,176.00
		O'Neill, Andrew	42.5	\$74,360.00
		Protic, Maria	4.8	\$4,896.00
		Rosenberg, Erin	7.4	\$11,840.00
		Rudolph, Andrew	5.6	\$7,066.00
		Simkins, Clint	20.3	\$18,147.00
		Swingle, Adam	18.4	\$25,210.00
		Szuba, RJ	18.4	\$23,736.00

		Venes, Aileen	12.0	\$5,424.00
		Zakia, Jason	26.6	\$58,520.00
B16 Total			452.8	\$714,593.00
B17	Insurance & Surety Issues	Aquije, Alonso	2.3	\$2,070.00
		Guzina, Bojan	4.3	\$8,600.00
		He, Fan	2.0	\$2,940.00
		Hirshorn, Deanna	3.4	\$1,530.00
		Konstantynovski, Alex	0.2	\$222.00
		Koster, Charles	17.9	\$30,788.00
		Lingle, Barrett	24.2	\$28,072.00
		O'Neill, Andrew	5.9	\$10,148.00
		Protic, Maria	0.4	\$408.00
		Rogan, Reed	23.5	\$26,085.00
		Rudolph, Andrew	0.3	\$333.00
		Simkins, Clint	2.6	\$2,067.00
		Szuba, RJ	4.5	\$5,805.00
B17 Total			91.5	\$119,068.00
B18	Litigation & Discovery	Andolina, Michael	185.0	\$375,400.00
		Aquije, Alonso	15.7	\$14,130.00
		Cuccaro, Sydney	1.9	\$1,064.00
		Cuevas, Guillermo	16.6	\$8,134.00
		Delgado, Gabriela	57.0	\$45,315.00
		Dodson, Chris	0.5	\$800.00
		Fischer, Jason	12.0	\$5,880.00
		Freund, Leah	8.2	\$10,004.00
		Garr, Laura	82.7	\$148,033.00
		Gershenfeld, Andrew	266.9	\$392,343.00
		Green, Jesse	43.5	\$63,945.00
		Guerrieri, Will	73.8	\$118,080.00
		Guzina, Bojan	81.1	\$165,945.00
		He, Fan	59.6	\$88,044.00
		Hirshorn, Deanna	23.5	\$10,783.00
		Ho, Jason	15.4	\$18,788.00
		Hong, Alice	23.6	\$32,332.00
		Konstantynovski, Alex	95.9	\$107,520.00
		Koster, Charles	370.7	\$643,796.00
		Lingle, Barrett	52.0	\$60,320.00
		Medina, Ennely	92.7	\$78,162.00
		Miller, Callahan	301.7	\$349,972.00
		Obiozor, Chikaodi	19.9	\$25,472.00
		O'Neill, Andrew	191.8	\$341,488.00
		Precht, Sylvia	17.3	\$21,106.00
		Protic, Maria	18.1	\$18,462.00
		Repel, Noah	19.7	\$24,034.00
		Rogan, Reed	7.8	\$8,658.00
		Rosenberg, Erin	185.3	\$302,370.00
		Rudolph, Andrew	1.1	\$1,408.00
		Saunders, Coleman	11.0	\$14,080.00
		Simkins, Clint	115.2	\$96,010.50
		Sklar, Hannelore	25.5	\$38,760.00
		Swingle, Adam	39.6	\$52,186.00
		Szuba, RJ	24.1	\$31,089.00
		Venes, Aileen	1.9	\$855.00

		Zakia, Jason	26.3	\$56,780.00
B18 Total			2,584.6	\$3,771,548.50
B19	Mediation	Andolina, Michael	181.8	\$363,600.00
		Aquije, Alonso	14.3	\$12,870.00
		Guerrieri, Will	1.0	\$1,600.00
		Guzina, Bojan	98.7	\$197,400.00
		He, Fan	3.0	\$4,410.00
		Koster, Charles	59.0	\$101,480.00
		Lingle, Barrett	135.7	\$157,412.00
		O'Neill, Andrew	69.0	\$118,680.00
		Rosenberg, Erin	0.4	\$640.00
		Simkins, Clint	2.2	\$1,749.00
		Szuba, RJ	10.8	\$13,932.00
B19 Total			575.9	\$973,773.00
B20	Nonworking Travel	Andolina, Michael	24.2	\$48,400.00
		Guzina, Bojan	36.5	\$74,330.00
		Konstantynovski, Alex	5.0	\$6,400.00
		Koster, Charles	1.0	\$1,720.00
		Lingle, Barrett	11.4	\$13,224.00
		O'Neill, Andrew	13.2	\$23,244.00
		Rudolph, Andrew	5.8	\$7,424.00
		Swingle, Adam	3.9	\$5,317.00
B20 Total			101.0	\$180,059.00
B21	Professional Retention & Fees – W&C	Delgado, Gabriela	15.0	\$11,925.00
		Guzina, Bojan	23.9	\$48,255.00
		He, Fan	0.5	\$735.00
		Hirshorn, Deanna	31.6	\$14,360.00
		Hurley, Sophia	23.9	\$20,793.00
		Koster, Charles	6.6	\$11,478.00
		Ludovici, Stephen	194.1	\$201,510.00
		O'Neill, Andrew	1.7	\$2,924.00
		Protic, Maria	0.6	\$612.00
		Simkins, Clint	47.2	\$37,524.00
		Venes, Aileen	0.6	\$270.00
B21 Total			345.7	\$350,386.00
B22	Professional Retention & Fees – Other	Andolina, Michael	0.4	\$880.00
		Aquije, Alonso	21.5	\$19,350.00
		Delgado, Gabriela	31.1	\$24,724.50
		Guzina, Bojan	19.8	\$40,790.00
		He, Fan	13.8	\$20,286.00
		Hirshorn, Deanna	31.7	\$14,493.00
		Koster, Charles	14.7	\$26,094.00
		Lingle, Barrett	0.5	\$580.00
		Ludovici, Stephen	92.7	\$95,229.00
		O'Neill, Andrew	11.7	\$20,502.00
		Protic, Maria	3.4	\$3,468.00
		Rogan, Reed	123.9	\$144,635.00
		Simkins, Clint	41.1	\$32,674.50
		Szuba, RJ	5.2	\$6,708.00
		Venes, Aileen	11.9	\$5,391.00
B22 Total			423.4	\$455,805.00
B23	Reports, Schedules & U.S. Trustee Issues	Aquije, Alonso	67.0	\$60,300.00
		Delgado, Gabriela	7.5	\$5,962.50

		Guzina, Bojan	9.1	\$18,200.00
		He, Fan	118.3	\$174,141.00
		Hirshorn, Deanna	30.5	\$13,889.00
		Koster, Charles	10.9	\$18,748.00
		Lingle, Barrett	2.0	\$2,320.00
		O'Neill, Andrew	7.8	\$13,416.00
		Protic, Maria	2.4	\$2,448.00
		Rudolph, Andrew	4.3	\$4,807.00
		Simkins, Clint	1.8	\$1,782.00
		Szuba, RJ	15.7	\$20,253.00
		Venes, Aileen	0.4	\$180.00
B23 Total			277.7	\$336,446.50
B24	Tax Issues	Aquije, Alonso	0.6	\$540.00
		Delgado, Gabriela	3.0	\$2,385.00
		Dreier, David	9.9	\$22,485.00
		Fishbien, Nir	50.7	\$67,676.00
		Guzina, Bojan	0.9	\$1,800.00
		He, Fan	0.8	\$1,176.00
		Koster, Charles	1.9	\$3,268.00
		Lingle, Barrett	0.5	\$580.00
		O'Neill, Andrew	3.4	\$6,028.00
		Rudolph, Andrew	0.9	\$999.00
		Szuba, RJ	0.3	\$387.00
B24 Total			72.9	\$107,324.00
B25	Vendor & Utility Issues	Aquije, Alonso	12.6	\$11,340.00
		Delgado, Gabriela	19.2	\$15,264.00
		Guzina, Bojan	6.1	\$12,305.00
		He, Fan	35.2	\$51,872.00
		Hurley, Sophia	21.0	\$18,270.00
		Koster, Charles	7.3	\$12,664.00
		Lingle, Barrett	60.6	\$70,296.00
		Ludovici, Stephen	0.1	\$102.00
		O'Neill, Andrew	44.9	\$77,948.00
		Protic, Maria	91.9	\$94,258.00
		Rudolph, Andrew	269.2	\$302,569.00
		Simkins, Clint	64.4	\$52,816.50
		Swingle, Adam	21.5	\$26,875.00
		Szuba, RJ	69.3	\$89,397.00
		Venes, Aileen	0.2	\$90.00
B25 Total			723.5	\$836,066.50

Exhibit H**Expense Summary
for Final Period**

Category	Amount
Airfare	\$20,343.83
Business Meals	\$1,104.18
Computer Services	\$211.00
Conference Room Dining	\$6,088.07
Court Costs	\$2,916.10
Deposition Transcripts	\$1,422.10
E-Discovery Data Hosting / Storage	\$134.23
E-Discovery Data Processing	\$381.50
E-Discovery Production	\$650.00
E-Discovery User Fees	\$1,350.00
Express Mail	\$450.75
Filing Fees	\$37,748.00
Hotel Expense	\$13,159.95
Overtime Meals	\$88.85
Parking	\$756.00
Taxi - Business	\$8,981.99
Travel Meals	\$231.61
Sub Total	\$96,018.16
Additional Reduction	(\$1,000.00)
Grand Total	\$95,018.16