

**Objection Deadline: February 21, 2022 at 4:00 p.m. (prevailing Eastern Time)
Hearing Date and Time (Only If Objection Is Filed): To Be Determined**

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Jacqueline Marcus

*Attorneys for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
EXTENDED STAY INC., et al.,	: 09-13764 (JLG)
	:
Debtors.	: (Jointly Administered)
-----X	

**NOTICE OF FILING OF SUPPLEMENTAL
FEE APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
ATTORNEYS FOR EXTENDED STAY INC., FOR ALLOWANCE
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
DURING PERIOD FROM OCTOBER 9, 2010 THROUGH OCTOBER 31, 2021**

PLEASE TAKE NOTICE that, on January 21, 2022 Weil, Gotshal & Manges LLP, attorneys for Extended Stay Inc., filed the *Supplemental Fee Application of Weil, Gotshal & Manges LLP, Attorneys for Extended Stay Inc., for Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred During Period from October 9, 2010 through October 31, 2021* (the "Application").

PLEASE TAKE FURTHER NOTICE that any responses or objections (each, an "Objection") to the Application shall be in writing, shall conform to the Bankruptcy Rules and the Local Rules, shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (ii) by all other parties



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in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with the *Final Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures* (ECF No. 176) (the “Case Management Order”), so as to be filed and received no later than **February 21, 2022 at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that, if a written Objection is timely filed, a hearing (the “Hearing”) to consider the Application will be held before the Honorable James L. Garrity, Jr., United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 723, One Bowling Green, New York, New York 10004 (the “Bankruptcy Court”) **on a date to be determined by the Court.**

PLEASE TAKE FURTHER NOTICE that, if an Objection to the Application is not received by the Objection Deadline, the Court may enter an order granting the relief sought in the Application without further notice.

Dated: January 21, 2021
New York, New York

/s/ Jacqueline Marcus
Jacqueline Marcus
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
EXTENDED STAY INC., et al.,	: 09-13764 (JMP)
	:
Debtors.	: (Jointly Administered)
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**SUMMARY SHEET FOR
SUPPLEMENTAL FEE APPLICATION
OF WEIL, GOTSHAL & MANGES LLP,
ATTORNEYS FOR EXTENDED STAY INC., FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
DURING PERIOD FROM OCTOBER 9, 2010 THROUGH OCTOBER 31, 2021**

Name of Applicant:	Weil, Gotshal & Manges LLP
Role in Case:	Attorneys for the Debtors and Debtors in Possession
Date of Retention:	July 17, 2009, <i>nunc pro tunc</i> to June 15, 2009

SUPPLEMENTAL FEE APPLICATION	
Period for which compensation and reimbursement are sought:	October 9, 2010 through and including October 31, 2021
Amount of compensation sought:	\$147,144.50
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$1,593.22
Total Amount sought:	\$148,737.72

SUMMARY OF PRIOR INVOICES

INVOICE NUMBER	INVOICE DATE	COMPENSATION PERIOD	ORIGINAL INVOICE AMOUNT	PAID AMOUNT	OUTSTANDING [HOLDBACK] AMOUNT
10433688	2/23/2011	October 9, 2010 – January 31, 2011	\$6,718.25	\$5,377.15	\$1,341.10
10452301	9/26/2011	February 1, 2011 – August 31, 2011	\$4,688.40	\$3,750.90	\$937.50
10455984	11/2/2011	September 1, 2011 – September 30, 2011	\$437.13	\$437.13	\$0.00
10458748	11/22/2011	October 1, 2011 – October 31, 2011	\$620.05	\$496.85	\$123.20
10464211	1/31/2012	November 1, 2011 – December 31, 2011	\$1,574.04	\$1,573.94	\$0.00
20120000050	4/10/2012	January 1, 2012 – February 29, 2012	\$2,462.40	\$1,971.00	\$491.40
20120001669	4/25/2012	March 1, 2012 – March 31, 2012	\$1,682.25	\$1,346.55	\$335.70
20120005480	6/26/2012	April 1, 2012 – May 31, 2012	\$2,172.20	\$1,743.40	\$428.80
20120008239	7/31/2012	June 1, 2012 – June 30, 2012	\$2,869.80	\$2,296.40	\$573.40
20120012289	10/5/2012	July 1, 2012 – August 30, 2012	\$2,001.57	\$1,623.27	\$378.30
20120015633	11/16/2012	September 1, 2012 – October 31, 2012	\$2,030.65	\$1,624.85	\$405.80
20130000425	1/25/2013	November 1, 2012 – December 31, 2012	\$4,750.90	\$3,801.30	\$949.60
20130002517	3/4/2013	January 1, 2013 – January 31, 2013	\$2,060.60	\$1,649.00	\$411.60
20130005577	4/3/2013	February 1, 2013 – February 28, 2013	\$1,338.39	\$1,076.89	\$261.50
20130006319	4/30/2013	March 1, 2013 – March 31, 2013	\$1,857.17	\$1,493.07	\$364.10
20130009286	5/31/2013	April 1, 2013 – April 30, 2013	\$1,098.36	\$884.56	\$213.80
20130010415	7/31/2013	May 1, 2013 – June 30, 2013	\$5,954.13	\$4,775.53	\$1,178.60
20130015004	9/12/2013	July 1, 2013 – August 30, 2013	\$3,720.68	\$2,985.18	\$735.50
20130020982	12/12/2013	September 1, 2013 – November 30, 2013	\$918.94	\$743.14	\$175.80
20140001650	2/18/2014	December 1, 2013 – January 31, 2014	\$1,518.81	\$1,222.61	\$296.20
20140004574	4/14/2014	February 1, 2014 – March 31, 2014	\$9,694.50	\$7,755.60	\$1,938.90
20140007108	5/31/2014	April 1, 2014 – April 30, 2014	\$534.38	\$436.88	\$97.50
20140009648	6/25/2014	May 1, 2014 – May 31, 2014	\$591.50	\$473.20	\$118.30
20140012799	9/9/2014	July 1, 2014 – July 31, 2014	\$471.50	\$377.20	\$94.30
20140019191	1/22/2015	October 1, 2014 – October 31, 2014	\$521.50	\$417.20	\$104.30
20150003116	3/31/2015	January 1, 2015 – February 28, 2015	\$14,010.49	\$11,211.09	\$2,799.40
20150006440	6/9/2015	March 1, 2015 – April 30, 2015	\$8,987.58	\$7,200.98	\$1,786.60
20150010581	10/15/2015	May 1, 2015 – August 30, 2015	\$4,701.92	\$3,774.72	\$927.20
20160009219	6/23/2016	October 1, 2015 – May 30, 2016	\$2,623.83	\$2,107.43	\$516.40
20160016723	11/9/2016	June 1, 2016 – October 31, 2016	\$4,301.20	\$3,442.20	\$859.00

INVOICE NUMBER	INVOICE DATE	COMPENSATION PERIOD	ORIGINAL INVOICE AMOUNT	PAID AMOUNT	OUTSTANDING [HOLDBACK] AMOUNT
20170003976	3/23/2017	November 1, 2016 – February 28, 2017	\$3,485.90	\$2,870.30	\$615.60
20170016231	11/20/2017	July 1, 2017 – October 31, 2017	\$3,930.90	\$3,145.10	\$785.80
2018006285	5/16/2018	January 1, 2018 – April 30, 2018	\$3,818.50	\$3,054.80	\$763.70
2018011429	8/28/2018	July 30, 2018	\$1,001.00	\$800.80	\$200.20
2019009499	8/6/2019	May 1, 2018 – July 30, 2019	\$10,513.20	\$8,412.50	\$2,100.70
2019017212	2/11/2020	July 31, 2019 – January 31, 2020	\$2,411.80	\$1,931.00	\$480.80
2020009292	7/31/2020	February 1, 2020 – June 30, 2020	\$798.50	\$640.30	\$158.20
2020010738	9/8/2020	July 1, 2020 – August 31, 2020	\$2,206.00	\$1,764.80	\$441.20
2020013272	11/23/2020	September 1, 2020 – October 31, 2020	\$5,461.30	\$4,369.50	\$1,091.80
2021002230	3/8/2021	January 1, 2021 – February 28, 2021	\$704.00	\$563.20	\$140.80
2021005537	6/16/2021	March 1, 2021 – May 31, 2021	\$2,252.00	\$1,801.60	\$450.40
2021008481	8/9/2021	June 1, 2021 – July 31, 2021	\$1,663.00	\$1,330.40	\$332.60
2021012991	11/30/2021	August 1, 2021 – October 31, 2021	\$13,578.50	\$10,862.80	\$2,715.70
Total:			\$148,737.72	\$119,616.32	\$29,121.30

Compensation Sought in this Application Not Yet Paid: \$29,121.30

**SUMMARY OF SUPPLEMENTAL FEE APPLICATION OF
WEIL, GOTSHAL & MANGES LLP FOR SERVICES RENDERED FOR
COMPENSATION PERIOD OF OCTOBER 9, 2010 THROUGH OCTOBER 31, 2021**

The attorneys who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PROFESSIONAL	POSITION	DEPARTMENT AND YEAR ADMITTED	HOURLY BILLING RATE (RANGE)	TOTAL BILLED HOURS	TOTAL COMPENSATION
Waksman, Ted S.	Partner	Corporate (1974)	\$990.00	1.70	\$1,683.00
Marcus, Jacqueline	Partner	Restructuring (1983)	\$870.00 – \$1,550.00	12.90	\$14,217.00
Goldring, Stuart J.	Partner	Tax (1984)	\$1,175.00	0.30	\$352.50
Gelbfish, Larry J.	Partner	Tax (1988)	\$1,015.00 – \$1,100.00	4.30	\$4,551.50
Petherbridge, Vaughan	Associate	Corporate (2003)	\$795.00	0.10	\$79.50
Bliss, Joanna	Associate	Corporate (2004)	\$630.00	4.90	\$3,087.00
Kim, Jae Yeon	Associate	Restructuring (2006)	\$595.00 – \$685.00	5.70	\$3,823.50
Liou, Jessica	Associate	Restructuring (2009)	\$560.00 – \$975.00	46.00	\$34,540.50
Hendee Canner, Elizabeth	Associate	Restructuring (2012)	\$450.00	60.50	\$33,997.00
Li, David	Associate	Restructuring (2016)	\$490.00	1.30	\$637.00
Blechman, Eli	Associate	Restructuring (2018)	\$660.00 – \$1,040.00	47.90	\$41,149.50
Total				185.60	\$138,118.00

The paraprofessionals who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	HOURLY BILLING RATE (RANGE)	TOTAL BILLED HOURS	TOTAL COMPENSATION
Stauble, Christopher A.	Paralegal	Restructuring	\$405.00 – \$460.00	8.30	\$3,379.00
Zaslav, Benjamin	Paralegal	Restructuring	\$240.00 – \$390.00	1.50	\$480.00
Lee, Kathleen Anne	Paralegal	Restructuring	\$350.00 – \$375.00	1.00	\$357.50
Altman-DeSole, Jacob	Paralegal	Restructuring	\$260.00	1.00	\$260.00
Keschner, Jason	Paralegal	Restructuring	\$250.00	0.80	\$200.00
Wang, Ke	Paralegal	Restructuring	\$230.00	0.70	\$161.00
Peene, Travis J.	Paralegal	Restructuring	\$230.00	0.20	\$46.00
Amponsah, Duke	Paralegal	Restructuring	\$230.00	5.70	\$1,311.00
Oloumi, Nicole K.	Paralegal	Restructuring	\$230.00	6.00	\$1,606.00
Waterbury, Emily	Paralegal	Restructuring	\$230.00	0.60	\$138.00
Miller, Alexander	Paralegal	Restructuring	\$230.00	0.40	\$92.00
Wilmer, Andrea	Paralegal	Restructuring	\$200.00	0.20	\$40.00
Gern, Andrew H.	Paralegal	Restructuring	\$175.00	5.00	\$882.00
Dominguez, Juan	Paralegal	Restructuring	\$185.00	0.40	\$74.00
Total				31.80	\$9,026.50

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Of Counsel (4)	\$1,083.54	19.20	\$20,804.00
Associates (7)	\$705.01	166.40	\$117,314.00
Paraprofessionals (14)	\$283.85	31.80	\$9,026.50
Blended Attorney Rate	\$744.17		
Blended Rate for All Timekeepers	\$676.84		
TOTAL		217.40	\$147,144.50

**SUMMARY OF COMPENSATION BY PROJECT CATEGORY OF
WEIL, GOTSHAL & MANGES LLP FOR SERVICES RENDERED FOR
COMPENSATION PERIOD OF OCTOBER 9, 2010 THROUGH OCTOBER 31, 2021**

PROJECT CODE	PROJECT DESCRIPTION	HOURS	AMOUNT
001	Adversary Proceedings	6.50	\$5,888.50
004	Bar Date Motion and Claims Reconciliation Issues	12.30	\$4,872.50
005	Business Plan	0.40	\$204.00
006	Case Administration	71.80	\$43,034.00
008	Claims Objections Litigation	0.10	\$95.00
013	Customer, Tenant and Vendor Issues	0.10	\$62.50
017	General Business Operations	5.60	\$2,625.50
018	General Strategy / Internal Communications & Meetings (includes	0.90	\$815.00
019	General Corporate Issues	8.20	\$5,890.50
021	General Customer / Vendor / Creditor Issues	0.30	\$211.50
023	General Real Property / Contract / 365 Issues	6.60	\$5,142.00
025	Hearings and Court Matters	8.80	\$8,013.00
031	Plan of Reorganization (Negotiations and Drafting) / Plan Confir	1.00	\$510.00
034	Retention / Billing / Fee Applications: WGM	35.20	\$23,011.50
035	Schedules / Statement of Financial Affairs / MORs	5.80	\$4,598.50
037	Tax Issues	38.50	\$32,039.00
038	US Trustee	15.30	\$10,131.50
TOTAL		217.40	\$147,144.50

**SUMMARY OF EXPENSES INCURRED BY
WEIL, GOTSHAL & MANGES LLP FOR COMPENSATION
PERIOD OF OCTOBER 9, 2010 THROUGH OCTOBER 31, 2021**

EXPENSES	AMOUNTS
Air Courier/Express Mail	\$953.52
Court Reporting	\$376.80
Duplicating	\$184.60
Computerized Research	\$78.30
TOTAL	\$1,593.22

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**UNITED STATES BANKRUPTCY COURT
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In re	: Chapter 11 Case No.
	:
EXTENDED STAY INC., et al.,	: 09-13764 (JMP)
	:
Debtors.	: (Jointly Administered)
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**SUPPLEMENTAL FEE APPLICATION
OF WEIL, GOTSHAL & MANGES LLP,
ATTORNEYS FOR EXTENDED STAY INC., FOR ALLOWANCE
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
DURING PERIOD FROM OCTOBER 9, 2010 THROUGH OCTOBER 31, 2021**

TO THE HONORABLE JAMES L. GARRITY, JR.,
UNITED STATES BANKRUPTCY JUDGE:

Weil, Gotshal & Manges LLP (“Weil”), attorneys for Extended Stay Inc. (“ESI”), hereby submits a supplemental fee application (the “Application”) pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), and requests (i) allowance of compensation for professional services rendered to ESI for the period from October 9, 2010 through October 31, 2021 (the “Compensation Period”) in the aggregate amount of \$147,144.50, which amount has not been the subject of any previous fee applications and which amount includes amounts previously held back in the aggregate amount of \$29,121.30 (the “Holdback”

Amounts”), and (ii) reimbursement of actual, reasonable and necessary expenses disbursed in connection with the rendition of services in the amount of \$1,593.22. In support of this Application, Weil respectfully represents as follows:

Background

1. On June 15, 2009 or February 18, 2010 (as applicable, the “Commencement Date”), ESI and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”),¹ each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”).

2. On June 8, 2010, the Debtors filed the *Debtors’ Fifth Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, Dated June 8, 2010* (ECF No. 1027) (as further amended, the “Plan”).²

3. On July 20, 2010, the Bankruptcy Court entered the *Order Confirming Debtors’ Fifth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, Dated June 8, 2010, as Amended* [Docket No. 1172] (the “Confirmation Order”) for all of the Debtors, except ESI.

4. The Effective Date of the Plan occurred on October 8, 2010. *See Notice of Occurrence of Effective Date of Debtors’ Fifth Amended Joint Plan of Reorganization, Dated June 8, 2010, as Amended* [Docket No. 1254].

5. ESI is not a Plan Debtor. While the Debtors’ initial intent was to dismiss ESI’s chapter 11 case, at the request of the Litigation Trustee the ESI chapter 11 case was kept open due to the pendency of an adversary proceeding against certain third parties filed by the

¹ A list of the Debtors in the chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, is attached hereto as Exhibit A.

² Capitalized terms not defined herein shall have the same meaning ascribed to such terms in the Plan or the Confirmation Order (as defined below), as applicable.

Litigation Trustee in 2011, which is still open and has been the subject of active litigation in the past few years.³

6. On September 20, 2012, the Plan Administrator filed the *Motion of the Plan Administrator Pursuant to Sections 105(a) and 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022 for a Final Decree and Order Closing Certain Jointly Administered Chapter 11 Cases and Granting Related Relief* [Docket No. 1679]. On September 28, 2012, the Bankruptcy Court entered the *Final Decree and Order Closing Certain Jointly Administered Chapter 11 Cases and Granting Related Relief* [Docket No. 1686].⁴

The Retention of Weil and Prior Fee Applications

7. On June 15, 2009, the Debtors filed the *Application Pursuant to Section 327(a) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2014(a) for Authorization to Employ and Retain Weil, Gotshal & Manges LLP as Attorneys for the Debtors Nunc Pro Tunc to the Commencement Date* [Docket No. 14].

8. By order of the Bankruptcy Court, dated July 17, 2009 [Docket No. 175], the Debtors were authorized to retain Weil as their attorneys to render legal services in connection with the Chapter 11 Cases (the “Retention Order”). The Retention Order authorized Weil to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses, in accordance with sections 330 and 331 of the Bankruptcy Code, applicable provisions of the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), and the Guidelines (as defined below).

³ See *Finbarr O’Connor, as Successor Trustee for and on behalf of the Extended Stay Litigation Trust and the Extended Stay Litigation Trust v. DL-DW Holdings LLC, et al.* [Ad. Proc. 11-02254 (JLG)] (the “Adversary Proceeding”).

⁴ As of the date of filing of this Application, only two chapter 11 cases remain open – the chapter 11 cases of ESI and Homestead Village LLC.

9. During the pendency of the Chapter 11 Cases, Weil filed four interim fee applications for allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred from the Commencement Date through the Effective Date [Docket Nos. 631, 920, 1189, and 1306].

10. On November 11, 2010, Weil filed its final fee application for allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred from the Commencement Date through the Effective Date.⁵

11. On December 17, 2010, the Bankruptcy Court entered the *Order Granting Applications for Allowance of Interim and Final Compensation for Professional Services Performed and Reimbursement of Actual and Necessary Expenses Incurred from June 15, 2009 Through October 8, 2010* [Docket No. 1360] (the “Final Fee Order”), which granted, among other things, Weil’s Final Fee Application (subject to certain agreed reductions following discussions with the U.S. Trustee).

12. The services provided by Weil to ESI through the Effective Date were included in the fee applications previously filed by Weil in the Chapter 11 Cases, including the Final Fee Application. However, as indicated in the Final Fee Application, ESI and Weil reserved the right to file fee applications for services rendered by Weil to ESI after the Effective Date, as necessary, at the appropriate time in the future.⁶

⁵ See *Fourth Interim and Final Fee Application of Weil, Gotshal & Manges LLP, Attorneys for the Debtors, for Interim Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred During (I) the Interim Compensation Period from July 1, 2010 Through October 8, 2010 and (II) the Final Compensation Period from June 15, 2009 Through October 8, 2010* [Docket No. 1306] (the “Final Fee Application”).

⁶ This Application covers services provided by Weil to ESI after the Effective Date – from October 9, 2010 through October 31, 2021. ESI and Weil reserve the right to file additional fee applications for services rendered by Weil to ESI after November 1, 2021, as necessary, at an appropriate time in the future.

13. During the Compensation Period, Weil continued to render legal services to ESI.

14. ESI and the Plan Debtors have paid all quarterly fees due to the U.S. Trustee and have filed all monthly and quarterly operating reports with the U.S. Trustee.

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

15. This Application has been prepared in accordance with the guidelines established by the Office of the United States Trustee (the “UST Guidelines”), the *Administrative Order Regarding Amended Guidelines for Professional Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (General Order M-447), effective as of February 5, 2013 (the “Local Guidelines”), and the *Second Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 486] (the “Administrative Order,” and together with the Local Guidelines and the UST Guidelines, the “Guidelines”). Pursuant to the Local Guidelines, a certification regarding compliance with the same is annexed hereto as Exhibit B.

16. As set forth above, by this Application, Weil requests (i) allowance of compensation for professional services rendered to ESI during the Compensation Period in the aggregate amount of \$147,144.50, which amount has not been the subject of any previous fee applications and which amount includes the Holdback Amounts in the aggregate amount of \$29,121.30, and (ii) reimbursement of actual, reasonable and necessary expenses disbursed in connection with the rendition of services in the amount of \$1,593.22.⁷

⁷ By this Application, Weil does not seek payment of any fees or reimbursement of any expenses in cash. Instead, upon entry of a court order approving this Application, Weil will apply the Fee Advance (as defined below) towards any unpaid fees and expenses covered by this Application (including the Holdback Amounts).

17. In accordance with the Administrative Order, Weil has received payments from ESI totaling \$119,616.32 for the Compensation Period, which amount consists of \$118,023.10 representing 80% of the fees invoiced for the Compensation Period and \$1,593.22 representing 100% of the expenses invoiced for the Compensation Period.

18. As of the date of the filing of this Application, Weil holds an amount of \$354,605.92 (the “Fee Advance”) as an advance in favor of the Debtors for future professional services to be performed and expenses to be incurred.⁸

19. Except to the extent of advances made to Weil prior to the Commencement Date, the Fee Advance, and the payments made in accordance with the Administrative Order and the Final Fee Order, Weil has received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered during the Compensation Period and addressed by this Application. 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 these cases.

20. The fees charged by Weil in these cases are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period. The rates Weil charges for the services rendered by its professionals and paraprofessionals in the Chapter 11 Cases are the same rates Weil charges for professional and paraprofessional services rendered in

⁸ Before the Commencement Date, Weil received fee advances from the Debtors in the aggregate amount of \$1,065,000.00, which have been applied against payment for services rendered and expenses incurred in connection with the prepetition preparation of the chapter 11 cases for filing and related prepetition services. Before the filing of the chapter 11 cases, Weil estimated the amount of anticipated charges for professional services to be performed and expenses to be incurred up to the Commencement Date and reduced the balance of the fee advances accordingly. Weil has since reconciled the estimated charges originally applied to the fee advances with the actual charges billed by Weil. As of the date of filing of the Final Fee Application, the amount of the credit balance held by Weil for future professional services to be performed and expenses to be incurred on behalf of the Debtors was \$354,605.92. See Final Fee Application at ¶ 15.

comparable non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

21. Pursuant to the UST Guidelines, annexed hereto as Exhibit C is a schedule for the Compensation Period setting forth: (i) all Weil professionals and paraprofessionals who performed services in these Chapter 11 Cases during the Compensation Period; (ii) the capacity in which each such individual is employed; (iii) the department in which each individual practices; (iv) the range of hourly billing rates charged by Weil for services performed by the individual during the Compensation Period;⁹ (v) the year in which each professional was first licensed to practice law; and (vi) the aggregate number of hours expended by each individual during the Compensation Period.

22. Pursuant to the UST Guidelines, annexed hereto as Exhibit D is a schedule of Weil's time billed during the Compensation Period categorized according to Weil's internal system of task codes.

23. Pursuant to the UST Guidelines, annexed hereto as Exhibit E is a summary and comparison of the aggregate blended hourly rates billed by Weil's domestic timekeepers to non-bankruptcy matters during the twelve (12) month period ending December 31, 2021 and the blended hourly rates billed to the Debtors during the one hundred and thirty-two (132) months of the Compensation Period.

24. Pursuant to the UST Guidelines, annexed hereto as Exhibit F is a schedule for the Compensation Period setting forth: (i) the project categories of expenses for which Weil

⁹ Weil's hourly billing rates for professionals and paraprofessionals increased several times during the Compensation Period. A full list of the hourly billing rates and applicable periods is annexed to this Application as Exhibit C-1.

is seeking reimbursement for the Compensation Period, and (ii) the total amount for each such category.

25. Weil maintains computerized records of the time spent by all Weil attorneys and paraprofessionals in connection with its prosecution of the Chapter 11 Cases. Subject to redaction where necessary to preserve the attorney-client privilege, Weil has provided itemized time records for professionals and paraprofessionals performing services for ESI during the Compensation Period to this Court, the U.S. Trustee, and ESI.¹⁰ All entries itemized in Weil's time records comply with the requirements set forth in the Guidelines, including the use of separate matter numbers for different project types, as hereinafter described.

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

26. During the Compensation Period, Weil continued to render professional legal services to ESI, primarily consisting of: (a) assisting ESI in the preparation and filing of operating reports – at first on a monthly basis and later on a quarterly basis – which later, following discussions with the U.S. Trustee, were replaced by declarations regarding disbursements, filed on a quarterly basis; (b) monitoring the Adversary Proceeding and advising ESI, as necessary, regarding the progress of the Adversary Proceeding; and (c) performing other miscellaneous legal services in connection with maintaining the pendency of ESI's chapter 11 case.

27. Professional services performed by Weil on behalf of the Debtors during the Compensation Period required an aggregate expenditure of 217.40 recorded hours by Weil's partners, counsel, associates, and paraprofessionals. Of the aggregate time expended, 19.20

¹⁰ Due to the voluminous nature of the Weil's Billing Summary Reports ("BSRs"), the BSRs are not annexed as an exhibit to this Application. Copies of the BSRs will be provided to the Court, the U.S. Trustee, and ESI, and will be made available upon request.

recorded hours were expended by partners or by counsel of Weil, 166.40 recorded hours were expended by associates, and 31.80 recorded hours were expended by paraprofessionals of Weil.

28. During the Compensation Period, Weil's hourly billing rates for attorneys ranged from \$450.00 to \$1,550.00 per hour. Allowance of compensation in the amount requested would result in a blended hourly rate for attorneys of approximately \$744.17 (based on 185.60 recorded attorney hours at Weil's regular billing rates in effect at the time of the performance of services).

**Actual and Necessary Disbursements of Weil
During the Compensation Period**

29. As set forth in Exhibit F attached hereto, Weil disbursed \$1,593.22 as expenses incurred in providing professional services during the Compensation Period. These expenses are reasonable and necessary and were essential to the overall administration of ESI's chapter 11 case.

30. Consistent with Weil's firm policy, attorneys and other employees of Weil who worked late into the evenings or on weekends were reimbursed for their reasonable meal costs and their cost for transportation home from Weil's offices. Weil's regular practice is not to include components for those charges in overhead when establishing billing rates and to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of the rendition of services. The reimbursement amounts do not exceed those set forth in the Guidelines or the Local Rules.

31. With respect to black-and-white photocopying expenses, in compliance with the Guidelines and the Local Rules, Weil charges all of its clients \$0.10 per page; for color copies, Weil charges \$0.50 per page. Each of these categories of expenses does not exceed the maximum rate set by the Local Rules or the Guidelines. These charges are intended to cover

Weil's direct operating costs, which costs are not incorporated into Weil's hourly billing rates. Only clients who actually use services of the types set forth in the summary sheet are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who 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.

32. On certain occasions, overnight delivery of documents and other materials is 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.

33. Weil has made every effort to minimize its disbursements in ESI's chapter 11 case. The actual expenses incurred in providing professional services were necessary, reasonable, and justified under the circumstances to serve the needs of ESI, its estate and creditors.

The Requested Compensation Should be Allowed

34. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 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." *Id.* § 330(a)(1)(A). 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 shall consider the nature, the 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;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and expertise in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

Id. § 330(a)(3).

35. In the instant case, Weil respectfully submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for ESI's orderly administration of its estate. In light of the nature, extent, and value of such services to ESI and all parties in interest, Weil submits that the compensation requested herein is reasonable.

36. Further, the professional services were performed expediently and efficiently. Whenever possible, Weil sought to minimize the costs of its services to ESI by utilizing talented junior attorneys and paraprofessionals to handle more routine aspects of case

administration. Groups of the same Weil attorneys were utilized for similar tasks in these cases to minimize the costs of intra-Weil communication and education about the Debtors' circumstances.

37. The majority of services performed by Weil were rendered by members of the Restructuring Department, which is a preeminent bankruptcy practice and enjoys a national reputation for its expertise in financial reorganizations and restructurings of troubled entities. Weil has been actively involved in major chapter 11 cases and brings to these cases a high level of expertise and experience that inures to the benefit of ESI and all parties in interest.

38. The fees charged by Weil in these cases are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period. The rates Weil charges for the services rendered by its professionals and paraprofessionals in the Chapter 11 Cases are the same rates Weil charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

39. In sum, the services rendered by Weil were necessary to ESI's estate and were consistently performed in a timely manner. The compensation sought is reasonable in light of the value of such services to ESI, its estate, and all parties in interest, Weil's demonstrated skill and expertise in the bankruptcy field, and the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market. Accordingly, Weil submits that approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

Conclusion

WHEREFORE Weil respectfully requests (i) allowance of compensation for professional services rendered to ESI for the Compensation Period in the aggregate amount of \$147,144.50, which amount has not been the subject of any previous fee applications and which amount includes amounts previously held back in the aggregate amount of \$29,121.30, and (ii) reimbursement of actual, reasonable and necessary expenses disbursed in connection with the rendition of services in the amount of \$1,593.22.

Dated: January 21, 2022
New York, New York

/s/ Jacqueline Marcus
Jacqueline Marcus
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Attorneys for Debtors and
Debtors in Possession*

Exhibit A

Debtor	Last Four Digits of Federal Tax I.D. Number
Extended Stay Inc.	7401
ESA P Portfolio L.L.C. f/k/a BRE/ESA P Portfolio L.L.C.	7190
ESA 2005 Portfolio L.L.C. f/k/a BRE/ESA 2005 Portfolio L.L.C.	8617
ESA 2005-San Jose L.L.C. f/k/a BRE/ESA 2005-San Jose L.L.C.	1317
ESA 2005-Waltham L.L.C. f/k/a BRE/ESA 2005-Waltham L.L.C.	1418
ESA Acquisition Properties L.L.C. f/k/a BRE/ESA Acquisition Properties L.L.C.	8149
ESA Alaska L.L.C. f/k/a BRE/ESA Alaska L.L.C.	8213
ESA Canada Properties Borrower L.L.C. f/k/a BRE/ESA Canada Properties Borrower L.L.C.	7476
ESA FL Properties L.L.C. f/k/a BRE/ESA FL Properties L.L.C.	7687
ESA MD Borrower L.L.C. f/k/a BRE/ESA MD Borrower L.L.C.	8839
ESA MN Properties L.L.C. f/k/a BRE/ESA MN Properties L.L.C.	0648
ESA P Portfolio MD Borrower L.L.C. f/k/a BRE/ESA P Portfolio MD Borrower L.L.C.	7448
ESA P Portfolio PA Properties L.L.C. f/k/a BRE/ESA P Portfolio PA Properties L.L.C.	6306
ESA P Portfolio TXNC Properties L.P. f/k/a BRE/ESA P Portfolio TXNC Properties L.P.	7378
ESA PA Properties L.L.C. f/k/a BRE/ESA PA Properties L.L.C.	7652
ESA Properties L.L.C. f/k/a BRE/ESA Properties L.L.C.	1249
ESA TX Properties L.P. f/k/a BRE/ESA TX Properties L.P.	1295
ESH/Homestead Portfolio L.L.C. f/k/a BRE/Homestead Portfolio L.L.C.	9049
ESH/HV Properties L.L.C. f/k/a BRE/HV Properties L.L.C.	8927
ESH/MSTX Property L.P. f/k/a BRE/MSTX Property L.P.	5862
ESH/TN Properties L.L.C. f/k/a BRE/TN Properties L.L.C.	5781

Debtor	Last Four Digits of Federal Tax I.D. Number
ESH/TX Properties L.P. f/k/a BRE/TX Properties L.P.	6964
ESH/Homestead Mezz L.L.C. f/k/a BRE/Homestead Mezz L.L.C.	9883
ESA P Mezz L.L.C. f/k/a BRE/ESA P Mezz L.L.C.	7467
ESA Mezz L.L.C. f/k/a BRE/ESA Mezz L.L.C.	0767
ESH/Homestead Mezz 2 L.L.C. f/k/a BRE/Homestead Mezz 2 L.L.C.	9903
ESA P Mezz 2 L.L.C. f/k/a BRE/ESA P Mezz 2 L.L.C.	7480
ESA Mezz 2 L.L.C. f/k/a BRE/ESA Mezz 2 L.L.C.	0866
ESH/Homestead Mezz 3 L.L.C. f/k/a BRE/Homestead Mezz 3 L.L.C.	9936
ESA P Mezz 3 L.L.C. f/k/a BRE/ESA P Mezz 3 L.L.C.	8977
ESA Mezz 3 L.L.C. f/k/a BRE/ESA Mezz 3 L.L.C.	0929
ESH/Homestead Mezz 4 L.L.C. f/k/a BRE/Homestead Mezz 4 L.L.C.	9953
ESA P Mezz 4 L.L.C. f/k/a BRE/ESA P Mezz 4 L.L.C.	8997
ESA Mezz 4 L.L.C. f/k/a BRE/ESA Mezz 4 L.L.C.	0964
ESH/Homestead Mezz 5 L.L.C. f/k/a BRE/Homestead Mezz 5 L.L.C.	9613
ESA P Mezz 5 L.L.C. f/k/a BRE/ESA P Mezz 5 L.L.C.	9186
ESA Mezz 5 L.L.C. f/k/a BRE/ESA Mezz 5 L.L.C.	1006
ESH/Homestead Mezz 6 L.L.C. f/k/a BRE/Homestead Mezz 6 L.L.C.	9667
ESA P Mezz 6 L.L.C. f/k/a BRE/ESA P Mezz 6 L.L.C.	9247
ESA Mezz 6 L.L.C. f/k/a BRE/ESA Mezz 6 L.L.C.	8995
ESH/Homestead Mezz 7 L.L.C. f/k/a BRE/Homestead Mezz 7 L.L.C.	9722
ESA P Mezz 7 L.L.C. f/k/a BRE/ESA P Mezz 7 L.L.C.	9349
ESA Mezz 7 L.L.C. f/k/a BRE/ESA Mezz 7 L.L.C.	9065
ESH/Homestead Mezz 8 L.L.C. f/k/a BRE/Homestead Mezz 8 L.L.C.	9779
ESA P Mezz 8 L.L.C.	9402

Debtor	Last Four Digits of Federal Tax I.D. Number
ESA Mezz 8 L.L.C. f/k/a BRE/ESA Mezz 8 L.L.C.	9117
ESH/Homestead Mezz 9 L.L.C. f/k/a BRE/Homestead Mezz 9 L.L.C.	1011
ESA P Mezz 9 L.L.C.	0281
ESA Mezz 9 L.L.C.	0923
ESH/Homestead Mezz 10 L.L.C. f/k/a BRE/Homestead Mezz 10 L.L.C.	1063
ESA P Mezz 10 L.L.C.	0224
ESA Mezz 10 L.L.C.	0175
Homestead Village L.L.C. f/k/a BRE/Homestead Village L.L.C.	8930
ESA MD Beneficiary L.L.C. f/k/a BRE/ESA MD Beneficiary L.L.C.	7038
ESA P Portfolio MD Trust f/k/a BRE/ESA P Portfolio MD Trust	8258
ESA MD Properties Business Trust f/k/a BRE/ESA MD Properties Business Trust	6992
ESA P Portfolio MD Beneficiary L.L.C. f/k/a BRE/ESA P Portfolio MD Beneficiary L.L.C.	8432
ESA Canada Properties Trust f/k/a BRE/ESA Canada Properties Trust	2314
ESA Canada Trustee Inc. f/k/a BRE/ESA Canada Trustee Inc.	2861
ESA Canada Beneficiary Inc. f/k/a BRE/ESA Canada Beneficiary Inc.	7543
ESA UD Properties L.L.C.	7075
ESA 2007 Operating Lessee Inc. f/k/a BRE/ESA 2007 Operating Lessee Inc.	9408
ESA 2005 Operating Lessee Inc. f/k/a BRE/ESA 2005 Operating Lessee Inc.	8471
ESA Operating Lessee Inc. f/k/a BRE/ESA Operating Lessee Inc.	4369
ESA P Portfolio Operating Lessee Inc. f/k/a BRE/ESA P Portfolio Operating Lessee Inc.	7433
ESA Business Trust f/k/a BRE/ESA Business Trust	8078
ESA Management L.L.C.	9101
ESA P Portfolio Holdings L.L.C. f/k/a BRE/ESA P Portfolio Holdings L.L.C.	8432
ESA Canada Operating Lessee Inc. f/k/a BRE/ESA Canada Operating Lessee Inc.	8838
Extended Stay Hotels L.L.C.	7438
ESH/MSTX GP L.L.C. f/k/a BRE/MSTX GP L.L.C.	5876

Debtor	Last Four Digits of Federal Tax I.D. Number
ESH/TXGP L.L.C. f/k/a BRE/TXGP L.L.C.	6936
ESA TXGP L.L.C. f/k/a BRE/ESA TXGP L.L.C.	1199
ESA P Portfolio TXNC GP L.L.C. f/k/a BRE/ESA P Portfolio TXNC GP L.L.C.	7210
ESH/TN Member Inc. f/k/a BRE/TN Member Inc.	8365

Exhibit B

Certification of Jacqueline Marcus

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Jacqueline Marcus

*Attorneys for Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11 Case No.
	:
EXTENDED STAY INC., <u>et al.</u>	: 09-13764 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**CERTIFICATION IN SUPPORT OF SUPPLEMENTAL
FEE APPLICATION OF WEIL, GOTSHAL & MANGES LLP,
ATTORNEYS FOR EXTENDED STAY, INC., FOR ALLOWANCE
OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
DURING THE PERIOD OF OCTOBER 9, 2010 THROUGH OCTOBER 31, 2021**

I, Jacqueline Marcus, hereby certify that:

1. I am a partner with the applicant firm, Weil, Gotshal & Manges LLP (“Weil”), with responsibility for the chapter 11 case of Extended Stay Inc. (“ESI”).

2. In accordance with the guidelines established by the Office of the United States Trustee (the “UST Guidelines”), the *Administrative Order Regarding Amended Guidelines for Professional Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (General Order M-447), effective as of February 5, 2013 (the “Local Guidelines”), and the *Second Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) Establishing Procedures for Interim Monthly*

Compensation and Reimbursement of Expenses of Professionals [Docket No. 486] (the “Administrative Order,” and together with the Local Guidelines and the UST Guidelines, the “Guidelines”), this certification is made with respect to Weil’s supplemental fee application, dated January 21, 2022 (the “Application”) pursuant to sections 330(a) and 331 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), for (i) allowance of compensation for professional services rendered to ESI for the period from October 9, 2010 through October 31, 2021 (the “Compensation Period”) in the aggregate amount of \$147,144.50, which amount has not been the subject of any previous fee applications and which amount includes amounts previously held back in the aggregate amount of \$\$29,121.30 (the “Holdback Amounts”), and (ii) reimbursement of actual, reasonable and necessary expenses disbursed in connection with the rendition of services in the amount of \$1,593.22.

3. In respect of section B.1 of the Local Guidelines, I certify that:
 - a. I have read the Application;
 - b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines;
 - c. the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Weil and generally accepted by Weil’s clients; and
 - d. in providing a reimbursable service, Weil does not make a profit on that service, whether the service is performed by Weil in-house or through a third party.

4. In accordance with section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that Weil has complied with those provisions requiring it to provide ESI with a timely statement of Weil’s fees and disbursements accrued during the

previous month, although such statements were not always provided within the timeframe set forth in the Local Guidelines as the Administrative Order enlarged the timeframe in which to provide statements. In addition, during periods when the fees incurred were de minimis, Weil prepared statements that aggregated one or more months.

5. In respect of section B.3 of the Local Guidelines, I certify that a copy of the Application has been provided to the Court, the Office of the United States Trustee for the Southern District of New York, and ESI.

6. In accordance with the UST Guidelines, Weil responds to the questions identified therein as follows:

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 Weil's engagement that were provided during the Compensation Period? If so, please explain.

Answer: No.

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.

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: Yes, that time is included under task code 034.

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: Yes, that time is included under task code 034.

Question 6: Does the Application include any rate increases since Weil's retention in these cases? 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, Weil's hourly billing rates for professionals and paraprofessionals increased several times during the Compensation Period. A full list of the hourly billing rates and applicable periods is annexed to the Application as Exhibit C-1.

Dated: January 21, 2022
New York, New York

/s/ Jacqueline Marcus
Jacqueline Marcus
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Exhibit C

**SUMMARY OF SUPPLEMENTAL FEE APPLICATION OF
WEIL, GOTSHAL & MANGES LLP FOR SERVICES RENDERED FOR
COMPENSATION PERIOD OF OCTOBER 9, 2010 THROUGH OCTOBER 31, 2021**

The attorneys who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PROFESSIONAL	POSITION	DEPARTMENT AND YEAR ADMITTED	HOURLY BILLING RATE (RANGE)	TOTAL BILLED HOURS	TOTAL COMPENSATION
Waksman, Ted S.	Partner	Corporate (1974)	\$990.00	1.70	\$1,683.00
Marcus, Jacqueline	Partner	Restructuring (1983)	\$870.00 – \$1,550.00	12.90	\$14,217.00
Goldring, Stuart J.	Partner	Tax (1984)	\$1,175.00	0.30	\$352.50
Gelbfish, Larry J.	Partner	Tax (1988)	\$1,015.00 – \$1,100.00	4.30	\$4,551.50
Petherbridge, Vaughan	Associate	Corporate (2003)	\$795.00	0.10	\$79.50
Bliss, Joanna	Associate	Corporate (2004)	\$630.00	4.90	\$3,087.00
Kim, Jae Yeon	Associate	Restructuring (2006)	\$595.00 – \$685.00	5.70	\$3,823.50
Liou, Jessica	Associate	Restructuring (2009)	\$560.00 – \$975.00	46.00	\$34,540.50
Hendee Canner, Elizabeth	Associate	Restructuring (2012)	\$450.00	60.50	\$33,997.00
Li, David	Associate	Restructuring (2016)	\$490.00	1.30	\$637.00
Blechman, Eli	Associate	Restructuring (2018)	\$660.00 – \$1,040.00	47.90	\$41,149.50
Total				185.60	\$138,118.00

The paraprofessionals who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	HOURLY BILLING RATE (RANGE)	TOTAL BILLED HOURS	TOTAL COMPENSATION
Stauble, Christopher A.	Paralegal	Restructuring	\$405.00 – \$460.00	8.30	\$3,379.00
Zaslav, Benjamin	Paralegal	Restructuring	\$240.00 – \$390.00	1.50	\$480.00
Lee, Kathleen Anne	Paralegal	Restructuring	\$350.00 – \$375.00	1.00	\$357.50
Altman-DeSole, Jacob	Paralegal	Restructuring	\$260.00	1.00	\$260.00
Keschner, Jason	Paralegal	Restructuring	\$250.00	0.80	\$200.00
Wang, Ke	Paralegal	Restructuring	\$230.00	0.70	\$161.00
Peene, Travis J.	Paralegal	Restructuring	\$230.00	0.20	\$46.00
Amponsah, Duke	Paralegal	Restructuring	\$230.00	5.70	\$1,311.00
Oloumi, Nicole K.	Paralegal	Restructuring	\$230.00	6.00	\$1,606.00
Waterbury, Emily	Paralegal	Restructuring	\$230.00	0.60	\$138.00
Miller, Alexander	Paralegal	Restructuring	\$230.00	0.40	\$92.00
Wilmer, Andrea	Paralegal	Restructuring	\$200.00	0.20	\$40.00
Gern, Andrew H.	Paralegal	Restructuring	\$175.00	5.00	\$882.00
Dominguez, Juan	Paralegal	Restructuring	\$185.00	0.40	\$74.00
Total				31.80	\$9,026.50

Exhibit C-1

The attorneys who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PROFESSIONAL	POSITION	DEPARTMENT AND YEAR ADMITTED	TIME PERIOD	BILLING RATE
Waksman, Ted S.	Partner	Corporate (1974)	October 1, 2010 –December 31, 2010	\$990.00
Marcus, Jacqueline	Partner	Restructuring (1983)	October 1, 2010 –December 31, 2010	\$870.00
			January 1, 2011 – December 31, 2011	\$950.00
			January 1, 2012 – December 31, 2012	\$1,000.00
			January 1, 2013 – December 31, 2013	\$1,025.00
			January 1, 2014 – December 31, 2014	\$1,065.00
			January 1, 2015 – September 30, 2015	\$1,100.00
			October 1, 2015 – September 30, 2016	\$1,200.00
			October 1, 2016 – September 30, 2017	\$1,245.00
			October 1, 2017 – September 30, 2018	\$1,300.00
			October 1, 2018 – September 30, 2019	\$1,375.00
			October 1, 2019 – September 30, 2020	\$1,450.00
			October 1, 2020 – October 31, 2021	\$1,550.00
Goldring, Stuart J.	Partner	Tax (1984)	February 1, 2014 – February 28, 2014	\$1,175.00
Gelbfish, Larry J.	Partner	Tax (1988)	February 1, 2014 – February 28, 2014	\$1,015.00
			January 1, 2015 – August 31, 2015	\$1,100.00
Petherbridge, Vaughan	Associate	Corporate (2003)	May 1, 2013 – June 30, 2013	\$795.00
Bliss, Joanna	Associate	Corporate (2004)	October 1, 2010 –December 31, 2010	\$630.00
Kim, Jae Yeon	Associate	Restructuring (2006)	October 1, 2010 –December 31, 2010	\$595.00
			January 1, 2011 – August 31, 2011	\$685.00

Liou, Jessica	Associate	Restructuring (2009)	October 1, 2011 – December 31, 2011	\$560.00
			January 1, 2012 – December 31, 2012	\$625.00
			January 1, 2013 – December 31, 2013	\$705.00
			January 1, 2014 – December 31, 2014	\$770.00
			January 1, 2015 – September 30, 2015	\$835.00
			October 1, 2015 – September 30, 2016	\$885.00
			October 1, 2016 – September 30, 2017	\$930.00
			October 1, 2017 – April 30, 2018	\$975.00
Hendee Canner, Elizabeth	Associate	Restructuring (2012)	January 1, 2012 – December 31, 2012	\$450.00
			January 1, 2013 – November 31, 2013	\$540.00
			January 1, 2014 – October 31, 2014	\$635.00
			January 1, 2015 – August 31, 2015	\$720.00
			January 1, 2016 – April 30, 2016	\$800.00
Li, David	Associate	Restructuring (2016)	June 1, 2016 – August 31, 2016	\$490.00
Blechman, Eli	Associate	Restructuring (2018)	October 1, 2016 – September 30, 2017	\$510.00
			October 1, 2017 – September 30, 2018	\$660.00
			October 1, 2018 – September 30, 2019	\$790.00
			October 1, 2019 – September 30, 2020	\$930.00
			October 1, 2020 – December 31, 2020	\$980.00
			January 1, 2021 – September 30, 2021	\$1,040.00
			October 1, 2021 – October 31, 2021	\$1,075.00

The paraprofessionals who rendered professional services in these chapter 11 cases during the Compensation Period are:

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	TIME PERIOD	BILLING RATE
Stauble, Christopher A.	Paralegal	Restructuring	April 1, 2016 – December 31, 2016	\$390.00
			January 1, 2017 – December 31, 2017	\$375.00
			January 1, 2018 – December 31, 2018	\$390.00
			January 1, 2019 – December 31, 2019	\$405.00
			January 1, 2020 – December 31, 2020	\$420.00
			January 1, 2021 – October 31, 2021	\$460.00
Zaslav, Benjamin	Paralegal	Restructuring	April 1, 2019 – July 31, 2019	\$240.00
			August 1, 2020 – August 31, 2020	\$390.00
Lee, Kathleen Anne	Paralegal	Restructuring	January 1, 2016 – August 31, 2016	\$350.00
			January 1, 2017 – January 31, 2017	\$375.00
Altman-DeSole, Jacob	Paralegal	Restructuring	June 1, 2021 – July 31, 2021	\$260.00
Keschner, Jason	Paralegal	Restructuring	February 1, 2020 – June 30, 2020	\$250.00
Wang, Ke	Paralegal	Restructuring	January 1, 2018 – April 30, 2018	\$230.00
Peene, Travis J.	Paralegal	Restructuring	April 1, 2018 – April 30, 2018	\$230.00
Amponsah, Duke	Paralegal	Restructuring	January 1, 2011 – August 31, 2012	\$230.00
Oloumi, Nicole K.	Paralegal	Restructuring	June 1, 2012 – December 31, 2012	\$230.00
			January 1, 2013 – December 31, 2013	\$245.00
			January 1, 2014 – December 31, 2014	\$260.00
			January 1, 2015 – December 31, 2015	\$290.00
			January 1, 2016 – December 31, 2016	\$300.00
Waterbury, Emily	Paralegal	Restructuring	October 1, 2017 – October 31, 2017	\$230.00
Miller, Alexander	Paralegal	Restructuring	January 1, 2018 – April 30, 2018	\$230.00
Wilmer, Andrea	Paralegal	Restructuring	November 1, 2012 – December 31, 2012	\$200.00
Gern, Andrew H.	Paralegal	Restructuring	January 1, 2011 – August 31, 2011	\$230.00
			January 1, 2013 – March 31, 2013	\$185.00
Dominguez, Juan	Paralegal	Restructuring	July 1, 2013 – July 31, 2013	\$185.00

Exhibit D

**SUMMARY OF COMPENSATION BY PROJECT CATEGORY OF
WEIL, GOTSHAL & MANGES LLP FOR SERVICES RENDERED FOR
COMPENSATION PERIOD OF OCTOBER 9, 2010 THROUGH OCTOBER 31, 2021**

PROJECT CODE	PROJECT DESCRIPTION	HOURS	AMOUNT
001	Adversary Proceedings	6.50	\$5,888.50
004	Bar Date Motion and Claims Reconciliation Issues	12.30	\$4,872.50
005	Business Plan	0.40	\$204.00
006	Case Administration	71.80	\$43,034.00
008	Claims Objections Litigation	0.10	\$95.00
013	Customer, Tenant and Vendor Issues	0.10	\$62.50
017	General Business Operations	5.60	\$2,625.50
018	General Strategy / Internal Communications & Meetings (includes	0.90	\$815.00
019	General Corporate Issues	8.20	\$5,890.50
021	General Customer / Vendor / Creditor Issues	0.30	\$211.50
023	General Real Property / Contract / 365 Issues	6.60	\$5,142.00
025	Hearings and Court Matters	8.80	\$8,013.00
031	Plan of Reorganization (Negotiations and Drafting) / Plan Confirmation	1.00	\$510.00
034	Retention / Billing / Fee Applications: WGM	35.20	\$23,011.50
035	Schedules / Statement of Financial Affairs / MORs	5.80	\$4,598.50
037	Tax Issues	38.50	\$32,039.00
038	US Trustee	15.30	\$10,131.50
TOTAL		217.40	\$147,144.50

Exhibit E

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES

Category of Timekeeper	Blended Hourly Rate	
	Billed by timekeepers in all domestic offices, excluding bankruptcy ¹	Billed in this fee application ²
Partner	\$1,356.00	\$1,084.00
Counsel	\$1,065.00	N/A
Senior Associate (7 years or more since first admission)	\$1,034.00	\$860.00
Mid-level Associate (4-6 years since first admission)	\$929.00	\$801.00
Junior Associate (0-3 years since first admission)	\$705.00	\$564.00
Contract Attorney	N/A	N/A
Staff Attorney	\$368.00	N/A
Paralegal	\$346.00	\$281.00
Other	\$329.00	\$390.00
All timekeepers aggregated:	\$934.00	\$677.00

¹ 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, the blended rates in this column represent the blended rates in the preceding year, which is a rolling 12-months year ending December 31, 2021; blended rates reflect work performed in preceding year in each of the domestic offices in which timekeepers collectively billed at least 10% of the hours to the case during the application period, excluding all data from bankruptcy matters.

² The blended rates in this column represent the blended rates of the professionals and paraprofessionals who worked on this matter during the one-hundred and thirty-two (132) months of the Compensation Period.

Exhibit F

**SUMMARY OF EXPENSES INCURRED BY
WEIL, GOTSHAL & MANGES LLP FOR COMPENSATION
PERIOD OF OCTOBER 9, 2010 THROUGH OCTOBER 31, 2021**

EXPENSES	AMOUNTS
Air Courier/Express Mail	\$953.52
Court Reporting	\$376.80
Duplicating	\$184.60
Computerized Research	\$78.30
TOTAL	\$1,593.22