

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: : Chapter 11
: :
: Case No. 23-10671-BLS
PLASTIQ, INC., *et al.*,¹ :
Debtors. : (Jointly Administered)
: :
: Obj. Deadline: Sept. 6, 2023, at 4:00 p.m. (ET)
-----X

**FIRST MONTHLY APPLICATION OF DLA PIPER LLP (US) FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM JUNE 8, 2023, TO JULY 31, 2023**

Name of Applicant: DLA Piper, LLP US
("DLA Piper")

Authorized to Provide Professional Services to: Official Committee of
Unsecured Creditors

Date of Retention: nunc pro tunc to June 8, 2023

Period for which compensation and reimbursement are sought: June 8, 2023, through
July 31, 2023

Amount of Compensation sought as actual, reasonable, and
necessary: \$377,701.00

Amount of Expense Reimbursement sought as actual,
reasonable, and necessary: \$672.03

This is a: X monthly interim final application

Prior applications: None.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Plastiq Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.



**COMPENSATION BY DLA PIPER LLP (US)
PROFESSIONALS AND PARAPROFESSIONALS
JUNE 8, 2023, THROUGH JULY 31, 2023**

Name of Professional Individual	Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position	Hours	Agreed Rate²	Amount (\$)
Torosian, Jeffrey S.	Partner; Litigation; Member of the Illinois Bar since 1993; Joined the Firm in 2014.	3.10	\$1,510.00	\$4,681.00
Walker, Melanie E.	Partner; Corporate and Securities Litigation; Member of the California and Illinois Bars since 2000; Joined the Firm in 2021.	1.00	\$1,250.00	\$1,250.00
O'Donnell, Dennis	Partner; Restructuring; Member of the New York Bar since 1991; Joined the Firm in 2021.	168.40	\$1,185.00	\$199,554.00
Applebaum, Aaron S.	Associate; Restructuring; Member of the New Jersey and Pennsylvania Bars since 2008; Member of the Delaware Bar since 2011; Member of the Maryland Bar since 2020; Joined the Firm in 2020.	131.10	\$975.00	\$127,822.50
Sarna, Matthew S.	Associate; Restructuring; Member of the Maryland Bar since 2017; Member of the Delaware Bar since 2018; Joined the Firm in 2017.	2.20	\$1,020.00	\$2,244.00
McLemore, Nicole	Associate; Restructuring; Member of the Florida Bar since 2019; Joined the Firm in 2022.	55.80	\$675.00	\$37,665.00
Trager, S. Daniel	Associate; Restructuring; Member of the California Bar since 2020; Joined the Firm in 2022.	1.70	\$655.00	\$1,113.50
Countryman, William L.	Paralegal Specialist; Restructuring; Joined the Firm in 2002	1.00	\$475.00	\$475.00
Fox, Carolyn B.	Paralegal Specialist; Restructuring; Joined the Firm in 2011.	2.60	\$380.00	\$988.00
Pullan, Theresa	Paralegal; Restructuring; Joined the Firm in 2021.	5.30	\$360.00	\$1,908.00
TOTALS		372.20	\$848.50 (Blended)	\$377,701.00

² DLA Piper agreed to discount its standard rates for the attorneys expected to be primarily responsible for this matter, which rates are reflected in the above chart. Standard rates for such professionals are as follows: Dennis O'Donnell, \$1,395.83; Aaron Applebaum, \$1,080.00; Nicole McLemore, \$750.00; and Daniel Trager, \$730.00.

COMPENSATION BY PROJECT CATEGORY FOR DLA PIPER LLP (US)
JUNE 8, 2023, THROUGH JULY 31, 2023

Task	Description	Hours	Amount
B110	Case Administration	40.50	36,558.00
B120	Asset Analysis and Recovery	6.00	6,920.00
B130	Asset Sales and Other Dispositions of Assets	62.40	65,094.00
B150	Meeting & Communications with Statutory Committees	36.00	34,949.00
B155	Court Hearings	10.70	11,491.00
B160	Employment Applications	35.30	28,592.50
B170	Fee Applications	3.10	2,152.50
B180	Avoidance Action Analysis	40.70	48,040.50
B190	Litigation and Contested Matters	35.30	38,725.50
B195	Non-Working Travel	4.30	5,095.50
B220	Employee Matters (Benefits, Pensions, Unions)	1.80	1,755.00
B230	Financing/DIP/Cash Collateral Matters	80.30	82,355.50
B310	Claims Administration and Claims Objections	1.10	1,042.50
B320	Plan and Disclosure Statement/Structured Dismissals/Business	14.70	14,929.50
	Totals	372.20	377,701.00

EXPENSE SUMMARY FOR DLA PIPER LLP (US)
JUNE 8, 2023, THROUGH JULY 31, 2023

Expense Category	Total Expenses (\$)
Car Service/Taxi	\$128.82
Train	\$216.00
Westlaw Research	\$250.00
Supplies	\$27.21
Filing Fees	\$50.00
TOTAL	672.03

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

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	:	Chapter 11
In re:	:	
	:	Case No. 23-10671-BLS
PLASTIQ, INC., <i>et al.</i> , ¹	:	
Debtors.	:	(Jointly Administered)
	:	
	:	Obj. Deadline: Sept. 6, 2023, at 4:00 p.m. (ET)

**FIRST MONTHLY APPLICATION OF DLA PIPER LLP (US) FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM JUNE 8, 2023, TO JULY 31, 2023**

DLA Piper LLP (US) (“DLA Piper”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) in the above captioned cases, hereby submits this monthly application (the “Application”) for allowance of payment of the sum of \$302,160.80, which is eighty percent (80%) of the amount of \$377,701.00 of fees, and reimbursement of \$672.03, which is one hundred percent (100%) of actual and necessary expenses for a total of \$302,832.83 for the period of June 8, 2023, through and including July 31, 2023 (the “Compensation Period”). In support of this Application, DLA Piper respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over these chapter 11 cases (the “Chapter 11 Cases”) and this Application under 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Plastiq Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

Reference from the United States District Court for the District of Delaware dated February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b)(2).

2. Venue of these Chapter 11 Cases in this District is proper under 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested by this Application are sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

BACKGROUND

4. The Debtors commenced these Chapter 11 Cases by filing voluntary petitions for relief on May 24, 2023.

5. The Debtors operate their business and manage their property as debtors and debtors in possession under sections 1107(a) and 1108 of title 11 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

6. On June 7, 2023, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee [D.I. 65].

7. On June 19, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 110] (the “Interim Compensation Procedures Order”).

8. DLA Piper was retained, effective as of June 8, 2023, by this Court’s *Order (I) Authorizing the Official Committee of Unsecured Creditors to Retain and Employ DLA Piper LLP (US) as Counsel, Effective as of June 8, 2023, and (II) Granting Related Relief* [D.I. 196] (the

“Retention Order”), entered on July 24, 2023. The Retention Order authorizes DLA Piper to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

RELIEF REQUESTED

9. During the Compensation Period, DLA Piper has provided an aggregate of 372.20 hours for professional services, for a total amount of \$377,701.00, and incurred out of pocket expenses in the amount of \$672.03. DLA Piper requests payment of all fees and expenses under the terms of the Interim Compensation Procedures Order. After applying a 20% holdback of fees, the total amount of fees requested for payment for the Compensation Period is \$302,160.80, plus 100% of expenses in the amount of \$672.03, for a total requested payment of \$302,832.83.

COMPENSATION AND ITS SOURCE

10. All services for which compensation is requested by DLA Piper were performed for or on behalf of the Committee and are to be paid by the Debtors’ estates.

11. During the Compensation Period, DLA Piper 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 by this Application. There is no agreement or understanding between DLA Piper and any other person other than the partners of DLA Piper for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

FEE STATEMENT

12. The fee statement for DLA Piper for the Compensation Period is attached to this Application as **Exhibit A**. This statement contains daily time logs describing the time spent by each attorney, paraprofessional, and staff member for the Compensation Period. The hourly rates set forth in **Exhibit A** are those customarily charged by DLA Piper for similar legal services, with

agreed-upon discounts as indicated herein. DLA Piper's fees for services rendered by lawyers, paralegals, and other professionals are customary and usual in the legal community in which DLA Piper practices. To the best of DLA Piper's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, Local Rule 2016-2, and the Interim Compensation Procedures Order.

ACTUAL AND NECESSARY EXPENSES

13. A summary of actual and necessary expenses and daily logs of expenses incurred by DLA Piper during the Compensation Period is attached to this Application as **Exhibit B**. DLA Piper charges its clients \$0.10 per page for black & white photocopying expenses and \$0.80 per page for color photocopying expenses (in accordance with Local Rule 2016-2(e)(iii)). DLA Piper does not charge its clients for outgoing facsimile transmissions or long-distance carrier charges for outgoing facsimile transmissions.

14. DLA Piper believes the foregoing rates are at or below the market rates that the majority of law firms charge clients for such services. A complete review by category of the expenses incurred for the Compensation Period is attached hereto as **Exhibit B**. To the extent such itemization is insufficient to satisfy the requirements of Local Rule 2016-2(e)(ii), DLA Piper respectfully requests that the Court waive strict compliance with such Local Rule.

SUMMARY OF SERVICES RENDERED

15. DLA Piper has worked closely with counsel for the Debtors, the Debtors' secured lenders and other parties in interest in connection with the Debtors' sale of substantially all of their assets, as well as to resolve issues related to the Debtors' post-petition financing and negotiations of the material terms of a chapter 11 plan. DLA Piper has also performed all necessary professional services that are described in greater detail below.

SUMMARY OF SERVICES BY PROJECT

16. The services rendered by DLA Piper during the Compensation Period can be grouped into the categories generally described below. A more detailed description of the actual services provided to the Committee is set forth on the attached **Exhibit A**. The attorneys, paraprofessionals, and staff who rendered services relating to each category, are identified, along with the number of hours for each individual and the total compensation sought for each category, in **Exhibit A** attached hereto. Although DLA Piper has made every effort properly and consistently to categorize the actual services provided into the appropriate category, certain tasks may properly be categorized into two or more task codes.

A. **Case Administration**

Fees: \$36,558.00; Total Hours: 40.50

This category includes all matters relating to filing documents with the Court, service thereof, creating and updating calendars, and preparation of necessary notices and certifications in these Chapter 11 Cases, as well as general case coordination among the DLA Piper team members and the Court. This category also includes matters relating to the general operations of the Committee, including drafting and revising Committee bylaws and confidentiality agreements to facilitate the operation of the Committee in the Chapter 11 Cases.

B. **Asset Analysis and Recovery**

Fees: \$6,920.00; Total Hours: 6.00

This category includes all matters relating to an analysis of the Debtors' assets, and investigations into potential sources of recovery for unsecured creditors.

C. **Asset Sales and Other Dispositions of Assets**

Fees: \$65,094.00; Total Hours: 62.40

This category generally includes all matters relating to the sale of substantially all of the Debtors' assets, including bidding procedures, review of bids, consultation and participation in connection with drafting the bidding procedures order and all other matters related to the sale.

D. **Avoidance Action Analysis**

Fees: \$48,040.50; Total Hours: 40.70

This category includes all matters relating to an analysis of avoidance actions, including investigation and analysis of the Debtors' prepetition transactions and assessment of potential causes of action that may be pursued for the benefit of unsecured creditors.

E. **Meetings and Communications with Statutory Committees**

Fees: \$34,949.00; Total Hours: 36.00

This category includes all matters relating to preparing for and attending meetings with members of the Committee and the statutory meeting of creditors under section 341 of the Bankruptcy Code.

F. **Court Hearings**

Fees: \$11,491.00; Total Hours: 10.70

This category includes all matters relating to the preparing for and attending court hearings in the Chapter 11 Cases.

G. **Employment Applications**

Fees: \$28,592.50; Total Hours: 35.30

This category includes all matters relating to the retention of various professionals on behalf of the Committee, including preparation of applications to retain DLA Piper as counsel to the Committee and Dundon Advisers LLC as financial advisor to the Committee.

H. **Fee Applications**

Fees: \$2,152.50; Total Hours: 3.10

This category includes all matters relating to the preparation and prosecution of monthly and interim fee applications for DLA Piper and Dundon, and review of monthly and interim fee applications filed by other professionals employed in the Chapter 11 Cases.

I. **Litigation and Contested Matters**

Fees: \$38,725.50; Total Hours: 35.30

This category includes all matters relating to analysis and preparation for all litigation and contested matters, including drafting document requests and other discovery, settlement negotiations, document production analysis, and drafting and revision of settlement term sheets.

J. **Employee Matters (Benefits, Pensions, Unions)**

Fees: \$1,755.00; Total Hours: 1.80

This category includes all matters relating to the Debtors' employees, including analysis of the Debtors' KERP motion and proposed and as-entered orders.

K. **Financing/DIP Financing/Cash Collateral**

Fees: \$82,355.50; Total Hours: 80.30

This category includes all matters relating to the Debtors' request for post-petition financing and to use cash collateral of the Debtors' secured lenders, including negotiations of the

terms of the proposed final order authorizing the Debtors to obtain post-petition financing and use cash collateral and the extent of adequate protection provided to the Debtors' secured lenders. This category also includes the Committee's investigation of the liens of the Debtors' secured lenders, including relating to perfection and collateral for such liens, analysis regarding potential challenges to the extent, validity and priority of liens, and negotiating a resolution to such potential challenges through agreement to a global settlement with the Debtors and their secured lenders as memorialized in the final order approving the Debtors' post-petition financing.

L. **Claims Administration and Objections**

Fees: \$1,042.50; Total Hours: 1.10

This category includes all matters relating to specific claim inquiries, analysis of scheduled and filed claims, potential claim objections and review and monitoring of the claims register.

M. **Plan and Disclosure Statement / Business Plans**

Fees: \$14,929.50; Total Hours: 14.70

This category includes all matters relating to the preparation and negotiation of the terms of a chapter 11 plan for the Debtors, including negotiation of plan terms with the Debtors and the Debtors' secured lenders to facilitate an orderly exit from chapter 11 for the benefit of the Debtors' unsecured creditors.

VALUATION OF SERVICES

17. Attorneys, paraprofessionals, and staff of DLA Piper have expended a total of 372.20 hours in connection with this matter during the Compensation Period, as follows:

Name of Professional Individual	Hours	Agreed Rate²	Amount
Torosian, Jeffrey S.	3.10	\$1,510.00	\$4,681.00
Walker, Melanie E.	1.00	\$1,250.00	\$1,250.00
O'Donnell, Dennis	168.40	\$1,185.00	\$199,554.00
Applebaum, Aaron S.	131.10	\$975.00	\$127,822.50
Sarna, Matthew S.	2.20	\$1,020.00	\$1,020.00
McLemore, Nicole	55.80	\$675.00	\$37,665.00
Trager S. Daniel	1.70	\$655.00	\$1,113.50
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Countryman, William L.	1.00	\$380.00	\$475.00
Pullan, Theresa	5.30	\$360.00	\$1,908.00
TOTALS	372.70	\$848.50 (Blended Rate)	\$377,701.00

The nature of the work performed by these persons is described in **Exhibit A** attached hereto. The reasonable value of the services rendered by DLA Piper to the Debtors during the Compensation Period is at least \$377,701.00.

18. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, DLA Piper respectfully submits that the amount requested by DLA Piper is fair and reasonable given (a) the significance of the issues addressed by the Committee in connection with the Debtors' sale process and financing, (b) the complexity of these Chapter 11 Cases, (c) the time expended, (d) the nature and extent of the services rendered, (e) the value of such services, and (f) the costs of comparable services other than in a case under this title. DLA Piper discussed staffing of the engagement with the Committee prior to the appointment of the Committee, agreed to discount the rates of the DLA Piper attorneys primarily responsible for these cases, and ensured that this matter was appropriately staffed at all times, using junior associates at lower billing rates whenever

² DLA Piper agreed to discount its standard rates for the attorneys expected to be primarily responsible for this matter, which rates are reflected in the above chart. Standard rates for such professionals are as follows: Dennis O'Donnell, \$1,395.83; Aaron Applebaum, \$1,080.00; Nicole McLemore, \$750.00; and Daniel Trager, \$730.00.

possible and appropriate. Finally, DLA Piper has reviewed and believes this Application complies with the requirements of Local Rule 2016-2.

CERTIFICATION

19. A certification of Aaron S. Applebaum is attached hereto as **Exhibit C**, and made part of this Application, stating that DLA Piper has reviewed the requirements of Local Rule 2016-2 and believes that this Application is in compliance therewith.

WHEREFORE, DLA Piper respectfully requests, for the period from June 8, 2023, through July 31, 2023, allowance of payment of \$302,832.83, which is the sum of \$302,160.80 (eighty percent (80%) of \$377,701.00 of fees), and \$672.03 (one hundred percent (100%) of actual and necessary expenses), and such other and further relief as this Court may deem just and proper.

Dated: August 16, 2023
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

/s/ Aaron S. Applebaum

Aaron S. Applebaum, Esq. (DE #5587)

R. Craig Martin, Esq. (DE #5032)

1201 North Market Street, Suite 2100

Wilmington, Delaware 19801-1147

Telephone: (302) 468-5700

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Email: aaron.applebaum@us.dlapiper.com

craig.martin@us.dlapiper.com

-and-

Dennis C. O'Donnell, Esq. (Admitted *Pro Hac Vice*)

DLA PIPER LLP (US)

1251 Avenue of the Americas, 27th Floor

New York, New York 10020-1104

Telephone: (212) 335-4500

Facsimile: (212) 335-4501

Email: dennis.odonnell@us.dlapiper.com

*Counsel for the Official Committee of Unsecured
Creditors*

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

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In re: : Chapter 11
: :
: Case No. 23-10671-BLS
PLASTIQ, INC., et al.,¹ :
Debtors. : (Jointly Administered)
: :
: **Obj. Deadline: Sept. 6, 2023, at 4:00 p.m. (ET)**
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**NOTICE OF FIRST MONTHLY APPLICATION OF DLA PIPER LLP (US) FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM JUNE 8, 2023, TO JULY 31, 2023**

PLEASE TAKE NOTICE that, on August 16, 2023, DLA Piper LLP (US) filed its *First Monthly Application of DLA Piper LLP (US) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from June 8, 2023, through July 31, 2023* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 110] (the “Interim Compensation Procedures Order”), and must be filed with the Court and served on: (i) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801 (Attn: Matthew B. Lunn (mlunn@ycst.com) and Joseph M. Mulvihill (jmulvihill@ycst.com)); (ii) counsel for the Committee, DLA Piper LLP (US), 1201 N. Market Street, Suite 210, Wilmington, Delaware 19801 (Attn: R. Craig Martin (craig.martin@us.dlapiper.com) and Aaron S. Applebaum (aaron.applebaum@us.dlapiper.com)), 1251 Avenue of the Americas New York, New York 10020 (Attn: Dennis C. O’Donnell (dennis.odonnell@us.dlapiper.com)); and (vi) the U.S. Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Richard L. Schepacarter (richard.schepacarter@usdoj.gov)), on or before (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice and the Interim Compensation Procedures Order, the objecting party and DLA Piper may attempt to resolve the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Plastiq Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

objection on a consensual basis. If the parties are unable to reach a resolution of the objection, DLA Piper may either (i) file a request with the Court for payment of the difference between the Maximum Monthly Payment and the Actual Monthly Payment (as defined in the Interim Compensation Procedures Order) made to DLA Piper (the “Incremental Amount”), or (ii) forego payment of the Incremental Amount until the next omnibus or fee application hearing at which time the Court will consider and dispose of the objection if requested by the parties.

PLEASE TAKE FURTHER NOTICE that, under the Interim Compensation Procedures Order, if no objection to the Application is timely filed and served by the Objection Deadline, DLA Piper may be paid an amount equal to eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Application.

Dated: August 16, 2023
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

/s/ Aaron S. Applebaum

Aaron S. Applebaum, Esq. (DE #5587)

R. Craig Martin, Esq. (DE #5032)

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Email: aaron.applebaum@us.dlapiper.com

craig.martin@us.dlapiper.com

-and-

Dennis C. O'Donnell, Esq. (Admitted *Pro Hac Vice*)

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Facsimile: (212) 335-4501

Email: dennis.odonnell@us.dlapiper.com

*Counsel for the Official Committee of Unsecured
Creditors*

EXHIBIT A

June and July Combined Fee Statement for DLA Piper LLP (US)



DLA Piper (US)
D. O'Donnell
T 212-335-4500

PRIVILEGED AND CONFIDENTIAL

Plastiq Official Creditors' Committee
Plastiq Creditors' Committee
c/o Patrick Ekeruo
Brex, Inc., 50 West Broadway, Suite 333#15548, Salt Lake
Salt Lake City, UT 15548

INVOICE # 883017585
Invoice Date August 15, 2023

Client Name Plastiq Official Creditors' Committee
Matter Name Representation of Plastiq committee

For Professional Services through July 31, 2023

Fees	377,701.00
Disbursements	672.03
TOTAL THIS INVOICE	USD 378,373.03

FEE DETAIL

The following legal services were provided by DLA Piper LLP (US):

B110 Case Administration				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
06/08/23	Emails with D. O'Donnell and committee members re selection of DLA as counsel, scheduling first committee meeting and next steps (0.3); Draft/revise working group contact list, meeting agenda and committee bylaws and emails with committee members re same (1.2); Emails with debtors' counsel and D. O'Donnell re objection deadline extensions and scheduling introductory call (0.2).	Aaron S. Applebaum	1.70	1,657.50
06/08/23	Review Bylaws (.8); address other Administrative issues (.7)	Dennis O'Donnell	1.50	1,777.50
06/08/23	Emails with D. O'Donnell and A. Applebaum regarding selection as Committee counsel and work streams (.3); review and revise bylaws (1.3).	Nicole McLemore	1.60	1,080.00
06/09/23	Telephone calls and email with YCST, SRZ re: issues (1.3); review NOA, PHVs (.4); review/revise Issues List (.9); review ByLaws (.9)	Dennis O'Donnell	3.50	4,147.50
06/09/23	Internal communications regarding Committee Counsel, Notice of Appearance and Pro Hac Motion for D. O'Donnell (.3) and work on draft pleadings (.6).	Carolyn B. Fox	0.90	342.00
06/09/23	Draft internal memo re filing protocols for PlastiQ committee case (0.2); Draft email to C. Fox re preparation of notice of appearance and pro hac application (0.2); Discuss status of NOAs and pro hac motions with D. O'Donnell and N. McLemore (0.1); Draft email to C. Martin and S. Brown updating on status of objection deadline (0.1); emails with YCST team regarding case intro, preliminary meeting (0.2); Discuss updates to NOAs and PHV motions with T. Pullan (0.2); Prepare initial draft of minutes of committee meeting and discuss with N. McLemore (0.2).	Aaron S. Applebaum	1.20	1,170.00
06/09/23	Review pro hac vice motion (.1); retrieve relevant copies of all outstanding first day documents (.2); emails with D. O'Donnell and A. Applebaum regarding work streams (.1).	Nicole McLemore	0.40	270.00

06/10/23	Preliminary review of document package delivered by debtors and share with D. O'Donnell and Dundon team (0.5); Emails with Dundon team re case strategy and first steps (0.2); Call with D. O'Donnell and Dundon team re strategy development, case issues and next steps (0.7); Emails with T. Pullan re filing NOA and PHV motion (0.1); Review/comment on PHV motions and approve same for filing (0.2).	Aaron S. Applebaum	1.70	1,657.50
06/10/23	Telephone calls and emails with YCST, SRZ re: issues (1.3); review NOA, PHVs (.4); review/revise Issues List (.9); review ByLaws (.9).	Dennis O'Donnell	3.50	4,147.50
06/10/23	Emails with DLA team regarding financial advisor selection.	Nicole McLemore	0.10	67.50
06/12/23	Review ByLaws re: confidentiality.	Dennis O'Donnell	1.50	1,777.50
06/12/23	Review notice of adjourned hearing (0.1); Review case docket and pending motions/interim orders (0.5).	Aaron S. Applebaum	0.60	585.00
06/12/23	Analyze key case dates and deadlines and draft key dates chart (.4); analyze first day declaration (.3); analyze bankruptcy case docket for substantial filings (.7).	Nicole McLemore	1.40	945.00
06/13/23	Calls and emails with Dundon team regarding case status (1.2); emails with J. Mulvihill regarding COCs for first day motions (.3); revise Committee bylaws to include Chairperson (.1); call and correspondence with A. Applebaum regarding first day motions (.2); analyze budget breakdown for Debtors' advisors (.2); analyze bankruptcy docket for substantial filings (.1); attention to DLA issues list and case work streams (.5).	Nicole McLemore	2.60	1,755.00
06/13/23	Emails with D. O'Donnell and M. Lunn re confidentiality provision in bylaws (0.2); Review second day motions (cash management, employee wages, taxes, insurance, critical vendor, customer programs) and draft internal memo and proposed email to debtors' counsel re same (3.1); Discuss requested changes to 2nd day motions with D. O'Donnell and phone call with N. McLemore re same (0.3); Review email from N. McLemore to debtors' counsel re questions/comments on 2nd day motions and orders (0.2); Review committee post re updates, draft objection and demand list (0.2).	Aaron S. Applebaum	4.00	3,900.00
06/14/23	Review response from J. Mulvihill re questions/comments on 2nd day motions (0.1); discuss committee notice language in insurance order with N. McLemore (0.2); Discuss follow-up points on employee wage questions with N. McLemore (0.1).	Aaron S. Applebaum	0.40	390.00
06/14/23	Emails with J. Mulvihill regarding COCs for first day motions (.1); review first day orders and redlines (.7); analyze bankruptcy docket for substantial filings (.5).	Nicole McLemore	1.30	877.50

06/15/23	Emails with Dundon team re parties-in-interest list (0.2); Review updated order on first-day matters, phone calls with N. McLemore and D. O'Donnell re same (0.5); Review/respond to emails with debtors' counsel re forms of order, status of discussions re order on PPP retention (0.5); Discuss status of PPP retention order with Dundon team (0.2); Follow-up emails/phone calls re PPP order revisions (0.2); Discuss resolution of PPP order with D. O'Donnell and email debtors' team re confirmation of same (0.2); review revised PPP order and confirm approval with Dundon (0.2).	Aaron S. Applebaum	2.00	1,950.00
06/15/23	Correspondence with Debtors' counsel regarding COC and CNOs for first day motions (.3) and call and correspondence with A. Applebaum regarding same (.3); review lease rejection motions (.1); analyze bankruptcy case docket for substantial filings (.5).	Nicole McLemore	1.20	810.00
06/16/23	Correspondence with C. Fox regarding docket notifications (.1); analyze bankruptcy case docket for substantial updates (.1).	Nicole McLemore	0.20	135.00
06/19/23	Emails re status of bylaws execution, review executed copy from committee members and coordinate compilation with N. McLemore (0.2); Review executed bylaws compilation and draft minutes from prior committee meetings, emails with N. McLemore re same (0.3).	Aaron S. Applebaum	0.50	487.50
06/19/23	Create combined copy of executed Committee bylaws (.4), compile minutes (.2) and email D. O'Donnell and A. Applebaum regarding same (.1); analyze bankruptcy docket for substantial filings (.1).	Nicole McLemore	0.80	540.00
06/20/23	Coordinate Zoom appearance for self (.1); analyze bankruptcy case docket for substantial filings (.1); record sale timeline dates (.2).	Nicole McLemore	0.40	270.00
06/21/23	Analyze bankruptcy docket for substantial filings.	Nicole McLemore	0.20	135.00
06/22/23	Emails with D. O'Donnell and A. Applebaum regarding executed bylaws and confidentiality provisions (.2); analyze schedules and statements (1.4) and draft summary of same (.2); emails with D. O'Donnell and A. Applebaum regarding analysis of schedules and statements (.2).	Nicole McLemore	2.00	1,350.00
06/22/23	Review court notices regarding schedules and SOFAs filed, draft internal memo re protocol for review/summary of same and implications for bar date.	Aaron S. Applebaum	0.30	292.50
06/22/23	Email re executed Bylaws to YCST.	Dennis O'Donnell	0.80	948.00
06/23/23	Review/revise summary of schedules/SOFA and discuss with N. McLemore and D. O'Donnell (0.6); Review revised summary and responses to questions re summary analysis of schedules and follow-up emails re same (0.3).	Aaron S. Applebaum	0.90	877.50

06/23/23	Analyze schedules and statements (1.1) and emails with D. O'Donnell and A. Applebaum regarding same (.3); emails with D. O'Donnell and S. Schwartz regarding internal case management (.1); analyze bankruptcy case docket for substantial filings (.1).	Nicole McLemore	1.60	1,080.00
06/27/23	Correspondence with DLA team regarding matter timekeeping for fee statements.	Nicole McLemore	0.10	67.50
06/29/23	Draft Summary of 341 Meeting for Circulation.	Daniel S. Trager	0.60	393.00
06/29/23	Correspondence with A. Applebaum regarding DLA work streams and upcoming deadlines.	Nicole McLemore	0.20	135.00
06/30/23	Correspondence D. Trager regarding 341 meeting (.1); correspondence with A. Applebaum regarding DLA work streams and upcoming deadlines (.1); email to Dundon team regarding monthly operating reports (.1).	Nicole McLemore	0.30	202.50
07/06/23	Email with J. Roselius regarding restructuring timekeeping (.1); circulate interested parties list to D. Trager (.1).	Nicole McLemore	0.20	135.00
07/13/23	Analyze bankruptcy case docket for substantial filings and calendar deadlines related to same.	Nicole McLemore	0.20	135.00
07/31/23	Analyze bankruptcy docket for substantial filings.	Nicole McLemore	0.10	67.50

TOTAL TASK	36,558.00
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B120 Asset Analysis and Recovery				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
06/22/23	Review SPAC case law.	Dennis O'Donnell	0.90	1,066.50
06/23/23	Call with D. O'Donnell, M. Walker, and A. Applebaum regarding SPAC (.4); correspondence with M. Walker regarding SPAC information (.1).	Nicole McLemore	0.50	337.50
06/23/23	Review Colonnade materials (1.1); Conf call w/ M. Walker re same (.9).	Dennis O'Donnell	2.00	2,370.00
06/23/23	Review background materials and call re: potential litigation claims related to SPAC transaction.	Melanie E. Walker	0.80	1,000.00
07/20/23	Review Colonnade materials (.4); Conference call w/ M. Lunn re same (.4); draft outline re same (.8).	Dennis O'Donnell	1.60	1,896.00
07/26/23	Call with D. O'Donnell re: limitation on liability provision in Merger Agreement.	Melanie E. Walker	0.20	250.00

TOTAL TASK	6,920.00
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B130 Asset Sales and Other Dispositions of Assets				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
06/10/23	Review bidding procedures issues list from Dundon team.	Aaron S. Applebaum	0.20	195.00
06/12/23	Review sale motion, APA and proposed bidding procedures and draft bidding procedures objection (2.8); Phone calls with co-counsel re bidding procedures comments and process (0.3).	Aaron S. Applebaum	3.10	3,022.50
06/12/23	Review/revise BPO Objection.	Dennis O'Donnell	0.90	1,066.50
06/13/23	Telephone calls and email with YCST, Dundon, PPP re: open issues (1.2); review/revise BPO Objection (1.9).	Dennis O'Donnell	3.10	3,673.50
06/14/23	Phone call with M. Brooks re issues related to sale and bidding procedures (0.4); Draft/revise objection to bidding procedures (1.1); Prepare alternative sale timelines and draft email to D. O'Donnell re same (0.3); Phone call with D. O'Donnell re sale procedures and Colonnade issues, potential discovery for sale objection (0.3).	Aaron S. Applebaum	2.10	2,047.50
06/15/23	Review revised objection to bidding procedures (0.2); Draft/revise sale procedures objection, discuss with D. O'Donnell, finalize and prepare for filing, review final version and approve for filing (1.4); Discuss alternative sale timeline and bid deadlines with D. O'Donnell (0.3).	Aaron S. Applebaum	1.90	1,852.50
06/16/23	Internal communications regarding efilings notifications and organize same.	Carolyn B. Fox	0.40	152.00
06/19/23	Review email to Priority re term sheet and potential resolution of bidding procedures objection.	Aaron S. Applebaum	0.20	195.00

06/20/23	Emails with D. O'Donnell and D. Fournier re open sale/bidding procedures issues (0.1); Phone calls with D. O'Donnell re open sale issues (0.1); Phone call with D. Fournier re bidding procedures open issues and potential resolution (0.2); Draft proposed reservation of rights language for bidding procedures order and discuss same with D. O'Donnell (0.4); Draft email circulating proposed ROR language to Debtors and lenders, follow-up email with same to Priority (0.2); Review proposed comments to reservation language from Priority counsel and offer on bid protections, emails with Dundon and D. O'Donnell re same and draft email with analysis of percentage of purchase price at different valuations (0.4); Review proposed order approving sale procedures and bidding procedures and draft proposed comments to same (0.8); Discuss comments to bidding procedures, sale timeline and bid protections with D. O'Donnell (0.2); Draft email to debtors/lenders with proposed comments to Bidding Procedures Order and Bidding Procedures (0.1); Emails with J. Mulvihill re status of discussions with Priority on bidding procedures order language, bid protections (0.1); Review further comments to bid procedures and modified language, discuss with D. O'Donnell and emails with D. Fournier re same (0.3); Analyze proposed revisions to bidding procedures order and ROR language from Priority and discuss strategy regarding same and impact on expense reimbursement analysis with D. O'Donnell (0.3).	Aaron S. Applebaum	3.20	3,120.00
06/20/23	Telephone calls and email with YCST, Dundon, SRZ, PPP re: open DIP and BPO issues (3.2); review/revise Final DIP and BPO Orders (1.9); revise Issue List (.9).	Dennis O'Donnell	6.00	7,110.00
06/21/23	Draft email to D. O'Donnell re analysis of Priority updated Bidding Procedures Order language (0.2); Review updated bidding procedures order and discuss with D. O'Donnell (0.3); Emails with debtors confirming agreement on bidding procedures order (0.2).	Aaron S. Applebaum	0.70	682.50
06/21/23	Telephone calls and email with YCST, Dundon, PPP re: open issues (1.2); review/revise Final DIP and BPO Orders (1.9); attend Second Day Hearing (1.4).	Dennis O'Donnell	4.50	5,332.50
06/28/23	Discuss sale objection and discovery with N. McLemore (0.2), emails with D. O'Donnell re same (0.2).	Aaron S. Applebaum	0.40	390.00
06/29/23	Draft document requests for expected sale objection (0.7); Discuss document requests with D. O'Donnell and N. McLemore (0.2).	Aaron S. Applebaum	0.90	877.50
07/04/23	Review/respond to emails with D. O'Donnell and M. Walker re status of sale issues and prep for call with Colonnade.	Aaron S. Applebaum	0.20	195.00

07/11/23	Phone call with D. O'Donnell re document requests, preparation of formal discovery to Colonnade and next steps (0.3); Emails with D. O'Donnell and M. Lunn re document requests (0.1); Draft document requests and subpoena to Colonnade (1.6); Emails with D. O'Donnell re document requests and timing for subpoena (0.2).	Aaron S. Applebaum	2.20	2,145.00
07/11/23	Review Omnibus Objection re: Colonnade (.7); email A. Applebaum re: same (.4); telephone calls with M. Lunn re: Colonnade (.3).	Dennis O'Donnell	1.40	1,659.00
07/12/23	Emails with D. O'Donnell and M. Lunn re discovery requests, path toward sale hearing (0.2); Emails with Dundon re sale process update and next steps (0.2); Research sale objections, sub rosa plans, drafting sale objection (2.7); Review sales funnel tracker and related emails with Dundon (0.2); Review Oracle sale/cure objection (0.2).	Aaron S. Applebaum	3.50	3,412.50
07/13/23	Review sale update slides (0.2); Review D. O'Donnell comments to sale objection (0.3).	Aaron S. Applebaum	0.50	487.50
07/14/23	Discuss D. O'Donnell comments to sale objection (0.1), revise same (0.4); Phone call with D. O'Donnell re sale objection, Colonnade documents, next steps (0.4); Further research case law for sale objection and emails with D. O'Donnell re same (1.2).	Aaron S. Applebaum	2.10	2,047.50
07/15/23	Revise Objection to Sale Motion re: Colonnade (2.1); research re: same (1.6) email A. Applebaum re: same (.4).	Dennis O'Donnell	4.10	4,858.50
07/16/23	Revise Objection to Sale Motion re: Colonnade (2.7); research re: same (1.6) email A. Applebaum re: same (.4).	Dennis O'Donnell	4.70	5,569.50
07/16/23	Emails with D. O'Donnell and N. McLemore re sale objection, next steps (0.2); Review updated/revised sale objection (0.5); Draft/revise sale objection (1.2).	Aaron S. Applebaum	1.90	1,852.50
07/16/23	Revise sale objection.	Nicole McLemore	0.40	270.00
07/17/23	Revise sale objection and incorporate comments to same (2) and emails and calls with D. O'Donnell and A. Applebaum regarding final revisions and filing of same (.7).	Nicole McLemore	2.70	1,822.50
07/17/23	Phone call with D. O'Donnell re sale objection, strategy and analysis (0.2); Review/revise sale objection and phone calls with N. McLemore re same (0.8); Continue updating sale objection, phone calls with N. McLemore and D. O'Donnell re same, review updated drafts and coordinate preparation for filing (1.2); Further review sale objection, discuss same with D. O'Donnell, finalize and review ready-to-file copy (0.5); Approve filing and confirm service of objection (0.2).	Aaron S. Applebaum	2.90	2,827.50

07/17/23	Revise, prepare and electronically file Limited Objection to Sale Motion (.7); emails with N. McLemore, A. Applebaum, D. O'Donnell regarding same (.2); email same to KCC for service (.1).	William L. Countryman	1.00	475.00
07/17/23	Revise Objection to Sale Motion re: Colonnade (1.7); email A. Applebaum re: same (.4); settlement email and telephone calls (1.4).	Dennis O'Donnell	3.50	4,147.50
07/19/23	Review emails from D. O'Donnell and Dundon re sale process updates (0.2); Phone call with D. O'Donnell re sale process updates, develop strategy (0.3).	Aaron S. Applebaum	0.50	487.50
07/20/23	Emails with Dundon and committee members re sale status, no bids and next steps.	Aaron S. Applebaum	0.30	292.50
07/21/23	Emails with Dundon re bid update, discuss with D. O'Donnell (0.2); Review committee post on sale update, notice of cancellation of auction (0.3).	Aaron S. Applebaum	0.50	487.50
07/24/23	Review replies to sale objection from Debtors, Priority and Colonnade.	Aaron S. Applebaum	0.60	585.00
07/25/23	Review declarations and replies to sale objection (0.5); Emails with debtors' counsel re revised sale order (0.2).	Aaron S. Applebaum	0.70	682.50
07/26/23	Review updated sale documents related to Blue Torch payout and Colonnade side letter and draft email with analysis of same to D. O'Donnell (0.3); Discuss hearing strategy, open issues with D. O'Donnell (0.2).	Aaron S. Applebaum	0.50	487.50
07/28/23	Emails throughout day with debtors, Blue Torch, Colonnade and Priority re revisions to sale order language, plan/ds.	Aaron S. Applebaum	0.60	585.00

TOTAL TASK	65,094.00
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B150 Meeting & Communications with Statutory Committees				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
06/08/23	Initial meeting w/Committee (.9); address FA selection issues (1.1).	Dennis O'Donnell	2.00	2,370.00
06/08/23	Emails with Committee regarding initial Committee meeting.	Nicole McLemore	0.20	135.00
06/08/23	Draft meeting agenda.	Nicole McLemore	0.50	337.50
06/09/23	Emails with Committee regarding selection of a FA and bylaws.	Nicole McLemore	0.10	67.50
06/09/23	Telephone calls and emails to Committee members re: organizational	Dennis O'Donnell	1.30	1,540.50
06/09/23	Attend committee call regarding case strategy, bylaws, fiduciary duties and next	Aaron S. Applebaum	0.60	585.00
06/10/23	Telephone calls and emails to Committee members re: organizational	Dennis O'Donnell	0.70	829.50
06/10/23	Emails with B. Liu re execution of bylaws.	Aaron S. Applebaum	0.10	97.50
06/11/23	Telephone calls and emails to Committee members re: organizational	Dennis O'Donnell	0.70	829.50

06/11/23	Review ByLaws re: confidentiality.	Dennis O'Donnell	3.00	3,555.00
06/12/23	Emails with Committee regarding discussions with Debtors' counsel (.1); revise meeting minutes from initial meeting	Nicole McLemore	0.30	202.50
06/13/23	Draft Committee meeting minutes.	Nicole McLemore	0.30	202.50
06/14/23	Emails with Committee regarding status of negotiations with lender's counsel (.1); prepare for and attend call with Committee regarding case updates (1.3).	Nicole McLemore	1.40	945.00
06/14/23	Review email with questions from committee members re discussions with	Aaron S. Applebaum	0.10	97.50
06/14/23	Committee call regarding open case issues and strategy, next steps.	Aaron S. Applebaum	0.80	780.00
06/14/23	Review/respond to emails with committee members re updates on discussions with debtors/lenders and	Aaron S. Applebaum	0.30	292.50
06/19/23	Committee call re: status.	Dennis O'Donnell	0.90	1,066.50
06/20/23	Committee call re: status.	Dennis O'Donnell	0.90	1,066.50
06/20/23	Coordinate Committee Updates Meeting (.1); coordinate Committee Zoom attendance for observation at the June 21 hearing (.3); attend Committee updates call	Nicole McLemore	0.80	540.00
06/21/23	Update email to Committee.	Dennis O'Donnell	0.80	948.00
06/22/23	Email Committee members.	Dennis O'Donnell	0.70	829.50
06/22/23	Emails with DLA and Committee regarding Committee meeting, updates, executed bylaws, and minutes (.3); draft and revise agenda for June 23 meeting (.3).	Nicole McLemore	0.60	405.00
06/22/23	Emails with N. McLemore and D. O'Donnell re scheduling committee call, circulation of minutes and fully-executed bylaws (0.2); Discuss agenda and new items for same for committee call with N. McLemore (0.2); Revise committee meeting agenda (0.2).	Aaron S. Applebaum	0.60	585.00
06/23/23	Review/revise agenda, variance report and meeting minutes in preparation for committee call (0.3); Attend committee call, recap of DIP/Bidding Procedures hearing and next steps (0.9).	Aaron S. Applebaum	1.20	1,170.00
06/23/23	Emails with DLA and Committee regarding Committee Agenda and meeting materials (.5); prepare for and attend weekly Committee meeting (.9).	Nicole McLemore	1.40	945.00
06/23/23	Prep for Committee call (.9); participate in Committee call (.9).	Dennis O'Donnell	1.80	2,133.00
06/25/23	Draft Committee meeting minutes (.2) and email to D. O'Donnell and A. Applebaum regarding same. (.2)	Nicole McLemore	0.40	270.00
06/27/23	Emails with committee members re 341 meeting and next committee call.	Aaron S. Applebaum	0.20	195.00
06/27/23	Correspondence with Committee members regarding meeting schedules.	Nicole McLemore	0.10	67.50
06/28/23	Emails and phone call with N. McLemore re 341 meeting.	Aaron S. Applebaum	0.10	97.50

06/28/23	Review Committee updates email (.1) and draft Committee meeting agenda for June 30 meeting (.2).	Nicole McLemore	0.30	202.50
06/29/23	Emails regarding 341 meeting (0.2); Review agenda for committee call (0.1).	Aaron S. Applebaum	0.30	292.50
06/29/23	Attend 341 meeting and take notes.	Daniel S. Trager	1.10	720.50
06/29/23	Call with D. Trager regarding 341 meeting and correspondence with D. O'Donnell and A. Applebaum regarding same.	Nicole McLemore	0.50	337.50
06/30/23	Emails with Committee members regarding Committee meeting (.1); prepare for and attend Committee meeting (.7).	Nicole McLemore	0.80	540.00
06/30/23	Emails with D. Trager re 341 meeting notes/summary (0.1); Review summary of 341 meeting and emails with D. Trager re same (0.2); Committee call re sale process, financial reporting and recent pleadings	Aaron S. Applebaum	0.90	877.50
06/30/23	Emails with Committee members regarding revisions to the Working Group	Nicole McLemore	0.20	135.00
07/05/23	Draft Committee meeting agenda and revise June 30 meeting minutes (.3); emails with Committee members regarding Committee meeting (.1).	Nicole McLemore	0.40	270.00
07/06/23	Draft internal memo re potential agenda items and suggestion of deferral of committee meeting and follow-up emails re same.	Aaron S. Applebaum	0.40	390.00
07/06/23	Emails with D. O'Donnell, A. Applebaum, and Committee members regarding Committee meeting.	Nicole McLemore	0.20	135.00
07/12/23	Review/comment on agenda for committee meeting (0.1); Emails with committee members re agenda and next steps (0.1).	Aaron S. Applebaum	0.20	195.00
07/12/23	Draft Committee meeting agenda (.3) and email D. O'Donnell and A. Applebaum regarding same (.2).	Nicole McLemore	0.50	337.50
07/13/23	Attend professionals' call with Dundon team to prepare for Committee meeting (.4) and review materials related to same (.1); attend weekly Committee meeting (.5) and draft meeting minutes (.1).	Nicole McLemore	1.10	742.50
07/13/23	Prep call with Dundon team re open sale/litigation items (0.5); Attend committee call regarding sale process, Colonnade litigation, claims (0.5).	Aaron S. Applebaum	1.00	975.00
07/20/23	Prep for Committee call (.5); participate in Committee call (.4).	Dennis O'Donnell	0.90	1,066.50
07/21/23	Update email to Committee regarding Colonnade litigation.	Dennis O'Donnell	1.10	1,303.50
07/24/23	Review draft agenda for committee meeting and emails re same (0.2); Attend committee meeting re sale process, Colonnade litigation, prep for July 27 hearing (0.5); Discussions with committee members re claims process, analysis of claims pool (0.3).	Aaron S. Applebaum	1.00	975.00
07/24/23	Prepare for and participate in committee call.	Dennis O'Donnell	1.30	1,540.50

07/26/23	Draft Committee meeting agenda (.2) and register Committee members for hearing observation via Zoom (.1); finalize meeting agenda and email members with	Nicole McLemore	0.50	337.50
07/27/23	Attend committee call.	Aaron S. Applebaum	0.40	390.00

TOTAL TASK	34,949.00
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B155 Court Hearings

DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
06/16/23	Discuss hearing prep/coverage with N. McLemore.	Aaron S. Applebaum	0.20	195.00
06/19/23	Call with D. O'Donnell and A. Applebaum regarding background and 6/21/23 hearing (1.0); email from A. Applebaum regarding same (0.1); review and analyze pleadings on DIP Motion and Bidding Procedures Motion (1.0).	Jeffrey S. Torosian	2.10	3,171.00
06/21/23	Court appearance by Zoom on DIP and Bidding Procedures Motion.	Jeffrey S. Torosian	1.00	1,510.00
06/21/23	Attend DIP/Sale Procedures Hearing (0.8); Review/respond to emails regarding outcome of hearing and next steps (0.2).	Aaron S. Applebaum	1.00	975.00
06/21/23	Prepare for and attend hearing regarding DIP financing and bidding procedures.	Nicole McLemore	0.30	202.50
06/21/23	Prepare for and attend BPO hearing.	Dennis O'Donnell	1.10	1,303.50
07/06/23	Prepare for and attend hearing on Debtors' Supplemental DIP Motion and summarize same for DLA Team and Committee members.	Nicole McLemore	2.80	1,890.00
07/27/23	Attend sale hearing / solicitation procedures hearing.	Matthew S. Sarna	2.20	2,244.00

TOTAL TASK	11,491.00
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B160 Employment Applications

DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
06/09/23	Review pitch materials from potential FAs and discuss same with D. O'Donnell (0.5); Draft emails to FA candidates regarding additional information requested by committee members (0.2); Review rate/pricing estimates from FA candidates, discuss with D. O'Donnell and compile in comprehensive email for members' review (0.3); Attend committee FA pitches (0.8); Phone call with D. O'Donnell re FA pitches and follow-up emails with committee members and D. O'Donnell re same (0.4); Phone call with representatives of other FA firms regarding status of interview process (0.2); Emails with committee members re selection of Dundon as FA, next steps (0.2).	Aaron S. Applebaum	2.60	2,535.00

06/10/23	Draft email to Dundon team with parties-in- interest list for conflicts search.	Aaron S. Applebaum	0.10	97.50
06/12/23	Draft email to D. O'Donnell re notice of selection of FA to other interested parties (0.1); draft email to other FAs re selection of Dundon and appreciation of interest (0.2).	Aaron S. Applebaum	0.30	292.50
06/13/23	Review/respond to emails re preparation of retention application.	Aaron S. Applebaum	0.20	195.00
06/13/23	Multiple emails with DLA team regarding conflicts review.	Nicole McLemore	0.30	202.50
06/19/23	Email S. Schwartz regarding conflicts search results.	Nicole McLemore	0.10	67.50
06/20/23	Analyze conflicts search results.	Nicole McLemore	0.90	607.50
06/22/23	Discuss status of retention application with N. McLemore, follow-up emails re same.	Aaron S. Applebaum	0.30	292.50
06/23/23	Analyze conflicts search results.	Nicole McLemore	0.20	135.00
06/25/23	Analyze conflicts search results.	Nicole McLemore	0.80	540.00
06/28/23	Draft DLA retention application, O'Donnell and Ekeruo declarations, proposed order, and begin populating Schedule 2.	Nicole McLemore	1.10	742.50
06/28/23	Discuss retention application draft with N. McLemore (0.2); draft email to J. Nahas re same (0.1).	Aaron S. Applebaum	0.30	292.50
06/29/23	Review DLA and Dundon Retention apps (1.1); email re: same (.4).	Dennis O'Donnell	1.50	1,777.50
06/29/23	Revise DLA retention application and populate Schedule 2 (1.4); proof same (1); emails with A. Applebaum and D. O'Donnell regarding retention application (.1).	Nicole McLemore	2.50	1,687.50
06/30/23	Review/revise DLA retention application (1.6); Emails regarding comments to retention application (0.2).	Aaron S. Applebaum	1.80	1,755.00
06/30/23	Review comments to DLA retention application and emails regarding same.	Nicole McLemore	0.40	270.00
07/02/23	Review and respond to correspondence regarding DLA retention application (.1); call with A. Applebaum regarding same (.2).	Nicole McLemore	0.30	202.50
07/02/23	Review D. O'Donnell markup to retention application, emails re same and phone call with N. McLemore re same (0.5); Emails with Dundon re retention application (0.2).	Aaron S. Applebaum	0.70	682.50
07/02/23	Review and revise DLA retention application (.6); email re DLA and Dundon retention apps (.6).	Dennis O'Donnell	1.20	1,422.00
07/03/23	Emails and phone calls with N. McLemore re revisions to fee retention application, review D. O'Donnell changes and emails with accounting re confirmation of billing status of flagged current and former clients.	Aaron S. Applebaum	0.40	390.00
07/03/23	Emails with A. Pearson regarding DLA fee information for O'Donnell declaration (.2) and revise same (.2).	Nicole McLemore	0.40	270.00
07/04/23	Emails with D. O'Donnell and N. McLemore re revisions to retention application.	Aaron S. Applebaum	0.20	195.00

07/04/23	Revise DLA retention application (.8); correspondence with A. Applebaum and D. O'Donnell regarding same (.1).	Nicole McLemore	0.90	607.50
07/04/23	Review and revise DLA retention application (.7); email re DLA and Dundon retention apps (.7).	Dennis O'Donnell	1.40	1,659.00
07/05/23	Internal communications regarding Retention Applications and Notices and Certificates of Service and work on same.	Carolyn B. Fox	0.30	114.00
07/05/23	Review Dundon employment application and draft email with comments (0.7); Review revised Dundon employment application, discuss preparation for filing with N. McLemore and discuss comments to application with Dundon (0.4); Review/respond to emails regarding finalization of employment applications, preparation of notice of application, emails with M. Lunn re service of retention applications (0.7); Emails with D. O'Donnell and committee re status/timing of filing retention applications (0.2).	Aaron S. Applebaum	2.00	1,950.00
07/05/23	Review and revise Dundon retention application (.5); emails with A. Applebaum and D. O'Donnell regarding same (.1); update DLA retention application (.3).	Nicole McLemore	0.90	607.50
07/05/23	Prepare notices of hearing for DLA and Dundon retention applications (1.1); prepare documents for filing (.7).	Theresa Pullan	1.80	648.00
07/06/23	Phone calls with D. O'Donnell and Committee re retention application (0.2); coordinate finalization of retention applications (0.1); Review and provide final comments on DLA retention application and exhibits and approve for filing (0.3); Review and approve Dundon retention application for filing (0.3).	Aaron S. Applebaum	0.90	877.50
07/06/23	Review and revise DLA retention application for filing (.3); review Dundon retention application for filing (.2); emails with A. Applebaum, D. O'Donnell, and T. Pullan regarding finalization and filing of same (.3).	Nicole McLemore	0.80	540.00
07/06/23	Prepare for and efile DLA and Dundon retention applications (.8); coordinate service (.2).	Theresa Pullan	1.00	360.00
07/12/23	Review email with comments to retention application from UST, discuss same with D. O'Donnell (0.3); Emails with Dundon re UST comments to retention applications, follow-up with UST (0.2).	Aaron S. Applebaum	0.50	487.50
07/12/23	Analyze UST comments to retention application (.1) and emails with D. O'Donnell and A. Applebaum regarding same (.1).	Nicole McLemore	0.20	135.00
07/13/23	Revise DLA and Dundon proposed retention orders to incorporate U.S. Trustee comments (.8) and email with D. O'Donnell and A. Applebaum regarding same (.1).	Nicole McLemore	0.90	607.50

07/20/23	Emails with A. Applebaum and T. Pullan regarding COC for DLA and Dundon retention orders.	Nicole McLemore	0.20	135.00
07/20/23	Internal communications regarding preparing COCs (.1); prepare COC for DLA and Dundon applications (1.1).	Theresa Pullan	1.20	432.00
07/21/23	Review/revise COC for DLA and Dundon retention orders, discuss same with N. McLemore and T. Pullan (0.5); Review revised COCs and approve for filing (0.2).	Aaron S. Applebaum	0.70	682.50
07/21/23	Prepare for and efile certifications of counsel regarding DLA and Dundon applications (.9); upload orders (.3); coordinate service (.1).	Theresa Pullan	1.30	468.00
07/21/23	Review and revise COCs regarding DLA and Dundon retention applications (.5) and emails with A. Applebaum regarding same (.2); review final filing copies (.3).	Nicole McLemore	1.00	675.00
07/24/23	Review retention issue (.8); email re: same (.4).	Dennis O'Donnell	1.20	1,422.00
07/24/23	Emails with C. Fox re status of order upload (0.1); Review orders entered on DLA and Dundon retention applications (0.2); Draft email to Dundon team re retention order (0.1).	Aaron S. Applebaum	0.40	390.00
07/24/23	Internal communications regarding orders for retention applications.	Carolyn B. Fox	0.20	76.00
07/25/23	Review retention issue (.6); email re: same (.3).	Dennis O'Donnell	0.90	1,066.50

TOTAL TASK	28,592.50
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B170 Fee Applications				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
07/10/23	Emails with A. Applebaum regarding fee estimation and monthly fee statements.	Nicole McLemore	0.20	135.00
07/11/23	Multiple emails with DLA team regarding DLA fee statement and exhibits (.2); call with T. Harvey regarding DLA invoice (.2).	Nicole McLemore	0.40	270.00
07/12/23	Review draft exhibit to first monthly fee application and discuss revisions with N. McLemore.	Aaron S. Applebaum	0.20	195.00
07/12/23	Emails with P. Conway and K. Moseley regarding DLA fee statement (.2); revise June fee summary for inclusion in the DLA monthly fee statement (1).	Nicole McLemore	1.20	810.00
07/13/23	Revise June DLA fee summary for schedule attached to fee statement (1) and email with A. Applebaum regarding same (.1).	Nicole McLemore	1.10	742.50

TOTAL TASK	2,152.50
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B180 Avoidance Action Analysis				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
06/23/23	Review de-SPAC documents, review/respond to emails with D. O'Donnell and M. Walker re same (0.5); call with D. O'Donnell and M. Walker re de-SPAC claims and potential avenues for recovery (0.4).	Aaron S. Applebaum	0.90	877.50
07/04/23	Email M. Lunn re D&O claim (1.2); email re Colonnade claims (.8).	Dennis O'Donnell	2.00	2,370.00
07/21/23	Review Colonnade docs (1.1); research re 510(b). (1.1); email M. Lunn and A. Applebaum re same (.9).	Dennis O'Donnell	3.10	3,673.50
07/22/23	Review Colonnade docs (1.1); research re 510(b) (.8); email M. Lunn and A. Applebaum re same (.9); draft questions to E. Buchanan (1.2); emails A. Burger re: settlement options (.9).	Dennis O'Donnell	4.90	5,806.50
07/23/23	Review Colonnade docs (1.8); research re 510(b), (1.1); email M. Lunn and A. Applebaum re same (.9); draft questions to E. Buchanan (1.2); emails A. Burger re: settlement options (1.1).	Dennis O'Donnell	6.10	7,228.50
07/24/23	Review Colonnade document production (1.7); related settlement discussions (1.9); multiple, email re same (1.1).	Dennis O'Donnell	4.70	5,569.50
07/25/23	Review Colonnade document production (1.2); related settlement discussions (1.7); multiple, email re same (.9).	Dennis O'Donnell	3.80	4,503.00
07/26/23	Prepare for Sale and DS hearing (2.9); related settlement discussions (1.5); multiple, email re same (1.9).	Dennis O'Donnell	7.30	8,650.50
07/27/23	Prepare for Sale and DS hearing (2.9); attend same (1.6); related settlement discussions (2.5); multiple, email re same (1.9).	Dennis O'Donnell	7.90	9,361.50

TOTAL TASK	48,040.50
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B190 Litigation and Contested Matters				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
07/05/23	Conference call w/M. Lunn re: Colonnade (.7); review Combined Plan and DS (1.6); Revise Doc Requests (.6); email A. Applebaum re: same (.4).	Dennis O'Donnell	3.30	3,910.50
07/06/23	Review Colonnade documents (.9); revise Doc Requests (.9); email A. Applebaum re: same (.4).	Dennis O'Donnell	2.20	2,607.00
07/07/23	Review Colonnade documents (1.1); revise Doc Requests (.9); email A. Applebaum re: same (.9).	Dennis O'Donnell	2.90	3,436.50
07/07/23	Review documents and prepare for call with Colonnade counsel (0.2); Call with Colonnade, follow-up discussion with D. O'Donnell re same (0.6).	Aaron S. Applebaum	0.80	780.00
07/08/23	Review Colonnade documents (1.1); revise Doc Requests (.9); email A. Applebaum re: same (.9).	Dennis O'Donnell	2.90	3,436.50

07/09/23	Conference call w/M. Lunn re: Colonnade (.7); review documents (1.1); revise Doc Requests (.9); email A. Applebaum re: same (.9).	Dennis O'Donnell	3.60	4,266.00
07/09/23	Review email from D. O'Donnell re update on Colonnade discussions, discovery and next steps.	Aaron S. Applebaum	0.20	195.00
07/10/23	Review/revise Colonnade document requests and emails with D. O'Donnell re same.	Aaron S. Applebaum	0.60	585.00
07/10/23	Revise Doc Requests (.7); email A. Applebaum re: same (.4).	Dennis O'Donnell	1.10	1,303.50
07/12/23	Discuss Colonnade subpoena with D. O'Donnell, revise/finalize document requests, format with subpoena and draft email to Colonnade counsel with service copy of same (0.5); Review/respond to emails with Colonnade counsel re subpoena and discuss with D. O'Donnell (0.2).	Aaron S. Applebaum	0.70	682.50
07/12/23	Revise Doc Requests (.7); email A. Applebaum re: same (.2); telephone calls with M. Lunn re: Colonnade (.2).	Dennis O'Donnell	1.10	1,303.50
07/13/23	Emails with D. O'Donnell re Colonnade subpoena service (0.1); Research Colonnade Acquisition Corp II and means of personal service of subpoena and draft email to D. O'Donnell re same (0.4); Follow-up emails with Colonnade counsel re subpoena (0.1).	Aaron S. Applebaum	0.60	585.00
07/14/23	Call with Colonnade counsel re subpoena (0.8); phone call with D. O'Donnell re Colonnade call and next steps (0.2); Draft email to Colonnade memorializing call and annotating document requests per agreements (0.4); Review Colonnade comments on memorialization of agreement on subpoena and confirm same (0.2).	Aaron S. Applebaum	1.60	1,560.00
07/14/23	Emails with Colonnade counsel regarding production requests.	Nicole McLemore	0.20	135.00
07/16/23	Emails with Colonnade counsel re document production, confidentiality issues.	Aaron S. Applebaum	0.20	195.00
07/17/23	Emails with D. O'Donnell and PlastiQ counsel re scheduling 408 meeting with Colonnade principals (0.2); Review merger provision financing provisions and draft email to D. O'Donnell re same (0.4).	Aaron S. Applebaum	0.60	585.00
07/18/23	Research and review Colonnade issues (0.8); review standby LOC agreement and emails with D. O'Donnell re same (0.3); call with Colonnade counsel/principals (0.6); Call with D. O'Donnell re evaluation of Colonnade claims, next steps (0.2).	Aaron S. Applebaum	1.90	1,852.50
07/18/23	Revise Objection to Sale Motion re: Colonnade (1.1); email A. Applebaum re: same (.3); settlement email and telephone calls (2.3).	Dennis O'Donnell	3.70	4,384.50
07/19/23	Emails with Colonnade counsel and coordinate document review/download (0.5); Phone call with D. O'Donnell re Colonnade issues (0.3).	Aaron S. Applebaum	0.80	780.00
07/20/23	Coordinate download of documents from Colonnade, emails with D. O'Donnell re same.	Aaron S. Applebaum	0.50	487.50

07/21/23	Preliminary review of subordination case law and discuss with D. O'Donnell (0.3); Emails with debtors' counsel and D. O'Donnell re Colonnade issues, phone call with D. O'Donnell re same (0.4).	Aaron S. Applebaum	0.70	682.50
07/23/23	Emails with D. O'Donnell and M. Lunn re Colonnade follow-up, proposed questions for debtors' CEO.	Aaron S. Applebaum	0.20	195.00
07/24/23	Emails with D O'Donnell re review of Colonnade documents (0.1); Review and provide comments on draft settlement term sheet (0.3); Preliminary review and coordination of Colonnade documents (0.2); Emails re settlement discussions/protocols for Colonnade with Debtors' counsel (0.2); Discuss hearing prep, witnesses/exhibits with D. O'Donnell and emails with Debtors' counsel re same (0.2).	Aaron S. Applebaum	1.00	975.00
07/25/23	Phone call with D. O'Donnell re prep for Colonnade call, strategy (0.3); Preliminary review of Colonnade documents (0.2); Analyze and develop outline of claims and settlement construct for Colonnade call (0.4).	Aaron S. Applebaum	0.90	877.50
07/26/23	Emails with D. O'Donnell re document production/review (0.2); Call with Colonnade team re discussion of claims and potential settlement terms (0.5); Review offers and counteroffers regarding Colonnade litigation and phone call re same with D. O'Donnell (0.4).	Aaron S. Applebaum	1.10	1,072.50
07/27/23	Emails with D. O'Donnell and P. Ekeruo re Colonnade litigation, potential settlement (0.2); Discuss potential Colonnade settlement with D. O'Donnell (0.1); Review/analyze claims register, phone call with D. O'Donnell re same and potential impact of settled Colonnade claim (0.3); Review updated agenda, pleadings in preparation for hearing (0.3); Emails with D. O'Donnell and committee members re proposed Colonnade resolution (0.2); Discuss Colonnade settlement terms with D. O'Donnell, update from hearing (0.3).	Aaron S. Applebaum	1.40	1,365.00
07/28/23	Phone call with J. Nahas re litigation claims review/development (0.3); Review D&O summary from Dundon (0.2).	Aaron S. Applebaum	0.50	487.50
TOTAL TASK				38,725.50

B195 Non-Working Travel				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
06/21/23	Travel to and from Delaware.	Dennis O'Donnell	2.50	2,962.50
07/27/23	Travel to/from Wilmington (non-working time).	Dennis O'Donnell	1.80	2,133.00
TOTAL TASK				5,095.50

B220 Employee Matters (Benefits, Pensions, Unions)				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
06/30/23	Review KERP motion, order and participant list and draft email with preliminary comments to D. O'Donnell (0.7); Emails with Committee members and Dundon team re KERP motion (0.2).	Aaron S. Applebaum	0.90	877.50
07/03/23	Review emails with Dundon re analysis of KERP motion (0.2); Emails with D. O'Donnell re comments to KERP motion (0.1).	Aaron S. Applebaum	0.30	292.50
07/04/23	Discuss KERP motion with D. O'Donnell and draft email to J. Mulvihill re same.	Aaron S. Applebaum	0.20	195.00
07/05/23	Phone call with J. Mulvihill re comments to KERP motion (0.2); Phone call with D. O'Donnell re same (0.2).	Aaron S. Applebaum	0.40	390.00
TOTAL TASK			1,755.00	

B230 Financing/DIP/Cash Collateral Matters				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
06/08/23	Preliminary research DIP objections and reservation of rights language.	Aaron S. Applebaum	0.50	487.50
06/09/23	Call with Debtors' counsel regarding June 15 hearing.	Nicole McLemore	0.30	202.50
06/09/23	Call with Debtors' team regarding initial issues, extension of deadlines and hearing on DIP/Bidding procedures.	Aaron S. Applebaum	0.40	390.00
06/10/23	Review DIP issues list from Dundon team.	Aaron S. Applebaum	0.30	292.50
06/11/23	Discuss preparation of DIP/sale issues list with D. O'Donnell (0.2); Draft/revise issues list, incorporating legal issues with financial issues identified by Dundon team and format list for circulation to debtors/lenders (1.7); Emails with D. O'Donnell and Dundon team re revised issues list (0.2); Emails with D. O'Donnell and YCST re circulated issues list and next steps (0.2); Review preliminary DIP comp analysis from Dundon team and share comments with D. O'Donnell (0.6).	Aaron S. Applebaum	2.90	2,827.50
06/12/23	Discuss preparation of omnibus sale/DIP objection with D. O'Donnell and develop argument structure for same (0.7); Review emails with debtors/lenders re issues list and next steps (0.2); review DIP motion and interim order and drafting DIP Objection (3.9); Phone call with Dundon team regarding call with Portage regarding DIP and related issues (0.5); Draft email to D. O'Donnell re call with Dundon (0.2).	Aaron S. Applebaum	5.50	5,362.50

06/13/23	Phone call with D. O'Donnell re key points from Dundon call with Portage Point, prep for call with Dundon (0.2); Call with Dundon team re next steps following call with Portage Point and strategy decisions in preparation for call with Blue Torch (0.7); Phone call with D. O'Donnell re preparation for call with Blue Torch (0.2); Call with A. Harris re DIP financing issues, follow-up call with D. O'Donnell re same (0.8); Draft confidential proposal/demands to lenders to resolve dip/sale objections (0.6); Discuss draft DIP/Sale objection with D. O'Donnell and emails with Dundon team re same (0.3); Call with Dundon team and D. O'Donnell re objection and demand/offer to Blue Torch and follow-up discussion with D. O'Donnell re same (0.6); Review email and breakdown of debtors' professional fees and emails with D. O'Donnell and Dundon team re same (0.4); Review email/response from A. Harris to committee requests, follow-up emails with D. O'Donnell and Dundon team re same (0.3); Review/respond to further emails re analysis of debtors' fee budget/allocation (0.2).	Aaron S. Applebaum	4.30	4,192.50
06/13/23	Call with A. Harris regarding DIP objection issues.	Nicole McLemore	0.60	405.00
06/14/23	Emails with D. O'Donnell re responses to committee member questions and next steps (0.1); review UCC and collateral documents in debtor initial production, draft email to D. O'Donnell re same and prepare email to debtors requesting financing statements, Amex documents and security agreement (1.1); Call with Portage and YCST teams regarding professional fee budget, allocation of Portage fees across workstreams, emails with Dundon team re same (0.7); Draft/revise objection to DIP financing (1.1); Review Blue Torch UCC-1 financing statement and email from YCST re Amex funds, emails with Dundon re same (0.3); Review security agreement and compare to bank account list (0.5).	Aaron S. Applebaum	3.80	3,705.00
06/14/23	Telephone calls and emails with YCST, Dundon, PPP re: open issues (1.6); review/revise BPO Objection (2.8).	Dennis O'Donnell	4.40	5,214.00
06/14/23	UCC professionals call re open issues/strategy for sale/DIP issues.	Aaron S. Applebaum	0.20	195.00
06/14/23	Call with YCNS and Portage Point teams regarding budget.	Nicole McLemore	0.50	337.50
06/15/23	Telephone calls and email with YCST, Dundon, PPP re: open issues (.8); review/revise Committee Settlement Term Sheet (1.3); Review Colonnade materials (1.1); Update email to Committee (.9)	Dennis O'Donnell	4.10	4,858.50
06/15/23	Internal communications regarding Omnibus Objection to DIP/Sale Procedures (.2); review docket for Notice of DIP and Sale Motions and draft and circulate Certificate of Service for Objection (.6);	Carolyn B. Fox	0.80	304.00

06/15/23	Review revised DIP objection and emails re same (0.2); Review D. O'Donnell comments/revisions to objection, phone calls and emails with D. O'Donnell and N. McLemore re same (0.6); Draft/revise DIP objection, discuss with D. O'Donnell, finalize and prepare for filing, review final version and approve for filing (1.4); Review draft settlement term sheet for DIP/sale objections and phone call with D. O'Donnell re same (0.3); Review UCC-1 financing statements, preliminary review of DACAs (0.3).	Aaron S. Applebaum	2.80	2,730.00
06/15/23	Revise omnibus objection (1.1) and incorporate comments to same (.7); research regarding objection (1); emails with D. O'Donnell and A. Applebaum regarding revisions to objection (.3); call with A. Applebaum regarding additional edits to objection (.1).	Nicole McLemore	3.20	2,160.00
06/16/23	Telephone calls and email with YCST, Dundon, and PPP re: open issues (.8); review/revise Committee Settlement Term Sheet (2.3); All Counsel call (1.1). Update email to Committee (.9).	Dennis O'Donnell	5.10	6,043.50
06/16/23	Review draft settlement term sheet and provide comments and proposed additional points to D. O'Donnell (0.5); Phone call with D. O'Donnell re settlement strategy (0.2); Call with debtors' professionals re settlement strategy, open issues for DIP/Sale (0.8); Review updated settlement term sheet and emails with D. O'Donnell and Dundon team re same (0.3).	Aaron S. Applebaum	1.80	1,755.00
06/16/23	Attend all advisors call regarding settlement term sheet.	Nicole McLemore	0.80	540.00
06/17/23	Emails and calls with D. O'Donnell re status of term sheet, status of response from lenders to revised offer, next steps (0.4); Emails with D. O'Donnell and J. Torosian re potential for litigation approach (0.2).	Aaron S. Applebaum	0.60	585.00
06/17/23	Telephone calls and emails with YCST, Dundon, PPP re: open issues (.7); review/revise Committee Settlement Term Sheet (2.3); revise relevant DIP Order provisions (1.3). Draft oral arguments outline for 6/21 hearing (.9).	Dennis O'Donnell	5.20	6,162.00
06/18/23	Revise Settlement Proposal matrix (2.2); telephone calls and email re open issues (1.9); review Debtor and BT replies (1.3).	Dennis O'Donnell	5.40	6,399.00
06/18/23	Review/respond to multiple emails throughout day with debtors/lenders and committee professionals re settlement term sheets, review multiple drafts of same and reverted counteroffers from lenders, phone calls with D. O'Donnell re same (1.5); Review further revised term sheet and discuss same with D. O'Donnell and Dundon team (0.4).	Aaron S. Applebaum	1.90	1,852.50

06/19/23	Telephone calls and email with YCST, Dundon, SRZ, and PPP re: open DIP and BPO issues (2.1); review/revise Final DIP and BPO Orders (1.4); revise Settlement Term Sheet (1.2).	Dennis O'Donnell	4.70	5,569.50
06/19/23	Phone call with D. O'Donnell and J. Torosian re status of DIP dispute, potential need for litigation support (0.2); Draft email to J. Torosian re Committee DIP objection, DIP/sale motion, interim DIP order (0.2); Register J. Torosian for hearing (0.1); Phone calls with D. O'Donnell throughout day regarding strategy for resolution of DIP/Sale objection, prepare analysis of value of potential litigation strategy versus settlement on current proposed terms (1.2); Call with Debtors/Lenders re settlement term sheet, lender questions and potential deal terms (0.6); Draft follow-up email to committee professionals re analysis of open issues from call (0.3); Call with J. Nahas re analysis of avoidance action claims and potential settlement valuation (0.4); Phone call with D. O'Donnell re avoidance action valuation and path to settlement (0.3).	Aaron S. Applebaum	3.30	3,217.50
06/19/23	Attention to emails regarding revised term sheet (.1); create and circulate meeting invitations for DIP and bidding procedures discussion call with counsel for Blue Torch and the Debtors (.1); call with counsel for Blue Torch, Debtors, Dundon and DLA team regarding DIP-BPO negotiations (.5).	Nicole McLemore	0.70	472.50
06/20/23	Attention to multiple emails regarding revised term sheet (.3); coordinate professionals' meeting with DLA, Dundon, Debtors, and Blue Torch teams (.1); analyze Debtors' reply to Committee's DIP-BPO objection (.3) and declarations in support of same (.2); call with DLA, Blue Torch, and Dundon teams regarding DIP-BPO resolution (.5); email DLA and Dundon teams regarding replies (.1).	Nicole McLemore	1.50	1,012.50
06/20/23	Phone call with D. O'Donnell re open DIP issues and coordinate call invites with N. McLemore (0.3); call with debtors and lenders' professionals re open DIP issues, resolution of disputed term sheet issues (0.6); draft proposed settlement language for DIP order (1.1); Discuss settlement language comments with D. O'Donnell and N. McLemore, revise same and draft email circulating same to debtors and lenders teams (0.5); Review proposed final DIP order from lenders' counsel and draft comments to same (0.9); Draft email to Debtors and Lenders with proposed comments to Final DIP Order (0.1); Emails with M. Nestor re proposed DIP settlement language and follow-up emails with D. O'Donnell re same (0.2); Review Debtors' comments regarding DIP order settlement language, discuss with D. O'Donnell and Dundon team (0.4); discuss scope/timing of D&O releases under DIP and plan with D. O'Donnell (0.3); Emails and phone calls through evening re updated DIP Order language, potential resolutions and next steps (0.5).	Aaron S. Applebaum	4.90	4,777.50

06/21/23	Review emails from Debtors/Lenders, discuss DIP issues in preparation for hearing with D. O'Donnell (0.3); Draft proposed alternative language for DIP Order (0.3); Review new comments to DIP Order from secured lenders and discuss with D. O'Donnell (0.2); Meetings with lenders and Debtors in advance of hearing (1.5); Review revised DIP order from lenders' counsel, discuss with D. O'Donnell and draft internal memo re comments/questions (0.6); Draft email to lenders/Debtors re questions and proposed revisions to updated final DIP order (0.2).	Aaron S. Applebaum	3.10	3,022.50
06/21/23	Attention to emails regarding DIP-BPO settlement construct.	Nicole McLemore	0.10	67.50
06/22/23	Review email from J. Mulvihill re debtor signoff on final DIP Order, status for UST approval (0.1); Phone call with A. Harris re additional comments to DIP order and emails with D. O'Donnell re same (0.4); Review updated DIP order from SRZ and emails with D. O'Donnell re same (0.2); Phone call with R Dizengoff re final review of DIP order, emails with D. O'Donnell re same (0.2); Review COC filed and order entered re Final DIP Order (0.2).	Aaron S. Applebaum	1.10	1,072.50
06/22/23	Review revised DIP Order (.9); Review Colonnade documents (1.3).	Dennis O'Donnell	2.20	2,607.00
06/23/23	Review DIP and budget issues.	Dennis O'Donnell	0.90	1,066.50
06/28/23	Attention to correspondence with PPP regarding Debtors' cash balance and DIP funding.	Nicole McLemore	0.20	135.00
06/29/23	Review DIP/budget updates from Dundon.	Aaron S. Applebaum	0.20	195.00
07/10/23	Discuss status of preparation of fee estimate under DIP order, review updated documents re same and discuss with N. McLemore.	Aaron S. Applebaum	0.40	390.00
07/13/23	Review budget report/update and emails with Dundon re same (0.2); Review DIP order terms in advance of committee meeting (0.1); Review variance report and emails re same with Dundon (0.2).	Aaron S. Applebaum	0.50	487.50
07/20/23	Review DIP and budget issues.	Dennis O'Donnell	0.90	1,066.50
07/26/23	Review/respond to emails regarding professional fee escrow and status of financing.	Aaron S. Applebaum	0.20	195.00

TOTAL TASK	82,355.50
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B310 Claims Administration and Claims Objections				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
06/22/23	Calendar claims bar date and emails with D. O'Donnell and A. Applebaum regarding same.	Nicole McLemore	0.10	67.50

07/12/23	Review/respond to emails with debtors' counsel re open claim issues, potential subordination (0.2); Emails with committee members re POC process (0.2); Emails with Dundon re claims trading activity, follow-up emails with debtors' counsel re same (0.2).	Aaron S. Applebaum	0.60	585.00
07/25/23	Discuss claims process with committee members.	Aaron S. Applebaum	0.40	390.00

TOTAL TASK	1,042.50
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B320 Plan and Disclosure Statement/Structured Dismissals/Business				
DATE	DESCRIPTION	TIMEKEEPER	HOURS	AMOUNT
07/03/23	Preliminary review of proposed combined plan and disclosure statement, revise same and draft email to D. O'Donnell re same (1.6); Review email from Colonnade counsel re scheduling call (0.1).	Aaron S. Applebaum	1.70	1,657.50
07/04/23	Review email from M. Lunn re plan comments and discuss with D. O'Donnell.	Aaron S. Applebaum	0.20	195.00
07/05/23	Emails with M. Lunn re releases under chapter 11 plan (0.2); Discuss release issues with D. O'Donnell (0.2); Analysis of current draft of plan regarding D&O releases and discuss same with D. O'Donnell (0.8).	Aaron S. Applebaum	1.20	1,170.00
07/06/23	Review/comment on solicitation procedures motion (1.5); Review/respond to emails with YCST re comments to solicitation procedures motion (0.3).	Aaron S. Applebaum	1.80	1,755.00
07/25/23	Review updated disclosure statement procedures (0.3); Review updated/revised combined chapter 11 plan and DS (0.5); Review/respond to emails with D. O'Donnell re solicitation procedures (0.2).	Aaron S. Applebaum	1.00	975.00
07/27/23	Review current draft plan/DS and draft email to D. O'Donnell re inclusion of Colonnade settlement language.	Aaron S. Applebaum	0.30	292.50
07/28/23	Revise Plan and DS (1.9); review and comment on Sale Order (.9); email re: hearing outcome and orders (.9).	Dennis O'Donnell	3.70	4,384.50
07/28/23	Analyze proposed Committee plan inserts and comments from Debtor's counsel regarding same.	Nicole McLemore	0.60	405.00
07/28/23	Review revised plan/ds and emails with D. O'Donnell re same (0.3); Review further revisions to revised plan/ds and emails re same (0.3); Emails with Blue Torch, Debtors, Colonnade and Priority re revised Plan/DS (0.4).	Aaron S. Applebaum	1.00	975.00
07/29/23	Review updated combined plan/DS and emails with J. Mulvihill re same (0.3); Review Colonnade proposed revisions to plan/ds (0.2).	Aaron S. Applebaum	0.50	487.50
07/30/23	Review updated/final version of Plan/DS from J. Mulvihill.	Aaron S. Applebaum	0.40	390.00

07/31/23	Emails with Debtors/Colonnade re signoff on updated plan/ds draft (0.2); Review debtors' proposed wind-down budget, prepare analysis of same versus requirements of Final DIP order and draft internal memo re same (0.7); Discuss wind-down budget with D. O'Donnell and emails with Debtors/Dundon re same (0.3); Call with Debtors' counsel and advisors re wind-down budget and case funding (0.3); Phone call and follow-up emails with D. O'Donnell re case funding and budget issues (0.3); Review follow-up emails with debtors/lenders re final plan/ds and wind-down budget (0.3); Review filed solicitation version of plan/ds (0.2).	Aaron S. Applebaum	2.30	2,242.50
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TOTAL TASK	14,929.50
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TOTAL HOURS	372.20
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TOTAL FEES	377,701.00
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Timekeeper Summary

The following legal services were provided by DLA Piper LLP (US):

TIMEKEEPER	TITLE	HOURS	RATE	AMOUNT
Jeffrey S. Torosian	Partner	3.10	1,510.00	4,681.00
Melanie E. Walker	Partner	1.00	1,250.00	1,250.00
Dennis O'Donnell	Partner	168.40	1,185.00	199,554.00
Matthew S. Sarna	Associate	2.20	1,020.00	2,244.00
Aaron S. Applebaum	Associate	131.10	975.00	127,822.50
Nicole McLemore	Associate	55.80	675.00	37,665.00
Daniel S. Trager	Law Grad-non admin	1.70	655.00	1,113.50
William L. Countryman	Paralegal	1.00	475.00	475.00
Carolyn B. Fox	Paralegal	2.60	380.00	988.00
Theresa Pullan	Paralegal	5.30	360.00	1,908.00
FEES		372.20		377,701.00

Task Summary

TASK	DESCRIPTION	HOURS	AMOUNT
B110	Case Administration	40.50	36,558.00
B120	Asset Analysis and Recovery	6.00	6,920.00
B130	Asset Sales and Other Dispositions of Assets	62.40	65,094.00
B150	Meeting & Communications with Statutory Committees	36.00	34,949.00
B155	Court Hearings	10.70	11,491.00
B160	Employment Applications	35.30	28,592.50
B170	Fee Applications	3.10	2,152.50
B180	Avoidance Action Analysis	40.70	48,040.50
B190	Litigation and Contested Matters	35.30	38,725.50
B195	Non-Working Travel	4.30	5,095.50
B220	Employee Matters (Benefits, Pensions, Unions)	1.80	1,755.00
B230	Financing/DIP/Cash Collateral Matters	80.30	82,355.50
B310	Claims Administration and Claims Objections	1.10	1,042.50
B320	Plan and Disclosure Statement/Structured Dismissals/Business	14.70	14,929.50
TOTALS		372.20	377,701.00

Disbursements

DATE	DESCRIPTION	AMOUNT
06/10/23	Filing/Recording Fees – Vendor: WELLS FARGO BANK Invoice#: 010060225444 Date: 7/14/2023 - Julie Dubreuil - 06/10/2023 - Pro Hac Filing Fees - O'Donnell and McLemore	50.00
06/19/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010060359214 Date: 7/21/2023 - - 06/19/2023 - Late night taxi home	27.72
06/22/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010060359214 Date: 7/21/2023 - - 06/22/2023 - Late night taxi home	18.96
06/26/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010060096916 Date: 7/11/2023 - - 06/26/2023 - Late night taxi home	18.12
06/29/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010060359214 Date: 7/21/2023 - - 06/29/2023 - Late night taxi home	19.80
07/12/23	Westlaw Charges – Westlaw Charges	250.00
07/27/23	Rail Service – Vendor: DENNIS O DONNELL Invoice#: 010060801452 Date: 8/9/2023 - - 07/27/2023 - Return from Hearing	216.00
07/27/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010060801452 Date: 8/9/2023 - - 07/27/2023 - Return from Hearing	6.85
07/27/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010060801452 Date: 8/9/2023 - - 07/27/2023 - Return from Hearing	6.83
07/27/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010060801452 Date: 8/9/2023 - - 07/27/2023 - Return from Hearing	6.85
07/27/23	Car Service/Taxi – Vendor: DENNIS O DONNELL Invoice#: 010060801452 Date: 8/9/2023 - - 07/27/2023 - Return from Hearing	23.69
07/27/23	Supplies – Vendor: DENNIS O DONNELL Invoice#: 010060858963 Date: 8/9/2023 - - 07/27/2023 - Replace lost mouse on train to DE hearing.	27.21
TOTAL DISBURSEMENTS		672.03

TOTAL THIS INVOICE

USD 378,373.03

Matter to Date Summary

	CURRENT INVOICE	INCEPTION TO DATE
Fees	377,701.00	0.00
Disbursements	672.03	0.00
TOTAL	USD 378,373.03	USD 0.00

EXHIBIT B

**EXPENSE SUMMARY FOR DLA PIPER LLP (US)
JUNE 8, 2023, THROUGH JULY 31, 2023**

Expense Category	Total Expenses (\$)
Car Service/Taxi	\$128.82
Train	\$216.00
Westlaw Research	\$250.00
Supplies	\$27.21
Filing Fees	\$50.00
TOTAL	672.03

EXHIBIT C
Certification

CERTIFICATION

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

I, Aaron S. Applebaum, after being duly sworn according to law, deposes and says:

a) I am an attorney with the applicant firm, DLA Piper LLP (US), and admitted to the bar of the State of Delaware; No. 5587.

b) I am familiar with the work performed on behalf of the Committee by the lawyers, paraprofessionals, and staff in the firm.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2 and submit that the Application substantially complies with such Local Rule, except as otherwise stated in the Application.

Dated: August 16, 2023

/s/ Aaron S. Applebaum
Aaron S. Applebaum
DLA Piper LLP (US)
1201 North Market Street, Suite 2100
Wilmington, Delaware 19801