

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

In re:

VERTEX ENERGY, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 24-90507 (CML)

(Jointly Administered)

**SUMMARY COVER SHEET
TO THE FINAL FEE APPLICATION
OF WILLKIE FARR & GALLAGHER LLP,
AS COUNSEL FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR THE FINAL FEE PERIOD
FROM OCTOBER 9, 2024 THROUGH AND INCLUDING DECEMBER 20, 2024**

Name of Applicant:	Willkie Farr & Gallagher LLP (“ <u>Willkie</u> ”)	
Applicant’s Role in Case:	Counsel for the Official Committee of Unsecured Creditors (the “ <u>Committee</u> ”)	
Docket No. of Retention Order:	December 2, 2024 [Docket No. 498]	
Final Application (x)	Indicate whether this is an interim or final Application. If interim, indicate the number (1 st , 2 nd , 3 rd , etc.)	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded (the “ <u>Application Period</u> ”):	10/09/2024	12/20/2024

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Debtor Vertex Energy, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 1331 Gemini Street, Suite 250, Houston, Texas 77058.



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Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? Yes	
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? Yes	
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? Yes	
Do expense reimbursements represent actual and necessary expenses incurred? Yes	
Compensation Breakdown for Time Period Covered by this Final Application	
Total professional fees incurred in this Final Application:	\$1,087,887.50
Total professional hours covered by this Final Application:	618.3
Average hourly rate for professionals:	\$1,759.48
Total paraprofessional fees incurred in this Final Application:	\$117,458.50
Total paraprofessional hours covered by this Final Application:	198.4
Average hourly rate for paraprofessionals:	\$592.03
Total fees requested in this Final Application:	\$1,205,346.00
Total expenses requested in this Final Application:	\$396.79
Total fees and expenses requested in this Final Application	\$1,205,742.79
Total fees and expenses awarded in all prior applications:	\$964,673.59
<p>Plan Status: On December 20, 2024, the United States Bankruptcy Court for the Southern District of Texas (the “<u>Court</u>”) entered the <i>Order Confirming the Second Amended Joint Chapter 11 Plan of Vertex Energy, Inc. and its Debtor Affiliates</i> [Docket No. 578], among other things, confirming the <i>Second Amended Joint Chapter 11 Plan Filed by Vertex Energy, Inc. and its Affiliated Debtors</i> [Docket No. 564] (the “<u>Plan</u>”). The effective date of the Plan occurred on January 21, 2025.</p>	

Primary Benefits: During the Final Fee Period, Willkie spent time, among other things: (i) engaging with the Debtors and other stakeholders regarding global settlement negotiations that ultimately resulted in a consensual chapter 11 plan; (ii) reviewing and analyzing the Debtors' sale process and associated documents; (iii) reviewing and analyzing claims-related issues in the cases, which led to the favorable settlement of over \$250 million in claims held by Matheson Tri-Gas, Inc. ("Matheson"); (iv) reviewing and analyzing motions and applications filed by the Debtors and other stakeholders, and drafting pleadings on behalf of the Committee; (v) participating in all Court hearings; and (vi) preparing for and attending weekly meetings with each of the Debtors' professionals, the Committee's professionals, and the Committee.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
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In re:

VERTEX ENERGY, INC. *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90507 (CML)
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) (Jointly Administered)
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**FINAL FEE APPLICATION
OF WILLKIE FARR & GALLAGHER LLP,
AS COUNSEL FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS, FOR THE FINAL FEE PERIOD FROM
OCTOBER 9, 2024 THROUGH AND INCLUDING DECEMBER 20, 2024**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV](https://ecf.txsb.uscourts.gov) WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS APPLICATION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN RESPONSE THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *Final Fee Application of Willkie Farr & Gallagher LLP, as Counsel for the Official Committee of Unsecured Creditors, for the Final Fee Period from October 9, 2024 Through and Including December 20, 2024* (the “Final Fee Application”) for (i) allowance of final compensation for professional services rendered to the

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Debtor Vertex Energy, Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 1331 Gemini Street, Suite 250, Houston, Texas 77058.

Committee for the period from October 9, 2024 through and including December 20, 2024 (the “Final Fee Period”) in the amount of \$1,205,346.00 and (ii) reimbursement of actual and necessary expenses that Willkie incurred during that period in the amount of \$396.79. In support of this Final Fee Application, Willkie submits the declaration of Jennifer J. Hardy, a partner of Willkie, which is attached hereto as **Exhibit A** (the “Hardy Declaration”) and incorporated by reference. In further support of this Final Fee Application, Willkie respectfully states as follows:

Jurisdiction

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

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

3. The bases for the relief requested herein 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”), rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 463] (the “Interim Compensation Order”).

Background

4. On September 24, 2024, each of the Debtors² filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors operated their businesses and managed their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy

² Unless otherwise defined, capitalized terms used herein have the meanings ascribed to them in the Plan (as defined below).

Code. No request for the appointment of a trustee or examiner was made during the pendency of these chapter 11 cases.

5. On October 8, 2024, the Office of the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed the Committee [Docket No. 151].

6. On November 26, 2024, the Court entered the Interim Compensation Order, which sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these chapter 11 cases [Docket No. 463].

7. On December 2, 2024, the Court entered the *Order Authorizing the Retention and Employment of Willkie Farr & Gallagher LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of October 9, 2024* [Docket No. 498] (the “Retention Order”), a copy of which is attached hereto as **Exhibit B** and incorporated by reference. The Retention Order authorizes the Debtors to compensate and reimburse Willkie in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order. The Retention Order also authorizes the Debtors to compensate Willkie at Willkie’s hourly rates charged for services of this type and to reimburse Willkie for Willkie’s actual and necessary out-of-pocket expenses incurred, subject to application to the Court.

8. On December 20, 2024, the Court entered the *Order Confirming the Second Amended Joint Chapter 11 Plan of Vertex Energy, Inc. and its Debtor Affiliates* [Docket No. 578], among other things, confirming the *Second Amended Joint Chapter 11 Plan Filed by Vertex Energy, Inc.* [Docket No. 564] (the “Plan”). The effective date of the Plan occurred on January 21, 2025.

Summary of Fee Applications and Compliance with Interim Compensation Order

9. This Final Fee Application has been prepared in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order. The monthly

fees requested by Willkie during the course of these chapter 11 cases were subject to a 20% holdback as provided in the Interim Compensation Order.

10. On December 13, 2024, Willkie filed the *Notice of Willkie Farr & Gallagher LLP's First Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period October 9, 2024 through October 31, 2024* [Docket No. 528] (the "First Monthly Fee Statement"). On December 27, 2024, Willkie notified the Debtors that it did not receive any objections to its First Monthly Fee Statement. Prior to this Final Fee Application, Willkie has not requested, and has not been paid, 20% of its holdback fees in connection with the First Monthly Fee Period.

11. On January 8, 2025, Willkie filed the *Notice of Willkie Farr & Gallagher LLP's Second Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from November 1, 2024 through November 30, 2024* [Docket No. 627] (the "Second Monthly Fee Statement"). On January 22, 2025, Willkie notified the Debtors that it did not receive any objections to the Second Monthly Fee Statement. Prior to this Final Fee Application, Willkie has not requested, and has not been paid, 20% of its holdback fees in connection with the Second Monthly Fee Period.

12. On January 23, 2025, Willkie filed the *Notice of Willkie Farr & Gallagher LLP's Third Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Committee of Unsecured Creditors for the Period from December 1, 2024 through December 20, 2024* [Docket No. 647] (the "Third Monthly Fee Statement"). On February 7, 2025, Willkie notified the Debtors that it did not receive any objections to the Third

Monthly Fee Statement. Prior to this Final Fee Application, Willkie has not requested, and has not been paid, 20% of its holdback fees in connection with the Third Monthly Fee Period.

13. By this Final Fee Application, Willkie seeks allowance of final compensation for professional services rendered during the Final Fee Period (*i.e.*, from October 9, 2024 through and including December 20, 2024) in the amount of \$1,205,346.00 and reimbursement of actual and necessary expenses that Willkie incurred during that period in the amount of \$396.79. During the Final Fee Period, Willkie attorneys and paraprofessionals expended a total of 816.7 hours in connection with services provided to the Committee.

14. As of the date hereof, in accordance with the Interim Compensation Order, Willkie has received payments totaling \$964,276.80 in fees and \$396.79 for reimbursement of expenses on account of services rendered and expenses incurred during the Final Fee Period. Willkie hereby requests payment of 20% of its holdback fees in connection with its (i) First Monthly Fee Statement (October 2024) (\$131,185.20), (ii) Second Monthly Fee Statement (November 2024) (\$76,380.40), and (iii) Third Monthly Fee Statement (December 1, 2024 through December 20, 2024) (\$33,503.60), and for a total of \$241,069.20.

A. Customary Billing Disclosures.

15. Willkie's hourly rates are set at a level designed to compensate Willkie fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by Willkie in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by Willkie for other restructuring matters, as well as similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures. Attached hereto as **Exhibit C** is

Willkie's budget and staffing plan, and attached hereto as **Exhibit D** is a summary of hourly rate ranges for timekeepers in Willkie's U.S. offices who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed for services rendered to the Committee during the Final Fee Period.

B. Fees Incurred During Final Fee Period.

16. In the ordinary course of Willkie's practice, Willkie maintains computerized records of the time expended in connection with professional services rendered to the Committee. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit E** is a summary of fees incurred and hours expended during the Final Fee Period, setting forth the following information:

- a. the name of each attorney and paraprofessional for whose work compensation is sought;
- b. each attorney's year of bar admission and area of practice concentration;
- c. the aggregate time expended and fees billed by each attorney and each paraprofessional during the applicable fee period; and
- d. the hourly billing rate for each attorney and each paraprofessional.

C. Expenses Incurred During Final Fee Period.

17. In the ordinary course of Willkie's practice, Willkie maintains a record of expenses incurred in connection with the rendition of professional services to the Committee and for which reimbursement is sought.

18. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit F** is a summary of expenses incurred during the Final Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses.

Summary of Legal Services Rendered During the Final Fee Period

19. During the Final Fee Period, Willkie provided extensive and important professional services to the Committee in connection with these chapter 11 cases. These services were necessary to address a multitude of critical issues.

20. To provide a meaningful summary of Willkie's services provided on behalf of the Committee, Willkie established, in accordance with its internal billing procedures, certain subject task codes (each, a "Task Code") in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Task Code during the Final Fee Period:

Task Number	Project Category Description	Total Hours Billed	Total Compensation Billed
001	Asset Analysis and Recovery	11.2	\$25,842.50
002	Asset Disposition	29.1	\$65,275.00
003	Assumption and Rejection of Leases	9.7	\$19,642.50
005	Budgeting (Case)	0.2	\$470.00
006	Business Operations	6.7	\$12,625.00
007	Case Administration	88.2	\$109,946.50
008	Claims Administration and Objections	34.5	\$56,997.50
010	Employee Benefits and Pension	0.8	\$600.00
011	Non-Willkie Fee Statements & Applications	5.6	\$3,255.00
013	Financing and Cash Collateral	96.4	\$156,302.50
014	Other Litigation	16.6	\$24,550.00
015	Meetings and Communications with Committee	155.4	\$244,936.50
017	Plan and Disclosure Statement	160.8	\$242,125.00
019	Relief from Stay and Adequate Protection	1.6	\$3,180.00
021	Tax	2.4	\$6,000.00
023	Discovery	27.0	\$42,175.00
024	Hearings	22.7	\$30,671.00
025	First and Second Day Motions	8.2	\$9,374.00
026	Claims Investigation	7.0	\$9,720.00
027	Lien Investigation	22.0	\$29,840.00
029	Other Motions/Applications	10.1	\$13,634.00
030	Schedules and Statements	5.2	\$4,220.00
031	Insurance	3.5	\$6,507.50
032	Willkie Fee Statements and Applications	14.1	\$9,863.00
037	Non-Willkie Retention Application	19.9	\$21,790.00
038	Willkie Retention Application	57.8	\$55,803.50
Total Requested		816.7	\$1,205,346.00

21. The following is a summary, by Task Code, of the most significant professional services provided by Willkie during the Final Fee Period. The descriptions demonstrate that Willkie was heavily involved in performing services for the Committee on a daily basis, often including night and weekend work, to meet the needs of the Committee in these chapter 11 cases.

22. Attached hereto as **Exhibits G-1** through **G-3** are Willkie's (i) First Monthly Fee Statement (October 9, 2024 through October 31, 2024), (ii) Second Monthly Fee Statement (November 1, 2024 through November 30, 2024), and (iii) Third Monthly Fee Statement (December 1, 2024 through December 20, 2024), which include computerized records of time expended and expenses incurred in connection with professional services rendered to the Committee.

A. Asset Analysis and Recovery [Task Code 001]

Total Fees:	\$25,842.50
Total Hours:	11.2

23. This Task Code includes time spent by Willkie on the following non-exclusive matters: negotiating a global settlement term sheet with the Debtors and the DIP Lenders.

B. Asset Disposition [Task Code 002]

Total Fees:	\$65,275.00
Total Hours:	29.1

24. This Task Code includes time spent by Willkie on the following non-exclusive matters: (a) reviewing and analyzing documents, and (b) communications with AlixPartners, LLP ("AlixPartners") and the Debtors' professionals regarding the Debtors' sale process.

C. Assumption and Rejection of Leases and Contracts [Task Code 003]

Total Fees:	\$19,642.50
Total Hours:	9.7

25. This Task Code includes time spent by Willkie analyzing and researching issues related to the potential rejection of the Debtors' executory contracts and unexpired leases, including agreements with Matheson.

D. Budgeting (Case) [Task Code 005]

Total Fees:	\$470.00
Total Hours:	0.2

26. This Task Code includes time spent by Willkie analyzing, and communicating with AlixPartners regarding the DIP budget.

E. Business Operations [Task Code 006]

Total Fees:	\$12,625.00
Total Hours:	6.7

27. This Task Code includes time spent by Willkie on the following non-exclusive matters: (a) analyzing and meeting with Debtors' professionals regarding the Debtors' business plan and operations; and (b) reviewing and analyzing the Debtors' weekly variance reports, monthly operating reports, and vendor reports.

F. Case Administration [Task Code 007]

Total Fees:	\$109,946.50
Total Hours:	88.2

28. This Task Code includes time spent by Willkie on the following non-exclusive matters: (a) drafting an internal working group list, meeting agendas, Committee bylaws, and case status updates; and (b) attending meetings with Debtors' professionals regarding case status, upcoming motions, upcoming hearings, budget and liquidity updates, asset sales, and other relevant matters.

G. Claims Administration and Objections [Task Code 008]

Total Fees:	\$56,997.50
Total Hours:	34.5

29. This Task Code includes time spent by Willkie on the following non-exclusive matters: (a) analyzing Matheson's claims and negotiating a consensual resolution of such claims; (b) communicating with Debtors' professionals regarding scheduled and filed claims and the bar date order; and (c) review and considerations of issues relating to individual proofs of claim.

H. Employee Benefits and Pension [Task Code 010]

Total Fees:	\$600.00
Total Hours:	0.8

30. This Task Code includes time spent by Willkie reviewing and analyzing the Debtors' Cash Balance Plans and the Collective Bargaining Agreement (each as defined in the Plan).

I. Non-Willkie Fee Statements and Applications [Task Code 011]

Total Fees:	\$3,255.00
Total Hours:	5.6

31. This Task Code includes time spent by Willkie on the following non-exclusive matters: (a) reviewing and analyzing the Debtors' professionals' fee structures and (b) reviewing and filing and AlixPartners' monthly fee statements and applications.

J. Financing and Cash Collateral [Task Code 013]

Total Fees:	\$156,302.50
Total Hours:	96.4

32. This Task Code includes time spent by Willkie on the following non-exclusive matters: (a) reviewing and analyzing the Debtors' DIP financing arrangements; (b) drafting and filing an objection to the Debtors' motion to approve DIP financing; (c) drafting and maintaining DIP issues lists, which helped lead to a consensual resolution of the Committee's DIP objection; and (d) communicating with AlixPartners regarding the DIP budget.

K. Other Litigation [Task Code 014]

Total Fees:	\$24,550.00
Total Hours:	16.6

33. This Task Code includes time spent by Willkie on the following non-exclusive matters: (a) reviewing and analyzing motions and other pleadings filed in connection with the Committee's DIP objection; (b) preparing discovery requests related to the Committee's DIP Objection; and (c) analyzing Matheson's claims against the Debtors and the Debtors' claims against Matheson.

L. Meetings and Communications with Committee [Task Code 015]

Total Fees:	\$244,936.50
Total Hours:	155.4

34. This Task Code includes time spent by Willkie on the following non-exclusive matters: (a) preparing for and attending weekly and special meetings with the Committee; (b) communicating the Committee and individual Committee members regarding day to day case matters; and (c) responding to inquiries from general unsecured creditors.

M. Plan and Disclosure Statement [Task Code 017]

Total Fees:	\$242,125.00
Total Hours:	160.8

35. This Task Code includes time spent by Willkie on the following non-exclusive matters: (a) reviewing, analyzing, and providing comments to the Debtors' chapter 11 plan and accompanying disclosure statement; (b) negotiating and resolving the Committee's issues regarding the plan; (c) preparing materials for the Committee regarding plan negotiations; (d) drafting a Committee statement in support of the negotiated plan and accompanying disclosure statement; (e) drafting, negotiating, and analyzing plan supplement exhibits and filings, including

the GUC Trust Agreement; (f) analyzing plan solicitation materials; (g) attending and participating in the disclosure statement approval and plan confirmation hearings; (h) preparing an objection to the Debtors' disclosure statement; and (i) reviewing and analyzing objections filed to the disclosure statement and the Plan.

N. Relief from Stay and Adequate Protection [Task Code 019]

Total Fees:	\$3,180.00
Total Hours:	1.6

36. This Task Code includes time spent by Willkie reviewing and analyzing certain parties' requests for relief from the automatic stay.

O. Tax [Task Code 021]

Total Fees:	\$6,000.00
Total Hours:	2.4

37. This Task Code includes time spent by Willkie reviewing and analyzing certain tax considerations in connection with the chapter 11 cases.

P. Discovery [Task Code 023]

Total Fees:	\$42,175.00
Total Hours:	27.0

38. This Task Code includes time spent by Willkie on the following non-exclusive matters: (a) reviewing and analyzing discovery requests; (b) preparing for depositions in connection with the Committee's potential plan objection; and (c) drafting document requests and notices of deposition in connection with the same.

Q. Hearings [Task Code 024]

Total Fees:	\$30,671.00
Total Hours:	22.7

39. This Task Code includes time spent by Willkie preparing for, attending, and participating in numerous hearings during the chapter 11 cases.

R. First and Second Day Motions [Task Code 025]

Total Fees:	\$9,374.00
Total Hours:	8.2

40. This Task Code includes time spent by Willkie (a) reviewing and negotiating various proposed “first day” final orders; and (b) reviewing and analyzing required reporting by the Debtors in connection with the same.

S. Claims Investigation [Task Code 026]

Total Fees:	\$9,720.00
Total Hours:	7.0

41. This Task Code includes time spent by Willkie working with Kirkland on an investigation of potential claims and causes of action and the propriety of Plan releases.

T. Lien Investigation [Task Code 027]

Total Fees:	\$29,840.00
Total Hours:	22.0

42. This Task Code includes time spent by Willkie conducting an investigation of the validity and perfection of prepetition security interests.

U. Other Motions/Application [Task Code 029]

Total Fees:	\$13,634.00
Total Hours:	10.1

43. This Task Code includes time spent by Willkie reviewing and analyzing various motions and applications other than those captured by other Task Codes and discussing the same

with the Debtors' professionals including, without limitation, the proposed securities class action comfort order and various non-Willkie retention filings.

V. Schedules and Statements [Task Code 030]

Total Fees:	\$4,220.00
Total Hours:	5.2

44. This Task Code includes time spent by Willkie reviewing and analyzing the Debtors' chapter 11 schedules and statements of financial affairs, discussing the same with AlixPartners, and preparing presentations for the Committee regarding the same.

W. Insurance [Task Code 031]

Total Fees:	\$6,507.50
Total Hours:	3.5

45. This Task Code includes time spent by Willkie reviewing and analyzing the Debtors' insurance policies and discussing the same with the Debtors' professionals.

X. Willkie Fee Statements and Applications [Task Code 032]

Total Fees:	\$9,863.00
Total Hours:	14.1

46. This Task Code includes time spent by Willkie preparing monthly fee statements and interim fee applications.

Y. Non-Willkie Retention Application [Task Code 037]

Total Fees:	\$21,790.00
Total Hours:	19.9

47. This Task Code includes time spent by Willkie reviewing and analyzing the Debtors' professionals' and AlixPartners' retention applications.

Z. Willkie Retention Application [Task Code 038]

Total Fees:	\$55,803.50
Total Hours:	57.8

48. This Task Code includes time spent by Willkie preparing, reviewing, and revising Willkie's retention application and supplemental declaration.

Actual and Necessary Expenses Incurred by Willkie

49. As summarized in **Exhibit F** attached hereto, Willkie incurred a total of \$396.79 in expenses in connection with its representation of the Committee during the Final Fee Period. These charges are intended to reimburse Willkie's direct operating costs, which are not incorporated into Willkie's hourly billing rates and which are charged at the external provider's cost without markup.

Reasonable and Necessary Services Provided by Willkie

A. Reasonable and Necessary Fees Incurred in Providing Services to the Committee.

50. The foregoing professional services provided by Willkie on behalf of the Committee during the Final Fee Period were reasonable, necessary, and appropriate to the administration of these chapter 11 cases and related matters.

51. The services for which Willkie seeks compensation in this Final Fee Application were necessary for, beneficial to, and in the best interests of the Committee and the Debtors' estates. The services rendered by Willkie were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the total amount requested by Willkie is fair and reasonable given (a) the complexity of these

chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

B. Reasonable and Necessary Expenses Incurred in Providing Services to the Committee.

52. Section 330 of the Bankruptcy Code authorizes “reimbursement for actual, necessary expenses” incurred by the professionals employed in a chapter 11 case. Accordingly, Willkie seeks reimbursement of actual expenses in the amount of \$396.79 that it incurred in performing its services during the Final Fee Period, a summary of which is attached hereto as

Exhibit F. These reimbursable expenses include, but are not limited to:

- a. Filing Fees / Court Reporters – Billed at actual cost;
- b. Working Meals / Transportation – Willkie’s practice is to bill clients for working meals at actual cost (but not to exceed \$20.00 per working meal), and to bill transportation at actual cost; and
- c. Computer Research Charges / Data Acquisition – Willkie’s practice is to bill clients for LEXIS, Westlaw, and Bloomberg Law research at actual cost, which does not include amortization for maintenance and equipment.

Willkie’s Requested Compensation and Expense Reimbursement Should be Allowed

53. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court’s award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement:

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

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

11 U.S.C. § 330(a)(3).

54. Willkie respectfully submits that, as noted, the services for which it seeks compensation in this Final Fee Application were, at the time rendered, necessary for and beneficial to the Committee, the Debtors, and their estates. Willkie further believes that it performed the services for the Committee economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors’ estates and the Debtors’ constituents. Willkie further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

55. During the Final Fee Period, Willkie’s hourly billing rates for attorneys ranged from \$1,325 to \$2,500. The hourly rates and corresponding rate structure utilized by Willkie in these chapter 11 cases are equivalent to the hourly rates and corresponding rate structure used by Willkie for restructuring, workout, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. Willkie strives to be efficient in the staffing of matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great complexity, high stakes, and severe time pressures—all of which were present in these chapter 11 cases.

56. Moreover, Willkie's hourly rates are set at a level designed to compensate Willkie fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

57. In sum, Willkie respectfully submits that the professional services rendered on behalf of the Committee, the Debtors, and their estates during these chapter 11 cases were necessary and appropriate given the complexity of these chapter 11 cases, the time expended by Willkie, the nature and extent of Willkie's services provided, the value of Willkie's services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, Willkie respectfully submits that the compensation and expense reimbursement sought herein is warranted and should be allowed.

Discussion of Budget and Staffing Plan

58. In accordance with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the "Guidelines"), Willkie prepared a budget and staffing plan covering October 9, 2024 through December 20, 2024, a copy of which is annexed hereto as part of **Exhibit C**. In compliance with section 6(c) of the Guidelines, **Exhibit C** also provides a summary of the hours and gross compensation billed by Willkie during the Final Fee Period compared to the aggregate hours and compensation budgeted for each task code.

59. The estimated amount of fees that Willkie expected to incur from October 9, 2024 through December 20, 2024 was approximately \$1,302,750.00. However, the actual amount of fees that Willkie incurred during the Final Fee Period was \$97,404.00 less than budgeted.

60. Willkie provided necessary and beneficial services to the Committee during the course of the Final Fee Period and took all required actions as and when the need arose. Willkie communicated and worked closely with the Committee and other stakeholders throughout the Final Fee Period related to the myriad of complex issues that arose.

61. The following chart is provided in response to the request for additional information set forth in ¶ C.5 of Appendix B of the Guidelines.

Question	Response
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.	No.
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?	Not applicable.
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?	No.
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.	No.
If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?	Not applicable.

Notice

62. The Committee has provided notice of this Final Fee Application to: (a) the U.S. Trustee; (b) the Debtors; (c) counsel for the Debtors; (d) the Committee; and (e) those persons who have formally appeared and requested service in these chapter 11 cases pursuant to Bankruptcy

Rule 2002 (collectively, the “Notice Parties”). Pursuant to the Interim Compensation Order, any party that wishes to object to the Final Fee Application must file its objection with the Court, with a copy to chambers, and serve it on the affected professional and the Notice Parties so that it is actually received on or before March 24, 2025.

No Prior Request

63. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, Willkie respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit H**: allowing Willkie (i) final compensation for professional services rendered to the Committee for the Final Fee Period in the amount of \$1,205,346.00 and (ii) reimbursement of actual and necessary expenses that Willkie incurred during that period in the amount of \$396.79; (c) authorizing and directing the Reorganized Debtors to remit payment to Willkie for any unpaid fees and expenses, as set forth in paragraph 14 hereof; and (d) granting such other relief as is appropriate under the circumstances.

Dated: Houston, Texas
March 3, 2025

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

/s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)
600 Travis Street
Houston, Texas 77002
Telephone: 713-510-1700
Facsimile: 713-510-1799
Email: jhardy2@willkie.com

AND

Brett Miller (admitted *pro hac vice*)
Brian S. Lennon (admitted *pro hac vice*)
James H. Burbage (admitted *pro hac vice*)
787 Seventh Avenue
New York, New York 10019
Telephone: 212-728-8000
Facsimile: 212-728-8111
Email: bmiller@willkie.com
blennon@willkie.com
jburbage@willkie.com

*Counsel for the Official
Committee of Unsecured Creditors*

Exhibit A

Hardy Declaration

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

In re:

VERTEX ENERGY, INC. *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90507 (CML)
)
) (Jointly Administered)
)

**DECLARATION OF
JENNIFER J. HARDY IN
SUPPORT OF FINAL FEE APPLICATION
OF WILLKIE FARR & GALLAGHER LLP,
AS COUNSEL FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, FOR THE FINAL FEE PERIOD
FROM OCTOBER 9, 2024 THROUGH AND INCLUDING DECEMBER 20, 2024**

I, Jennifer J. Hardy, being duly sworn, state the following under penalty of perjury:

1. I am a partner of the firm of Willkie Farr & Gallagher LLP (“Willkie”), which maintains offices for the practice of law at 787 Seventh Avenue, New York, New York 10019. I am one of the attorneys from Willkie working on the above-captioned chapter 11 cases. I am an attorney duly admitted and in good standing to practice before the Bar of the State of Texas, the Bar of the State of New York, the United States District Court for the Northern District of Texas, the United States District Court for the Southern District of Texas, the United States District Court for the Eastern District of Texas, and the United States District Court for the District of Colorado. There are no disciplinary proceedings pending against me.

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Debtor Vertex Energy, Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 1331 Gemini Street, Suite 250, Houston, Texas 77058.

2. I have read the foregoing final fee application of Willkie, as counsel for the Committee (the “Final Fee Application”).² To the best of my knowledge, information and belief, the statements contained in the Final Fee Application are true and correct. In addition, I believe that the Final Fee Application complies with Local Rule 2016-1.

3. In connection therewith, I hereby certify that:

- a) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and expenses sought in the Final Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions, except as specifically set forth herein;
- b) except to the extent disclosed in the Final Fee Application, the fees and expenses sought in the Final Fee Application are billed at rates customarily employed by Willkie and generally accepted by Willkie’s clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors’ cases;
- c) Willkie is not seeking compensation with respect to the fees spent reviewing or revising time records and preparing, reviewing, and revising invoices, including time spent redacting privileged or confidential information (amounting to \$7,487.50 during the Final Fee Period for 10.7 hours of work performed);
- d) in providing a reimbursable expense, Willkie does not make a profit on that expense, whether the service is performed by Willkie in-house or through a third party;
- e) in accordance with Bankruptcy Rule 2016(a) and section 504 of the Bankruptcy Code, no agreement or understanding exists between Willkie and any other person for the sharing of compensation to be received in connection with these cases except as authorized pursuant to the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules; and
- f) all services for which compensation is sought were professional services on behalf of the Committee and not on behalf of any other person.

² Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Final Fee Application.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: March 3, 2025

Respectfully submitted,

/s/ Jennifer J. Hardy

Jennifer J. Hardy

Exhibit B

Retention Order

ENTERED

December 02, 2024

Nathan Ochsner, Clerk

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

In re:

)

Chapter 11

)

VERTEX ENERGY, INC. *et al.*,¹

)

Case No. 24-90507 (CML)

)

Debtors.

)

(Jointly Administered)

)

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF WILLKIE FARR & GALLAGHER
LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS EFFECTIVE OCTOBER 9, 2024**

Upon the application (the “Application”)² of the Official Committee of Unsecured Creditors (the “Committee”) of Vertex Energy, Inc. and its debtor affiliates in the above captioned cases (collectively, the “Debtors”), pursuant to sections 105(a), 328(a), 330, and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, authorizing the Committee to employ and retain Willkie Farr & Gallagher LLP (“Willkie” or the “Firm”) as counsel, effective as of October 9, 2024; and upon the Hardy Declaration and the Patel Declaration (together, the “Declarations”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this proceeding being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue of this proceeding and the Application in this Court being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been given; and the Court having found that no other or further notice is needed or necessary; and the Court having found, based on the representations made in the Declarations, that Willkie (a) does

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Debtor Vertex Energy, Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 1331 Gemini Street, Suite 250, Houston, Texas 77058.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

not hold or represent any interest adverse to the Debtors' estates, (b) is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as used in section 328(c) of the Bankruptcy Code, and (c) does not represent any entity having an adverse interest in connection with the case as required by section 1103 of the Bankruptcy Code; and the Court having reviewed the Application and the Declarations; and the Court having determined that the legal and factual bases set forth in the Application and the Declarations establish good cause for the relief granted herein; and the relief requested in the Application being in the best interests of the Debtors' estates, their creditors, and other parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby **ORDERED** that:

1. The Application is GRANTED as modified by this Order.
2. Pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, and subject to the terms of this Order, the Committee is hereby authorized to employ and retain Willkie as its bankruptcy counsel to provide the following services, effective October 9, 2024:

- a. advising the Committee in connection with its powers and duties under the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules;
- b. assisting and advising the Committee in its consultation with the Debtors relative to the administration of these chapter 11 cases;
- c. attending meetings and negotiating with the representatives of the Debtors and other parties-in-interest;
- d. assisting and advising the Committee in its examination and analysis of the conduct of the Debtors' affairs;
- e. assisting and advising the Committee in connection with any sale of the Debtors' assets pursuant to section 363 of the Bankruptcy Code;
- f. assisting the Committee in the review, analysis, and negotiation of any chapter 11 plan(s) of reorganization or liquidation that may be filed and assisting the Committee in the review, analysis, and negotiation of the disclosure statement accompanying any such plan(s);

- g. taking all necessary actions to protect and preserve the interests of the Committee, including: (i) possible prosecution of actions on its behalf; (ii) if appropriate, negotiations concerning all litigation in which the Debtors are involved; and (iii) if appropriate, review and analysis of claims filed against the Debtors' estates;
- h. generally preparing on behalf of the Committee all necessary motions, applications, answers, orders, reports, replies, responses, and papers in support of positions taken by the Committee;
- i. appearing, as appropriate, before this Court, the appellate courts, and the U.S. Trustee, and protecting the interests of the Committee before those courts and before the U.S. Trustee; and
- j. performing all other necessary legal services in these chapter 11 cases.

3. Willkie shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable law. For billing purposes, Willkie shall keep its time in one tenth (1/10) hour increments in accordance with the Fee Guidelines. Willkie also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the Fee Guidelines, both in connection with the Application and any interim and final fee applications to be filed by Willkie in these chapter 11 cases. All billing records filed in support of fee applications will use an open and searchable LEDES or other electronic data format.

4. Willkie shall be reimbursed for actual expenses incurred in connection with its legal services provided in these cases, as provided by the Fee Guidelines and authorized by the Court's orders.

5. Prior to any increases in Willkie hourly rates, the Firm shall file a supplemental declaration with the Court to provide ten (10) business days' notice to the Debtors and the U.S. Trustee, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code, and state whether the Committee

has consented to such rate increases. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code.

6. Willkie shall use its best efforts to avoid any duplication of services provided by any of the Committee's other retained professionals in these chapter 11 cases.

7. The Committee is authorized to take all actions necessary or appropriate to carry out the relief granted in this Order.

8. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

9. Notwithstanding anything to the contrary in the Application or the Declarations attached to the Application, Willkie shall not be entitled to reimbursement for fees and expenses in connection with any objection that is filed and sustained to its fees (in whole or in part) on a final basis by the Court, without a further final order of the Court.

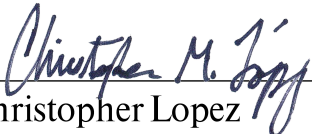
10. Willkie shall not charge a markup to the Committee with respect to fees billed by contract attorneys who are hired by Willkie to provide services to the Committee and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

11. Until the earlier of the entry of a final fee application for Willkie or the effective date of a chapter 11 plan, Willkie will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Willkie will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

12. To the extent the Application, the Patel Declaration, or the Hardy Declaration are inconsistent with this Order, the terms of this Order shall govern.

13. The Committee and Willkie are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

Signed: December 02, 2024



Christopher Lopez
United States Bankruptcy Judge

Exhibit C

Budget and Staffing Plan

**BUDGET FOR OCTOBER 9, 2024 – DECEMBER 20, 2024 AND SUMMARY OF TIME
BY BILLING CATEGORY FOR THE FINAL FEE PERIOD**

Task Number	Project Category Description	Hours		Total Compensation	
		Budgeted	Billed	Budgeted	Billed
001	Asset Analysis and Recovery	15.0	11.2	\$20,250.00	\$25,842.50
002	Asset Disposition	30.0	29.1	\$40,500.00	\$65,275.00
003	Assumption and Rejection of Leases	15.0	9.7	\$20,250.00	\$19,642.50
004	Avoidance Action Analysis	0.0	0.0	\$0.00	\$0.00
005	Budgeting (Case)	10.0	0.2	\$13,500.00	\$470.00
006	Business Operations	30.0	6.7	\$40,500.00	\$12,625.00
007	Case Administration	150.0	88.2	\$202,500.00	\$109,946.50
008	Claims Administration and Objections	10.0	34.5	\$13,500.00	\$56,997.50
010	Employee Benefits and Pension	5.0	0.8	\$6,750.00	\$600.00
011	Non-Willkie Fee Statements & Applications	10.0	5.6	\$13,500.00	\$3,255.00
012	Employment and Fee Application Objections	10.0	0.0	\$13,500.00	\$0.00
013	Financing and Cash Collateral	40.0	96.4	\$54,000.00	\$156,302.50
014	Other Litigation	30.0	16.6	\$40,500.00	\$24,550.00
015	Meetings and Communications with Committee	125.0	155.4	\$168,750.00	\$244,936.50
016	Non-Working Travel (billed at 50%)	5.0	0.0	\$6,750.00	\$0.00
017	Plan and Disclosure Statement	175.0	160.8	\$236,250.00	\$242,125.00
018	Real Estate	5.0	0.0	\$6,750.00	\$0.00
019	Relief from Stay and Adequate Protection	10.0	1.6	\$13,500.00	\$3,180.00
020	Reporting	10.0	0.0	\$13,500.00	\$0.0
021	Tax	5.0	2.4	\$6,750.00	\$6,000.00
022	Valuation	10.0	0.0	\$13,500.00	\$0.00
023	Discovery	20.0	27.0	\$27,000.00	\$42,175.00
024	Hearings	30.0	22.7	\$40,500.00	\$30,671.00
025	First and Second Day Motions	35.0	8.2	\$47,250.00	\$9,734.00

026	Claims Investigation	10.0	7.0	\$13,500.00	\$9,720.00
027	Lien Investigation	20.0	22.0	\$27,000.00	\$29,840.00
028	Intercompany Claims	0.0	0.0	\$0.00	\$0.00
029	Other Motions/Applications	20.0	10.1	\$27,000.00	\$13,634.00
030	Schedules and Statements	10.0	5.2	\$13,500.00	\$4,220.00
031	Insurance	5.0	3.5	\$6,750.00	\$6,507.00
032	Willkie Fee Statements and Applications	20.0	14.1	\$27,000.00	\$9,863.00
033	Fee Objection Discussion and Litigation	5.0	0.0	\$6,750.00	\$0.00
034	Mediation	0.0	0.0	\$0.00	\$0.00
035	Governmental/Regulatory and Foreign Law Matters	0.0	0.0	\$0.00	\$0.00
036	Time Entry Review (Not Billed)	25.0	10.7	\$33,750.00	\$7,487.50
037	Non-Willkie Retention Applications	15.0	19.9	\$20,250.00	\$21,790.00
038	Willkie Retention Application	50.0	57.8	\$67,500.00	\$55,803.50
Totals		965.0	816.7	\$1,302,750.00	\$1,205,346.00

Case Name: Vertex Energy, Inc., et al.
 Case Number: 24-90507 (CML)
 Applicant's Name: Willkie Farr & Gallagher LLP
 Date of Application: March 3, 2025
 Interim or Final: Final

STAFFING PLAN FOR OCTOBER 9, 2024 – DECEMBER 20, 2024

Category of Timekeeper	Number of Timekeepers Expected to Work on the Matter During the Budget Period	Average Hourly Rate
Partner	3	\$2,291.67
Senior Associate (7 or more years since first admission)	1	\$1,625.00
Midlevel Associate (4-6 years since first admission)	0	N/A
Junior Associate (1-3 years since first admission)	1	\$1,325.00
Law Clerk	1	\$625.00
Paralegal	1	\$380.00
All timekeepers aggregated	27	\$1,429.41

Case Name: Vertex Energy, Inc., et al.

Case Number: 24-90507 (CML)

Applicant's Name: Willkie Farr & Gallagher LLP

Date of Application: March 3, 2025

Interim or Final: Final

Exhibit D**Comparable Compensation Disclosure**

Title	Hourly Rate Range (U.S Offices Only)	Vertex Energy Blended Hourly Rate for Final Fee Period
Partner	\$1,825.00 - \$2,500.00	\$2,323.41
Counsel	\$1,650.00	N/A
Associate	\$625.00 - \$1,625.00	\$1,467.55
Law Clerk	\$625.00	\$625.00
Paraprofessionals	\$380.00 - \$620.00	\$385.38
Total:	\$1,531.71	\$1,475.87

Exhibit E**Summary of Professionals for the Final Fee Period**

Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Donald Burke	Partner	2016 (NY)	Litigation	\$2,025	17.0	\$34,425.00
Jeffrey B. Clancy	Partner	2001 (NY)	Corporate & Financial Services	\$2,225	2.7	\$6,007.50
D. Archibald Fallon	Partner	2007 (TX)	Corporate & Financial Services	\$1,825	5.3	\$9,672.50
Matthew Freimuth	Partner	2002 (NY)	Litigation	\$2,350	5.3	\$12,455.00
Todd Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$2,350	21.9	\$51,465.00
Jennifer J. Hardy	Partner	2008 (NY) 2015 (TX)	Business Reorganization & Restructuring	\$2,025	20.4	\$41,310.00
Brian S. Lennon	Partner	2004 (NY)	Business Reorganization & Restructuring	\$2,350	56.0	\$131,600.00
Vadim Mahmoudov	Partner	2000 (NY)	Tax	\$2,500	3.1	\$7,750.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,500	72.3	\$180,750.00
Dale Smith	Partner	2001 (TX)	Corporate & Financial Services	\$2,225	3.0	\$6,675.00
Andrew Thomison	Partner	2007 (TX)	Finance	\$2,025	3.9	\$7,897.50
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,625	198.5	\$322,562.50
R. Ethan Dover	Associate	2022 (NY)	Business Reorganization & Restructuring	\$1,325	161.5	\$213,987.50
M. Annie Houghton-Larsen	Associate	2019 (NY)	Litigation	\$1,575	3.7	\$5,827.50
Annie Moody	Associate	2022 (NY)	Finance	\$1,325	19.7	\$26,102.50
Noah Mussmon	Associate	2022 (DC)	Litigation	\$1,225	12.9	\$15,802.50
Zheyen (Charlene) Ni	Associate	2023 (NY)	Litigation	\$1,225	11.1	\$13,597.50
Total for Attorneys					618.3	\$1,087,887.50

Paraprofessional Person	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Zachary Charlton	Law Clerk	½ year	Business Reorganization & Restructuring	\$625	171.1	\$106,937.50
Caroline Bartolotta	Paralegal	2 ½ years	Business Reorganization & Restructuring	\$380	1.8	\$684.00
Laura Guido	Senior Paralegal	½ year	Business Reorganization & Restructuring	\$590	0.7	\$413.00
Lauren Walker	Paralegal	2 ½ years	Business Reorganization & Restructuring	\$380	24.8	\$9,424.00
Totals for Paraprofessionals					198.4	\$117,458.50

Total Fees for Fee Period	\$1,205,346.00
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Expenses for Fee Period	\$ 396.79
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TOTAL PAYMENT REQUESTED	<u>\$1,205,742.79</u>
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Exhibit F**Summary of Expenses for the Final Fee Period**

Expense Categories	Amount
Transportation (After Hours and Out of Town)	\$0
Working Meals	\$32.12
Airfare/Train	\$0
Lodging	\$0
Data Acquisition (including Legal Research)	\$64.67
Transcript Costs	\$0
Court Reporters/Other Fees	\$300.00
Totals:	\$396.79

Exhibit G-1

**First Monthly Fee Statement
for the Period from October 9, 2024 through October 31, 2024**

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

In re:)	
)	Chapter 11
)	
VERTEX ENERGY, INC. <i>et al.</i> , ¹)	Case No. 24-90507 (CML)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF WILLKIE FARR & GALLAGHER
LLP'S FIRST MONTHLY FEE STATEMENT FOR
COMPENSATION OF SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS COUNSEL
FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OCTOBER 9, 2024 THROUGH OCTOBER 31, 2024**

Name of Applicant:	Willkie Farr & Gallagher LLP	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors	
Date Retention Order Signed:	December 2, 2024 Docket No. 498.	
	Beginning of Period:	End of Period:
Time Period Covered by this Statement:	October 9, 2024	October 31, 2024
Summary of Total Fees and Expenses Requested		
Total Fees Requested in this Statement:	\$524,740.80 (80% of \$655,926.00)	
Total Expenses Requested in this Statement:	\$300.00	
Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):	\$525,040.80	

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Debtor Vertex Energy, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 1331 Gemini Street, Suite 250, Houston, Texas 77058.

Summary of Attorney Fees Incurred	
Total Attorney Fees Incurred in this Statement:	\$604,250.00
Total Actual Attorney Hours Covered by this Statement:	340.1
Average Hourly Rate for Attorneys:	\$1,776.68
Summary of Paraprofessional and Other Fees Incurred	
Total Paraprofessional and Other Fees Incurred in this Statement:	\$51,676.00
Total Actual Paraprofessional and Other Hours Covered by this Statement:	85.7
Average Hourly Rate for Paraprofessionals and Others:	\$602.99

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 463], each party receiving notice of the monthly fee statement will have until 4:00 p.m. (prevailing Central Time) on the day that is 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 463], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *First Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from October 9, 2024 through October 31, 2024* (the “First Monthly Fee Statement”).

1. By this First Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks payment of \$524,740.80 (80% of \$655,926.00) as compensation for professional services rendered to the Committee during the period from October 9, 2024, through October 31, 2024, (the “Fee Period”) and \$300.00 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$525,040.80.

2. In support of this First Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Willkie incurred \$655,926.00 in fees during the Fee Period. Pursuant to this First Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$524,740.80).
- **Exhibit B** is a schedule providing certain information regarding Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases

compensation is sought in this First Monthly Fee Statement. Attorneys and paraprofessionals of Willkie have expended a total of 425.8 hours in connection with these chapter 11 cases during the Fee Period.

- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this First Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie’s out-of-pocket expenses.
- **Exhibit D** consists of Willkie’s records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this First Monthly Fee Statement shall, within fourteen (14) days of service of this First Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Brian S. Lennon, Jennifer J. Hardy, and James H. Burbage (bmiller@willkie.com, blennon@willkie.com; jhardy2@willkie.com; and jburbage@willkie.com), and the following other Application Recipients (as defined in the Interim Compensation Order) a written notice setting forth the precise nature and basis of the objection and the amount at issue (the “Notice of Objection to this First Monthly Fee Statement”):

- (a) the Debtors, Vertex Energy, Inc., 1331 Gemini Street, Suite 250, Houston, Texas 77058, Attn: R. Seth Bullock (seth.bullock@alvarezmarsal.com);
- (b) co-counsel for the Debtors, Kirkland & Ellis LLP, Attn: Brian Schartz (brian.schartz@kirkland.com), 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn: John R. Luze and Rachael M. Bentley (john.luze@kirkland.com, rachael.bentley@kirkland.com);
- (c) co-counsel for the Debtors, Bracewell LLP, 711 Louisiana Street, Suite 2300, Houston, Texas 77002, Attn: Jason G. Cohen and Jonathan L. Lozano (jason.cohen@bracewell.com, jonathan.lozano@bracewell.com), 31 W. 52nd Street, Suite 1900, New York, New York 10019, Attn: Mark E. Dendinger (mark.dendinger@bracewell.com);

- (d) the Office of the U.S. Trustee, Attn: Jana Whitworth and Andrew Jimenez (Jana.Whitworth@usdoj.gov and Andrew.Jimenez@usdoj.gov); and
- (e) counsel to the DIP Lenders and the Consenting Term Loan Lenders, Sidley Austin LLP, 787 7th Avenue, New York, New York 10019, Attn: Leslie Plaskon and Michele Nudelman (lplaskon@sidley.com, mnudelman@sidley.com), 1999 Avenue of the Stars, 17th Floor, Los Angeles, California 90067, Attn: Genevieve Weiner (gweiner@sidley.com).

4. If a Notice of Objection to this First Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this First Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to seek payment of such fees and expenses in a subsequent monthly fee statement.

WHEREFORE, Willkie requests payment of its fees and expenses incurred during the Fee Period in the total amount of \$525,040.80, consisting of (a) \$524,740.80, which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$300.00 for actual and necessary expenses incurred during the Fee Period.

Dated: Houston, Texas
December 13, 2024

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

/s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)
600 Travis Street
Houston, Texas 77002
Telephone: 713-510-1700
Facsimile: 713-510-1799
Email: jhardy2@willkie.com

AND

Brett Miller (admitted *pro hac vice*)
Brian S. Lennon (admitted *pro hac vice*)
James H. Burbage (admitted *pro hac vice*)
787 Seventh Avenue
New York, New York 10019
Telephone: 212-728-8000
Facsimile: 212-728-8111
Email: bmiller@willkie.com
blennon@willkie.com
jburbage@willkie.com

*Counsel for the Official
Committee of Unsecured Creditors*

CERTIFICATE OF SERVICE

I hereby certify that on December 13, 2024, a true and correct copy of the foregoing document was served via electronic mail on the Fee Notice Parties pursuant to the Interim Compensation Order.

/s/ Jennifer J. Hardy
Jennifer J. Hardy

Exhibit A

Exhibit A**Summary of Legal Fees for the Fee Period**

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
001	Asset Analysis and Recovery	4.9	\$10,525.00
002	Asset Disposition	14.4	\$33,572.50
003	Assumption and Rejection of Leases and Contracts	9.7	\$19,642.50
005	Budgeting (Case)	0.2	\$470.00
006	Business Operations	5.4	\$11,812.50
007	Case Administration	72.6	\$93,789.50
008	Claims Administration and Objections	20.7	\$32,817.50
010	Employee Benefits and Pensions	0.7	\$437.50
011	Non-Willkie Fee Statements & Application	3.3	\$2,062.50
013	Financing and Cash Collateral	96.0	\$155,707.50
014	Other Litigation	16.0	\$24,075.00
015	Meetings and Communications with Creditors	73.1	\$121,030.00
017	Plan and Disclosure Statement	20.1	\$32,150.00
023	Discovery	27.0	\$42,175.00
024	Hearings	3.6	\$5,520.00
025	First and Second Day Motions	8.2	\$9,374.00
026	Claims Investigation	1.6	\$2,120.00
027	Lien Investigation	17.1	\$22,657.50
029	Other Motions/Applications	9.3	\$13,330.00
030	Schedules and Statements	5.2	\$4,220.00
031	Insurance	3.5	\$6,507.50
037	Non-Willkie Retention Application	1.7	\$2,312.50
038	Willkie Retention Application	11.5	\$9,617.50
Total Requested		425.8	\$655,926.00

Exhibit B

Exhibit B**Summary of Hours Billed by Willkie Attorneys and
Paraprofessionals/Others for the Fee Period**

Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Donald Burke	Partner	2016 (NY)	Litigation	\$2,025	13.2	\$26,730.00
Jeffrey B. Clancy	Partner	2001 (NY)	Corporate & Financial Services	\$2,225	2.7	\$6,007.50
D. Archibald Fallon	Partner	2007 (TX)	Corporate & Financial Services	\$1,825	5.3	\$9,672.00
Matthew Freimuth	Partner	2002 (NY)	Litigation	\$2,350	5.3	\$12,455.00
Todd Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$2,350	15.3	\$35,955.00
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$2,025	14.5	\$29,362.50
Brian S. Lennon	Partner	2016 (NY)	Business Reorganization & Restructuring	\$2,350	32.0	\$75,200.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,500	39.7	\$99,250.00
Dale Smith	Partner	2001 (TX)	Corporate & Financial Services	\$2,225	3.0	\$6,675.00
Andrew Thomison	Partner	2007 (TX)	Finance	\$2,025	3.9	\$7,897.50
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,625	82.1	\$133,412.50
R. Ethan Dover	Associate	2022 (NY)	Business Reorganization & Restructuring	\$1,325	78.3	\$103,747.50
M. Annie Houghton-Larsen	Associate	2019 (NY)	Litigation	\$1,575	3.7	\$5,827.50
Annie Moody	Associate	2022 (NY)	Finance	\$1,325	17.1	\$22,657.50
Noah Mussmon	Associate	2022 (DC)	Litigation	\$1,225	12.9	\$15,802.50
Zheyen (Charlene) Ni	Associate	2023 (NY)	Litigation	\$1,225	11.1	\$13,597.50

Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Total for Attorneys					340.1	\$604,250.00

Paraprofessional / Other Persons	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Zachary Charlton	Law Clerk	1/2 year	Business Reorganization & Restructuring	\$625.00	78.0	\$48,750.00
Lauren Walker	Paralegal	2 ½ Years	Business Reorganization & Restructuring	\$380.00	7.7	\$2,926.00
Total for Paraprofessionals/Others					85.7	\$51,676.00

Total Fees Requested for Fee Period	\$655,926.00
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20% Fee Holdback for Fee Period	\$131,185.20
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80% of Total Fees Requested for Fee Period	\$524,740.80
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Expenses for Fee Period	\$300.00
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TOTAL PAYMENT REQUESTED	<u>\$525,040.80</u>
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Exhibit C

Exhibit C

Summary of Expenses for the Fee Period

Expense Categories	Amount
Transportation (After Hours and Out of Town)	\$0
Working Meals	\$0
Airfare/Train	\$0
Lodging	\$0
Data Acquisition (including Legal Research)	\$0
Transcript Costs	\$0
Court Reporters/Other Fees	\$300.00
Totals:	\$300.00

Exhibit D

Exhibit D

Fees and Expenses

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

UCC OF VERTEX ENERGY

VERTEX BANKRUPTCY

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 12435410
Client/Matter No. 135118.00001
December 13, 2024

FOR PROFESSIONAL SERVICES RENDERED

through October 31, 2024 as set out in the
attached detail

Asset Analysis and Recovery	\$	10,525.00
Asset Disposition	\$	33,572.50
Assumption and Rejection of Leases and Contracts	\$	19,642.50
Budgeting (Case)	\$	470.00
Business Operations	\$	11,812.50
Case Administration	\$	93,789.50
Claims Administration and Objections	\$	32,817.50
Employee Benefits and Pensions	\$	437.50
Non-Willkie Fee Statements & Application	\$	2,062.50
Financing and Cash Collateral	\$	155,707.50
Other Litigation	\$	24,075.00

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Meetings and Communications with Creditors	\$ 121,030.00
Plan and Disclosure Statement	\$ 32,150.00
Discovery	\$ 42,175.00
Hearings	\$ 5,520.00
First and Second Day Motions	\$ 9,374.00
Claims Investigation	\$ 2,120.00
Lien Investigation	\$ 22,657.50
Other Motions/Applications	\$ 13,330.00
Schedules and Statements	\$ 4,220.00
Insurance	\$ 6,507.50
Non- Willkie Retention Applications	\$ 2,312.50
Willkie Retention Application	\$ 9,617.50
Disbursements and Other Charges	<u>300.00</u>
Total this Invoice	<u><u>\$ 656,226.00</u></u>

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Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/11/24	B M	Meet with AlixPartners to discuss the Vertex operations, claims and sale process (1.5); review/analyze the sale process procedures (.6).	2.10	\$	5,250.00
10/16/24	B L	Participate in strategy development call with Alix team re asset analysis.	0.50		1,175.00
10/20/24	B L	Analyze settlement term sheet (.3); review/analyze AlixPartners' comments to same (.2).	0.50		1,175.00
10/22/24	JHB	Update call with R. Bentley (Kirkland) re: global settlement term sheet and case process (.8); draft internal email summarizing call (.5); correspondence with J. Carr (Kelley Drye) re: global settlement term sheet comments (.2); update discussions with B. Lennon (.3).	1.80		2,925.00
		Sub-Total	4.90		10,525.00

Asset Disposition

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/16/24	J H	Call w/ Willkie and AlixPartners teams re: sale process.	0.50	\$	1,012.50
10/16/24	B L	Telephone conference with AlixPartners team re potential additional bidders.	0.50		1,175.00
10/17/24	B L	Correspond with Alix and Perella teams re sale process.	0.30		705.00
10/18/24	B L	Correspond with D. MacGreevey (AlixPartners) re sale process update.	0.20		470.00
10/18/24	B M	Review and comment on the Debtors' materials regarding the sale process and parties contacted (1.4); call with AlixPartners regarding the sale and marketing process (.8); draft memorandum regarding the sale and marketing process of the Debtors' assets (.4).	2.60		6,500.00
10/29/24	B M	Review and comment on the IOIs received by the Debtors (2.3); correspond with the Debtors	4.20		10,500.00

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		and the UCC advisors regarding the analysis of the IOIs (.7); review/analyze the Debtors' teaser materials for the sale and correspondence with the potential bidders (.8); prepare memorandum regarding the sale process (.4).		
10/29/24	B L	Review/analyze IOIs.	1.00	2,350.00
10/30/24	B M	Review and comment on the IOIs received by the Debtors (1.4); call with the Debtors regarding the IOIs and sale process (.5); draft memorandum regarding the sale process (.4).	2.30	5,750.00
10/30/24	DAF	Review/analyze bid information from 11 different bidders.	2.80	5,110.00
Sub-Total			14.40	33,572.50

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/24/24	D B	Analyze contract rejection claim of Matheson.	2.00	\$	4,050.00
10/25/24	D B	Analyze Matheson rejection claim.	2.20		4,455.00
10/30/24	D B	Research re defenses to Matheson claim.	2.50		5,062.50
10/31/24	D B	Research re defenses and measurement of damages for Matheson rejection claim.	3.00		6,075.00
Sub-Total			9.70		19,642.50

Budgeting (Case)

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/18/24	B L	Correspond with Alix team re DIP budget.	0.20	\$	470.00
Sub-Total			0.20		470.00

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Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/9/24	DAF	Review/analyze bankruptcy filing information and background on business.	2.50	\$	4,562.50
10/17/24	B M	Call with AlixPartners regarding the business operations and the related sale process (.8); review and comment on the Matheson agreement and operations at the Alabama facilities (1.4); prepare memorandum regarding the Matheson issues and the potential claims and affect on the sale process (.7).	2.90		7,250.00
		Sub-Total	5.40		11,812.50

Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/9/24	JHB	Coordinate filing of notice of appearance with L. Walker (.3); coordinate filings of various pro hac vice motions (.4); correspondence with E. Dover re: drafting Committee bylaws (.2); correspondence with various FAs re: committee pitches (.4).	1.30	\$	2,112.50
10/9/24	RED	Correspond with Willkie team re next steps (.4); review, analyze precedent Committee bylaws (.7); draft, revise bylaws for Committee (1.0); coordinate financial advisor pitch proceedings (.9); correspond with Willkie team re same (.2); review, analyze financial advisor materials re same (.9).	4.10		5,432.50
10/9/24	E W	Draft pro hac vice motions for attorneys (.4); draft notice of appearance (.2); file notice of appearance (.2); prepare and file pro hac vice motions (.8); circulate pleadings to Willkie team (.1).	1.70		646.00
10/9/24	B L	Develop strategy for case (.8); correspond with Kirkland & Ellis re initial diligence requests (.5); coordinate FA pitches (.4).	1.70		3,995.00
10/10/24	JHB	Review E. Dover draft of bylaws and provide	0.50		812.50

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		comments re: same (.4); correspondence with J. Hardy re: bylaws edits (.1).		
10/10/24	E W	Organize materials for attorney use (.3); organize logistics re internal distribution list (.2).	0.50	190.00
10/10/24	B M	Review/analyze materials and discussions with the financial advisor candidates for the UCC position.	1.60	4,000.00
10/10/24	B L	Review/analyze draft UCC bylaws.	0.20	470.00
10/10/24	RED	Review, analyze comments to Committee bylaws (.3); review, revise same (.7); correspond with Willkie team re same (.3); prepare for, attend, host financial advisor interviews (2.7).	4.00	5,300.00
10/11/24	E W	Set up workspace for Willkie team.	0.30	114.00
10/11/24	B L	Telephone conference with Alix/Willkie teams re case strategy.	0.50	1,175.00
10/11/24	Z C	Meet with AlixPartners and Willkie team re: case strategy and coordination (.5); draft correspondence to E. Dover and J. Burbage re: financial advisor coordination meeting and next steps (.3); create organizational and reference materials re: case timeline and lender data (1.2).	2.00	1,250.00
10/14/24	JHB	Correspondence with Kirkland & Ellis team re: bylaws (.3); correspondence with E. Dover and Z. Charlton re: Committee member signatures (.2).	0.50	812.50
10/15/24	J H	Weekly internal Willkie team meeting re: case status, next steps.	0.40	810.00
10/15/24	JHB	Attend internal Willkie team meeting/discussion re: open workstreams (.4); correspondence with E. Dover and Z. Charlton re: bylaws execution (.4).	0.80	1,300.00
10/15/24	E W	Attend team meeting re case status.	0.40	152.00
10/15/24	B M	Review/analyze the US Bank indenture and the related liability management transactions (1.6); call with Alix Partners regarding the bondholders claims and subordination issues (.8); draft memorandum regarding the bondholder claims issues (.4); draft	3.30	8,250.00

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		memorandum regarding the potential recovery waterfall issues (.5).		
10/15/24	RED	Review, revise Committee bylaws (1.2); correspond with Willkie team re same (.3); correspond with Kirkland team re confidentiality provisions of same (.3); correspond with Alix team re retention issues (.3); review, revise working group list (.3); coordinate execution of bylaws (.8); review, revise Committee correspondence re execution of bylaws, case updates (1.7); correspond with Willkie team re case updates, next steps (.5).	5.40	7,155.00
10/15/24	Z C	Review the Committee by-laws (.4); correspond with J. Burbage re: Committee signatures (.1); correspond with E. Dover re: Committee authorized signatory information (.1); correspond with R. Sasso re: docusign distribution (.2); distribute authorized signatory information requests to the Committee (1.0); attend internal meeting re: case strategy and Committee by-laws (.6).	2.40	1,500.00
10/16/24	J H	Call w/ Willkie & Alix teams re: case status, UCC meeting prep.	0.50	1,012.50
10/16/24	JHB	Review/revise and provide committee call agenda to E. Dover and Z. Charlton (.3); correspondence with E. Dover re: Matheson rejection motion (.3); respond to B. Miller question re: committee bylaws (.2); attend internal team meeting with AlixPartners re: open workstreams (.5).	1.30	2,112.50
10/16/24	Z C	Correspond with Committee members re: by-laws signatures (.3); correspond with E. Dover re: by-laws (.1); update Willkie team re: by-laws execution and next steps (.2); finalize by-laws and circulate for Committee review (.9).	1.50	937.50
10/16/24	E W	Update key dates for team (.1); corr. w/ Z. Charlton re weekly meetings (.2).	0.30	114.00
10/16/24	B L	Correspond with Willkie team re UCC bylaws.	0.20	470.00
10/16/24	RED	Teleconference with AlixPartners and Willkie team re case status (.5); correspond with Willkie team re client updates including signatory information, execution of bylaws, and	3.80	5,035.00

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		subsequent follow-ups (1.3); correspond with Willkie team re case updates, timeline, scheduling matters (.6); teleconference with Z. Charlton and J. Burbage re bylaws (.3); teleconference with J. Burbage re revisions to bylaws (.1); review, revise bylaws re same (.1); further review, revise agenda for UCC meeting (.4); correspond with Z. Charlton re same (.3); review, analyze docket for deadlines, objection deadlines (.2).		
10/17/24	JHB	Incorporate various edits from Committee members to the bylaws (.3); correspondence with J. Brookner (Worley) and M. Wood (United Steelworkers) re: same (.3); correspondence with E. Dover and Z. Charlton re: same (.2); correspondence with Z. Charlton re: docket monitoring (.2); correspondence with Z. Charlton and E. Dover re: specific docket updates (.3).	1.30	2,112.50
10/17/24	E W	Circulate pleadings (.1) and relevant case precedent (.1) to Willkie team.	0.20	76.00
10/17/24	RED	Correspond with Z. Charlton re witness and exhibit list (.3); correspond with Z. Charlton re docusign execution of bylaws (.7); correspond with members of committee re same (.1); review, analyze Willkie internal correspondence re litigation update (.4); correspond with Willkie team re witness and exhibit list (.3); review, analyze same (.2); review, revise same (.2).	2.20	2,915.00
10/17/24	Z C	Circulate the final version of Committee by-laws to Committee members (.2); correspond with certain Committee members re: signatory information (.3); distribute docusign information re: Committee by-laws to Committee members (.8); prepare for weekly committee meeting (.3); attend weekly committee meeting (.5); draft and circulate docket update to Willkie team (.8); circulate data room map and case updates to Willkie team (.1).	3.00	1,875.00
10/18/24	Z C	Draft and circulate docket updates to Willkie team re: responses/objections to Debtors' Notice	1.90	1,187.50

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		of Cure Costs.		
10/18/24	B L	Telephone conference with B. Schartz (Kirkland & Ellis) re case timeline.	0.20	470.00
10/21/24	JHB	Call with Alix team re: response to global settlement sheet (.5); coordinated scheduling standing call with Kirkland (.3); update call with B. Lennon re: case strategy (.3); call with R. Bentley (Kirkland) re: case progress (.4); coordinate distribution lists with Z. Charlton (.3); correspond with E. Dover re: bylaws distribution (.2); review/analyze docket update emails from Z. Charlton (.3).	2.30	3,737.50
10/21/24	Z C	Draft docket updates (.8); circulate to Willkie team (.1); review/analyze Committee member executed By-Laws (.4); compile and distribute executed By-Laws document (.6); prepare professionals' counterparts (.6); internal correspondence re case distribution lists (.3).	2.80	1,750.00
10/21/24	RED	Correspond with Committee professionals re standing call for case updates, discussions (.4); correspond with creditor re questions on the case (.2); coordinate revisions, execution of Committee (.6); review, analyze latest docket filings (.5); correspond with Z. Charlton re summaries, updates on same (.2); review, revise summaries re same (.5).	2.40	3,180.00
10/23/24	Z C	Draft docket updates and circulate to WFG internal team.	0.70	437.50
10/23/24	JHB	Attend weekly committee professionals call re case status w/ AlixPartners and Willkie teams (.5); call with R. Bentley (Kirkland) re: global term sheet negotiations (.4); attend weekly call among Committee professionals to discuss case strategy (.4); call with B. Lennon re: case update (.3).	1.60	2,600.00
10/23/24	RED	Prepare for (.6), attend teleconference with all professionals (.4); prepare for (.3), attend teleconference with Willkie team, Alix team (.5); teleconference with Debtors' counsel, Lenders' counsel re DIP Order, global settlement (.8); review, revise docket update summaries (.6); agenda for Committee call (.5).	3.70	4,902.50
10/24/24	Z C	Draft docket update re: docket no. 244.	0.40	250.00

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10/24/24	RED	Attend weekly teleconference with Committee (.6); follow up teleconference with Debtors' counsel and Willkie team re same (.5).	1.10	1,457.50
10/25/24	Z C	Draft docket updates re: docket nos. 252 (.4), 256 (.4).	0.80	500.00
10/28/24	Z C	Review/analyze recent filings and circulate docket updates for Docket Nos. 311 (.2); 312 (.2).	0.40	250.00
10/29/24	Z C	Organize document management system (.3) and update docket management and correspondence folders (.4).	0.70	437.50
10/29/24	JHB	Correspond with J. Hardy re: Committee disclosure.	0.30	487.50
10/30/24	Z C	Draft agenda for weekly Committee meeting re case status.	0.50	312.50
10/30/24	JHB	Provide Z. Charlton comments to agenda (.2); call with R. Bentley (Kirkland & Ellis) re: case update (.2); attend weekly call with Debtors' professionals (.4); attend call with AlixPartners team to discuss sale process update and counter offer on settlement term sheet (.5).	1.30	2,112.50
10/30/24	J H	Call w/ Debtor/UCC professionals re: sale IOIs, settlement (.3); call w/ UCC professionals (.9).	1.20	2,430.00
10/31/24	J H	Attend (in part) weekly UCC call.	0.60	1,215.00
10/31/24	JHB	Calls with Z. Charlton and E. Dover re: 341 meeting.	0.30	487.50
10/31/24	RED	Teleconference with Committee, Willkie team, AlixPartners team re case status, disclosure statement (1.0); review, analyze docket for case updates (.2); review, revise docket updates re same (.4); correspond with Z. Charlton re same (.2).	1.80	2,385.00
10/31/24	Z C	Draft docket update re: Assumption Notice and Disclosure Statement Objections (.8); draft (.6) and circulate (.1) docket update re: Cure Costs and Disclosure Statement Objections; update case calendar with Objection and filing deadlines (.2).	1.70	1,062.50
Sub-Total			72.60	93,789.50

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Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/18/24	JHB	Draft correspondence to Kirkland team re: Matheson contract.	0.10	\$ 162.50
10/21/24	B L	Correspond with J. Burbage re Matheson issues.	0.40	940.00
10/22/24	B M	Review/analyze the Matheson information and potential claims and counterclaims (1.2); draft memorandum regarding the open Matheson issues (.4).	1.60	4,000.00
10/22/24	RED	Review, analyze precedent bar date orders, motions re Committee protections, rights (.6); review, revise bar date order (1.1); correspond with J. Burbage re same (.2).	1.90	2,517.50
10/24/24	B L	Analyze Matheson contract and claim (.8); telephone conference with Matheson team (Greenberg) re same (.6); follow up with J. Burbage and B. Miller re same (.2).	1.60	3,760.00
10/24/24	RED	Coordinate final revisions incorporated in Bar Date Order (1.1); correspond with Willkie team re same (.3); correspond with Kirkland team re same (.4); correspond with Kelley Drye team re same (.4).	2.20	2,915.00
10/24/24	JHB	Call with Kirkland team re: Matheson claim (.8); prepare for call re: same (.5); call with Matheson counsel (Greenberg) re: Matheson claim issues (.4); call with D. Burke re: same (.3); call with R. Collura (AlixPartners) re: same (.3); draft internal correspondences re: next steps on Matheson claim (1.4); call with R. Bentley (Kirkland) re: Matheson claim (.3).	4.00	6,500.00
10/25/24	JHB	Prepare for (.3) and attend call with D. Burke and R. Collura (AlixPartners) re: Matheson next steps (.5); draft update email to Matheson counsel (.4); call with Matheson attorney (Greenberg) re: counter offer (.3); draft internal update email re: same (.4); discussion re: Matheson claim with Debtors' counsel (.3).	2.20	3,575.00
10/30/24	Z N	Internal corr. re legal issues (.3); review/analyze claim/case background (.7); research re contract	3.00	3,675.00

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10/30/24	JHB	repudiation claim (2.0). Call with D. Burke re: Matheson claim next steps (.4); correspondence with Greenberg re: diligence items (.2).	0.60	975.00
10/31/24	Z N	Research re contract repudiation claim (1.5) and draft a summary for internal review (1.6).	3.10	3,797.50
Sub-Total			20.70	32,817.50

Employee Benefits and Pensions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/21/24	Z C	Research the Debtors' Cash Balance Plans (.3); draft summary re: Cash Balance Plans (.4).	0.70	\$ 437.50
Sub-Total			0.70	437.50

Non-Willkie Fee Statements & Application

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/24/24	Z C	Analyze Kirkland retention application for notable conflicts (.7); analyze Perella retention application for fee structure (.5).	1.20	\$ 750.00
10/27/24	Z C	Analyze Perella's fee structure (.5); draft summary of Perella's fee structure and circulate (1.1).	1.60	1,000.00
10/28/24	Z C	Revise summary re: Perella's fee structure (.4); circulate Perella's fee structure summary to Willkie team and AlixPartners team (.1).	0.50	312.50
Sub-Total			3.30	2,062.50

Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/9/24	RED	Review, analyze precedent DIP issues list (.4); correspond with Willkie team re same (.2);	2.80	\$ 3,710.00

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		Review, analyze DIP motion, interim DIP order (1.9); draft, revise DIP issues list (.3).		
10/10/24	T G	Review and analyze intermediation motion (.6) and interim order (.8).	1.40	3,290.00
10/10/24	J H	Telephone conf. w/ A. Thomison, A. Moody re: 1L lien investigation.	0.20	405.00
10/10/24	JHB	Review/analyze Interim DIP Order.	0.50	812.50
10/11/24	JHB	Correspondence with B. Lennon re: DIP objection deadline.	0.10	162.50
10/12/24	JHB	Correspondence with E. Dover re: DIP Credit Agreement review.	0.10	162.50
10/12/24	RED	Review, analyze DIP credit agreement (.3); correspond with J. Burbage re same (.2); correspond with A. Thomison re same (.2).	0.70	927.50
10/14/24	RED	Review, analyze DIP credit agreement (1.4); review, analyze DIP motion and Interim Order (2.1); draft, revise summary of issues re same (1.6); correspond with Willkie team re same (.7); review, analyze precedent DIP Issues list for high priority review items re same (.9).	6.70	8,877.50
10/14/24	J H	Review/analyze intermediation motion(.5); agreement (.6); order (.7).	1.80	3,645.00
10/14/24	T G	Review/analyze draft final intermediation order.	1.20	2,820.00
10/14/24	JHB	Correspond with J. Hardy re: intermediation order review (.2); correspond with Z. Charlton re: DIP objection background section (.3); review/analyze Interim DIP Order and provide issues list to E. Dover (2.2).	2.70	4,387.50
10/14/24	A T	Review/analyze DIP credit agreement (3.4); prepared list of documentation considerations for restructuring team (.5).	3.90	7,897.50
10/14/24	Z C	Draft background for the Committee's Objection to the DIP Motion (2.6); correspond with J. Burbage re: DIP Objection (.2).	2.80	1,750.00
10/14/24	B M	Review and comment on the DIP issues list and mark-up of the DIP order with the UCC's comments (1.3); prepare correspondence with the Debtors and the lenders regarding the UCC DIP Issues (.4); draft memorandum regarding the open DIP issues (.4).	2.10	5,250.00
10/15/24	J H	Review/analyze financing orders (1.5);	2.00	4,050.00

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10/15/24	T G	telephone conference w/ J. Burbage re: financing issues list (.2); revise issues list (.3). Review and analyze draft final intermediation order (.8); review and revise draft DIP term sheet (.4); correspondence w/ team re same (.3); review/analyze key DIP points w/ J. Burbage (.3).	1.80	4,230.00
10/15/24	JHB	Review/analyze Interim DIP Order (1.2); provide comments to E. Dover draft of DIP issues list (2.7); correspond with J. Hardy re: Intermediation Order issues (.3); review/analyze AlixPartners deck re: DIP Issues list and revise re: same (1.0); revise Z. Charlton draft background section to DIP Objection (2.2).	7.40	12,025.00
10/15/24	Z C	Draft the Committee's DIP Objection background (1.2); correspond with J. Burbage re: DIP Objection background section (.2); revise the Committee's DIP Objection and circulate internally (.5).	1.90	1,187.50
10/15/24	RED	Draft, revise DIP issues list (1.6); review, analyze Willkie drafts, comments to same (.4).	2.00	2,650.00
10/15/24	B L	Review/analyze proposed DIP and issues list (.8); telephone conference with J. Burbage re same (.3).	1.10	2,585.00
10/16/24	J H	Comment on draft DIP objection.	0.40	810.00
10/16/24	JHB	Draft DIP Objection and circulate internally (6.8); provide comments to E. Dover on MacGreevey Declaration in support of DIP objection (1.2); correspond with B. Schartz (Kirkland) re: DIP issues list (.1); call with B. Lennon and B. Schartz (Kirkland) re: objection deadline extension (.4).	8.50	13,812.50
10/16/24	T G	Review and analyze draft objection to DIP/intermediation (.6) and discuss same w/ J Burbage (.2).	0.80	1,880.00
10/16/24	Z C	Revise DIP Objection, incorporating internal Willkie team comments (2.0); circulate revised draft and revisions to Willkie team (.2); coordinate with AlixPartners re: MacGreevey Declaration (.2).	2.40	1,500.00
10/16/24	B L	Review and edit draft objection to DIP (1.2) and intermediation motion (1.0).	2.20	5,170.00

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10/16/24	RED	Correspond with Willkie team re: MacGreevey Declaration in Support of DIP Objection (.3); correspond with AlixPartners team re same (.3); draft, revise MacGreevey Declaration (2.5); review, revise MacGreevey Declaration (1.7).	4.80	6,360.00
10/17/24	RED	Review, analyze, revise proposed objection to DIP and MacGreevey Declaration filings prior to filing (3.4); coordinate filing of same (.4).	3.80	5,035.00
10/17/24	Z C	Draft witness and exhibit list for the Committee's DIP Objection (1.4); revise and integrate comments to the Committee's DIP Objection (.8); circulate final DIP Objection to the Committee members (.2).	2.40	1,500.00
10/17/24	T G	Review and analyze draft DIP objection/MacGreevey Declaration (.6); correspondence with team and D. MacGreevey (AlixPartners) re same (.3); call w/ D. MacGreevey (AlixPartners) re same (.2).	1.10	2,585.00
10/17/24	JHB	Incorporate final comments from B. Lennon to DIP Objection (1.8); review and revise MacGreevey Declaration (1.2); call with T. Goren re: same (.2); coordinate filing with L. Walker, E. Dover and Z. Charlton (.5).	3.70	6,012.50
10/17/24	B L	Revise objection to DIP motion and Intermediation motion (4.2); telephone conference with B. Schartz (Kirkland) re DIP issues (.3).	4.50	10,575.00
10/18/24	Z C	Retrieve and prepare exhibits re: witness and exhibit list to the Committee's DIP Objection (1.6); revise witness and exhibit list to the Committee's DIP Objection (.3); correspond with J. Hardy re: witness and exhibit list to the Committee's DIP Objection (.1); correspond with L. Walker re: witness and exhibit list to the Committee's DIP Objection (.2).	2.20	1,375.00
10/18/24	T G	Review and analyze terms re adjournment of DIP hearing and correspond w/ team re same.	0.40	940.00
10/18/24	E W	Revise Witness & Exhibit list (.8); prepare same for filing (.8); file same (.4); corr. with E. Dover and Z. Charlton re same (.3); update key dates for Willkie team (.2).	2.50	950.00
10/18/24	JHB	Draft various correspondence to Kirkland team re: DIP discovery (1.2); review and comment on	1.70	2,762.50

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10/18/24	J H	draft list of informal discovery documents (.5). Review/revise witness list, incl. related corr.	0.80	1,620.00
10/20/24	B M	Review and comment on the DIP negotiations and revised documents (1.3).	1.30	3,250.00
10/21/24	B M	DIP negotiations with the Debtors and lenders (1.2); draft memorandum regarding the DIP negotiations and settlement term sheet (.5).	1.70	4,250.00
10/22/24	RED	Review, analyze Debtors' Final DIP Order (.6); review, revise DIP Issues list re same (.5); correspond with J. Burbage re same (.1).	1.20	1,590.00
10/23/24	B M	Review and comment on the final DIP order as modified by the settlement with the UCC (.7); draft memorandum regarding the settlement of the DIP issues (.4).	1.10	2,750.00
10/23/24	T G	Review and analyze updated DIP order (.6) and correspond w/ team re same (.2).	0.80	1,880.00
10/23/24	B L	Office conference with J. Burbage re DIP issues (.2); telephone conference with B. Schartz (Kirkland) re same (.3).	0.50	1,175.00
10/23/24	JHB	Review/analyze Debtors' proposed final DIP financing order (.4); draft communications to B. Miller and B. Lennon re: same (.7); correspond with T. Goren re: final comments on DIP Order (.3); call with Kirkland and Sidely re: final points on DIP (.5); follow up call with Sidley re: soft marshaling language (.3).	2.20	3,575.00
10/24/24	JHB	Review/analyze proposed final DIP Order and correspondence with Kirkland team re: same.	0.30	487.50
10/29/24	J H	Review/analyze materials re: DIP prior to final DIP hearing.	1.50	3,037.50
Sub-Total			96.00	155,707.50

Other Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/17/24	JHB	Correspond with M. Friemuth and A. Houghton-Larsen re: prosecution of DIP Objection (.4); call with M. Friemuth and B. Lennon re: same (.2); call with M. Friemuth re:	0.80	\$	1,300.00

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10/17/24	MAH-L	next steps re: drafting documents (.2). Review/analyze background materials.	0.40	630.00
10/18/24	RED	Review, revise witness and exhibit list (.5); teleconference with Willkie team, Willkie litigation team re discovery, depositions (.5); review, analyze latest updates, strategy re same (.3).	1.30	1,722.50
10/18/24	RED	Correspond with Willkie litigation team re depositions, discovery process (1.1); correspond with Willkie team re docket updates (.8); review, revise same (1.6); review, analyze docket re same (.6); review, analyze precedent emergency motions to adjourn (.4).	4.50	5,962.50
10/18/24	JHB	Calls with R. Bentley (Kirkland) re: interim settlement (.6); draft updates to the Willkie and Alix teams re: same (.6); call with litigation team re: litigation strategy (.5).	1.70	2,762.50
10/18/24	MAH-L	Call with Willkie team re discovery strategy (.8); correspond re same (.1); review/revise draft discovery requests (.4).	1.30	2,047.50
10/21/24	MAH-L	Review/analyze revised discovery requests (.5), revise re same (.3).	0.80	1,260.00
10/22/24	MAH-L	Review/revise discovery requests (.7); correspond with Willkie team re same (.1).	0.80	1,260.00
10/22/24	JHB	Call with R. Bentley (Kirkland) re: DIP Objection and potential resolution (.4); review Kirkland markup of DIP order (.5) and correspondence with E. Dover re: same (.3); review requests for documents and depositions and provide litigation team with comments re: same (1.4).	2.60	4,225.00
10/23/24	MAH-L	Review/analyze internal correspondence re litigation strategy.	0.20	315.00
10/23/24	JHB	Review/analyze Matheson claim treatment proposal (.3); consider strategy re: evaluating same (.3); call with D. Burke re: next steps (.4); calls with Kirkland and Greenberg Traurig re: litigation position requests (.4).	1.40	2,275.00
10/31/24	MAH-L	Review/analyze internal correspondence re: litigation strategy.	0.20	315.00
Sub-Total			16.00	24,075.00

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Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/9/24	T G	Attend initial meeting w/ UCC (.4); correspond w/ financial advisor candidates re interviews (.6); review and analyze financial advisor materials (.8).	1.80	\$ 4,230.00
10/9/24	D S	Prepare for and participate in a pitch call for Vertex creditors committee engagement (1.5); follow-up call with the committee regarding kicking off Willkie's engagement on the transaction (.5).	2.00	4,450.00
10/9/24	B M	Meet with the UCC to discuss first day issues, the DIP and candidates for the financial advisor position.	1.60	4,000.00
10/9/24	B L	UCC kick off meeting.	0.50	1,175.00
10/10/24	Z C	Meet with Committee members and record details from Committee financial advisor candidates' interviews and presentations.	2.10	1,312.50
10/10/24	T G	Attend financial advisor interview meeting w/ UCC (2.3); review and analyze financial advisor pitch materials (.8).	3.10	7,285.00
10/10/24	B M	Attend Committee meeting to select financial advisors (2.3); review/analyze the DIP order and 1st day motions (.2).	2.50	6,250.00
10/10/24	B L	Review and analyze FA Pitch materials (.8); attend (in part) UCC meeting re FA pitches (1.5).	2.30	5,405.00
10/14/24	JHB	Draft update note to the Committee re: DIP objection.	0.20	325.00
10/14/24	B L	Telephone conference with Turner Industries re case strategy.	0.50	1,175.00
10/15/24	B L	Introductory meeting with US Bank re case strategy.	0.50	1,175.00
10/15/24	B M	Meet with US Bank to discuss the case issues and history of the indenture (.5); call with Turner Industries to discuss claims and case issues (.4).	0.90	2,250.00
10/16/24	J H	Meeting w/ UCC member re: case status.	0.50	1,012.50

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10/16/24	RED	Teleconference with creditor group re Debtors' financials, potential offers.	0.50	662.50
10/16/24	JHB	Correspondence with M. Woods re: bylaws edits (.1); call with E. Dover re: same (.2).	0.30	487.50
10/16/24	D S	Call with financial advisors (AlixPartners) to discuss potential bidders for Vertex's assets	1.00	2,225.00
10/16/24	Z C	Attend meeting with Committee financial advisors (AlixPartners) (.5); coordinate weekly meeting with AlixPartners (.4); prepare for meeting with same (.2); attend meeting with Matheson, advisors (Greenberg), and Willkie team re: individual Committee members' goals and concerns in the case (.5); prepare for meeting with Matheson and Willkie team (.2); draft agenda for weekly Committee all-hands meeting (1.7); circulate agenda to Committee members and Willkie team (.2).	3.70	2,312.50
10/16/24	B L	Telephone conference with Hargrove and Alix teams (.5); introductory meeting with US Bank, individual bondholders, and Alix (.5); introductory meeting with Idemitsu and Alix teams re case strategy (.5).	1.50	3,525.00
10/17/24	J H	Weekly UCC call re case status.	0.50	1,012.50
10/17/24	JHB	Prepare for weekly committee call re: case status (.4); attend weekly Committee call re: case status (.5).	0.90	1,462.50
10/17/24	E W	Attend weekly UCC meeting re case status.	0.50	190.00
10/17/24	B M	Prepare for (.3) and participate in (.5) the committee meeting discussing the DIP, second day hearing and other open issues for the committee.	0.80	2,000.00
10/18/24	Z C	Correspond with J. Burbage re: Debtors' Notice of Cure Costs and individual Committee claims (.1); correspond with individual Committee members re: Debtors' Notice of Cure Costs (.7).	0.80	500.00
10/18/24	JHB	Draft update email to the Committee re: interim settlement.	0.70	1,137.50
10/18/24	B L	Review/analyze correspondence to UCC members re notices of cure costs.	0.20	470.00
10/19/24	Z C	Draft e-mail to Committee members re: Notice	0.20	125.00

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		of Reconstitution of the UCC.		
10/19/24	JHB	Draft correspondence to Committee re: global settlement term sheet.	0.50	812.50
10/21/24	JHB	Correspondence and telephone conf. with Greenberg Traurig regarding: global settlement term sheet (.7); call with B. Lennon re: same (.3); draft update email to committee re: global settlement term sheet and key terms(.9).	1.90	3,087.50
10/22/24	J H	Attend UCC meetings re case status and settlement negotiations.	0.70	1,417.50
10/22/24	B M	Prepare for (.1) and attend (.7) calls with UCC members regarding the DIP negotiations and potential settlements.	0.80	2,000.00
10/22/24	Z C	Prepare for meeting with Matheson representatives (Greenberg) (.4); attend meeting with Matheson representatives (Greenberg) (.6); meet with J. Burbage and Willkie and AlixPartners teams re case status (.4); prepare for Committee meeting re same (.3); attend meeting with Willkie team and Committee members re: litigation strategy and settlement updates (.6); prepare talking points for meeting with Debtors' professionals (.5).	2.80	1,750.00
10/22/24	RED	Prepare for, attend teleconference with Committee, Willkie team re settlement discussions, next steps.	0.80	1,060.00
10/22/24	JHB	Prepare for Committee call to discuss settlement term sheet (.7); call with Committee discussing same (.8); prepare for call with Matheson re: claim amount (.5); call with Matheson re: claim amount (.6); call with Committee professionals re: next steps on Matheson (.4).	3.00	4,875.00
10/22/24	B L	Telephone conference with Matheson re case objectives (.5); prepare for UCC meeting re case status (.3); participate in same (.8).	1.60	3,760.00
10/23/24	B M	Review and comment on the agenda, exhibits and hand outs for the UCC meeting to discuss the DIP and sale process (1.2); call with the United Steelworkers Association to discuss the sale process and CBA issues (.4).	1.60	4,000.00
10/23/24	Z C	Attend Debtors and UCC Advisors meeting re: DIP strategy (.6); attend UCC Professionals	2.20	1,375.00

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10/23/24	JHB	meeting (.5); circulate notes re: same (.3); prepare agenda for Weekly Committee Call (.8). Draft update to Committee re: DIP strategy (.6); coordinate communication of agenda and Alix Partners materials to Committee with Z. Charlton (.2); call with counsel to Turner Industries re: DIP objection (.3).	1.10	1,787.50
10/23/24	J H	Meeting w/ Debtor & UCC professionals re: case matters, upcoming hearing, bar date, sale process (.3); call with UCC advisors re: case status (.5).	0.80	1,620.00
10/23/24	B L	Telephone conference with United Steelworkers Association re case strategy (.3); review/analyze Matheson settlement proposal (.2); office conference with J. Burbage re same (.1); review/analyze inquiry from creditor (.2).	0.80	1,880.00
10/24/24	J H	Weekly UCC update meeting.	1.10	2,227.50
10/24/24	B M	Prepare for (.4) and participate in (1.1) the committee call to discuss the DIP settlement and open case issues; call with M. Woods (Cohen Weiss) regarding the United Steelworkers Association committee issues (.3).	1.80	4,500.00
10/24/24	B L	Prepare for UCC meeting re case issues (.5); attend, in part, UCC meeting re same (.8).	1.30	3,055.00
10/24/24	Z C	Prepare for meeting with Debtors re: Matheson claims (.2); attend meeting with Debtors re: Matheson claims (.5); draft and circulate notes re: Matheson claims (.3); prepare for weekly Committee meeting (.4); attend weekly Committee meeting (.6).	2.00	1,250.00
10/24/24	JHB	Prepare for weekly Committee call re: DIP settlement and case issues (.3); attend weekly committee call re: DIP settlement and case issues (1.1); call with Matheson counsel re: DIP Order issues (.4); draft update to Committee re: revised DIP Order (.2).	2.00	3,250.00
10/25/24	JHB	Draft Committee update emails re: Bar Date Motion hearing (.2); draft Committee update email re: global term sheet (.2).	0.40	650.00
10/28/24	Z C	Finalize claims summaries for Committee members (.8); circulate summaries to Committee members (.5); circulate meeting	2.00	1,250.00

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		details re: Second Day Hearing to Committee members and professionals (.4); circulate meeting details and Agenda re: Second Day Hearing to Willkie team (.3).		
10/29/24	Z C	Draft agenda for weekly meeting with Debtors' and UCC Professionals re: DIP and sale process (.7); prepare for Second Day Hearing and circulate relevant filings (.9); attend Second Day Hearing (.5); circulate updates re: Second Day Hearing (.6).	2.70	1,687.50
10/29/24	JHB	Review Z. Charlton drafts re: SOFA/Schedule emails.	0.50	812.50
10/30/24	B M	Review and comment on the agenda, exhibits and hand outs for the UCC meeting to discuss the DIP and sale process.	1.20	3,000.00
10/30/24	B L	Participate in UCC Professionals meeting re DIP and sale process.	0.80	1,880.00
10/30/24	Z C	Correspond with Committee member representative (Pillsbury) re: indications of interest.	0.30	187.50
10/30/24	Z C	Prepare for meeting with Debtors' counsel and financial advisors (Perella) (.2); attend meeting with Debtors' counsel and financial advisors (.3); attend meeting with Willkie team and AlixPartners team (.9); draft meeting notes and circulate to Willkie team members (.4).	1.80	1,125.00
10/31/24	B L	Attend UCC meeting re settlement negotiations.	1.00	2,350.00
10/31/24	B M	Prepare for (.4) and participate (1.3) on the UCC call to discuss the negotiations with the Debtors and the lenders on a global settlement.	1.70	4,250.00
10/31/24	Z C	Prepare for meeting with Debtors re: insurance motion (.2); attend meeting with Debtors re: insurance motion (.5); draft and circulate notes re: meeting with Debtors (.2); circulate presentation materials to Committee members re: settlement update meeting (.1); attend weekly Committee meeting (1.0); correspond with J. Burbage and E. Dover re: 341 meeting (.1); circulate AlixPartners weekly materials to Committee members (.1).	2.20	1,375.00
10/31/24	JHB	Prepare for Committee call re settlement update (.5); attend Committee call (1.1).	1.60	2,600.00

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 Invoice No. 12435410
 Client/Matter No. 135118.00001

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Sub-Total **73.10** **121,030.00**

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/14/24	Z C	Review and revise Committee by-laws, incorporating Committee and internal comments (1.2); and circulate revised versions with comments (.2).	1.40 \$	875.00
10/19/24	JHB	Review and analyze global settlement term sheet (.4); draft internal email re: same (.3); call with R. Bentley (Kirkland) re: settlement term sheet (.7); draft internal update email re: same (1.0).	2.40	3,900.00
10/21/24	T G	Review and analyze plan term sheet (.6); call w/ J. Burbage re same (.2) and correspondence w/ Willkie team re same (.3).	1.10	2,585.00
10/21/24	B L	Conference with J. Burbage re global settlement term sheet (.3); telephone conference with Willkie and Alix teams re response to same (.5); telephone conference with B. Schartz (Kirkland) re same (.4).	1.20	2,820.00
10/21/24	Z C	Revise global settlement term sheet draft, incorporating AlixPartners and J. Burbage comments.	0.50	312.50
10/21/24	JHB	Review/analyze global settlement term sheet (1.6); correspondence with Z. Charlton re: Cash Balance employee program (.3).	1.90	3,087.50
10/22/24	T G	Review and analyze potential mark-up to plan term sheet.	0.70	1,645.00
10/22/24	B L	Analyze settlement term sheet (.3); conference with J. Burbage re same (.4); develop go forward strategy (.4); correspond with B. Schartz (Kirkland) re status of negotiations (.3).	1.40	3,290.00
10/23/24	T G	Review and analyze updated plan term sheet (.4) and call w/ UCC advisors (AlixPartners) re same (.3).	0.70	1,645.00
10/25/24	JHB	Call with Sidley Austin re: timing of global term sheet.	0.30	487.50
10/29/24	T G	Correspondence w/ Willkie team re plan term	0.40	940.00

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Client/Matter No. 135118.00001

10/30/24	Z C	sheet. Draft Limited Objection re: proposed Disclosure Statement.	1.10	687.50
10/30/24	JHB	Review/analyze settlement term sheet and draft summary email to (.3); internal Willkie team re: same (.3); internal correspondence with B. Miller, T. Goren and B. Lennon re: fiduciary out language (.5); prepare markup of settlement term sheet and circulate issues list to Willkie and Alix teams (.9).	2.00	3,250.00
10/30/24	RED	Review, analyze latest turn of the settlement term sheet (.5); correspond with Willkie team re same (.2); correspond with Kirkland team re same (.1); correspond with Z. Charlton re professionals call, call with debtors (.3); review, analyze disclosure statement draft objection (.6); review, revise same (1.1).	2.80	3,710.00
10/31/24	RED	Draft, revise disclosure statement objection (1.9); correspond with J. Burbage re same (.3).	2.20	2,915.00
Sub-Total			20.10	32,150.00

Discovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/17/24	M F	Review/analyze of DIP objection (.5); prepare of discovery requests (1.0); correspondence with Kirkland re: discovery (.3); review/analyze of first day declaration (.5).	2.30	\$	5,405.00
10/18/24	Z N	Draft RFTP (2.4); Internal Willkie corr. re case status (.5).	2.90		3,552.50
10/18/24	B L	Correspond with Willkie litigation team re discovery requests.	0.30		705.00
10/18/24	M F	Confer with Willkie team re: discovery requests (.5); prepare same (1.0).	1.50		3,525.00
10/18/24	D B	Review materials and analysis re DIP-related discovery.	2.00		4,050.00
10/18/24	N M	Draft deposition notices, including topics for 30(b)(6) depositions (3.7); confer with D. Burke, A. Houghton-Larsen, and C. Ni regarding drafting discovery requests (.3).	4.00		4,900.00

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10/21/24	Z N	Continue to revise RFTP (1.2); internal Willkie corr. re case status (.1); revise according to internal Willkie comments (.2).	1.50	1,837.50
10/21/24	N M	Draft/revise deposition notices and document requests (3.0), incorporate revisions from A. Houghton-Larsen and D. Burke (1.3); correspond with A. Houghton-Larsen, E. Dover, and C. Ni regarding discovery (.7).	5.00	6,125.00
10/21/24	D B	Review and comment on drafts of DIP-related discovery.	1.50	3,037.50
10/22/24	Z N	Revise RFTP (.4); Internal corr. re case status (.1); revise according to internal comments (.1).	0.60	735.00
10/22/24	M F	Preparation of discovery re: DIP motion.	1.00	2,350.00
10/22/24	N M	Review/incorporate revisions into draft deposition notices (1.8); correspond with A. Houghton-Larsen and C. Ni regarding draft discovery (.4); draft and revise requests for production (1.7).	3.90	4,777.50
10/23/24	M F	Prepare discovery requests.	0.50	1,175.00
Sub-Total			27.00	42,175.00

Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/18/24	JHB	Review and coordinate filings of exhibit list with Z. Charlton and E. Dover.	0.50	\$	812.50
10/24/24	Z C	Circulate agenda and meeting details re: Bar Date Hearing.	0.40		250.00
10/25/24	Z C	Attend Bar Date Hearing.	0.50		312.50
10/25/24	RED	Prepare for, attend bar date hearing.	0.40		530.00
10/25/24	JHB	Prepare for and attend hearing re: Bar Date Motion.	0.40		650.00
10/25/24	B L	Participate in hearing.	0.40		940.00
10/29/24	J H	Attend second day hearing.	1.00		2,025.00

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Sub-Total 3.60 5,520.00

First and Second Day Motions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/9/24	JHB	Correspond with E. Dover re: cash management order and critical vendor order review.	0.20 \$	325.00
10/10/24	RED	Review, analyze precedent UCC language in first day orders (.5); review, revise draft first day orders re same (1.1); correspond with Willkie team re same (.2); correspond with Willkie team re data room (.2); review, analyze issues with same (.3).	2.30	3,047.50
10/10/24	Z C	Read and analyze existing Chapter 11 docket materials.	1.00	625.00
10/16/24	JHB	Review/analyze E. Dover markups of Cash Management and Critical Vendor Motions (.6); correspondence with AlixPartners team re: same (.2).	0.80	1,300.00
10/16/24	B L	Review/analyze correspondence between Willkie/Kirkland teams re comments to first day orders.	0.20	470.00
10/17/24	E W	Bluebook DIP objection (.8); prepare (.1) and file (.2) objection; file declaration (.2).	1.30	494.00
10/18/24	B L	Correspond with Z. Charlton and J. Burbage re witness and exhibit list for hearing (.2); correspond with team re new hearing dates for DIP (.3).	0.50	1,175.00
10/20/24	Z C	Revise term sheet re: proposed settlement agreement, incorporating financial advisors' comments.	0.80	500.00
10/28/24	RED	Review, analyze Debtors revised cash management (.2) and critical vendors motions (.3).	0.50	662.50
10/28/24	JHB	Review/analyze Kirkland comments to Critical Vendor Order and Cash Management Order (.4).	0.40	650.00
10/30/24	Z C	Draft docket update for Willkie team re: Second Day Orders.	0.20	125.00

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Sub-Total 8.20 9,374.00

Claims Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/21/24	RED	Correspond with litigation team re investigation (.3); review, analyze filings for information on DIP lenders re investigation (1.1); correspond with Debtors' counsel re same (.2).	1.60 \$	2,120.00
		Sub-Total	1.60	2,120.00

Lien Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/10/24	A M	Attend background call with J. Hardy and A. Thomison (.2); review/analyze debt and security documents for perfection check (.2); review/analyze loan documents and security documents for list of grantors and scope of collateral grant (.9) and prepare perfection check summary (1.2).	2.50 \$	3,312.50
10/11/24	A M	Review/analyze loan documents and security documents for scope of collateral grant (1.5) and prepare perfection check summary (2.4).	3.90	5,167.50
10/12/24	A M	Review/analyze loan documents and security documents for scope of collateral grant (.5) and prepare perfection check summary (1.0).	1.50	1,987.50
10/14/24	A M	Review/analyze mortgages (2.2) and edit perfection check summary (2.4).	4.60	6,095.00
10/16/24	A M	Correspond with Willkie restructuring team re: perfection check.	0.20	265.00
10/17/24	A M	Call with J. Hardy re: mortgages (.2); edit perfection check with respect to mortgages, vehicles, and UCC-1 filings (2.4).	2.60	3,445.00
10/22/24	A M	Correspond with Willkie restructuring team re: perfection check.	0.10	132.50
10/23/24	A M	Review/analyze intermediation documents (.8) and revise perfection check (.9).	1.70	2,252.50

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Sub-Total **17.10** **22,657.50**

Other Motions/Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/22/24	JHB	Review/analyze E. Dover markup of Bar Date Order and correspondence with E. Dover re: same.	0.70 \$	1,137.50
10/25/24	RED	Correspond with Committee member, Debtor counsel re final revisions to Bar Date Order in advance of hearing (.5); review, analyze OCP and ICP orders (.6).	1.10	1,457.50
10/26/24	Z C	Review/analyze Debtors' OCP and ICP motions (.3); circulate to Willkie team (.1).	0.40	250.00
10/26/24	JHB	Correspond with Z. Charlton re: Perella fee structure summary.	0.30	487.50
10/28/24	RED	Review, analyze Debtors' filed OCP and ICP Orders (.6); correspond with J. Burbage re same (.2); correspond with Kirkland team re same (.1); review, revise same (.9).	1.80	2,385.00
10/28/24	B L	Correspond with Willkie team re potential 9019 settlement.	0.40	940.00
10/28/24	Z C	Review/analyze Debtors' Comfort / 9019 Motion (.5); draft summary and circulate to Willkie team re: Debtors' Comfort / 9019 Motion (.4).	0.90	562.50
10/29/24	RED	Input comments into Debtors' draft of OCP, ICP orders (.3); correspond with J. Burbage re same (.1).	0.40	530.00
10/30/24	B L	Telephone conference with J. Burbage re 9019 settlement proposal.	0.30	705.00
10/30/24	JHB	Calls with J. Hardy (.4), D. Burke (.3) and B. Lennon (.3) re: securities action comfort order; draft internal update email re: analysis of same (.4); call with R. Bentley (Kirkland) re: analysis of same (.4); coordinate call with Steptoe re: Company's position on same (.1).	1.90	3,087.50
10/31/24	JHB	Attend call with Steptoe team re: securities action comfort order (.5); correspond with B. Lennon and J. Hardy re: same (.6).	1.10	1,787.50

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Sub-Total	9.30	13,330.00
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Schedules and Statements

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/27/24	Z C	Review/analyze the Debtors' statements of financial affairs and statements of assets and liabilities (2.6); draft claims summaries for Committee members (1.1); circulate summaries to Willkie team members (.2).	3.90 \$	2,437.50
10/28/24	RED	Review, analyze SOFAs and SOAL (.8); correspond with Z. Charlton, J. Burbage re same (.3).	1.10	1,457.50
10/28/24	JHB	Correspondence with Z. Charlton re: SOFAs and Schedules.	0.20	325.00
		Sub-Total	5.20	4,220.00

Insurance

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/29/24	Z C	Correspond with J. Clancy re: Vertex D&O Policies (.2); review/analyze Debtors' motion draft re: Vertex D&O Policy proceeds (.6).	0.80 \$	500.00
10/29/24	JBC	Review/analyze of D&O policy re: scope of coverage (.7); review/analyze comfort order and D&O policy re: claim rights and extensions (1.3).	2.00	4,450.00
10/31/24	JBC	Review/analyze of D&O insurance issues, emails re: same.	0.70	1,557.50
		Sub-Total	3.50	6,507.50

Non- Willkie Retention Applications

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/24/24	JHB	Correspond with Z. Charlton re: debtor retention applications.	0.10	\$	162.50
10/25/24	JHB	Correspond with Z. Charlton re: debtors' retention applications.	0.10		162.50
10/29/24	RED	Review, revise AlixPartners retention application (1.2); correspond with Alix team re same (.3).	1.50		1,987.50
		Sub-Total	1.70		2,312.50

Willkie Retention Application

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
10/15/24	JHB	Correspondence with Z. Charlton re: running conflicts check for Willkie retention.	0.20	\$	325.00
10/21/24	JHB	Correspondence with E. Dover re: Willkie retention application.	0.20		325.00
10/22/24	RED	Review, analyze precedent retention applications (.4); correspond with Z. Charlton re same (.2); review, analyze conflicts report (.3).	0.90		1,192.50
10/23/24	Z C	Draft Willkie retention application.	1.20		750.00
10/24/24	Z C	Draft Willkie retention application.	1.40		875.00
10/25/24	Z C	Coordinate with E. Dover and Kirkland team re: unredacted retention application exhibits.	0.30		187.50
10/25/24	Z C	Draft Willkie retention application (3.6); correspond with E. Dover re: Committee challenges to intermediation issues (.3); circulate intermediation order portion (.2).	4.10		2,562.50
10/28/24	Z C	Draft Willkie retention application.	1.80		1,125.00
10/28/24	JHB	Correspondence with Z. Charlton re: Willkie disclosure issues (.3); call with N. Bugler re: same (.3); review, comment on edits to Willkie retention application (.8).	1.40		2,275.00
		Sub-Total	11.50		9,617.50

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Invoice No. 12435410

Client/Matter No. 135118.00001

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
BURKE, DONALD	13.20	\$	2,025.00	\$	26,730.00
CLANCY, JEFFREY B.	2.70		2,225.00		6,007.50
FALLON, DENIS A.	5.30		1,825.00		9,672.50
FREIMUTH, MATTHEW	5.30		2,350.00		12,455.00
GOREN, TODD	15.30		2,350.00		35,955.00
HARDY, JENNIFER	14.50		2,025.00		29,362.50
LENNON, BRIAN	32.00		2,350.00		75,200.00
MILLER, BRETT	39.70		2,500.00		99,250.00
SMITH, DALE	3.00		2,225.00		6,675.00
THOMISON, ANDREW	3.90		2,025.00		7,897.50
BURBAGE, JAMES H.	82.10		1,625.00		133,412.50
DOVER, ROBERT E.	78.30		1,325.00		103,747.50
HOUGHTON-LARSEN, M. ANNIE	3.70		1,575.00		5,827.50
MOODY, ANNIE	17.10		1,325.00		22,657.50
MUSSMON, NOAH	12.90		1,225.00		15,802.50
NI, ZHEYAN	11.10		1,225.00		13,597.50
CHARLTON, ZACHARY	78.00		625.00		48,750.00
WALKER, LAUREN	7.70		380.00		2,926.00
Professional Fees				\$	655,926.00
<u>Disbursements and Other Charges</u>			<u>Amount</u>		
Court Reporters/Other Fees		\$	300.00		
Disbursements and Other Charges					<u>300.00</u>
Total this Invoice				\$	<u>656,226.00</u>

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

UCC OF VERTEX ENERGY

VERTEX BANKRUPTCY

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE

Invoice No. 12435410

Client/Matter No. 135118.00001

December 13, 2024

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 37th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED

through October 31, 2024 as set forth in the
attached detail

Asset Analysis and Recovery	\$	10,525.00
Asset Disposition	\$	33,572.50
Assumption and Rejection of Leases and Contracts	\$	19,642.50
Budgeting (Case)	\$	470.00
Business Operations	\$	11,812.50

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 135118.00001

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WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Case Administration	\$	93,789.50
Claims Administration and Objections	\$	32,817.50
Employee Benefits and Pensions	\$	437.50
Non-Willkie Fee Statements & Application	\$	2,062.50
Financing and Cash Collateral	\$	155,707.50
Other Litigation	\$	24,075.00
Meetings and Communications with Creditors	\$	121,030.00
Plan and Disclosure Statement	\$	32,150.00
Discovery	\$	42,175.00
Hearings	\$	5,520.00
First and Second Day Motions	\$	9,374.00
Claims Investigation	\$	2,120.00
Lien Investigation	\$	22,657.50
Other Motions/Applications	\$	13,330.00
Schedules and Statements	\$	4,220.00

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 135118.00001

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WILLKIE FARR & GALLAGHER LLP

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Insurance	\$ 6,507.50
Non- Willkie Retention Applications	\$ 2,312.50
Willkie Retention Application	\$ 9,617.50
Disbursements and Other Charges	<u>300.00</u>
Total this Invoice	<u>\$ 656,226.00</u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 135118.00001

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MATTER COST DETAIL

Run Date & Time: 12/13/2024 11:58:37AM
Client: 135118 UCC OF VERTEX ENERGY
Matter: 00001 VERTEX BANKRUPTCY
Currency: USD

Worked Thru 10/31/2024
Billing Partner: MILLER B
Matter Type: BANKRUPTCY

Currency: USD

					For Accounting Only		
Cost Category	Code	Tran Date	Vendor Name / Incurred By Transaction Detail	Cost Amount	Batch Date	Batch Id	Index
Filing Fees	4093	10/09/2024	Texas Southern Bankruptc HARDY	100.00	10/11/2024	505227	14501009
			Filing Fees - Texas Southern				
			Bankruptcy Court Pro Hac Vice Motions				
		10/09/2024	Texas Southern Bankruptc HARDY	100.00	10/11/2024	505227	14501010
			Filing Fees - Texas Southern				
			Bankruptcy Court Pro Hac Vice Motions				
		10/09/2024	Texas Southern Bankruptc HARDY	100.00	10/11/2024	505227	14501011
		Filing Fees - Texas Southern					
		Bankruptcy Court Pro Hac Vice Motions					
TOTAL 4093				300.00			
TOTAL MATTER				300.00			

Exhibit G-2

**Second Monthly Fee Statement
for the Period from November 1, 2024 through November 30, 2024**

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

In re:

VERTEX ENERGY, INC. *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90507 (CML)
)
) (Jointly Administered)
)

**NOTICE OF
WILLKIE FARR & GALLAGHER LLP'S
SECOND MONTHLY FEE STATEMENT FOR COMPENSATION
OF SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM NOVEMBER 1, 2024 THROUGH NOVEMBER 30, 2024**

Name of Applicant:	Willkie Farr & Gallagher LLP	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors	
Date Retention Order Signed:	December 2, 2024 Docket No. 498.	
	Beginning of Period:	End of Period:
Time Period Covered by this Statement:	November 1, 2024	November 30, 2024
Summary of Total Fees and Expenses Requested		
Total Fees Requested in this Statement:	\$305,521.60 (80% of \$381,902.00)	
Total Expenses Requested in this Statement:	\$0.00	
Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):	\$305,521.60	

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Debtor Vertex Energy, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 1331 Gemini Street, Suite 250, Houston, Texas 77058.

Summary of Attorney Fees Incurred	
Total Attorney Fees Incurred in this Statement:	\$338,077.50
Total Actual Attorney Hours Covered by this Statement:	195.7
Average Hourly Rate for Attorneys:	\$1,727.53
Summary of Paraprofessional and Other Fees Incurred	
Total Paraprofessional and Other Fees Incurred in this Statement:	\$43,824.50
Total Actual Paraprofessional and Other Hours Covered by this Statement:	74.0
Average Hourly Rate for Paraprofessionals and Others:	\$592.22

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 463], each party receiving notice of the monthly fee statement will have until 4:00 p.m. (prevailing Central Time) on the day that is 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 463], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *Second Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from November 1, 2024 through November 30, 2024* (the “Second Monthly Fee Statement”).

1. By this Second Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks payment of \$305,521.60 (80% of \$381,902.00) as compensation for professional services rendered to the Committee during the period from November 1, 2024, through November 30, 2024, (the “Fee Period”).

2. In support of this Second Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Willkie incurred \$381,902.00 in fees during the Fee Period. Pursuant to this Second Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$305,521.60).
- **Exhibit B** is a schedule providing certain information regarding Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases

compensation is sought in this Second Monthly Fee Statement. Attorneys and paraprofessionals of Willkie have expended a total of 269.7 hours in connection with these chapter 11 cases during the Fee Period.

- **Exhibit C** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation requested by this Second Monthly Fee Statement shall, within fourteen (14) days of service of this Second Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Brian S. Lennon, Jennifer J. Hardy, and James H. Burbage (bmiller@willkie.com, blennon@willkie.com; jhardy2@willkie.com; and jrburbage@willkie.com), and the following other Application Recipients (as defined in the Interim Compensation Order) a written notice setting forth the precise nature and basis of the objection and the amount at issue (the "Notice of Objection to this Second Monthly Fee Statement"):

- (a) the Debtors, Vertex Energy, Inc., 1331 Gemini Street, Suite 250, Houston, Texas 77058, Attn: R. Seth Bullock (seth.bullock@alvarezmarsal.com);
- (b) co-counsel for the Debtors, Kirkland & Ellis LLP, Attn: Brian Schartz (brian.schartz@kirkland.com), 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn: John R. Luze and Rachael M. Bentley (john.luze@kirkland.com, rachael.bentley@kirkland.com);
- (c) co-counsel for the Debtors, Bracewell LLP, 711 Louisiana Street, Suite 2300, Houston, Texas 77002, Attn: Jason G. Cohen and Jonathan L. Lozano (jason.cohen@bracewell.com, jonathan.lozano@bracewell.com), 31 W. 52nd Street, Suite 1900, New York, New York 10019, Attn: Mark E. Dendinger (mark.dendinger@bracewell.com);
- (d) the Office of the U.S. Trustee, Attn: Jana Whitworth and Andrew Jimenez (Jana.Whitworth@usdoj.gov and Andrew.Jimenez@usdoj.gov); and
- (e) counsel to the DIP Lenders and the Consenting Term Loan Lenders, Sidley Austin LLP, 787 7th Avenue, New York, New York 10019, Attn: Leslie Plaskon and Michele Nudelman (lplaskon@sidley.com, mnudelman@sidley.com), 1999 Avenue of the Stars, 17th Floor, Los Angeles, California 90067, Attn: Genevieve Weiner (gweiner@sidley.com).

4. If a Notice of Objection to this Second Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Second Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to seek payment of such fees and expenses in a subsequent monthly fee statement.

WHEREFORE, Willkie requests payment of its fees and expenses incurred during the Fee Period in the total amount of \$305,521.60, which is 80% of Willkie's fees incurred during the Fee Period.

Dated: Houston, Texas
January 8, 2025

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

/s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)
600 Travis Street
Houston, Texas 77002
Telephone: 713-510-1700
Facsimile: 713-510-1799
Email: jhardy2@willkie.com

AND

Brett Miller (admitted *pro hac vice*)
Brian S. Lennon (admitted *pro hac vice*)
James H. Burbage (admitted *pro hac vice*)
787 Seventh Avenue
New York, New York 10019
Telephone: 212-728-8000
Facsimile: 212-728-8111
Email: bmilller@willkie.com
blennon@willkie.com
jburbage@willkie.com

*Counsel for the Official
Committee of Unsecured Creditors*

CERTIFICATE OF SERVICE

I hereby certify that on January 8, 2025, a true and correct copy of the foregoing document was served via electronic mail on the Fee Notice Parties pursuant to the Interim Compensation Order.

/s/ Jennifer J. Hardy
Jennifer J. Hardy

Exhibit A

Exhibit A**Summary of Legal Fees for the Fee Period**

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
001	Asset Analysis and Recovery	6.4	\$15,317.50
002	Asset Disposition	8.4	\$20,210.00
006	Business Operations	1.1	\$687.50
007	Case Administration	10.6	\$10,714.50
008	Claims Administration and Objections	13.4	\$23,530.00
010	Employee Benefits and Pensions	0.1	\$162.50
013	Financing and Cash Collateral	0.4	\$595.00
015	Meetings and Communications with Creditors	50.5	\$75,676.00
017	Plan and Disclosure Statement	100.7	\$146,872.50
019	Relief from Stay and Adequate Protection	1.6	\$3,180.00
021	Tax	1.9	\$4,750.00
024	Hearings	8.8	\$9,833.50
026	Claims Investigation	0.2	\$470.00
027	Lien Investigation	4.9	\$7,182.50
032	Willkie Fee Statements and Applications	2.3	\$1,437.50
037	Non-Willkie Retention Application	13.7	\$16,112.00
038	Willkie Retention Application	44.8	\$45,171.00
Total Requested		269.7	381,902.00

Exhibit B

Exhibit B**Summary of Hours Billed by Willkie Attorneys and
Paraprofessionals/Others for the Fee Period**

Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Donald Burke	Partner	2016 (NY)	Litigation	\$2,025	3.8	\$7,695.00
Todd Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$2,350	6.6	\$15,510.00
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$2,025	3.8	\$7,695.00
Brian S. Lennon	Partner	2016 (NY)	Business Reorganization & Restructuring	\$2,350	19.2	\$45,120.00
Vadim Mahmoudov	Partner	2000 (NY)	Tax	\$2,500	2.3	\$5,750.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,500	18.1	\$45,250.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,625	76.8	\$124,800.00
R. Ethan Dover	Associate	2022 (NY)	Business Reorganization & Restructuring	\$1,325	62.5	\$82,812.50
Annie Moody	Associate	2022 (NY)	Finance	\$1,325	2.6	\$3,445.00
Total for Attorneys					195.7	\$338,077.50

Paraprofessional / Other Persons	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Zachary Charlton	Law Clerk	1/2 year	Business Reorganization & Restructuring	\$625.00	63.5	\$39,687.50
Laura Guido	Senior Paralegal	1/2 year	Business Reorganization & Restructuring	\$590.00	0.7	\$413.00
Lauren Walker	Paralegal	2 ½ years	Business Reorganization & Restructuring	\$380.00	9.8	\$3,724.00
Total for Paraprofessionals/Others					74.0	\$43,824.50

Total Fees Requested for Fee Period	\$381,902.00
20% Fee Holdback for Fee Period	(\$76,380.40)
80% of Total Fees Requested for Fee Period	\$305,521.60
Expenses for Fee Period	\$00.00
TOTAL PAYMENT REQUESTED	<u>\$305,521.60</u>

Exhibit C

Exhibit C

Fees and Expenses

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

UCC OF VERTEX ENERGY

VERTEX BANKRUPTCY

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 12500033
Client/Matter No. 135118.00001
January 7, 2025

FOR PROFESSIONAL SERVICES RENDERED

through November 30, 2024 as set out in the
attached detail

Asset Analysis and Recovery	\$	15,317.50
Asset Disposition	\$	20,210.00
Business Operations	\$	687.50
Case Administration	\$	10,714.50
Claims Administration and Objections	\$	23,530.00
Employee Benefits and Pensions	\$	162.50
Financing and Cash Collateral	\$	595.00
Meetings and Communications with Creditors	\$	75,676.00
Plan and Disclosure Statement	\$	146,872.50
Relief from Stay and Adequate Protection	\$	3,180.00

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Tax	\$	4,750.00
Hearings	\$	9,833.50
Claims Investigation	\$	470.00
Lien Investigation	\$	7,182.50
Willkie Fee Statements and Applications	\$	1,437.50
Non- Willkie Retention Applications	\$	16,112.00
Willkie Retention Application	\$	45,171.00
Total this Invoice	\$	<u>381,902.00</u>

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Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/1/24	B L	Correspond with Willkie team re settlement strategy.	0.70	\$	1,645.00
11/2/24	JHB	Review and consider Company term sheet (.1).	0.10		162.50
11/2/24	B L	Correspond with J. Burbage and D. Burke re Matheson claims (.3).	0.30		705.00
11/7/24	B L	Review and analyze settlement term sheet draft (.3); correspond with J. Burbage re GUC trust concerns (.3); analyze potential settlement of Matheson claims (.3); correspond with B. Schartz re status of negotiations (.1); correspond with B. Miller and J. Burbage re potential holdco recovery strategies (.3).	1.30		3,055.00
11/10/24	B M	Review and comment on the global settlement with the Debtors and the lenders (1.4); correspondence with the Debtors regarding the global settlement (.5).	1.90		4,750.00
11/11/24	V M	Reviewed and analyze Burbage summary of Debtor proposals re: settlement.	0.10		250.00
11/18/24	B M	Review and comment on the global settlement agreement and related documents (1.3); prepare memorandum regarding the global settlement agreement (.6).	1.90		4,750.00
		Sub-Total	6.30		15,317.50

Asset Disposition

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/5/24	JHB	Review Notice of Acceptable Indications of Interest and correspondence with Alix team re: same (.2).	0.20	\$	325.00
11/5/24	B L	Review and analyze Debtors' draft notice of IOIs.	0.20		470.00
11/13/24	B M	Review and comment on the Debtors' report of the sale process (1.2); calls with the Debtors	3.10		7,750.00

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		and the UCC professionals (A & M, PWP) regarding the sale process (.9); prepare memorandum regarding the sale process (.6); correspondence with bidders in the sale process (.4).		
11/22/24	Z C	Circulate updated auction date and details to WFG and AlixPartners teams.	0.10	62.50
11/22/24	JHB	Correspondence with the Debtors re: sale process (.1).	0.10	162.50
11/22/24	B M	Correspondence with the Debtors regarding the qualified bid deadline (.4); prepare memorandum regarding the qualified bid deadline (.3); review materials from Alix Partners regarding the bids (.7).	1.40	3,500.00
11/22/24	B L	Review and analyze submitted IOIs.	0.50	1,175.00
11/23/24	JHB	Correspondence with Alix Partners re: bids received (.2).	0.20	325.00
11/25/24	B L	Review Alix summary of bids (.3); correspond with Alix and Willkie teams re same (.1)	0.40	940.00
11/27/24	B M	Review of the bids received by the Debtors (.8); call with the Debtors regarding the bids received and next steps (.5); call with the UCC professionals regarding the bids received and open discussions issues for the UCC (.4); prepare memorandum regarding the various issues with the bids received (.5).	2.20	5,500.00
Sub-Total			8.40	20,210.00

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/1/24	Z C	Coordinate with L. Walker re: Debtors' monthly operational reports (.1); circulate monthly operational reports to AlixPartners team (.1).	0.20	\$	125.00
11/30/24	Z C	Review and analyze Debtor entities' monthly operating reports (.7); circulate monthly operating reports to AlixPartners and Willkie teams (.2).	0.90		562.50

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Sub-Total **1.10** **687.50**

Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/1/24	E W	Organize and review docket materials for attorney use.	0.50 \$	190.00
11/1/24	RED	Review, analyze docket updates re disclosure statement objections (.5); review, analyze summaries of same (.3); correspond with Willkie team re same (.1); correspond with Willkie team re committee member agreement matters (.3); correspond with service agent re service of filed items (.2).	1.40	1,855.00
11/4/24	RED	Review, analyze latest docketed items (.3); correspond with Willkie team re case updates, upcoming deadlines (.1); correspond with Z. Charlton re strategy, next steps (.3).	0.70	927.50
11/6/24	RED	Teleconference with Willkie team, Debtor counsel re: case status (0.5); teleconference with Willkie team, Committee professionals re: same (0.5).	1.00	1,325.00
11/11/24	Z C	Draft docket updates re: Disclosure Statement objections (.4); and re: Assumption Notice objections (.5).	0.90	562.50
11/13/24	JHB	Attend weekly meeting of Debtors/Committee professionals re: plan, settlement (1.0); attend weekly meeting of Committee professionals (WFG/Alix Partners) re: same (1.0).	2.00	3,250.00
11/13/24	Z C	Draft and circulate docket update re: objection to Bidding Procedures Order.	0.60	375.00
11/14/24	RED	Teleconference with J. Burbage re service of documents, next steps.	0.20	265.00
11/20/24	Z C	Draft talking points re: Debtors' and UCC Professionals' case status meeting (.3); prepare for Debtors' and UCC Professionals' meeting re: settlement, sale process (.3); attend Debtors' and UCC Professionals' meeting re: same (.3); attend UCC Professionals' meeting with AlixPartners re: same (.2); draft agenda for weekly Committee meeting (.3); circulate draft	1.70	1,062.50

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		agenda to Willkie and AlixPartners teams (.1); circulate agenda and AlixPartners materials to Committee members (.2).		
11/21/24	E W	Prepare materials for attorney use.	0.40	152.00
11/27/24	Z C	Draft issues list for Debtor / UCC Advisor call re: sale process and litigation update (.2); attend Debtor / UCC Advisor call re: sale process and litigation update (.6); attend UCC Professionals' call re: sale process (.4)	1.20	750.00
Sub-Total			10.60	10,714.50

Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/1/24	JHB	Correspondence with R. Bentley (Kirkland) re: Matheson claim (.1).	0.10	\$ 162.50
11/2/24	JHB	Correspondence with D. Burke (.1) and R. Collura (AlixPartners) (.4) re: Matheson response.	0.50	812.50
11/2/24	D B	Draft email to WFG team re summary of research on Matheson claim.	1.50	3,037.50
11/3/24	Z C	Draft internal claims list for Committee member claims details.	0.20	125.00
11/3/24	JHB	Review and analyze lease rejection stipulation and correspondence with Kirkland team re: same (.2); correspondence with D. Burke and R. Collura (AlixPartners) re: Matheson response (.2).	0.40	650.00
11/4/24	JHB	Call with D. Burke and R. Collura (AlixPartners) re: Matheson claims response (.7); prepare for call re: same (.5); call with R. Bentley (Kirkland) re: same (.3).	1.50	2,437.50
11/5/24	JHB	Draft Committee professionals update email re: Matheson claim (.5); call with R. Bentley (Kirkland) re: same (.3); call with K. Burrer (Greenberg) re: counterproposal (.2); provide comments to Matheson term sheet (.5); correspondence with R. Bentley (Kirkland) re: same (.2); draft internal update re: same (.4).	2.10	3,412.50

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11/6/24	JHB	Draft slides re: Matheson settlement (2.6); incorporate R. Collura (AlixPartners) and D. Burke edits (.4).	3.00	4,875.00
11/6/24	B L	Review slides re Matheson settlement proposal (.4); correspond with Willkie team re same (.2)	0.60	1,410.00
11/6/24	D B	Review and comment on draft UCC presentation re Matheson claim issues.	1.30	2,632.50
11/7/24	D B	Conference call with UCC and professionals (Alix Partners) re general case status and analysis of Matheson claim.	1.00	2,025.00
11/12/24	JHB	Call with R. Bently (Kirkland) re: Matheson claim (.5); draft update for Willkie and Alix team re: same (.3).	0.80	1,300.00
11/13/24	JHB	Call with K. Burrer (Greenberg) re: Matheson settlement (.2).	0.20	325.00
11/16/24	JHB	Correspondence with D. MacGreevey (AlixPartners) re: PBGC claim (.1).	0.10	162.50
11/16/24	JHB	Correspondence with Alix Partner Team re: vendor payment matrix (.1).	0.10	162.50
Sub-Total			13.40	23,530.00

Employee Benefits and Pensions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/1/24	JHB	Correspondence with R. Bentley (Kirkland) and B. Miller re: CBA issues (.1).	0.10	\$	162.50
Sub-Total			0.10		162.50

Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/5/24	B L	Correspond with Alix re DIP budget.	0.20	\$	470.00
11/22/24	Z C	Circulate Vertex insurance and tax matrices to AlixPartners team.	0.20		125.00
Sub-Total			0.40		595.00

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Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/1/24	JHB	Draft update note to Committee re: status of global settlement negotiations (.2);	0.30	\$ 487.50
11/3/24	B L	correspondence with PBGC re: case status (.1). Correspondence with UCC member re settlement terms.	0.20	470.00
11/3/24	JHB	Correspondence with J. Carr (US Bank) re: settlement issues (.2).	0.20	325.00
11/4/24	JHB	Prepare for (.2) and attend call with PBGC re: case status (.4).	0.60	975.00
11/4/24	Z C	Update Committee members re: Disclosure Statement hearing (0.3).	0.30	187.50
11/6/24	JHB	Provide comments to Z. Charlton on draft Committee agenda (.2); attend weekly update call with Debtors' professionals (.5); attend weekly update call with Committee professionals (.8).	1.50	2,437.50
11/6/24	Z C	Prepare for professionals' meetings and draft agenda re: DIP sale process (0.3); attend Debtor / UCC advisors call re: same (0.5); attend Willkie / AlixPartners professionals meeting re: same (0.9); draft Committee meeting agenda re: same (0.4).	2.10	1,312.50
11/6/24	B M	Review and comment on the agenda, exhibits and hand outs for the UCC meeting to discuss the DIP and sale process.	1.30	3,250.00
11/7/24	JHB	Prepare for (.5) and attend (1.1) weekly Committee call re: DIP, sale process; correspondence with Indemitsu re: Matheson settlement (.3).	1.90	3,087.50
11/7/24	RED	Correspond with Willie team re materials to be circulated for Committee meeting re: case status and settlement (0.4); prepare for, attend Committee meeting re: same (1.0).	1.40	1,855.00
11/7/24	Z C	Prepare for Committee meeting re: DIP, sale process (0.4); attend Committee meeting re: same (0.9).	1.20	750.00
11/7/24	E W	Attend weekly UCC meeting re: DIP, sale	1.00	380.00

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11/7/24	B L	process. Participate in UCC meeting re: DIP, sales	1.10	2,585.00
11/8/24	JHB	process. Coordinate distribution of global settlement term sheet to Committee (.7).	0.70	1,137.50
11/8/24	Z C	Coordinate Committee meeting re: case status (.1) and circulate meeting details (.2).	0.30	187.50
11/10/24	JHB	Correspondence with R. Seltzer (CWSNY) re: Union comments to draft plan of reorganization (.3); call with K. Gluck (Norton Rose) re: Harley Marine claim and settlement (.3); coordinate distribution of revised plan or reorganization to Committee members by Z. Charlton (.2).	0.80	1,300.00
11/11/24	J H	Zoom UCC update meeting.	0.70	1,417.50
11/11/24	RED	Prepare for, attend teleconference with Willkie team and Committee re: case status updates and settlement.	1.00	1,325.00
11/11/24	JHB	Correspondence with R. Seltzer (CWSNY) re: Disclosure Statement language re: CBA (.1); correspondence with B. Feder (KDW) re: US Bank Fees issue (.2); prepare for Committee update call (.7); attend committee update call (1.0); draft update to the Committee re: hearing adjournment (.5).	2.50	4,062.50
11/11/24	Z C	Attend Committee meeting re: Global Settlement (.7); circulate Disclosure Statement hearing details to Committee (.2).	0.90	562.50
11/11/24	B L	Participate in UCC meeting re: case status.	0.80	1,880.00
11/11/24	B M	Call with the UCC regarding the global settlement with the lenders and the Debtors (.8); call with the lenders regarding the global settlement (.4); prepare memorandum regarding the global settlement status (.4).	1.60	4,000.00
11/12/24	JHB	Draft update to Committee re: disclosure statement hearing adjournment (.1).	0.10	162.50
11/13/24	J H	Zoom mtg. w/ UCC professionals (Alix Partners) re: plan, settlement, other case matters.	1.00	2,025.00
11/13/24	Z C	Prepare for Professionals Meetings re: case status and draft potential discussion points (.4);	2.80	1,750.00

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		attend Debtors' and UCC Professionals Meeting re: same (1.0); attend UCC Professionals Meeting re: same (.9); draft agenda for Committee Meeting re:same (.2); revise agenda for Committee Meeting and circulate to Willkie and AlixPartners teams (.1); circulate agenda to Committee members (.1); circulate AlixPartners presentation materials re: liquidity to Committee members (.1).		
11/13/24	E W	Attend professionals' meeting re: case status (1.0); attend Debtor/UCC Advisor call re: same (1.0).	2.00	760.00
11/13/24	RED	Prepare for, attend teleconference with Willkie team, Alix Partners re: plan, settlement.	0.70	927.50
11/13/24	B M	Review and comment on the agenda, exhibits and materials for the UCC meeting to discuss the DIP and sale process.	1.40	3,500.00
11/14/24	J H	Zoom UCC meeting re: case status.	0.60	1,215.00
11/14/24	RED	Prepare for, attend teleconference with Committee, Willkie team, Alix team re: plan, settlement.	1.00	1,325.00
11/14/24	JHB	Prepare for (.3) and attend weekly Committee call re: case status (.6); call with K. Burrer (Greenberg) re: Matheson settlement and weekly committee call (.3); draft update to the Committee re: status of negotiations (.7); correspondence with Alix Partners team re: same (.2); call with B. Feder (KDW) re: US Bank settlement issues (.2); call with B. Lennon re: status of negotiations (.3).	2.60	4,225.00
11/14/24	Z C	Attend weekly Committee meeting re: case status, settlement.	0.80	500.00
11/14/24	E W	Attend weekly UCC meeting re: case status, settlement.	1.00	380.00
11/14/24	B M	Call with the creditors' committee to discuss the sale process and global settlement.	1.20	3,000.00
11/15/24	JHB	Draft update to Committee re: finalization of settlement (.4); review and provide comments to Z. Charlton re: Disclosure Statement comments (.2).	0.60	975.00
11/17/24	JHB	Correspondence with J. Doolittle (Pillsbury) re: plan term sheet (.2); call with K. Gluck (Norton	0.50	812.50

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		Rose) re: plan term sheet (.3).		
11/18/24	JHB	Review Z. Charlton update re: Disclosure Statement Approval Hearing (.2).	0.20	325.00
11/20/24	JHB	Coordinate distribution of agenda (.2); attend weekly update call with Debtors' professionals (.5); attend weekly call with Committee professionals (.3).	1.00	1,625.00
11/20/24	JHB	Call with K. Patrick (Donahue Patrick Scott) re: settlement term sheet (.3).	0.30	487.50
11/20/24	B M	Review and comment on the agenda, exhibits and materials for the UCC meeting to discuss the DIP and sale process.	1.20	3,000.00
11/20/24	B L	Meeting with K&E and PWP teams re sale process (.4); follow up with Alix team re: same (.4).	0.80	1,880.00
11/21/24	J H	Weekly UCC virtual meeting re: settlement, sale process.	0.30	607.50
11/21/24	JHB	Prepare for weekly Committee call re: settlement, sale process (1.0); attend weekly committee call re: same (.5).	1.50	2,437.50
11/21/24	Z C	Attend weekly Committee call re: settlement, sale process.	0.40	250.00
11/21/24	B M	Prepare for and attend call with the creditors' committee to discuss the sale process and global settlement.	0.90	2,250.00
11/21/24	B L	Participate in UCC meeting re: settlement, sale process.	0.50	1,175.00
11/21/24	E W	Prepare for and attend weekly UCC meeting re: settlement, sale process.	0.70	266.00
11/25/24	JHB	Review and provide comments to Alix sale process update slides (.4); coordinate Committee update email with Z. Charlton (.3); call with R. Bentley (Kirkland) re: sale process and response to R. Seltzer question re: auction (.6).	1.30	2,112.50
11/25/24	Z C	Draft Committee update re: sale process (.2) and circulate to Committee members (.1); draft response to Committee member inquiry re:same (.1).	0.40	250.00
11/27/24	J H	Zoom call w/ debtor & UCC professionals re: case status, sale process (.4); follow-up UCC professionals call with AlixPartners re: same (.2).	0.60	1,215.00

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11/27/24	JHB	Prepare for weekly call with Debtors' professionals re: sale process, case status (.4); attend weekly call with Debtors' professionals re: same (.4).	0.80	1,300.00
11/27/24	JHB	Coordinate committee update re: sale process with Z. Charlton (.4).	0.40	650.00
11/27/24	Z C	Draft Committee update re: sale process (.2) and circulate draft update to J. Burbage and E. Dover (.1); revise draft update re: sale process (.1) and circulate to Committee members (.1).	0.50	312.50
Sub-Total			50.50	75,676.00

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/1/24	E W	Prepare (.2) and file (.3) objection re: disclosure statement.	0.50	\$	190.00
11/1/24	Z C	Draft Witness and Exhibit List for Disclosure Statement Objection (.4); organize exhibits and circulate Witness and Exhibit List draft (.2); revise Disclosure Statement Objection to incorporate Willkie team comments (.2); coordinate with L. Walker and E. Dover re: filing Disclosure Statement Objection (.2).	1.00		625.00
11/1/24	RED	Review, revise objection to Disclosure Statement (1.1); correspond with Willkie team re same (.6); coordinate filing of same (.5).	2.20		2,915.00
11/1/24	Z C	Draft and circulate docket updates re: Objections to Debtors' Disclosure Statement.	1.10		687.50
11/1/24	JHB	Review and provide comments to E. Dover re: UCC reservation of rights (.9); correspondence with B. Miller re: same (.2); incorporate Alix Partner comments to global settlement term sheet and sent to Kirkland (.3); call with R. Bentley (Kirkland) re: global settlement term sheet (.4); correspondence with Z. Charlton re: Disclosure Statement objections (.2); coordinate filing of Reservation of Rights re: same (.2).	2.20		3,575.00
11/1/24	B L	Edit and revise Disclosure Statement objection (.7); correspond with J. Burbage re same (.4).	1.10		2,585.00

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11/3/24	Z C	Review treatment of Committees in Plan precedents (.8); draft analysis of Debtors' Plan treatment of Committee and circulate analysis (.4).	1.20	750.00
11/3/24	RED	Review, analyze precedent plans for Committee protections, potential comments (1.1); draft, revise summary of same for Willkie team (.6); review, analyze post-effective date Committee matters, language included in plans re same (.4); correspond with Willkie team re same (.2); correspond with Z. Charlton re same (.4).	2.70	3,577.50
11/4/24	E W	Prepare (.2) and file (.3) revised witness and exhibit list re: disclosure statement for adjourned hearing.	0.50	190.00
11/5/24	JHB	Review draft term sheet (.5).	0.50	812.50
11/5/24	RED	Correspond with Z. Charlton re objection to disclosure statement, witness and exhibit list (.4).	0.40	530.00
11/5/24	RED	Review, analyze Debtors' latest shared Plan, DS Order, Voting Schedule (1.6); review, analyze precedent filings of same for Committee comments (.6); review, revise Debtors' drafts for Committee protections, including post Effective Date appellate work (.7); correspond with J. Burbage re changes to same (.4).	3.30	4,372.50
11/5/24	B L	Correspond with WFG team re global settlement terms.	0.50	1,175.00
11/6/24	RED	Review, analyze Debtors' Disclosure Statement Motion and Plan (.8); incorporate comments re Committee protections to same (1.6); correspond with J. Burbage re same (.2).	2.60	3,445.00
11/6/24	JHB	Call with K. Burrer (Greenberg) re: Matheson settlement (.3); draft internal update re: same (.3); call with R. Bentley (Kirkland) re: same (.4); review E. Dover markups of Plan (.3), Disclosure Statement Order (.2) and Voting Procedures (.2).	1.70	2,762.50
11/7/24	JHB	Review Debtors' draft of global settlement term sheet (.5); call with R. Bentley (Kirkland) re: same (.3); correspondence and telephone conference with B. Lennon re: trust structure (.7); call with Vadim Mahmoudov re: tax	5.00	8,125.00

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		implications of GUC Trust structure (.3); revise global settlement term sheet (1.2); draft issues for Willkie and Alix team re: same (.8); correspondence with K. Burrer (Greenberg) re: Matheson settlement language (.3); call with B. Feder (KDW) re: global settlement term sheet (.3); draft update to Willkie and Alix teams re: same (.3); call with R. Bentley (Kirkland) re: Committee edits to global settlement term sheet (.3).		
11/7/24	RED	Review, analyze Debtors' Plan and DS for comments, focus on tax for V. Mahmoudov (.9); correspond with Willkie team re same (.3).	1.20	1,590.00
11/8/24	JHB	Call with B. Feder (KDW) re: USB comments to plan of reorganization (.3); review comments re: same (.3); call with R. Bentley (Kirkland) re: same (.2); correspondence with V. Mahmoudov re: GUC Trust tax language in term sheet (.2).	1.00	1,625.00
11/8/24	E W	Prepare (.2) and file (.2) revised witness and exhibit list re: disclosure statement for adjourned hearing.	0.40	152.00
11/8/24	T G	Review and analyze draft Plan/Disclosure Statement.	1.10	2,585.00
11/9/24	JHB	Review and provide comments to draft plan of reorganization (1.7).	1.70	2,762.50
11/9/24	JHB	Correspondence with K. Burrer (Greenberg) re: Matheson claim (.2); call with R. Bentley (Kirkland) re: GUC Trust structure (.3); call with R. Bentley (Kirkland) and G. Weiner (Sidley) re: settlement term sheet open comments (.8); draft update email to Willkie and Alix teams re: same (.5).	1.80	2,925.00
11/9/24	B L	Review and analyze revised term sheet (.4); correspond with working group re same (.6).	1.00	2,350.00
11/10/24	JHB	Call with R. Bentley (Kirkland) re: GUC Trustee/Plan Administrator construct (.5); draft update email to Willkie and Alix teams re: same (.4).	0.90	1,462.50
11/10/24	Z C	Review Debtor comments to draft Plan (.3); circulate redline and summary to Willkie team members (.1); circulate Committee comments to Debtors re: draft Plan (.2); circulate update to Committee members (.2).	0.80	500.00

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11/10/24	B L	Review revised versions of settlement term sheet and plan (.6); telephone conference with J. Burbage re same (.3); review and analyze correspondence with team re key changes (.3).	1.20	2,820.00
11/11/24	JHB	Review and provide comments to Vertex chapter 11 plan (2.0); provide E. Dover comments on Committee insert for Disclosure Statement (.5); call with R. Bentley (Kirkland) and G. Weiner (Sidley) re: Matheson settlement (.5); call with R. Bentley (Kirkland) and G. Weiner (Sidley) re: Matheson re: disclosure statement hearing adjournment (.4); call with B. Lennon re: same (.3); call with B. Feder (KDW) re: US Bank term sheet issues (.3); call with K. Burrer (Greenberg) re: Matheson plan comments (.3); review and analyze Matheson plan comments (.2).; review and analyze Disclosure Statement order (.3) and correspondence with Z. Charlton re: same (.1).	4.90	7,962.50
11/11/24	B L	Review and analyze revisions to global settlement term sheet (.5); correspond with J. Burbage and B. Miller re same (.4); telephone conference with J. Burbage re open issues and Disclosure Statement objection argument (.5).	1.30	3,055.00
11/11/24	RED	Review, analyze Debtors' revisions to disclosure statement order and voting procedures (.6); correspond with Z. Charlton re same (.2). Draft, revise supplemental UCC disclosure re recommending unsecured creditors to vote in favor of the plan (2.5). Review, analyze latest Disclosure Statement provided by Kirkland (.6); correspond with J. Burbage re incorporation of UCC Plan comments into latest Disclosure Statement (.3); correspond with Z. Charlton re same (.1).	4.30	5,697.50
11/11/24	Z C	Correspondence re: Disclosure Statement hearing to Willkie team (.2). Review and analyze Debtors' amended Disclosure Statement Order and circulate comments to team (.6); compare amended Disclosure Statement to amended Plan (.3).	1.10	687.50
11/12/24	T G	Review and analyze draft plan (.9) and UCC settlement terms (.4); correspondence w/ WFG	1.60	3,760.00

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11/12/24	JHB	team re same (.3). Provide E. Dover comments on Committee insert for Disclosure Statement (2.1); call with R. Bentley (Kirkland) re: status of the term sheet (.5); prepare for call with G. Weiner (Sidley) re: term sheet (.7); attend call re: same (.4); draft update email to Alix and Willkie team re: same and next steps (.6); discussion with R. Bentley (Kirkland) re: RIN liabilities (.4); draft research email to Z. Charlton (.3).	5.00	8,125.00
11/12/24	Z C	Prepare for Disclosure Statement hearing (.3); attend Disclosure Statement hearing (.1); draft Witness and Exhibit List for adjourned Disclosure Statement hearing (.2); research environmental liability treatment in comparable chapter 11 Plans (2.1); draft analysis re: environmental liability treatment (1.3); revise UCC Supplemental Letter to Plan (.2); circulate UCC Supplemental Letter to Plan (.2); circulate updated Disclosure Statement hearing details to Willkie team and Committee members (.1).	4.50	2,812.50
11/12/24	RED	Review, revise Committee Supplemental Disclosure (.4); correspond with Z. Charlton re same (.1); correspond with J. Burbage re same (.1); prepare for, attend Disclosure Statement hearing (.1).	0.70	927.50
11/12/24	B L	Correspond with J. Burbage re status of settlement discussions.	0.50	1,175.00
11/13/24	V M	Review and analyze revised disclosure statement.	0.30	750.00
11/13/24	T G	Review and analyze proposed amended UCC settlement terms (.4) and discussion w/ team re same (.6); call w/ Debtors re same (.8); review and analyze recovery analysis (.3) and correspondence w/ Alix and Willkie team re same (.3).	2.40	5,640.00
11/13/24	JHB	Review and analyze preference claim analysis and correspondence with Willkie and Alix team re: same (.5); review and analyze Z. Charlton research with respect to RIN liabilities (1.1); draft email re: same to Willkie and Alix teams (.2); review disclosure statement markup and send comments to Z. Charlton re: same (1.3);	4.10	6,662.50

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		call with R. Bentley (Kirkland) re: settlement term sheet (.3); call with R. Bentley (Kirkland) and G. Weiner (Sidley) re: settlement term sheet (.3); call with M. Gates (AlixPartners) re: GUC trust budget assumptions (.4).		
11/13/24	Z C	Revise and circulate Committee Letter in Support of Amended Plan (.6).	0.60	375.00
11/13/24	B L	Telephone conference with Debtor professionals re settlement structure (1.0); follow up conference with Willkie and Alix teams re same (1.0).	2.00	4,700.00
11/13/24	RED	Teleconference with Willkie team, Debtors counsel re GUC settlement (1.0). Review, analyze J. Burbage comments to Disclosure Statement (.4); correspond with Z. Charlton re same (.2); review, revise Disclosure Statement re same (.7).	2.30	3,047.50
11/14/24	RED	Review, revise Plan and Disclosure statement (1.4); correspond with Willkie team re same (.2).	1.60	2,120.00
11/14/24	JHB	Review and analyze comments to Vertex plan (.3) and correspondence with E. Dover re: same (.2).	0.50	812.50
11/14/24	Z C	Circulate Witness and Exhibit List draft for Disclosure Statement hearing (0.2); revise and circulate updated Witness and Exhibit List for Disclosure Statement hearing (.2); coordinate with L. Walker re: filing Witness and Exhibit List for Disclosure Statement hearing (.1); revise UCC Letter in Support of Amended Plan (.2); review Debtors' comments to draft Plan (.2); circulate updated UCC Letter in Support of Amended Plan to Debtors (.1); research GUC Trust treatment in comparable chapter 11 Plans (.6).	1.20	750.00
11/14/24	E W	File (.4) and serve (.2) Witness and Exhibit List re: Disclosure Statement hearing.	0.60	228.00
11/14/24	B L	Correspond with Willkie team re drafts of revisions to plan and Disclosure Statement (.3). Office conference with J. Burbage re latest in settlement negotiations (.3); participate in UCC meeting re same (.5).	1.10	2,585.00
11/15/24	Z C	Review and analyze GUC Trust treatment in	2.60	1,625.00

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		comparable chapter 11 Plans (1.0); circulate analysis to E. Dover and J. Burbage (.3); research GUC Trust agreement precedent and circulate analysis to E. Dover and J. Burbage (.8); circulate agenda for Disclosure Statement Hearing (.2); circulate amended Plan and UCC Letter in Support to Committee members (.3).		
11/15/24	T G	Review and analyze updated draft of Plan (.7) and correspondence w/ Willkie team re settlement discussions (.2).	0.90	2,115.00
11/15/24	JHB	Correspondence with D. MacGreevey (AlixPartners) re: pension issues (.2); correspondence with Matt Gates (AlixPartners) re: liquidation analysis comments (.3); review plan comments from Matheson (.3) and correspondence with Willkie and Alix team re: same (.2); review and provide comments to the plan (.6); correspondence with Kirkland re: same (.1); call with K. Burrer (Greenberg) re: settlement terms (.2)	1.90	3,087.50
11/16/24	JHB	Review Kirkland Plan language and draft update email to Willkie and Alix teams re: same (.8); correspondence with Alix team re: liquidation analysis (.2); review Kirkland draft of settlement term sheet (.4); correspondence with Willkie and Alix teams re: same (.2); correspondence with Kirkland team re: same (.2).	1.80	2,925.00
11/16/24	B L	Correspond with K&E, Willkie team and UCC members re updates to plan and DS.	0.30	705.00
11/17/24	Z C	Correspond with V. Mahmoudov and J. Burbage re: Plan tax treatment (.3); correspond re: Amended Disclosure Statement to Committee members (.1); correspond re: Plan and Disclosure Statement final drafts to Committee members (.2); correspond re: as-filed Plan and Disclosure Statement to Committee members (.1).	0.70	437.50
11/17/24	JHB	Review and analyze Disclosure Statement edits and correspondence with Willkie and Alix teams re: same (.4); review and analyze revised draft of plan and committee settlement term sheet (.4); call with R. Bentley (Kirkland) re:	1.20	1,950.00

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		same (.2); draft update email to Willkie and Alix teams re: same (.2).		
11/17/24	B L	Correspond with Willkie team and UCC members re revisions to Disclosure Statement.	0.30	705.00
11/18/24	JHB	Review UST Objection to Disclosure Statement approval motion (.2); review Debtors' reply to UST objection (.2); review Kirkland comments to Committee letter in support of plan confirmation (.4).	0.80	1,300.00
11/18/24	RED	Review, analyze Committee support letter (.3); correspond with Willkie team re same (.2). Review, analyze summary of disclosure statement for committee (.2); correspond with J. Burbage, Z. Charlton re same (.1).	0.80	1,060.00
11/19/24	RED	Review, analyze letter of support to be filed in solicitation materials by Committee (.3); review, analyze correspondence re same between Willkie team (.1).	0.40	530.00
11/19/24	RED	Review, analyze precedent GUC Trust Agreements in preparation for drafting same.	1.80	2,385.00
11/21/24	Z C	Correspondence re: GUC Trust Agreement precedent to J. Burbage and E. Dover (.1); work with L. Walker re: binder preparation (.1); work with NYCenter re: GUC Trust Agreement file conversion (.1).	0.30	187.50
11/21/24	RED	Review, revise GUC trust agreement (1.6); correspond with Willkie team re same (.1); review, analyze precedent of same (.3); review, analyze Debtors' Plan for GUC Trust provisions (.4).	2.40	3,180.00
11/25/24	RED	Draft, revise GUC Trust Agreement (3.6); correspond with J. Burbage re same (0.2).	3.80	5,035.00
11/25/24	Z C	Work with NYCenter to convert GUC Trust precedent format (.2); circulate GUC Trust precedent to E. Dover (.2); identify and analyze GUC Trust provisions in Vertex Plan (.4) and correspond with to E. Dover re: same (.1).	0.90	562.50
11/26/24	RED	Review, revise GUC Trust Agreement.	1.60	2,120.00
Sub-Total			100.70	146,872.50

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Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/15/24	T G	Review and analyze Tribe lift stay and correspondence re same (.4); call w/ J Burbage re same (.2).	0.60	\$	1,410.00
11/15/24	JHB	Call with T, Goren re: D. tribe lift stay motion (.3); draft internal update to Willkie team re: same (.2).	0.50		812.50
11/26/24	B L	Review and analyze E. Dover summary of Deborrra Tribe stipulation.	0.20		470.00
11/27/24	JHB	Review D. Tribe lift stay order and correspondence with T. Goren re: same (.3).	0.30		487.50
		Sub-Total	1.60		3,180.00

Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/7/24	V M	Analyze Burbage tax query re GUC Trust (.4); call with Burbage re same (.1); review and analyze tax disclosure and Plan (.6); review and analyze draft term sheet (.4).	1.50	\$	3,750.00
11/10/24	V M	Review and analyze revised tax disclosure (0.1); correspondence with Burbage re structure (.1).	0.20		500.00
11/16/24	V M	Review and analyze revised tax disclosure in DS.	0.20		500.00
		Sub-Total	1.90		4,750.00

Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
11/4/24	JHB	Coordinated filing of witness and exhibit list with E. Dover and Z. Charlton re: Disclosure Statement (.2).	0.20	\$	325.00
11/4/24	RED	Review, revise Witness and Exhibit list for	1.30		1,722.50

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		upcoming hearing (.3); correspond with Z. Charlton re same (.6); coordinate filing of same (.4).		
11/4/24	Z C	Finalize Witness and Exhibit List for Disclosure Statement Hearing (.6); circulate Witness and Exhibit List (.1); work with L. Walker to file Witness and Exhibit List (.2); circulate updated hearing time and adjournment notice (.2).	1.10	687.50
11/5/24	E W	Review, revise citations for witness and exhibit list.	0.20	76.00
11/8/24	Z C	Update Witness and Exhibit List for Disclosure Statement hearing (.3); circulate Witness and Exhibit list for Willkie team review (.1); work with L. Walker to file Witness and Exhibit List (.3); review Debtor comments to draft Plan (.3); circulate redlines re: Debtor comments to draft Plan (.2).	1.20	750.00
11/11/24	B L	Telephone conference with J. Burbage re 11/12 hearing.	0.20	470.00
11/12/24	J H	Attend Disclosure Statement hearing virtually (continued).	0.10	202.50
11/12/24	JHB	Attend disclosure statement adjournment hearing (.3); call with R. Bentley (Kirkland) re: same (.2).	0.50	812.50
11/12/24	RED	Review, revise witness and exhibit list.	0.60	795.00
11/14/24	JHB	Coordinate filing of witness and exhibit list (.2).	0.20	325.00
11/18/24	JHB	Call with R. Bentley (Kirkland) re: Disclosure Statement hearing (.3).	0.30	487.50
11/18/24	JHB	Attend Disclosure Statement Approval Hearing (.5).	0.50	812.50
11/18/24	Z C	Draft update re: Debtors' Reply in Support of Disclosure Statement Motion (.4); prepare for Disclosure Statement hearing (.3); attend Disclosure Statement hearing (.6); draft and circulate update to Committee re: Disclosure Statement hearing (.4).	1.60	1,000.00
11/18/24	RED	Prepare for (.1), attend Disclosure Statement hearing (.4).	0.50	662.50
11/18/24	B L	Correspond with J. Burbage re disclosure statement hearing.	0.30	705.00

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Sub-Total 8.80 9,833.50

Claims Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/27/24	B L	Correspond with K&E and Willkie teams re independent director investigation.	0.20 \$	470.00
		Sub-Total	0.20	470.00

Lien Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/4/24	A M	Correspondence with Willkie team re: perfection check documents (.1); Review and analyze intermediation facility pledge and security agreement and financing statements for perfection check purposes (.8).	0.90 \$	1,192.50
11/4/24	JHB	Correspondence with A. Moody re: status of lien investigation (.2).	0.20	325.00
11/5/24	A M	Call with J. Burbage re: certificates of title (.1).	0.10	132.50
11/5/24	JHB	Call with A. Moody re: status of lien investigation (.2); call with R. Bentley (Kirkland) re: status of lien investigation (.3); draft update email to internal Willkie team re: same (.4).	0.90	1,462.50
11/6/24	JHB	Correspondence with A. Moody re: lien investigation update (.2); call with R. Bentley (Kirkland) re: same (.2).	0.40	650.00
11/8/24	A M	Create presentation with respect to lien investigation (1.6).	1.60	2,120.00
11/8/24	JHB	Coordinate lien investigation findings presentation with A. Moody (.3); provide comments to slides re: same (.5).	0.80	1,300.00
		Sub-Total	4.90	7,182.50

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Willkie Fee Statements and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/26/24	Z C	Draft e-mail to A. Bisogno re: fee statements (.2); review and analyze information and guidelines from A. Bisogno re: fee statement preparation (.3); correspond with M. Loison re: fee statements (.1); correspond with L. Murray re: fee statements (.1); review Work in Progress report (.3).	1.00 \$	625.00
11/27/24	Z C	Correspond with M. Loison re: fee statement preparation (.3); review Work in Progress report (.2); revise Work in Progress report time entries (.8).	1.30	812.50
		Sub-Total	2.30	1,437.50

Non- Willkie Retention Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/5/24	RED	Correspond with J. Burbage re AlixPartners retention application (.3); correspond with AlixPartners team re same (.5).	0.80 \$	1,060.00
11/6/24	RED	Correspond with Alix team re Retention Application updates (.2); review, analyze Alix Retention Application (.4); correspond with Matheson, Matheson counsel (Greenberg) re review of Alix Retention Application (.3).	0.90	1,192.50
11/6/24	JHB	Review GT comments to Matheson declaration re: retention applications (.3).	0.30	487.50
11/7/24	JHB	Call with R. Bentley (Kirkland) re: Alix Partner and PWP retention applications (.4).	0.40	650.00
11/7/24	RED	Review, revise AlixPartners retention application (.6); correspond with Willkie team re same (.2).	0.80	1,060.00
11/8/24	L G	Review AlixPartners retention application for filing.	0.30	177.00
11/8/24	RED	Correspond with Alix team re engagement letter (.2); correspond with Committee members, counsel re same (.4); correspond with J.	1.30	1,722.50

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		Burbage re same (.2); review, analyze AlixPartners retention application (.3); correspond with Z. Charlton re same (.2).		
11/8/24	JHB	Coordinate finalization of the Alix Partners retention application with Matheson team, Alix Partner team and E. Dover (.9); review Alix Partners engagement letter (.5).	1.40	2,275.00
11/8/24	Z C	Review and revise AlixPartners Retention Application (.4); prepare AlixPartners Retention Application docusign for Committee Chair (Matheson) (.2).	0.60	375.00
11/8/24	B L	Correspond with J. Burbage re Alix retention application.	0.30	705.00
11/11/24	E W	Prepare (.2), file (.3), and serve (.2) AlixPartners' retention application.	0.70	266.00
11/11/24	E W	Prepare AlixPartners' retention application for filing.	0.30	114.00
11/11/24	JHB	Coordinating filing of Alix Partners retention application (.9).	0.90	1,462.50
11/11/24	Z C	Revise AlixPartners retention application (.8); prepare Schedule 1 to AlixPartners retention application (.4); redact AlixPartners retention application (.2); correspondence re: AlixPartners retention application to Willkie and AlixPartners teams (.1); send AlixPartners engagement letter to Committee signatory (Matheson) (.1); coordinate with L. Walker re: filing AlixPartners retention application (.2); call with J. Burbage re: AlixPartners retention application revisions (.1); call with E. Dover re: AlixPartners engagement letter (.2).	2.10	1,312.50
11/11/24	B L	Review and analyze filing version of Alix application.	0.30	705.00
11/11/24	J H	Review and analyze Alix retention application.	0.20	405.00
11/12/24	RED	Correspond with Alix team re potential revisions and supplement disclosures to retention application (.6); review, analyze same (.3).	0.90	1,192.50
11/27/24	Z C	Revise AlixPartners retention order to incorporate UST comments (.4); circulate revised AlixPartners retention order and draft note re: same to Willkie team (.2); circulate	1.00	625.00

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 Invoice No. 12500033
 Client/Matter No. 135118.00001

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		materials re: same to AlixPartners team (.2); correspondence re: revised AlixPartners retention order to the UST (.2).		
11/27/24	JHB	Correspondence with Z. Charlton re: Alix retention application (.2).	0.20	325.00
Sub-Total			13.70	16,112.00

Willkie Retention Application

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
11/1/24	RED	Review, revise Willkie retention application including schedule II conflict parties review.	2.40	\$ 3,180.00
11/4/24	JHB	Review Z. Charlton draft of Willkie retention application and provide comments re: same (1.2).	1.20	1,950.00
11/4/24	RED	Correspond with Z. Charlton re updates to schedules attached to Willkie retention application (.4); review, analyze same (.5); review, revise same (.4).	1.30	1,722.50
11/4/24	RED	Review, revise Willkie Retention Application (.6); correspond with J. Hardy re Willkie retention application (.2); correspond with Z. Charlton re same (.4); correspond with Greenberg Traurig counsel re same (.3).	1.50	1,987.50
11/4/24	Z C	Draft Willkie Retention Application.	1.20	750.00
11/5/24	JHB	Meeting with Z. Charlton and E. Dover re: Willkie retention application, disclosures and next steps (.6); prepare for call re: same (.2).	0.80	1,300.00
11/5/24	Z C	Draft Willkie Retention Application (1.8); circulate Willkie Retention Application and Declaration to Willkie team (.2); revise Schedule 2 to the Willkie Retention Application (3.5).	5.50	3,437.50
11/5/24	RED	Correspond with internal Willkie team re conflicts check for Willkie retention application (.4); review, analyze same (1.1).	1.50	1,987.50
11/6/24	RED	Correspond with committee counsel re revisions to retention declaration (.3); review, analyze Willkie retention application (.6); correspond	3.00	3,975.00

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		with Z. Charlton re revisions to same (.1); review, analyze all conflicts re parties in interest (1.6); correspond with Z. Charlton re same (.4).		
11/6/24	JHB	Meeting with Z. Charlton re: Willkie retention application (.4); call with Z. Charlton re: follow up questions on conflicts emails (.3); respond to conflicts inquiries from Willkie partners i/c/w Willkie retention application (.4).	1.10	1,787.50
11/6/24	Z C	Revise Schedule 2 of Willkie Retention Application (2.8); draft Specific Disclosures for Willkie Retention Application (.8); email Willkie partners re: retention application conflicts (2.1).	5.70	3,562.50
11/7/24	JHB	Respond to conflicts inquiries from Willkie partners i/c/w Willkie retention application (.4).	0.40	650.00
11/7/24	RED	Review, analyze Committee comments to Willkie retention application, including Greenberg comments to Frank Patel's declaration (.6); correspond with Greenberg re same (.1); review, revise same (.4); correspond with Z. Charlton re further revisions to same (.5).	1.60	2,120.00
11/7/24	Z C	Revise Willkie Retention Application (3.6); circulate to E. Dover (.1).	3.70	2,312.50
11/7/24	B L	Correspond with Willkie team re conflicts disclosures for retention application.	0.50	1,175.00
11/7/24	Z C	Call with J. Burbage re: retention application (.1).	0.10	62.50
11/8/24	L G	Review and prepare Willkie's retention application for filing.	0.40	236.00
11/8/24	RED	Coordinate filing of Willkie retention application (1.1); correspond with J. Burbage, Z. Charlton re same (.9); review, revise retention application (1.6); review, analyze Schedule I and Schedule II to same (.6); correspond with Willkie team re same (.4).	4.60	6,095.00
11/8/24	JHB	Coordinate finalization of the Willkie retention application with E. Dover, Z. Charlton and L. Walker (1.0).	1.00	1,625.00
11/8/24	Z C	Finalize Willkie and AlixPartners Retention Applications (.5); coordinate with NYCenter re: Schedule 1 formatting (.3); coordinate with J. Burbage and E. Dover re: redaction (.2); revise	3.40	2,125.00

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		and redact Willkie Retention Application (1.3); revise Schedule 1 to Willkie Retention Application(.5); circulate final Willkie Retention Application to Willkie team(.2); work with L. Walker to file Willkie Retention Application (.4).		
11/8/24	E W	Prepare (.7) and file (.3) Willkie's retention application.	1.00	380.00
11/8/24	B L	Review final version of Willkie retention application.	0.30	705.00
11/8/24	J H	Revise retention declaration.	0.30	607.50
11/20/24	Z C	Revise proposed retention order (.5); circulate revised proposed retention order to Willkie team (.1); update retention applications (.2).	1.00	625.00
11/21/24	Z C	Revise proposed retention order (.2); correspondence re: revised proposed retention order to UST (.2); draft certificate of no objection re: retention application (.7); correspondence re: certificate of no objection and relevant deadlines to Willkie team (.2).	1.30	812.50
Sub-Total			44.80	45,171.00

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
BURKE, DONALD	3.80	\$	2,025.00	\$	7,695.00
GOREN, TODD	6.60		2,350.00		15,510.00
HARDY, JENNIFER	3.80		2,025.00		7,695.00
LENNON, BRIAN	19.20		2,350.00		45,120.00
MAHMOUDOV, VADIM	2.30		2,500.00		5,750.00
MILLER, BRETT	18.10		2,500.00		45,250.00
BURBAGE, JAMES H.	76.80		1,625.00		124,800.00
DOVER, ROBERT E.	62.50		1,325.00		82,812.50
MOODY, ANNIE	2.60		1,325.00		3,445.00
CHARLTON, ZACHARY	63.50		625.00		39,687.50
GUIDO, LAURA	0.70		590.00		413.00
WALKER, LAUREN	9.80		380.00		3,724.00

Professional Fees \$ 381,902.00

Total this Invoice \$ 381,902.00

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

UCC OF VERTEX ENERGY

VERTEX BANKRUPTCY

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 12500033
Client/Matter No. 135118.00001
January 7, 2025

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 37th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED

through November 30, 2024 as set forth in the
attached detail

Asset Analysis and Recovery	\$	15,317.50
Asset Disposition	\$	20,210.00
Business Operations	\$	687.50
Case Administration	\$	10,714.50
Claims Administration and Objections	\$	23,530.00

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH
CITIBANK, N.A.

ABA NUMBER [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 135118.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Employee Benefits and Pensions	\$	162.50
Financing and Cash Collateral	\$	595.00
Meetings and Communications with Creditors	\$	75,676.00
Plan and Disclosure Statement	\$	146,872.50
Relief from Stay and Adequate Protection	\$	3,180.00
Tax	\$	4,750.00
Hearings	\$	9,833.50
Claims Investigation	\$	470.00
Lien Investigation	\$	7,182.50
Willkie Fee Statements and Applications	\$	1,437.50
Non- Willkie Retention Applications	\$	16,112.00
Willkie Retention Application	\$	45,171.00
Total this Invoice	\$	<u>381,902.00</u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH
CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 135118.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

Exhibit G-3

**Third Monthly Fee Statement
for the Period from December 1, 2024 through December 20, 2024**

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

In re:

VERTEX ENERGY, INC. *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90507 (CML)
)
) (Jointly Administered)
)

**NOTICE OF
WILLKIE FARR & GALLAGHER LLP'S
THIRD MONTHLY FEE STATEMENT FOR COMPENSATION
OF SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM DECEMBER 1, 2024 THROUGH DECEMBER 20, 2024**

Name of Applicant:	Willkie Farr & Gallagher LLP	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors	
Date Retention Order Signed:	December 2, 2024 Docket No. 498.	
	Beginning of Period:	End of Period:
Time Period Covered by this Statement:	December 1, 2024	December 20, 2024
Summary of Total Fees and Expenses Requested		
Total Fees Requested in this Statement:	\$134,014.40 (80% of \$167,518.00)	
Total Expenses Requested in this Statement:	\$96.79	
Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):	\$134,111.19	

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors' claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Debtor Vertex Energy, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 1331 Gemini Street, Suite 250, Houston, Texas 77058.

Summary of Attorney Fees Incurred	
Total Attorney Fees Incurred in this Statement:	\$145,560.00
Total Actual Attorney Hours Covered by this Statement:	82.5
Average Hourly Rate for Attorneys:	\$1,764.36
Summary of Paraprofessional and Other Fees Incurred	
Total Paraprofessional and Other Fees Incurred in this Statement:	\$21,958.00
Total Actual Paraprofessional and Other Hours Covered by this Statement:	38.7
Average Hourly Rate for Paraprofessionals and Others:	\$567.39

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 463], each party receiving notice of the monthly fee statement will have until 4:00 p.m. (prevailing Central Time) on the day that is 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 463], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *Third Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from December 1, 2024 through December 20, 2024* (the “Third Monthly Fee Statement”).

1. By this Third Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks payment of \$134,014.40 (80% of \$167,518.00) as compensation for professional services rendered to the Committee during the period from December 1, 2024, through December 20, 2024, (the “Fee Period”) and \$96.79 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$134,111.19.

2. In support of this Third Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Willkie incurred \$167,518.00 in fees during the Fee Period. Pursuant to this Third Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$134,014.40).
- **Exhibit B** is a schedule providing certain information regarding Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases

compensation is sought in this Third Monthly Fee Statement. Attorneys and paraprofessionals of Willkie have expended a total of 121.2 hours in connection with these chapter 11 cases during the Fee Period.

- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this First Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie's out-of-pocket expenses.
- **Exhibit D** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this Third Monthly Fee Statement shall, within fourteen (14) days of service of this Third Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Brian S. Lennon, Jennifer J. Hardy, and James H. Burbage (bmiller@willkie.com, blennon@willkie.com; jhardy2@willkie.com; and jburbage@willkie.com), and the following other Application Recipients (as defined in the Interim Compensation Order) a written notice setting forth the precise nature and basis of the objection and the amount at issue (the "Notice of Objection to this Third Monthly Fee Statement"):

- (a) the Debtors, Vertex Energy, Inc., 1331 Gemini Street, Suite 250, Houston, Texas 77058, Attn: R. Seth Bullock (seth.bullock@alvarezmarsal.com);
- (b) co-counsel for the Debtors, Kirkland & Ellis LLP, Attn: Brian Schartz (brian.schartz@kirkland.com), 333 West Wolf Point Plaza, Chicago, Illinois 60654, Attn: John R. Luze and Rachael M. Bentley (john.luze@kirkland.com, rachael.bentley@kirkland.com);
- (c) co-counsel for the Debtors, Bracewell LLP, 711 Louisiana Street, Suite 2300, Houston, Texas 77002, Attn: Jason G. Cohen and Jonathan L. Lozano (jason.cohen@bracewell.com, jonathan.lozano@bracewell.com), 31 W. 52nd Street, Suite 1900, New York, New York 10019, Attn: Mark E. Dendinger (mark.dendinger@bracewell.com);

- (d) the Office of the U.S. Trustee, Attn: Jana Whitworth and Andrew Jimenez (Jana.Whitworth@usdoj.gov and Andrew.Jimenez@usdoj.gov); and
- (e) counsel to the DIP Lenders and the Consenting Term Loan Lenders, Sidley Austin LLP, 787 7th Avenue, New York, New York 10019, Attn: Leslie Plaskon and Michele Nudelman (lplaskon@sidley.com, mnudelman@sidley.com), 1999 Avenue of the Stars, 17th Floor, Los Angeles, California 90067, Attn: Genevieve Weiner (gweiner@sidley.com).

4. If a Notice of Objection to this Third Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Third Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to seek payment of such fees and expenses in a subsequent monthly fee statement.

WHEREFORE, Willkie requests payment of its fees and expenses incurred during the Fee Period in the total amount of \$134,111.19, consisting of (a) \$134,014.40 which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$96.79 for actual and necessary expenses incurred during the Fee Period.

Dated: Houston, Texas
January 23, 2025

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

/s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)
600 Travis Street
Houston, Texas 77002
Telephone: 713-510-1700
Facsimile: 713-510-1799
Email: jhardy2@willkie.com

AND

Brett Miller (admitted *pro hac vice*)
Brian S. Lennon (admitted *pro hac vice*)
James H. Burbage (admitted *pro hac vice*)
787 Seventh Avenue
New York, New York 10019
Telephone: 212-728-8000
Facsimile: 212-728-8111
Email: bmiller@willkie.com
blennon@willkie.com
jburbage@willkie.com

*Counsel for the Official
Committee of Unsecured Creditors*

CERTIFICATE OF SERVICE

I hereby certify that on January 23, 2025, a true and correct copy of the foregoing document was served via electronic mail on the Fee Notice Parties pursuant to the Interim Compensation Order.

/s/ Jennifer J. Hardy
Jennifer J. Hardy

Exhibit A

Exhibit A**Summary of Legal Fees for the Fee Period**

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
002	Asset Disposition	6.3	\$11,492.50
006	Business Operations	0.2	\$125.00
007	Case Administration	5.0	\$5,442.50
008	Claims Administration and Objections	0.4	\$650.00
011	Non-Willkie Fee Statements and Applications	2.3	\$1,192.50
014	Other Litigation	0.6	\$475.00
015	Meetings and Communications with Creditors	31.8	\$48,230.50
017	Plan and Disclosure Statement	40.0	\$63,102.50
021	Tax	0.5	\$1,250.00
024	Hearings	10.3	\$15,317.50
026	Claims Investigation	5.2	\$7,130.00
027	Other Motions/Applications	0.8	\$304.00
032	Willkie Fee Statements and Applications	11.8	\$8,425.50
037	Non-Willkie Retention Application	4.5	\$3,365.50
038	Willkie Retention Application	1.5	\$1,015.00
Total Requested		121.2	\$167,518.00

Exhibit B

Exhibit B**Summary of Hours Billed by Willkie Attorneys and
Paraprofessionals/Others for the Fee Period**

Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jennifer J. Hardy	Partner	2008 (NY) 2015 (TX)	Business Reorganization & Restructuring	\$2,025	2.1	\$4,252.50
Brian S. Lennon	Partner	2004 (NY)	Business Reorganization & Restructuring	\$2,350	4.8	\$11,280.00
Vadim Mahmoudov	Partner	2000 (NY)	Tax	\$2,500	0.8	\$2,000.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,500	14.5	\$36,250.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,625	39.6	\$64,350.00
R. Ethan Dover	Associate	2022 (NY)	Business Reorganization & Restructuring	\$1,325	20.7	\$27,427.50
Total for Attorneys						\$145,560.00

Paraprofessional / Other Persons	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Zachary Charlton	Law Clerk	1/2 year	Business Reorganization & Restructuring	\$625.00	29.6	\$18,500.00
Caroline Bartolotta	Paralegal	2 years	Business Reorganization & Restructuring	\$380.00	1.8	\$684.00
Lauren Walker	Paralegal	2 ½ years	Business Reorganization & Restructuring	\$380.00	7.3	\$2,774.00
Total for Paraprofessionals/Others					38.7	\$21,958.00

Total Fees Requested for Fee Period	\$167,518.00
20% Fee Holdback for Fee Period	(\$33,503.60)
80% of Total Fees Requested for Fee Period	\$134,014.40
Expenses for Fee Period	\$96.79
TOTAL PAYMENT REQUESTED	<u>\$134,111.19</u>

Exhibit C

Exhibit C

Summary of Expenses for the Fee Period

Expense Categories	Amount
Transportation (After Hours and Out of Town)	\$0
Working Meals	\$32.12
Airfare/Train	\$0
Lodging	\$0
Data Acquisition (including Legal Research)	\$64.67
Transcript Costs	\$0
Court Reporters/Other Fees	\$0
Totals:	\$96.79

Exhibit D

Exhibit D

Fees and Expenses

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

UCC OF VERTEX ENERGY

VERTEX BANKRUPTCY

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 12501992
Client/Matter No. 135118.00001
January 23, 2025

FOR PROFESSIONAL SERVICES RENDERED

through December 20, 2024 as set out in the
attached detail

Asset Disposition	\$	11,492.50
Business Operations	\$	125.00
Case Administration	\$	5,442.50
Claims Administration and Objections	\$	650.00
Non-Willkie Fee Statements & Application	\$	1,192.50
Other Litigation	\$	475.00
Meetings and Communications with Creditors	\$	48,230.50
Plan and Disclosure Statement	\$	63,102.50
Tax	\$	1,250.00
Hearings	\$	15,317.50
Claims Investigation	\$	7,130.00
Other Motions/Applications	\$	304.00

VERTEX BANKRUPTCY
Invoice No. 12501992
Client/Matter No. 135118.00001

Page 2

Willkie Fee Statements and Applications	\$	8,425.50
Non- Willkie Retention Applications	\$	3,365.50
Willkie Retention Application	\$	1,015.00
Total this Invoice	\$	<u><u>167,614.79</u></u>

VERTEX BANKRUPTCY
 Invoice No. 12501992
 Client/Matter No. 135118.00001

Page 3

Asset Disposition

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/2/24	B L	Correspond with Willkie team re sale process.	0.20	\$ 470.00
12/2/24	JHB	Call with R. Bentley (Kirkland) re: sales process update (.4); review notice of auction adjournment (.1).	0.50	812.50
12/4/24	JHB	Draft correspondence with R. Bentley (Kirkland) re: adequate assurance objection deadline (.3).	0.30	487.50
12/4/24	JHB	Review sale hearing adjournment notice and correspondence with Kirkland re: same (.2).	0.20	325.00
12/4/24	Z C	Draft (.4) and circulate (.1) docket update re: adequate assurance objection; correspond with J. Burbage re: same (.1); correspond with E. Dover re: same (.1).	0.70	437.50
12/4/24	B L	Office conference with J. Burbage and B. Miller re sale process updates.	0.30	705.00
12/5/24	RED	Review, analyze revisions to GUC Trust Agreement (.8); review, revise same (.3); correspond with Willkie team re same (.2).	1.30	1,722.50
12/10/24	JHB	Call with R. Bentley (Kirkland) re: auction cancellation (.3); review notice of cancellation re: same (.1); coordinate call with Kirkland re: independent investigation (.1).	0.50	812.50
12/10/24	B L	Correspond with J. Burbage re cancellation of auction.	0.20	470.00
12/11/24	B M	Update from the Debtors regarding the interested bidders (.4); review the Alix report regarding the interested parties (.5); prepare memorandum regarding the possible auction vs. lender proposal (1.2).	2.10	5,250.00
Sub-Total			6.30	11,492.50

Business Operations

VERTEX BANKRUPTCY
 Invoice No. 12501992
 Client/Matter No. 135118.00001

Page 4

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
12/14/24	Z C	Draft and circulate correspondence to AlixPartners team re: Vendor matrix.	0.20	\$	125.00
		Sub-Total	0.20		125.00

Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
12/2/24	JHB	Correspondence with US Bank re: GUC Trustee role (.2)	0.20	\$	325.00
12/3/24	Z C	Update Willkie case calendar re: sale process (.2); correspond with Debtors (Kirkland) re: Tribe Motion to Lift Stay (.1); circulate intercompany transactions matrix to AlixPartners team (.1).	0.40		250.00
12/4/24	JHB	Prepare for weekly call with Debtors' professionals re: case status (.3); attend weekly update call with Debtors' professionals re: same (.4); attend weekly update with Committee professionals re: same (.2).	0.90		1,462.50
12/5/24	Z C	Draft (.4) and circulate (.1) docket update re: adequate assurance objection.	0.50		312.50
12/9/24	JHB	Call with R. Bentley (Kirkland) re: sale process update (.4).	0.40		650.00
12/13/24	Z C	Draft (.3) and circulate (.1) docket update re: confirmation hearing; draft (.4) and circulate (.1) docket update re: Kirkland Supplemental Declaration.	0.90		562.50
12/16/24	JHB	Call with R. Bentley (Kirkland) re: confirmation timing update (.3).	0.30		487.50
12/17/24	Z C	Draft docket updates for Willkie team re: objections to confirmation.	1.10		687.50
12/18/24	B L	Participate in update meeting with K&E.	0.30		705.00
		Sub-Total	5.00		5,442.50

Claims Administration and Objections

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
12/11/24	JHB	Call with M. Gates (AlixPartners) re: claims analysis (.2); call with R. Bentley (Kirkland) re: same (.2).	0.40	\$	650.00
		Sub-Total	0.40		650.00

Non-Willkie Fee Statements & Application

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
12/18/24	Z C	Correspond with J. Burbage and M. Gates (AlixPartners) re: AlixPartners fee statements.	0.30	\$	187.50
12/19/24	Z C	Correspond with AlixPartners re: AlixPartners fee applications (.2); correspond with J. Burbage re: same (.2); correspond with E. Dover re: same (.1); correspond with C. Bartolotta re: same (.4); circulate AlixPartners fee applications to Willkie team (.1).	1.00		625.00
12/19/24	C B	Prepare AlixPartners 1st and 2nd monthly fee applications for filing.	1.00		380.00
		Sub-Total	2.30		1,192.50

Other Litigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
12/11/24	JHB	Correspondence with E. Dover re: Tribe lift stay motion (.1).	0.10	\$	162.50
12/11/24	Z C	Review, analyze Tribe Lift Stay Stipulation (.3); draft analysis to J. Burbage and E. Dover re: same (.2).	0.50		312.50
		Sub-Total	0.60		475.00

Meetings and Communications with Creditors

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
12/2/24	JHB	Correspondence with R. Seltzer re: auction status (.2).	0.20	\$	325.00
12/2/24	Z C	Circulate docket update to Committee members re: adjournment of auction.	0.30		187.50
12/3/24	JHB	Respond to R. Seltzer (CMS) question re: auction (.3).	0.30		487.50
12/4/24	Z C	Prepare for (.2) and attend (partial) (.3) UCC professionals' meeting; draft agenda for weekly Committee meeting re: sale process and litigation updates (.3) and circulate same to Willkie team (.1); circulate agenda and AlixPartners materials to Committee members (.2).	1.10		687.50
12/4/24	B M	Review and comment on the agenda, exhibits and hand outs for the UCC meeting to discuss the plan and sale process.	1.20		3,000.00
12/5/24	J H	Attend weekly Zoom UCC call re: case status, sale process.	0.60		1,215.00
12/5/24	Z C	Prepare for (.3) and attend (.5) Committee meeting re: case status and sale process updates.	0.80		500.00
12/5/24	JHB	Prepare for weekly Committee meeting re: case status and sale process (.5); attend weekly Committee meeting re:same (.6); correspondence with US Bank re: GUC Trustee role and next steps (.3).	1.40		2,275.00
12/5/24	RED	Teleconference with Willkie team, Alix team, Committee members re: case status, sales process.	0.60		795.00
12/5/24	B L	Participate in UCC meeting re: case status, sale process.	0.50		1,175.00
12/5/24	B M	Call with the creditors' committee to discuss the sale process and global settlement.	0.90		2,250.00
12/6/24	Z C	Review inquiry from Committee member (USW) re: sale process update (.1); correspond with J. Burbage re: same (.1); correspond with Committee member (USW) re: same (.1); review inquiry from Committee member (KDW) re: chapter 11 Plan (.1); correspond with NYCenter re: same (.1); correspond with Debtors (KE) re: Plan (.1); circulate Plan Word document to Committee member (KDW) (.1).	0.70		437.50

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12/9/24	JHB	Respond to R. Seltzer (CWS) re: status of auction (.3).	0.30	487.50
12/10/24	JHB	Draft update email to Committee re: sale cancellation (.5).	0.50	812.50
12/11/24	JHB	Review Alix Partners liquidity update slides and correspondence with Z. Charlton re: same (.2); prepare for weekly call with Debtors' professionals re: case status (.3); attend weekly call with Debtors' professionals re: same (.4); attend weekly call with Committee professionals re: same (.2).	1.10	1,787.50
12/11/24	E W	Attend (in part) weekly Committe meeting re: case status.	0.20	76.00
12/11/24	Z C	Prepare for Professionals' meetings (.3); attend Debtors' and UCC Professionals' meeting re: sale process update (.3); attend UCC Professionals' meeting with Willkie and AlixPartners re: sale process update (.3); draft agenda for Committee meeting re: sale process update and case status (.3); circulate draft agenda to Willkie and AlixPartners teams (.1); correspond with J. Burbage re: same (.1); correspond with M. Gates (AlixPartners) re: AlixPartners presentation materials (.1); circulate meeting materials to Committee members (.2).	1.70	1,062.50
12/11/24	B M	Review and comment on the agenda, exhibits and hand outs for the UCC meeting to discuss the plan and sale process.	1.10	2,750.00
12/12/24	JHB	Prepare for weekly Committee meeting re: case updates/plan (.9); attend weekly committee meeting re: same (.9).	1.80	2,925.00
12/12/24	E W	Attend weekly Committee meeting re: case status, plan.	0.90	342.00
12/12/24	B L	Participate in UCC meeting re: case updates, plan.	0.60	1,410.00
12/12/24	B M	Call with the creditors'/plan, committee to discuss the sale process, and global settlement.	0.80	2,000.00
12/12/24	RED	Correspond with unsecured creditor re treatment of client's contract (.5); correspond with Debtors re same (.1); review, analyze docket re same (.1); teleconference with Willkie team, Alix team, Committee re next steps, case	1.50	1,987.50

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12/13/24	JHB	updates, plan admin (.8). Respond to K. Patrick (Turner) question re: Disclosure Statement (.2); prepare for and call with convertible bondholder re: voting deadline (.4).	0.60	975.00
12/17/24	RED	Review, analyze committee update email (.1); correspond with J. Burbage, Z. Charlton re same (.1); review, analyze docket for filed Plan exhibits re same (.3).	0.50	662.50
12/17/24	JHB	Provide Z. Charlton comments to Committee update email re: plan supplement and investigation (.5).	0.50	812.50
12/17/24	Z C	Correspond with Committee members re: plan supplement and confirmation hearing updates.	0.20	125.00
12/17/24	B M	Review of the schedule of contracts to be assumed/rejected (.4); call with USWA regarding the assumption of the CBA and inclusion in the plan documents (.3); prepare memorandum regarding the assumption/rejection of UCC member agreements (.4).	1.10	2,750.00
12/18/24	B M	Review and comment on the agenda, exhibits and hand outs for the UCC meeting to discuss the confirmation hearing.	1.30	3,250.00
12/18/24	Z C	Prepare for Professionals' meetings re: confirmation hearing (.3); correspond with J. Burbage re: same (.3); attend meeting with Debtors' Professionals re: confirmation hearing (.2); attend meeting with AlixPartners re: same (.4); draft agenda for Committee meeting re: same (.3); circulate materials to Committee members for weekly meeting re: same (.2); correspond with Committee member (United Steel Workers) re: voting deadline (.1).	1.80	1,125.00
12/18/24	JHB	Attend weekly call with Debtors' professionals re: confirmation (.4); attend weekly call with Committee professionals re: same (.3).	0.70	1,137.50
12/18/24	RED	Attend weekly teleconferences with Debtors, committee professionals, Willkie team re next steps, case updates.	0.70	927.50
12/19/24	Z C	Prepare for Committee meeting re: confirmation hearing (.4); attend Committee meeting re: same (.5).	0.90	562.50

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12/19/24	B L	Participate in UCC meeting re: confirmation.	0.40	940.00
12/19/24	JHB	Prepare for weekly meeting with Committee re: confirmation (.5); attend weekly committee meeting re: same (.5); circulate draft confirmation order (.3); respond to K. Patrick question re: emergence date (.2); respond to M. Woods questions re: CBA assumption (.3).	1.80	2,925.00
12/19/24	B M	Call with the creditors' committee to discuss the sale process, global settlement and confirmation.	0.50	1,250.00
12/19/24	RED	Teleconference with Willkie team, Alix team, Committee re: confirmation.	0.50	662.50
12/20/24	Z C	Draft correspondence to Committee members re: plan supplement filings (.3); draft correspondence to Committee members re: second day hearing update (.3); draft correspondence to Committee members re: entered confirmation order (.2).	0.80	500.00
12/20/24	JHB	Coordinate committee update email in advance of plan confirmation hearing with Z. Charlton (.2); review Z. Charlton summary of confirmation hearing (.2).	0.40	650.00
Sub-Total			31.80	48,230.50

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/2/24	B L	Correspond with Willkie team re selection process for GUC trustee.	0.20	\$ 470.00
12/3/24	JHB	Attend meeting with U.S. Bank re: GUC Trustee role (.5); update call with R. Bentley (Kirkland) re: sale process (.5); call with Riverron re: GUC Trustee role (.2); correspondence with AlixPartners (.2) and B. Miller (.2) re: same.	1.60	2,600.00
12/3/24	JHB	Review precedent GUC Trust Agreement (1.4).	1.40	2,275.00
12/3/24	Z C	Attend Willkie / U.S. Bank meeting re: GUC Trust administration.	0.40	250.00

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12/3/24	B M	Review and comment on the GUC trust agreement (1.2); meeting with US Bank regarding the GUC Trust (.5); prepare memorandum regarding GUC trust issues (.4).	2.10	5,250.00
12/3/24	B L	Correspondence with Willkie team re selection of GUC trustee.	0.30	705.00
12/4/24	JHB	Review and provide comments to GUC Trust Agreement (3.9).	3.90	6,337.50
12/5/24	JHB	Correspondence with US Bank and AlixPartners re: GUC Trustee fee proposal (.4). Correspondence with AlixPartners legal team re: supplemental disclosure (.1); call with Z. Charlton re: same (.1). Review and provide comments to GUC Trust Agreement (2.0).	2.60	4,225.00
12/6/24	JHB	Coordinate distribution of plan supplement documents (.4).	0.40	650.00
12/6/24	B L	Correspond with Willkie team re GUC Trustee and trust agreement.	0.40	940.00
12/10/24	JHB	Review KDW comments to Trust Agreement and correspondence with E. Dover re: same (.2).	0.20	325.00
12/10/24	RED	Correspond with Kirkland team re GUC Trust Agreement (.3); correspond with Willkie team re same (.2); review, analyze same (.4).	0.90	1,192.50
12/11/24	V M	Correspondence Dover re GUC Trust agreement.	0.10	250.00
12/11/24	RED	Prepare for, attend teleconference with Willkie team, Kirkland team, Venable team re: GUC Trust Agreement (.5); review, analyze Kirkland comments to GUC Trust Agreement (.6); correspond with KDW team re same (.1); correspond with J. Burbage re same (.1); review, revise GUC Trust Agreement (1.1).	2.40	3,180.00
12/11/24	JHB	Review Kirkland comments to GUC Trust Agreement and provide E. Dover with markup re: same (.6).	0.60	975.00
12/12/24	V M	Review revised LTA.	0.20	500.00
12/13/24	JHB	Review and provide comments to GUC Trust Agreement (1.0); draft correspondence to E. Dover re: same (.2); review scheduled of retained causes of action (.2); correspondence with Z. Charlton re: same (.1).	1.50	2,437.50
12/13/24	RED	Review, analyze GUC Trust Agreement (.6);	1.90	2,517.50

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		correspond with J. Burbage re same (.1); correspond with KDW team re same (.1); correspond with Debtors', Lenders' counsel re same (.1). Review, analyze causes of action schedule (.3); correspond with Z. Charlton re same (.2); review, analyze corresponding provisions of Plan re same (.3); correspond with Z. Charlton re releases, causes of action governing language in Plan (.2).		
12/14/24	JHB	Correspondence with Z. Charlton re: plan supplement (.1).	0.10	162.50
12/14/24	Z C	Review and analyze the Debtors' filed Plan Supplements (.3); draft and circulate correspondence to Willkie team re: same (.2).	0.50	312.50
12/16/24	JHB	Correspondence with E. Dover re: plan supplement documents (.2).	0.20	325.00
12/16/24	RED	Review, analyze Matheson release settlement for potential GUC issues (0.8); correspond with J. Burbage re same (0.1).	0.90	1,192.50
12/17/24	RED	Review, analyze Plan Supplement exhibits for potential negative implications on GUC treatment.	2.00	2,650.00
12/17/24	B L	Correspond with Willkie team re GUC trust agreement.	0.20	470.00
12/17/24	RED	Teleconference with Willkie team, KDW team, Kirkland team re GUC Trust Agreement in advance of filing (.9); review, analyze same (.6).	1.50	1,987.50
12/17/24	JHB	Review Kirkland comments to Trust Agreement (.4); call with Kirkland, KDW, Sidley re: Trust Agreement (.8); review KDW revisions of same (.2); discussion with R. Bentley re: revisions to Plan releases (.4); review Matheson Mutual Release Agreement and correspondence with E. Dover re: same (.4)	2.40	3,900.00
12/17/24	Z C	Attend conference with Kirkland, KDW, and Sidley re: GUC Trust agreement.	0.60	375.00
12/17/24	B M	Review and comment on the GUC Trust agreement (.6); correspondence with US Bank regarding the GUC Trust agreement (.5).	1.10	2,750.00
12/18/24	Z C	Correspond with Willkie team re: plan supplement updates (.2); draft docket update re: objections to plan confirmation (.9).	1.10	687.50

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12/18/24	JHB	Review edits to revised plan and circulate comments and analysis re: same (1.5).	1.50	2,437.50
12/19/24	Z C	Draft correspondence to Willkie team re: plan supplement update (.4); review and analyze plan supplement materials (.7).	1.10	687.50
12/19/24	JHB	Review confirmation order (.9); draft update email to Willkie team re: same (.4).	1.30	2,112.50
12/19/24	RED	Review, comment on Confirmation Order (.9); review, analyze J. Burbage comments to Confirmation Order (.3); correspond with Debtors' counsel re same (.1).	1.30	1,722.50
12/20/24	B M	Preparation and attendance at the confirmation hearing including review and comment on the confirmation order.	2.30	5,750.00
12/20/24	Z C	Review and analyze plan supplement materials (.4); circulate correspondence to Willkie team re: same (.4).	0.80	500.00
Sub-Total			40.00	63,102.50

Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
12/5/24	V M	Review draft GUC Trust Agreement (.3); tax comments on GUC TA to team (.1)	0.40	\$	1,000.00
12/17/24	V M	Review revisions to GUC trust agreement.	0.10		250.00
Sub-Total			0.50		1,250.00

Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
12/16/24	B L	Correspond with J. Burbage re upcoming hearings.	0.20	\$	470.00
12/17/24	B L	Correspond with J. Hardy and J. Burbage re strategy for confirmation hearing.	0.20		470.00
12/17/24	JHB	Codependence with J. Hardy re: confirmation hearing coverage (.1).	0.10		162.50

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12/19/24	JHB	Review revised pleadings and provide comments to Kirkland team in advance of confirmation hearing (2.4).	2.40	3,900.00
12/20/24	Z C	Prepare for confirmation hearing (.4); attend confirmation hearing (1.2); draft Willkie team update re: same (.2).	1.80	1,125.00
12/20/24	JHB	Prepare for confirmation hearing (1.2); attend confirmation hearing (1.2).	2.40	3,900.00
12/20/24	RED	Review plan supplement documents.	1.70	2,252.50
12/20/24	J H	Attend confirmation hearing.	1.50	3,037.50
Sub-Total			10.30	15,317.50

Claims Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/2/24	JHB	Schedule Jeff Stein independent director investigation update call with Kirkland (.1).	0.10	\$ 162.50
12/2/24	B L	Correspond with working group re independent director investigation.	0.20	470.00
12/3/24	JHB	Call with D. Burke re: Jeff Stein independent director investigation (.3); prepare for call with Kirkland re: Jeff Stein independent director investigation (.4); attend call with Kirkland re: Jeff Stein independent director investigation (.4).	1.10	1,787.50
12/3/24	B L	Meeting with K&E to discuss independent director investigation.	0.60	1,410.00
12/12/24	JHB	Attend claims investigation call (1.1); call with D. Burke re: same (.2).	1.30	2,112.50
12/12/24	Z C	Prepare for meeting with Debtors re: investigation results (.2); attend Debtors' presentation re: investigation results (1.4); draft notes re: same (.2) and send to J. Burbage (.1).	1.90	1,187.50
Sub-Total			5.20	7,130.00

Other Motions/Applications

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
12/3/24	C B	Prepare (.3) and file (.5) certificate of no objection re AlixPartners retention as financial advisor.	0.80	\$	304.00
		Sub-Total	0.80		304.00

Willkie Fee Statements and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
12/9/24	RED	Review, analyze invoice for latest fee app (1.1); correspond with Z. Charlton re same (.2).	1.30	\$	1,722.50
12/10/24	E W	Review/revise October WIP (3.1); review/revise Willkie's first monthly fee statement (October 2024) (1.1).	4.20		1,596.00
12/10/24	Z C	Draft Willkie's First Monthly Fee Statement (.8); coordinate with L. Walker re: fee statement and timesheet edits (.3); circulate materials re: same to Willkie team (.1); correspond with A. Bisogno re: same (.1); correspond with J. Burbage re: same (.1).	1.40		875.00
12/11/24	RED	Review, analyze finalized Willkie fee statement for filing (.8); review, analyze time detail re same (.4); coordinate filing of same (.5).	1.70		2,252.50
12/11/24	Z C	Review, revise Willkie First Monthly Fee Statement (.3); circulate fee statement materials to J. Burbage and E. Dover (.2).	0.50		312.50
12/13/24	Z C	Review, revise Willkie's First Monthly Fee Statement (.6); circulate draft Fee Statement and time sheet to J. Burbage and E. Dover (.4); correspond with J. Allen and M. Byrnes re: same (.2); correspond with J. Burbage re: same (.1); correspond with L. Walker re: filing same (.2); circulate Fee Statement materials to Willkie team (.1).	1.60		1,000.00
12/13/24	JHB	Review and provide Z. Charlton comments on monthly fee statement (.2).	0.20		325.00
12/13/24	E W	Prepare (.6) and file (.3) Willkie's first monthly fee statement (October 2024).	0.90		342.00

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Sub-Total **11.80** **8,425.50**

Non- Willkie Retention Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/3/24	JHB	Coordinate CNO of AlixPartners retention application with Z. Charlton (.3); correspondence with AlixPartners legal counsel re: supplemental disclosure (.2).	0.50 \$	812.50
12/3/24	Z C	Review, revise AlixPartners Retention Applications materials (.3); send draft Certificate of No Objection re: same to J. Burbage (.1); circulate same to AlixPartners and Willkie teams (.2); correspond with B. Filler (AlixPartners) re: same; work with C. Bartolotta re: filing same (.3); correspond with B. Filler (AlixPartners) re: supplemental declaration (.1); correspond with J. Hardy re: same (.1); correspondence to R. Bentley (Kirkland) re: same (.2); circulate as-filed Certificate of No Objection re: AlixPartners Retention Application to AlixPartners team (.1); draft correspondence to J. Burbage re: supplemental declaration (.2)	1.60	1,000.00
12/4/24	Z C	Review, analyze confidentiality language re: AlixPartners Retention Application (.3); correspond with K. Sundt (AlixPartners) re: same (.2).	0.50	312.50
12/5/24	Z C	Circulate AlixPartners supplemental declaration re: retention application to Willkie team (.1); work with L. Walker to file supplemental declaration (.2); correspond with J. Burbage re: same (.2);	0.50	312.50
12/5/24	E W	Prepare (.2) and file (.4) MacGreevey supplemental declaration re: AlixPartners retention application.	0.60	228.00
12/16/24	JHB	Coordinate entry of Alix Partner's retention order with Z. Charlton (.2).	0.20	325.00
12/16/24	Z C	Review correspondence from AlixPartners re: retention order (.2); correspond with J. Burbage	0.60	375.00

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re: same (.1); correspond with Willkie team re:
 same (.2); correspond with chambers re: same
 (.1).

Sub-Total 4.50 3,365.50

Willkie Retention Application

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
12/2/24	JHB	Review Willkie CNO re: retention application (.1); correspondence with Z. Charlton re: same (.1).	0.20	\$	325.00
12/2/24	Z C	Correspond with J. Burbage re: UST comments to Willkie Retention Order (.2); draft correspondence to chambers re: same (.2); circulate draft Certificates of No Objection re: Willkie Retention Application to Willkie team (.1); coordinate with L. Walker to file same (.2); correspond with chambers re: same (.1).	0.80		500.00
12/2/24	E W	Prepare (.2) and file (.3) Certificate of No Objection to Willkie's Retention Application.	0.50		190.00
	Sub-Total		1.50		1,015.00

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
HARDY, JENNIFER	2.10	\$	2,025.00	\$	4,252.50
LENNON, BRIAN	4.80		2,350.00		11,280.00
MAHMOUDOV, VADIM	0.80		2,500.00		2,000.00
MILLER, BRETT	14.50		2,500.00		36,250.00
BURBAGE, JAMES H.	39.60		1,625.00		64,350.00
DOVER, ROBERT E.	20.70		1,325.00		27,427.50
CHARLTON, ZACHARY	29.60		625.00		18,500.00
BARTOLOTTA, CAROLINE	1.80		380.00		684.00
WALKER, LAUREN	7.30		380.00		2,774.00

Professional Fees \$ 167,518.00

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Disbursements and Other Charges

	<u>Amount</u>
Local Meals	\$ 32.12
Data Acquisition	<u>64.67</u>

Disbursements and Other Charges	<u>96.79</u>
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Total this Invoice	<u><u>\$ 167,614.79</u></u>
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WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 12501992
Client/Matter No. 135118.00001
January 23, 2025

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 37th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED

through December 20, 2024 as set forth in the
attached detail

Asset Disposition	\$	11,492.50
Business Operations	\$	125.00
Case Administration	\$	5,442.50
Claims Administration and Objections	\$	650.00
Non-Willkie Fee Statements & Application	\$	1,192.50
Other Litigation	\$	475.00

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CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 135118.00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data.

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Meetings and Communications with Creditors	\$	48,230.50
Plan and Disclosure Statement	\$	63,102.50
Tax	\$	1,250.00
Hearings	\$	15,317.50
Claims Investigation	\$	7,130.00
Other Motions/Applications	\$	304.00
Willkie Fee Statements and Applications	\$	8,425.50
Non- Willkie Retention Applications	\$	3,365.50
Willkie Retention Application	\$	1,015.00
Total this Invoice	\$	<u>167,614.79</u>

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INTERNATIONAL SWIFT NUMBER [REDACTED]

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Exhibit H

Final Order

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

In re:

VERTEX ENERGY, INC. *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 24-90507 (CML)
)
) (Jointly Administered)
)

**FINAL ORDER
ALLOWING COMPENSATION
AND REIMBURSEMENT OF EXPENSES
OF WILLKIE FARR & GALLAGHER LLP,
AS COUNSEL FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, FOR THE FINAL FEE PERIOD
FROM OCTOBER 9, 2024 THROUGH AND INCLUDING DECEMBER 20, 2024**

The Court has considered the *Final Fee Application of Willkie Farr & Gallagher LLP, as Counsel for the Official Committee of Unsecured Creditors, for the Final Fee Period from October 9, 2024 Through and Including December 20, 2024* (the “Application”)² filed by Willkie Farr & Gallagher LLP (the “Willkie”). The Court orders:

1. Willkie is allowed (i) final compensation for professional services rendered to the Committee for the Final Fee Period in the amount of \$1,205,346.00 and (ii) reimbursement of actual and necessary expenses that Willkie incurred during that period in the amount of \$396.79.
2. The Reorganized Debtors are authorized and directed to remit payment to Willkie of any unpaid fees and expenses allowed pursuant to this Order.

¹ A complete list of each of the Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers may be obtained on the website of the Debtors’ claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Debtor Vertex Energy, Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 1331 Gemini Street, Suite 250, Houston, Texas 77058.

² Capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Application.

Dated: _____, 2025

CHRISTOPHER M. LOPEZ
UNITED STATES BANKRUPTCY JUDGE