

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

In re:

FULCRUM BIOENERGY, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-12008 (TMH)

(Jointly Administered)

**Re: D.I. 590, 591, 592, 593, 594, 595, 596
& 598**

**CERTIFICATION OF COUNSEL REGARDING OMNIBUS ORDER
GRANTING FINAL ALLOWANCE OF
FEES AND EXPENSES FOR CERTAIN PROFESSIONALS**

The undersigned counsel to the Liquidation Trustee in the above-captioned cases,
hereby certify as follows:

1. In accordance with the *Order Establishing Procedures for Final Compensation and Reimbursement of Expenses for Retained Professionals* (D.I. 170) (the “Final Compensation Order”),² certain retained professionals (the “Professionals”) filed on June 2, June 3, and June 5, 2025, their final fee applications (collectively, the “Fee Applications”), as follows:

- a. *Final Fee Application of Development Specialists, Inc., as Financial Advisor and Investment Banker for the Debtors and Debtors in Possession, for Allowance of Compensation and for Reimbursement of all Actual and Necessary Expenses Incurred for the Period September 9, 2024, through and Including May 5, 2025* ([D.I. 590](#), Filed 6/2/25);

¹ The debtors and debtors in possession in these chapter 11 cases, along with each debtor’s federal tax identification numbers are: Fulcrum BioEnergy, Inc. (3733); Fulcrum Sierra BioFuels, LLC (1833); Fulcrum Sierra Finance Company, LLC (4287); and Fulcrum Sierra Holdings, LLC (8498). The location of the Debtors’ service address is Fulcrum BioEnergy Inc., P.O. Box 220 Pleasanton, CA 94566.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Interim Compensation Procedures Order.



- b. *Seventh Monthly Fee Application (for the Period from March 1, 2025 Through May 5, 2025) and Final Fee Application of Morris, Nichols, Arsht & Tunnell LLP, as Bankruptcy Counsel for the Debtors and Debtors In Possession, for Allowance of Monthly Compensation and for Reimbursement of All Actual and Necessary Expenses Incurred for the Period September 9, 2024, through and Including May 5, 2025* ([D.I. 591](#), Filed 6/2/25);
- c. *Combined Monthly and Final Fee Application of Eversheds Sutherland (US) LLP for Allowance of Compensation and Reimbursement of Expenses as Co-Counsel to the Official Committee of Unsecured Creditors for the (I) Monthly Period from March 1, 2025 Through and Including May 5, 2025 and (II) Final Period from September 21, 2024 Through and Including May 5, 2025* ([D.I. 592](#), Filed 6/3/25);
- d. *Combined Monthly and Final Application of Morris James LLP, as Counsel to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for the (I) Monthly Period from March 1, 2025 through May 5, 2025 and (II) Final Period from September 23, 2024 through May 5, 2025* ([D.I. 593](#), Filed 6/3/25);
- e. *Combined Monthly and Final Application of Dundon Advisers LLC, as Financial Advisor to the Official Committee of Unsecured Creditors, for Allowance of Compensation and Reimbursement of Expenses for the (I) Monthly Period from March 1, 2025 through May 5, 2025 and (II) Final Period from September 21, 2024 through May 5, 2025* ([D.I. 594](#), Filed 6/3/25);
- f. *Re-Notice of Final Fee Application of Development Specialists, Inc., as Financial Advisor and Investment Banker for the Debtors and Debtors in Possession, for Allowance of Compensation and for Reimbursement of all Actual and Necessary Expenses Incurred for the Period September 9, 2024, through and Including May 5, 2025* ([D.I. 595](#), Filed 6/3/25);
- g. *Re-Notice of Seventh Monthly Fee Application (for the Period from March 1, 2025 Through May 5, 2025) and Final Fee Application of Morris, Nichols, Arsht & Tunnell LLP, as Bankruptcy Counsel for the Debtors and Debtors In Possession, for Allowance of Monthly Compensation and for Reimbursement of All Actual and Necessary Expenses Incurred for the Period September 9, 2024, Through and Including May 5, 2025* ([D.I. 596](#), Filed 6/3/25); and
- h. *Final Fee Application of Kurtzman Carson Consultants, LLC dba Verita Global, as Administrative Advisor and Solicitation Agent to the Debtors, for the Period from September 9, 2024 through and Including May 5, 2025* ([D.I. 598](#), Filed 6/5/25).

2. Objections to the Fee Applications were to be filed no later than June 23,

and June 25, 2025, at 4:00 p.m. (ET), (collectively, “Objection Deadline”).

3. No answer, objection or other responsive pleading to the Fee Applications appears on the Court's docket in these cases.

4. A form of proposed order granting final allowance of fees and expenses for the Professionals (the "Proposed Order"), is attached hereto as **Exhibit 1**.

5. Each of the Professionals, the U.S. Trustee, and Liquidating Debtors have reviewed the Proposed Order and do not object to its entry.

WHEREFORE, the undersigned respectfully request that the Court enter the Proposed Order attached hereto as **Exhibit 1** at its earliest convenience.

Dated: July 15, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Avery Jue Meng

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Counsel to the Liquidation Trustee

Exhibit 1

Proposed Order

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

In re:

FULCRUM BIOENERGY, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-12008 (TMH)

(Jointly Administered)

**Re: D.I. 590, 591, 592, 593, 594, 595, 596
& 598**

**OMNIBUS ORDER GRANTING FINAL ALLOWANCE OF
FEES AND EXPENSES FOR CERTAIN PROFESSIONALS**

These matters come to be heard, in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [D.I. 170] (the “Interim Compensation Procedures Order”),² on the final fee applications (the “Final Fee Applications”) filed by the Professionals identified on **Exhibit A** and **Exhibit B** hereto for the periods set forth on such exhibits, and this Court having determined that proper and adequate notice of these matters has been given and that no other or further notice is necessary; and the requested compensation for the services detailed in the applicable Final Fee Applications being for reasonable and necessary services rendered by the applicable Professionals; the reimbursements for expenses detailed in the Final Fee Applications representing actual and necessary expenses incurred by the applicable Professionals in connection with these cases; the

¹ The debtors and debtors in possession in these chapter 11 cases, along with each debtor’s federal tax identification numbers are: Fulcrum BioEnergy, Inc. (3733); Fulcrum Sierra BioFuels, LLC (1833); Fulcrum Sierra Finance Company, LLC (4287); and Fulcrum Sierra Holdings, LLC (8498). The location of the Debtors’ service address is WSFS Bank, 500 Delaware Avenue, Wilmington, DE 19801, Attn: Patrick Healy.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Interim Compensation Procedures Order and the *Second Amended Joint Chapter 11 Plan of Liquidation* [D.I. 550-1] (the “Plan”).

legal and factual bases set forth in the Final Fee Applications having established just cause for the relief granted herein; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED:

1. Final compensation and reimbursement of expenses for the Professionals are hereby allowed as set forth in this Order, including **Exhibit A** and **Exhibit B** attached hereto.

2. The Liquidation Trust is authorized and directed to promptly disburse to each Professional payment in the amount of (a) 100% of the total fees and expenses allowed herein for such Professional as set forth in Column (10) on **Exhibit A** and **Exhibit B** attached hereto *less* (b) (i) amounts previously paid to such Professional pursuant to the Interim Compensation Procedures Order as set forth in Column (7) on **Exhibit A** and **Exhibit B** attached hereto and (ii) the Global Settlement Deferred Fees as set forth in Column (8) as set forth in **Exhibit A** and **Exhibit B** attached hereto, in each case, subject to the Confirmation Order.

3. This Order shall be deemed a separate order with respect to each of the Final Fee Applications. Any stay of this Order pending appeal with respect to any Professionals shall only apply to the particular Professional that is subject to such appeal and shall not operate to stay the applicability and/or finality of this Order with respect to any of the other Professionals.

4. The Liquidation Trust is authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

6. This Order shall be effective immediately upon entry.

Exhibit A

DEBTORS' PROFESSIONALS										
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)¹	(9)	(10)	(11)
Applicant	Docket No.	Final Period	Total Fees Requested for the Final Period	Total Expenses Requested for the Final Period (100%)	Total Amount Requested for the Final Period (Fees and Expenses)	Fees and Expenses Previously Paid Pursuant to Interim Compensation Procedures Order	Global Settlement Deferred Fees	Voluntary Reduction	Total Amount Approved for the Final Period (Fees and Expenses)	Amount to be Remitted Pursuant to Omnibus Order Granting Final Allowance of Fees and Expenses ((10) – (8) – (7))
Development Specialists, Inc.	590 & 595	9/9/24-5/5/25	\$2,055,337.50	\$26,145.66	\$2,081,483.16	\$2,030,564.11	\$6,001.00	\$0.00	\$2,081,483.16	\$44,918.05
Morris, Nichols, Arsht & Tunnell LLP	591 & 596	9/9/24-5/5/25	\$2,311,740.50 ²	\$66,421.17	\$2,378,161.67	\$1,764,616.38	\$61,461.45	\$0.00	\$2,378,161.67	\$552,083.84
Kurtzman Carson Consultants, LLC dba Verita Global	598	9/9/24-5/5/25	\$36,740.06	\$0.00	\$36,740.06	\$20,268.47	\$2,242.43	\$0.00	\$36,740.06	\$14,229.16
SUB TOTALS			\$4,387,818.06	\$92,566.83	\$4,480,384.89	\$3,815,448.96	\$69,704.88	\$0.00	\$4,480,384.89	\$595,231.05

¹ Pursuant to an agreement between the Committee and the Debtors in connection with the Plan, the Debtors' professionals agreed to defer ten percent (10%) of its fees from February, 2025, through the effective date of the Plan. As administrative priority claims, these deferred fees will be paid prior to distributions to general unsecured creditors. The amounts shown in this column reflect the agreed deferred fees by each professional.

² The Total Fee Requested for the Final Period includes fees incurred and estimated to incur between the Effective Date and the final fee hearing relate to fee applications.

Exhibit B

OFFICIAL COMMITTEE OF UNSECURED CREDITORS										
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)¹	(9)	(10)	(11)
Applicant	Docket No.	Final Period	Total Fees Requested for the Final Period	Total Expenses Requested for the Final Period (100%)	Total Amount Requested for the Final Period (Fees and Expenses)	Fees and Expenses Previously Paid Pursuant to Interim Compensation Procedures Order	Global Settlement Deferred Fees	Voluntary Reduction	Total Amount Approved for the Final Period (Fees and Expenses)	Amount to be Remitted Pursuant to Omnibus Order Granting Final Allowance of Fees and Expenses ((10 – (8)) – (7))
Eversheds Sutherland (US) LLP	592	9/21/24-5/5/25	\$1,317,711.25	30,507.62	\$1,348,218.87	\$1,036,169.77	\$54,287.10	\$0.00	\$1,348,218.87	\$257,762.00
Morris James LLP	593	9/23/24-5/5/25	\$217,943.00	\$4,280.65	\$222,223.65	\$176,218.85	\$7,064.70	\$0.00	\$222,223.65	\$38,940.10
Dundon Advisers LLC	594	9/21/24-5/5/25	\$213,187.50	\$3,524.53	\$216,712.03	\$183,208.35	\$5,251.50	\$0.00	\$216,712.03	\$28,252.18
SUB TOTALS			\$1,748,841.75	\$38,312.80	\$1,787,154.55	\$1,395,596.97	\$66,603.30	\$0.00	\$1,787,154.55	\$324,954.28
GRAND TOTAL			\$6,136,659.81	\$130,879.63	\$6,267,539.44	\$5,211,045.93	\$136,308.18	\$0.00	\$6,267,539.44	\$920,185.33

¹ Pursuant to an agreement between the Committee and the Debtors in connection with the Plan, the Official Committee of Unsecured Creditors' professionals agreed to defer twenty percent (20%) of their fees from February, 2025, through the effective date of the Plan. As administrative priority claims, these deferred fees will be paid prior to distributions to general unsecured creditors. The amounts shown in this column reflect the agreed deferred fees by each professional.