

**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> , <sup>1</sup>	)	
	)	Case No. 24-90507 (CML)
Reorganized Debtors.	)	
	)	(Jointly Administered)

**SUMMARY COVER SHEET TO THE FIRST AND FINAL FEE APPLICATION OF  
BRACEWELL LLP AS CO-COUNSEL AND CONFLICTS COUNSEL FOR THE  
DEBTORS AND DEBTORS IN POSSESSION, FOR THE PERIOD FROM SEPTEMBER  
24, 2024 THROUGH DECEMBER 20, 2024**

<b>Name of Applicant:</b>	<b>Bracewell LLP</b>	
<b>Applicant's Role in Case:</b>	Co-Counsel and Conflicts Counsel to the Debtors and Debtors in Possession	
<b>Docket No. of Employment Order(s):</b>	Docket No. 449 (entered 11/25/2024)	
<b>Interim Application ( ) No. _____</b> <b>Final Application (X)</b>	First and Final Application	
	<b>Beginning Date</b>	<b>End Date</b>
<b>Time period covered by this Application for which interim compensation has not previously been awarded:</b>	09/24/2024	12/20/2024
<b>Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? Yes.</b>		
<b>Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? Yes.</b>		
<b>Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? Yes.</b>		
<b>Do expense reimbursements represent actual and necessary expenses incurred? Yes.</b>		

<sup>1</sup> A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors' claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Reorganized Debtor Vertex Energy, Inc.'s corporate headquarters and the Debtors' service address in these chapter 11 cases is 1331 Gemini Street, Suite 250, Houston, Texas 77058.



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<b>Compensation Breakdown for Time Period Covered by this Application</b>	
<b>Total professional fees requested in this Application:</b>	\$1,640,994.00
<b>Total professional hours covered by this Application:</b>	1,383.00
<b>Average hourly rate for professionals:</b>	\$1,179.77
<b>Total paraprofessional fees requested in this Application:</b>	\$59,937.50
<b>Total paraprofessional hours covered by this Application:</b>	125.10
<b>Average hourly rate for paraprofessionals:</b>	\$435.00
<b>Total fees requested in this Application:</b>	\$1,700,931.50
<b>Total expense reimbursements requested in this Application:</b>	\$967.99
<b>Total fees and expenses requested in this Application:</b>	\$1,701,899.49
<b>Total fees and expenses awarded in all prior Applications:</b>	\$0.00
<p><b>Plan Status:</b> The Bankruptcy Court entered the <i>Order Confirming the Second Amended Joint Chapter 11 Plan of Vertex Energy, Inc. and its Debtor Affiliates</i> on December 20, 2024 [Docket No. 578]. The Plan Effective Date occurred on January 21, 2025 [Docket No. 646].</p>	
<p><b>Primary Benefits:</b> As co-counsel and conflicts counsel to the Debtors, Bracewell diligently represented the Debtors during their chapter 11 cases, including collaborating closely with Kirkland &amp; Ellis LLP (“<u>K&amp;E</u>”) to advise on a wide variety of complex restructuring issues with the goal of efficiently achieving a value-maximizing restructuring of the Debtors’ business. Specifically, during the Fee Period, Bracewell advised on and assisted with a variety of work streams, including the renegotiation and continuation of the Reorganized Debtors’ intermediation program, the settlement of certain environmental claims, the pursuit of a going-concern sale (and the appropriate disposition of the estate assets and contract rejections related thereto), the subsequent toggle to a restructuring transaction, and managing case dates and deadlines.</p>	

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

**FIRST AND FINAL FEE APPLICATION OF BRACEWELL LLP AS CO-COUNSEL  
AND CONFLICTS COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION,  
FOR THE PERIOD FROM SEPTEMBER 24, 2024 THROUGH 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/> 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 objection 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.**

Bracewell LLP (“Bracewell”), attorneys for the above-captioned reorganized debtors and debtors in possession (collectively, the “Debtors” or “Reorganized Debtors”), hereby submits its first and final fee application (the “Fee Application”) for allowance of compensation for professional services provided and reimbursement of actual and necessary expenses in the aggregate amount of \$1,701,899.49 that Bracewell incurred from the period of September 24, 2024 through December 20, 2024 (the “Fee Period”).<sup>2</sup> In support of this Fee Application, Bracewell respectfully states as follows:

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<sup>1</sup> A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Reorganized Debtor Vertex Energy, Inc.’s corporate headquarters and the Debtors’ service address in these chapter 11 cases is 1331 Gemini Street, Suite 250, Houston, Texas 77058.

<sup>2</sup> Detailed invoices containing the descriptions of the fees and expenses incurred during the Fee Period are attached hereto as **Exhibit A**.

### **Jurisdiction and Venue**

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). The Reorganized Debtors consent to the entry of a final order on this Application.

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 Bankruptcy Rules”), the Plan, and the Confirmation Order (each defined below).

### **Background**

4. On September 24, 2024 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. On September 25, 2024, the Court entered an order [Docket No. 39] authorizing the joint administration and procedural consolidation of the Debtors’ chapter 11 cases pursuant to Bankruptcy Rule 1015(b). On October 8, 2024, the United States Trustee for the Southern District of Texas (the “U.S. Trustee”) appointed an official committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code [Docket No. 151] (the “Committee”). No request has been made for the appointment of a trustee or examiner in these chapter 11 cases.

5. A description of the Debtors’ businesses, the reasons for commencing chapter 11 cases, and the relief sought from the Court to allow a smooth transition into chapter 11 are set forth in the *Declaration of R. Seth Bullock, Chief Restructuring Officer of Vertex Energy, Inc., in Support*

of the Debtors' Chapter 11 Petitions and First Day Motions [Docket No. 18] and incorporated herein by reference.

6. On November 18, 2024, the Court entered the *Order (I) Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to the Confirmation of the debtors' Proposed Joint Chapter 11 Plan, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Scheduling Certain Dates with Respect Thereto, and (V) Granting Related Relief* [Docket No. 431] (the "Disclosure Statement Order") that, among other things, approved the Disclosure Statement on a final basis as containing "adequate information" pursuant to section 1125 of the Bankruptcy Code.

7. On November 25, 2024, the Court entered the *Order Approving the Application for Entry of an Order Authorizing the Retention and Employment of Bracewell LLP as Co-Counsel and Conflicts Counsel for the Debtors and Debtors in Possession Effective as of September 24, 2024* [Docket No. 449] (the "Bracewell Retention Order"),<sup>3</sup> attached hereto as **Exhibit B**.

8. On November 26, 2024, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 463] (the "Interim Compensation Procedures").

9. 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] (the "Confirmation Order"), pursuant to which the Court approved and confirmed the *Second Amended Joint Chapter 11 Plan of Vertex Energy, Inc. and Its Debtor Affiliates* [Docket No. 578-1] (the "Plan"). On January 21, 2025 (the "Effective Date"), the Plan Effective Date occurred, and the

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<sup>3</sup> Capitalized terms used but not otherwise defined herein shall have the meanings given to them in the Bracewell Retention Order, the Plan (defined below), or the Confirmation Order (defined below), as applicable.

Debtors filed the *Notice of (I) Entry of an Order Confirming the Second Amended Joint Chapter 11 Plan of Vertex Energy, Inc., and its Debtor Affiliates and (II) Occurrence of the Effective Date* [Docket No. 646].

**The Debtors' Retention of Bracewell**

10. On November 25, 2024, the Court entered the Bracewell Retention Order, authorizing the Debtors to compensate and reimburse Bracewell in accordance with Bracewell's Engagement Letter, the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules. The Bracewell Retention Order also authorized the Debtors to compensate Bracewell at Bracewell's hourly rates charged for services of this type and to reimburse Bracewell for Bracewell's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. Pursuant to the Bracewell Retention Order, Bracewell provided the following services:

- (a) Provided legal advice and services regarding local rules, practices, and procedures;
- (b) Provided certain services in connection with administration of these chapter 11 cases, including, without limitation, preparing agendas, hearing notices and hearing binders of documents and pleadings;
- (c) Reviewed and commented on proposed drafts of pleadings to be filed with the Court;
- (d) Provided legal advice with respect to the Debtors' rights and duties as debtors in possession and continued business operations;
- (e) Assisted, advised and represented the Debtors in any cash collateral and/or postpetition financing transactions;
- (f) Assisted, advised and represented the Debtors in the preparation of sale and bid procedures to auction the Debtors' assets;
- (g) Assisted, advised and represented the Debtors in any relevant manner relevant to preserving and protecting the Debtors' estates;
- (h) Assisted in preparation of all necessary applications, motions, answers, orders, reports, and other legal papers;
- (i) Appeared in Court to protect the Debtors' interests;
- (j) Participated in certain meetings with the U.S. Trustee; and

(k) Provided other legal advice and services, as requested by the Debtors, from time to time.

11. There is no agreement or understanding between Bracewell and any other person, other than members of the firm, for the sharing of compensation received or to be received for services rendered in the chapter 11 cases. During the Fee Period, Bracewell received no payment or promises of payment from any source for services rendered, or to be rendered, in any capacity whatsoever in connection with the matters covered by this Application.

12. In the 90 days prior to the Petition Date, Bracewell received \$4,481,052.22 from the Debtors, which amount included: (a) multiple retainers totaling \$900,000 (collectively, the “Initial Retainers”) for its prepetition and postpetition services rendered and expenses incurred on behalf of the Debtors; and (b) payment of an invoice for “estimated fees” in the amount of \$400,000, which amount was then applied to a subsequent prepetition invoice (the “Estimated Invoice,” and, collectively with the Initial Retainers, the “Retainer”). As of the Petition Date, the balance of the Retainer held by Bracewell for the Debtors was \$52,586.11.

13. In compliance with paragraph C.5 of the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses by Attorneys in Large Chapter 11 Cases, effective November 13, 2013, Bracewell responds to the questions identified therein as follows:

Question 1: Did Bracewell agree to any variations from, or alternatives to, Bracewell’s standard or customary billing rates, fees or terms for service pertaining to this engagement that were provided during the Fee Period? If so, please explain.

Answer: No.

Question 2: If the fees sought in the Fee Application as compared to the fees budgeted for the time period covered by the Fee Application are higher by 10% or more, did Bracewell discuss the reasons for variation with the client?

Answer: Bracewell did not prepare a budget.

Question 3: Have any of the professionals included in the Fee Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Fee Application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? If so, please quantify by hours and fees.

Answer: The Fee Application includes 2.00 hours and \$3,072.50 in fees incurred reviewing or revising time records and invoices, which consisted entirely of time reviewing and revising invoices for privileged or other confidential information (as described in Bracewell's answer to Question 5 below).<sup>4</sup>

Question 5: Does the Fee Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: The Fee Application includes 2.00 hours and \$3,072.50 in fees incurred reviewing time records to redact privileged or other confidential information.

Question 6: Does the Fee Application include any rate increases since Bracewell's retention in these cases? If so, did the client review and approve those rate increases in advance? Did the client agree when retaining the law firm to accept all future rate increases?

Answer: The Fee Application includes one rate increase that occurred on November 1, 2024. *See* Docket No. 579. The Debtors approved the rate increase subsequent to its enactment. The Engagement Letter signed by the Debtors discloses Bracewell's policy of adjusting hourly billing rates on an annual basis and provides that such adjustments will appear on monthly invoices.

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<sup>4</sup> Additionally, this Fee Application includes 9.70 hours and \$11,144.50 in fees related to drafting and filing Bracewell's monthly fee statements, and reviewing and filing fee statements prepared by the Debtors' other professionals.



**Prior Monthly Fee Statements**

14. During the Fee Period, Bracewell filed the following Monthly Fee Statements, pursuant to the Interim Compensation Procedures:

- a. First Monthly Fee Statement of Bracewell LLP for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel and Conflicts Counsel to the Debtors for the Period from September 24, 2024 to October 31, 2024 [Docket No. 504];
- b. Second Monthly Fee Statement of Bracewell LLP for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel and Conflicts Counsel to the Debtors for the Period from November 1, 2024 to November 30, 2024 [Docket No. 642]; and
- c. Third Monthly Fee Statement of Bracewell LLP for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel and Conflicts Counsel to the Debtors for the Period from December 1, 2024 to December 20, 2024 [Docket No. 681].

15. No objections were filed and no informal objections to any of Bracewell's Monthly Fee Statements were received and Bracewell was paid in accordance with the terms of the Interim Compensation Procedures. The following chart contains a summary of amounts Bracewell requested in the Monthly Fee Statements during the Fee Period, together with amounts paid:

<b>Fee Statement Application Period</b>	<b>Date Filed</b>	<b>Amount Requested</b>	<b>Date Paid</b>	<b>Amount Outstanding</b>
9/24/2024 – 10/31/2024	12/4/2024	\$724,944.39	12/20/2024	\$181,059.60
11/1/2024 – 11/30/2024	1/20/2024	\$365,687.20	2/7/2025	\$91,356.30
12/1/2024 – 12/20/2024	2/7/2024	\$271,081.60	2/24/2025	\$67,770.40
<b>Total Due as of Filing of Fee Application:</b>				<b>\$340,186.30</b>

**Fees and Expenses Incurred During the Fee Period**

**A. Customary Billing Disclosures**

16. Bracewell's hourly rates are set at a level designed to compensate Bracewell 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 Bracewell in these chapter 11 cases was equivalent to the hourly rates and corresponding rate structure used by Bracewell for other

restructuring matters, regardless of whether a fee application is required. The rates and rate structure reflect that such restructuring and other complex matters are often national in scope and typically involve great complexity, high stakes, and severe time pressures. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit C** is a summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and blended hourly rates for timekeepers who billed to the Debtors during the Fee Period.<sup>5</sup>

### **B. Fees Incurred During Fee Period**

17. In the ordinary course of Bracewell's practice, Bracewell maintains computerized records of the time expended to render the professional services required by the Debtors and their estates. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit D** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- the name of each attorney and paraprofessional for whose work on these chapter 11 cases compensation is sought;
- each attorney's year of bar admission and area of practice concentration;
- the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- the hourly billing rate for each attorney and each paraprofessional billed in the first Monthly Fee Statement and this Fee Application (as applicable); and
- a calculation of total compensation requested.

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<sup>5</sup> As described in the *Notice of Annual Rate Adjustment of Certain Bracewell Professionals* [Docket No. 579], Bracewell increased its billing rates for the attorneys and paraprofessionals representing the Debtors in the chapter 11 cases, as such rates are subject to periodic adjustments in Bracewell's normal course of business.

**Expenses Incurred During Fee Period**

18. In the ordinary course of Bracewell's practice, Bracewell maintains a record of expenses incurred in the rendition of the professional services required by the Debtors and their estates and for which reimbursement is sought.

19. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit E** is a summary for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which Bracewell is seeking reimbursement.

**Summary of Legal Services Rendered During the Fee Period**

20. As discussed above, during the Fee Period, Bracewell provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. These services were often performed under severe time constraints and were necessary to address a multitude of critical issues both unique to these chapter 11 cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

21. To provide a meaningful summary of Bracewell's services provided on behalf of the Debtors and their estates, Bracewell has established, in accordance with its internal billing procedures, certain subject matter categories (each, a "Matter Category") in connection with these chapter 11 cases. The following is a summary of the fees and hours billed for each Matter Category in the Fee Period:<sup>6</sup>

<b>Matter Number</b>	<b>Matter Category Description</b>	<b>Hours</b>	<b>Total Compensation</b>
B110	Case Administration	196.20	\$140,232.50
B120	Asset Analysis and Recovery	1.00	\$1,525.00
B130	Asset Disposition	346.20	\$370,461.50

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<sup>6</sup> Bracewell did not prepare a budget and staffing plan in connection with its services in the chapter 11 cases.

B140	Relief from Stay/Adequate Protection Proceedings	2.10	\$2,665.00
B150	Meetings of and Communications with Creditors	7.50	\$9,707.50
B160	Fee/Employment Applications	55.40	\$63,810.00
B185	Assumption/Rejection of Leases and Contracts	4.10	\$3,942.50
B190	Other Contested Matters (Excluding Assumption/Rejection Motions)	218.70	\$279,842.50
B195	Non-Working Travel (Billed at 50%)	1.40	\$1,540.00
B230	Financing/ Cash Collateral	563.80	\$692,822.50
B310	Claims Administration and Objections	11.10	\$13,222.50
B320	Plan and Disclosure Statement (Including Business Plan)	91.50	\$114,320.50
B410	General Bankruptcy Advice/Opinions	1.60	\$1,712.00
B430	Litigation/Hearings	7.50	\$5,127.50
	<b>TOTAL</b>	<b>1,508.1</b>	<b>\$1,700,931.50</b>

22. The following is a summary, by Matter Category, of the most significant professional services provided by Bracewell during the Fee Period. This summary is organized in accordance with Bracewell's internal system of matter numbers.

**(a) Case Administration [Matter B110]**

Total Fees: \$140,232.50

Total Hours: 196.20

These fees include the time expended related to general administration of the chapter 11 cases and may also include matters that are not readily classifiable into other more specific matters. The time that Bracewell expended includes reviewing and filing all bankruptcy petitions and first day motions, docket review, case calendar updates, case status conference calls, service issues, preparation and filing of witness and exhibit lists and agendas (unless categorized elsewhere), correspondences with chambers regarding scheduling, review of monthly operating reports, and all filings not classifiable into other more specific matters.

**(b) Asset Analysis and Recovery [Matter B120]**

Total Fees: \$1,525.00

Total Hours: 1.00

These fees include time expended related to review of intermediation assets not otherwise classifiable in Matter B130 (Asset Disposition).

**(c) Asset Disposition [Matter B130]**

Total Fees: \$370,461.50

Total Hours: 346.20

These fees include time expended related to the Debtors' sale process, including the coordination of intermediation services in connection with a potential sale, review of indications of interest and bids and draft asset purchase agreements provided therewith, analysis of contracts and counterparties related to any potential sale, review of motions, orders and notices relating to the bidding procedures and auction process, and all-hands advisor calls relating to the above.

**(d) Relief from Stay/Adequate Protection Proceedings [Matter B140]**

Total Fees: \$2,665.00

Total Hours: 2.10

These fees include time expended related to the motion from Deborra Tribe seeking to lift the automatic stay, including strategy calls and correspondences with chambers regarding scheduling.

**(e) Meetings of and Communications with Creditors [B150]**

Total Fees: \$9,707.5

Total Hours: 7.50

These fees include time expended preparing for and participating in meetings with the United States Trustee, preparing for the 341 Meeting of Creditors, and responding to numerous calls and inquiries from creditors regarding the chapter 11 cases, the sale process, and the plan confirmation process.

**(f) Fee/Employment Applications [B160]**

Total Fees: \$63,810.00

Total Hours: 55.40

These fees include time expended preparing, reviewing and filing retention applications for the Debtors' professionals, reviewing and filing pleadings relating to

interim compensation procedures and ordinary course professionals (including review of disinterestedness letters), and preparing and filing fee statements.

**(g) Assumption/Rejection of Leases and Contracts [B185]**

Total Fees: \$3,942.50

Total Hours: 4.10

These fees include time expended reviewing the motion to reject the Matheson agreement and strategic communications regarding the emergency motion to compel assumption or rejection of the Debtors' contract with RCP Inc.

**(h) Other Contested Matters (Excluding Assumption/Rejection Motions [B190])**

Total Fees: \$279,842.50

Total Hours: 218.70

These fees include time expended reviewing and filing all pleadings not classifiable into other more specific matters and preparing for and attending the hearings related thereto, analysis, conferences and negotiations regarding environmental matters (including meetings with EPA), correspondences with professionals and chambers regarding hearing dates for contested matters, negotiations with counterparties and review of contracts relating to contested intermediation matters (including analyzing potentially disputed contract matters and rejections relating to post-effective date intermediation needs), and analysis of general contract needs likely to be contested.

**(i) Non-Working Travel Time (Billed at 50%) [B195]**

Total Fees: \$1,540.00

Total Hours: 1.40

These fees include time expended traveling for hearings (billed at 50%) not otherwise chargeable.

**(j) Financing/Cash Collections [B230]**

Total Fees: \$692,822.50

Total Hours: 563.80

These fees include time expended advising and assisting with DIP financing, including reviewing and filing related pleadings and orders and assistance with compliance therewith, as well as time expended negotiating and drafting all amended intermediation documents, advising on compliance therewith, preparing and negotiation new intermediation documents in connection with the potential asset sale and, ultimately, the restructuring transaction, reviewing intermediation contract counterparty issues not

otherwise classifiable into other matters, and reviewing and drafting exit financing documentation.

**(k) Claims Administration and Objections [B310]**

Total Fees: \$13,222.50

Total Hours: 11.10

These fees include time expended reviewing and filing the bar date motion, strategic calls regarding certain creditors' claims, and reviewing and drafting schedules of assets and liabilities and statements of financial affairs.

**(l) Plan and Disclosure Statement (Including Business Plan) [B320]**

Total Fees: \$114,320.50

Total Hours: 91.50

These fees include time expended reviewing, editing, and drafting the plan and disclosure statement (including all sections therein relating to contested EPA matters and intermediation issues), assisting with scheduling hearings and deadlines related thereto, preparing witness and exhibit lists and agendas in connection with the confirmation thereof, and attending the confirmation hearing.

**(m) General Bankruptcy Advice/Opinions [Matter B410]**

Total Fees: \$1,712.00

Total Hours: 1.60

These Fees include time expended reviewing and analyzing exit facility documentation.

**(n) Litigation/Hearings [B430]**

Total Fees: \$5,127.50

Total Hours: 7.50

These fees include time expended preparing for (including preparing witness and exhibit materials and agendas) and attending hearings not otherwise classifiable in other matters.

**Actual and Necessary Expenses Incurred by Bracewell**

23. As set forth in **Exhibit E** attached hereto, Bracewell has incurred a total of \$967.99 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to

reimburse Bracewell's direct operating costs, which are not incorporated into the Bracewell hourly billing rates.

**Bracewell's Requested Compensation and Expense Reimbursement Should be Allowed**

24. 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). The Fifth Circuit set forth the contours of the requirements for allowance of compensation under section 330 in *Barron & Newburger, P.C. v. Tex. Skyline, Ltd., (In re Woerner)*, 783 F.3d 266 (5th Cir. 2015). In *Woerner*, the Fifth Circuit held that a court would allow compensation to an attorney for the debtor for services that are "reasonably likely to benefit" the estate, and that a court should adjudge the reasonableness of requested compensation "at the time at which the service was rendered." *Id.* at 273-74. All of the compensation requested in this Application meets the requirements of section 330 as delineated by the Fifth Circuit, and should be approved.

25. Bracewell provided necessary and beneficial services to the Debtors in myriad ways. The time Bracewell spent on services rendered and the rates charged for such services were reasonable and necessary to fully protect the Debtors' estates consistent with Bracewell's role as co-counsel and conflicts counsel, and to maximize the dividend to creditors, in line with the *Johnson* factors adopted by the Fifth Circuit in *In re First Colonial Corp.*, 544 F.2d 1291, 1299 (5th Cir. 1977), as follows:

**(a) The Time and Labor Required**

As illustrated herein, the amount of time Bracewell professionals and paraprofessionals on the chapter 11 cases for the Fee Period is 1,508.10 hours. These hours were reasonable and necessary given the complexity of the issues facing the Debtors, including not only the toggle between the sale and restructuring transactions, but also the



EPA contested matters and the intermediation facility, both of which were handled primarily by Bracewell professionals that had historical familiarity with these issues.

**(b) The Novelty and Difficulty of the Questions Presented by the Case**

This case has presented unique questions of fact and law relevant to both bankruptcy and applicable nonbankruptcy law, including claims from EPA related to Renewable Identification Numbers (RINs) and issues surrounding the intermediation facility—a particularly rare facility seen in only a handful of bankruptcies to date.

**(c) The Skill Requisite to Perform the Legal Services Properly**

Bracewell possesses the skill required to properly perform the legal services involved in the chapter 11 cases, particularly bankruptcy law expertise and experience with environmental and intermediation facility issues, as well as practice experience before this Court and knowledge of its local rules.

**(d) The Preclusion of Other Employment by the Attorneys due to Acceptance of the Case**

Bracewell attorneys were necessarily precluded from employment on other cases by the size and exigency of the chapter 11 cases. This case moved at an expedient pace requiring quick attention and open availability from the Bracewell attorneys staffed on the matter.

**(e) The Customary Fee for Similar Work in the Community**

The fees charged by Bracewell compare favorably with fees charged by other counsel in similar cases in this jurisdiction. Bracewell sets its fees consistent with available market data for similarly sized and situated firms given the years of experience of each attorney.

**(f) Whether the Fees are Fixed or Contingent**

Bracewell attorneys in this case did not charge fixed or contingent fees.

**(g) Time Pressures Imposed by the Client or Circumstances**

The circumstances of the chapter 11 cases imposed time pressures, requiring the Debtors to progress at an expedient pace and maximize value.

**(h) The Amount Involved and Results Obtained as a Result of the Attorney Services**

During the chapter 11 cases, with the assistance of Bracewell as co-counsel and conflicts counsel, working in concert with K&E, the Debtors smoothly transitioned into chapter 11 (a considerable feat given the complexity of the intermediation facility), addressed a myriad of issues associated with operating a complex business in chapter 11,

diligently pursued a going-concern auction and sale, and when no such sale was obtainable, pivoted to a restructuring that enabled the company to emerge from bankruptcy and continue operating while maximizing value for creditors.

**(i) The Experience, Reputation, and Ability of the Attorneys**

The Bracewell attorneys involved in the work on behalf of the Debtors represent years of combined experience in both bankruptcy law (including representation of chapter 11 debtors such as the Debtors in these chapter 11 cases), environmental law, and complex transactions such as the intermediation facility. The Bracewell attorneys bring extensive experience in complex chapter 11 cases and have substantial experience practicing in this Court and extensive familiarity with applicable Fifth Circuit bankruptcy law necessary for the successful prosecution of the Debtors' bankruptcy cases.

**(j) The Nature and Length of the Professional Relationship with the Client**

Bracewell has served as counsel to Vertex Energy, Inc. since July 2023, advising on a variety of operational and corporate matters, including, among others, matters relating to Vertex's supply, offtake, hedging and intermediation agreements. Prior to the Petition Date, Bracewell had advised Vertex on fourteen separate matters, including preparations for certain of the transactions in the chapter 11 cases.

**(k) Awards in Similar Cases**

The fees requested are in line with fee awards approved in similar cases, by counsel with similar sophistication and expertise.

26. The services provided by Bracewell have been necessary to the administration of the Debtors' estates and beneficial at the time at which the services were rendered to obtain a successful prosecution of the Debtors' chapter 11 cases. Further, Bracewell performed the services within a reasonable amount of time commensurate with the complexity, importance, nature of the problems, issues, and tasks addressed on behalf of the Debtors' estates. Finally, the compensation sought is reasonable based on the customary compensation charged by comparably skilled practitioners in cases under title 11 of the district. Bracewell requests that the Court determine that the nature, extent, and value of these services were appropriate under the circumstances at the time the services were rendered.

WHEREFORE, Bracewell respectfully requests that the Court enter an order (a) awarding Bracewell compensation for professional and paraprofessional services provided during the Fee Period in the amount of \$1,700,931.50, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$967.99; (b) authorizing the Debtors to remit payment to Bracewell for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Respectfully Submitted,

**BRACEWELL LLP**

*/s/ Jason G. Cohen*

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Jason G. Cohen  
(TX Bar No. 24050435)  
Jonathan L. Lozano  
(TX Bar No. 24121570)  
711 Louisiana Street, Suite 2300  
Houston, Texas 77002  
Telephone: (713) 223-2300  
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Email: jason.cohen@bracewell.com  
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-and-

Mark E. Dendinger (admitted *pro hac vice*)  
31 W. 52nd Street, Suite 1900  
New York, NY 10019  
Telephone: (212) 508-6100  
Facsimile: (800) 404-3970  
Email: mark.dendinger@bracewell.com

*Co-Counsel to the Reorganized Debtors  
and Debtors in Possession*

**Certificate of Service**

I certify that on March 5, 2025, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jason G. Cohen

Jason G. Cohen

**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> , <sup>1</sup>	)	
	)	Case No. 24-90507 (CML)
Debtors.	)	
	)	(Jointly Administered)

**FINAL ORDER ALLOWING  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

---

The Court has considered the *First and Final Fee Application of Bracewell LLP as Co-Counsel and Conflicts Counsel for the Debtors and Debtors in Possession, for the Period From September 24, 2024 Through December 20, 2024* (the “Fee Application”), filed by Bracewell LLP (the “Applicant”).

**IT IS HEREBY ORDERED THAT:**

1. The Applicant is allowed compensation and reimbursement of expenses in the amount of \$1,701,899.49 for the period set forth in the Fee Application.
2. The compensation and reimbursement of expenses allowed in this Order are approved on a final basis.

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<sup>1</sup> A complete list of each of the Reorganized Debtors in these chapter 11 cases may be obtained on the website of the Reorganized Debtors’ claims and noticing agent at <https://www.veritaglobal.net/vertex>. The location of Reorganized Debtor Vertex Energy, Inc.’s corporate headquarters and the Debtors’ service address in these chapter 11 cases is 1331 Gemini Street, Suite 250, Houston, Texas 77058.

3. The Reorganized Debtors are authorized to disburse any unpaid amounts allowed by paragraphs 1 and 2 of this Order.

Dated: \_\_\_\_\_, 2025

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CHRISTOPHER M. LOPEZ  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**Invoices for Fee Period**

## BRACEWELL

Vertex Energy, Inc.  
1331 Gemini Street  
Suite 250  
Houston, TX

November 22, 2024  
Invoice: 21989201  
BA: 06092 Brian Rogers

Our Matter: **0006889.000017** Chapter 11 Bankruptcy  
For Services Through October 31, 2024

**B110 - Case Administration**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/24/24	Review status of all filing documentation (1.0); continually update internal document status tracker (1.0)	Janie O. Callaway	2.00	900.00	1,800.00
09/24/24	Final review and filing of (a) all remaining petitions (after filing lead petition), (b) joint administration motion, (c) claims agent retention application, (d) complex case designation, (e) bidding procedures motion, (f) scheduling motion, (g) wages motion, (h) critical vendors motion, (i) insurance motion, (j) taxes motion, (k) NOL motion, and (l) cash management motion	Jonathan Lozano	6.40	1,100.00	7,040.00
09/24/24	Oversee all postpetition filings after filing of initial bankruptcy petition	Mark E. Dendinger	2.50	1,525.00	3,812.50
09/24/24	Assist with review and filing of remaining first day pleadings following filing of lead petition (3.0); coordinate with Kirkland and Bracewell teams to organize and file first day motions and update agenda, witness and exhibit list and notice of first day hearing with relevant first day motion filing information (3.4)	Ryan Marren	6.40	675.00	4,320.00
09/24/24	Attention to filing remaining petitions (after filing lead petition) and first-day motions (5.0); related correspondence (0.5)	Mary Kearney	5.50	475.00	2,612.50
09/25/24	Final review and filing of: (a) hedging motion, (b) utilities motion, (c) SOFAs	Jonathan Lozano	8.90	1,100.00	9,790.00

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## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

extension motion, (d) creditor matrix motion, (e) Matheson rejection motion, (f) first day declaration, (g) DIP declaration, (h) DIP motion, (i) chapter 11 plan, (j) disclosure statement (3.9); attention to motion to seal intermediation exhibits and finalize exhibits thereto for redacted and sealed filings (1.7); file intermediation motion and motion to seal (0.4); finalize notice of amended proposed claims agent retention order, witness and exhibit list, agenda, and notice of hearing and file same (2.2); prepare notices of (a) filing of supplemental exhibits to intermediation order and (b) filing of first day presentation (0.7)

09/25/24	Continue to monitor status of all bankruptcy filings; (0.7) update internal status tracker (1.0)	Janie O. Callaway	1.70	900.00	1,530.00
09/25/24	Review and edit various post hearing filings requested by the Court (0.5); debrief emails among Bracewell and Kirkland teams and coordinate transcript orders (0.3)	Jason G. Cohen	0.80	1,225.00	980.00
09/25/24	Assist with verification of and ECF filing of remaining chapter 11 petitions (after filing first petition) (5.0); update and finalize witness and exhibit list, agenda, notice of hearing (2.0); assist with filing logistics and correspondence (0.7)	Bob Grattan	7.70	900.00	6,930.00
09/25/24	Finish overseeing postpetition filings after filing of initial bankruptcy petition	Mark E. Dendinger	2.00	1,525.00	3,050.00
09/25/24	Finish compiling and electronically filing first-day motions (10.0); electronically file notices of appearance and pro hacs (1.5); address ECF noticing (1.0); assist with postpetition matters including administrative issues regarding first day	Mary Kearney	15.10	475.00	7,172.50

## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

	hearing (1.6) and hearing transcript and related correspondence (1.0)				
09/25/24	Continue coordination with Kirkland and Bracewell teams to organize and file remainder of first day motions and update agenda, witness and exhibit list and notice of first day hearing with relevant first day motion information (3.9); assist in preparations for first day hearing (1.7)	Ryan Marren	5.60	675.00	3,780.00
09/26/24	Review interim first day orders for deadlines and dates (0.5); organize and compile dates and deadlines for the Bracewell team (0.6)	Ryan Marren	1.10	675.00	742.50
09/26/24	Correspondence with Bracewell team regarding lender requests	Mark E. Dendinger	0.10	1,525.00	152.50
09/26/24	Attention to hearing transcript (0.8); review docket and update calendar (0.9); electronically file notices and exhibits (0.4); correspond with J. Lozano regarding same (0.2); review signed orders for further deadlines (1.0)	Mary Kearney	3.30	475.00	1,567.50
09/27/24	Review of and file notice of commencement of chapter 11 cases	Jonathan Lozano	0.30	1,100.00	330.00
09/27/24	Review notice of commencement and send for filing	Jason G. Cohen	0.20	1,225.00	245.00
09/27/24	Locate, analyze examples of Form 309F service	Bob Grattan	1.10	900.00	990.00
09/27/24	Review first day orders and update calendar	Mary Kearney	1.00	475.00	475.00
09/30/24	Review orders and coordinate schedules with the Bracewell team	Ryan Marren	1.10	675.00	742.50
09/30/24	Review docket and update calendar (0.6); attention to hearing transcript (0.3)	Mary Kearney	0.90	475.00	427.50

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## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

10/01/24	Review case status materials (0.2); attention to lender-requested materials and correspondence (0.1)	Mark E. Dendinger	0.30	1,525.00	457.50
10/01/24	Attention to Bracewell workstreams management (0.2); correspond with Chambers regarding hearing dates for future motions (0.1)	Jonathan Lozano	0.30	1,100.00	330.00
10/02/24	Attention to ECF noticing and related correspondence (0.3); electronically file notice and correspondence with J. Lozano regarding same (0.3); update deadline calendar (0.6)	Mary Kearney	1.20	475.00	570.00
10/02/24	Call with Kirkland, PWP, and A&M teams regarding case status and next steps	Mark E. Dendinger	0.50	1,525.00	762.50
10/03/24	Prepare creditor/attorney rep chart and related correspondence (1.8); attention to self-calendaring non-emergency motions, correspond with J. Lozano regarding same (0.6)	Mary Kearney	2.40	475.00	1,140.00
10/03/24	Review UCC candidate list, review docket, emails to Kirkland team (0.4); review counsel for UCC candidates and emails with Kirkland team (0.2)	Jason G. Cohen	0.60	1,225.00	735.00
10/03/24	Research and compile counsel representing UCC candidates	Ryan Marren	0.50	675.00	337.50
10/04/24	Attention to publication affidavit, electronically file and correspond with J. Lozano regarding same (0.4); attention to disclosure statement motion and bar date motion and related correspondence (4.0)	Mary Kearney	4.40	475.00	2,090.00
10/04/24	Research bar date order precedent	Ryan Marren	0.60	675.00	405.00

## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

10/07/24	Review docket and update calendar	Mary Kearney	0.50	475.00	237.50
10/07/24	Review correspondence from State of Texas regarding petition EINs (0.1); correspondence with Kirkland team (0.1)	Mark E. Dendinger	0.20	1,525.00	305.00
10/08/24	Emails regarding critical vendor inquiries, intermediation final order, committee appointment and conflicts check	Jason G. Cohen	0.60	1,225.00	735.00
10/09/24	Review news on committee counsel selection and emails regarding same (0.2); emails to coordinate evening filings and service (0.2)	Jason G. Cohen	0.40	1,225.00	490.00
10/10/24	Correspondence with Kirkland team regarding reset hearing and review draft notice of adjournment	Jonathan Lozano	0.40	1,100.00	440.00
10/10/24	Emails regarding filing and redactions	Jason G. Cohen	0.20	1,225.00	245.00
10/14/24	Conference with J. Lozano and R. Grattan regarding upcoming tasks	Ryan Marren	0.50	675.00	337.50
10/15/24	Review docket and update case calendar	Mary Kearney	0.30	475.00	142.50
10/18/24	Review and edit notice of adjournment and circulate to team (0.1); additional review of and revisions to notice of adjournment and circulate to team (0.2); review and edit new notices, emails regarding same, coordinate filing (0.6)	Jason G. Cohen	0.90	1,225.00	1,102.50
10/18/24	Attention to witness and exhibit list (0.4); review docket and update calendar (0.2)	Mary Kearney	0.60	475.00	285.00
10/21/24	Review docket and update case calendar (0.6); compile and electronically file certificate of no objection (0.9)	Mary Kearney	1.50	475.00	712.50
10/23/24	Attention to witness and exhibit list and	Mary Kearney	6.60	475.00	3,135.00

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## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

revise and organize exhibits (0.8);  
electronically file and related  
correspondence with J. Lozano (0.3);  
revise/organize motions to seal and  
retention applications and electronically file  
and related correspondence (5.5)

10/24/24	Attention to 10/25 hearing logistics and correspondence with J. Lozano	Mark E. Dendinger	0.30	1,525.00	457.50
10/24/24	Attention to filing retention applications and related correspondence (1.5); attention to hearing agenda and electronically file (0.9) correspond with J. Lozano (0.3); attention to pro hac motion, bar date motion and retention application, and electronically file (1.5)	Mary Kearney	4.20	475.00	1,995.00
10/25/24	Attention to court filings and related correspondence with J. Lozano (1.5); revise/organize witness and exhibit list (1.3); review complex case rules, (0.4); attention to hearing details and related correspondence with Court case manager (0.4); electronically file witness and exhibit list with exhibits (0.5); attention to documents filed under seal and correspond with J. Lozano regarding same (0.3); attention to schedule filing procedures and related correspondence (0.4); attention to schedules, sofas and additional court filings and correspondence (4.4)	Mary Kearney	9.20	475.00	4,370.00
10/26/24	Correspondence with Kirkland regarding 10/29 hearing and logistics	Mark E. Dendinger	0.20	1,525.00	305.00
10/26/24	Attention to schedules and SOFAs and filing of same	Mary Kearney	1.50	475.00	712.50
10/27/24	Attention to hearing logistics	Bob Grattan	0.90	900.00	810.00

## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

10/28/24	Review docket and signed orders and update calendar (0.5); attention to hearing agenda, electronically file same (0.3)	Mary Kearney	0.80	475.00	380.00
10/28/24	Draft Notices of Revised Proposed Orders for the DIP Motion and Intermediation Motion	Ryan Marren	0.70	675.00	472.50
10/29/24	Attention to proposed orders notice, pro hac motions, and 2015.3report and electronically file (2.0); attention to critical vendor & cash management notices and related correspondence (0.8); review docket and update calendar (0.4)	Mary Kearney	3.20	475.00	1,520.00
10/30/24	Attention to hearing transcript and related correspondence (0.4); attention to 341 meeting preparation and hearing transcript of 341 (1.1); attention to amended SOFAs and related correspondence (2.0)	Mary Kearney	3.50	475.00	1,662.50
10/30/24	Correspondence with chambers regarding hearing dates (0.2); review and revise MOR global notes (1.5)	Jonathan Lozano	1.70	1,100.00	1,870.00
10/30/24	Review and analyze 341 Hearing notes	Ryan Marren	0.50	675.00	337.50
10/31/24	Attention to hearing transcripts and related correspondence (0.4); review, compile and organize MORs (2.0); attention to ECF entity filing details (1.0); electronically file MORs (2.0); correspondence with J. Lozano regarding same (0.5); obtain filing confirmations and related correspondence (0.5)	Mary Kearney	6.40	475.00	3,040.00
10/31/24	Additional review of and edits to MOR notes (0.4); correspondence with Kirkland team and attention to MOR filing logistics (0.4); review drafts of MORs from A&M (0.4); coordinate filing MORs with M. Kearney	Jonathan Lozano	1.50	1,100.00	1,650.00

## BRACEWELL

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Client: Vertex Energy, Inc.

(0.3)

**Total: Case Administration****93,067.50****B130 - Asset Disposition**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/01/24	Attention to questions regarding obligations to lenders under NDAs	Charles H. Still	0.40	1,475.00	590.00
10/03/24	Attention to questions regarding obligations to lenders under NDAs	Charles H. Still	0.30	1,475.00	442.50
10/06/24	Correspondence with PWP regarding sale process and prospective bidder	Mark E. Dendinger	0.10	1,525.00	152.50
10/10/24	Attention to cure schedule and filing issues	Mark E. Dendinger	0.20	1,525.00	305.00
10/14/24	Analysis of issues related to APA and related disclosure schedules	Charles H. Still	1.10	1,475.00	1,622.50
10/16/24	Review and analysis of draft Asset Purchase Agreement	Charles H. Still	1.40	1,475.00	2,065.00
10/17/24	Review potential interested party NDA and question from J. Gregory	Mark E. Dendinger	0.20	1,525.00	305.00
10/18/24	Call with J. Gregory regarding potentially interested party NDA and strategic considerations (0.2); correspondence with B. Rogers regarding diligence inquiry regarding EPA matters, and data room (0.2)	Mark E. Dendinger	0.40	1,525.00	610.00
10/21/24	Conference call regarding APA and related disclosure schedules	Charles H. Still	0.80	1,475.00	1,180.00
10/23/24	Call with J. Berg regarding asset sale process and bankruptcy issues	Mark E. Dendinger	0.50	1,525.00	762.50

## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

10/25/24	Review APA draft and comments (1.0); correspondence with Bracewell team regarding next steps (0.5)	Mark E. Dendinger	1.50	1,525.00	2,287.50
10/26/24	Call with R. Bentley regarding APA comments	Mark E. Dendinger	0.30	1,525.00	457.50
10/28/24	Correspondence with J. Berg regarding asset sale matters	Mark E. Dendinger	0.20	1,525.00	305.00
10/29/24	Review asset sale indications of interest	Charles H. Still	0.40	1,475.00	590.00
10/29/24	Review bid indications of interest	Mark E. Dendinger	2.00	1,525.00	3,050.00
10/30/24	Review asset sale indications of interest	Charles H. Still	0.70	1,475.00	1,032.50
10/30/24	Call with A&M, Kirkland, and PWP teams regarding asset sale matters	Mark E. Dendinger	0.50	1,525.00	762.50
10/31/24	Attention to questions regarding form of APA	Charles H. Still	1.60	1,475.00	2,360.00
10/31/24	Call with J. Berg and other Bracewell attorneys regarding asset sale matters in relation to intermediation facility (0.6); review correspondence from PWP regarding bidder discussions and consider next steps (0.3)	Mark E. Dendinger	0.90	1,525.00	1,372.50

**Total: Asset Disposition****20,252.50****B150 - Meetings of and Communications with Creditors**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/26/24	Call from creditor regarding docket and deal with email from critical vendor inquiry (0.2); call from WEX Inc. regarding cash management and send relevant documents (0.4)	Jason G. Cohen	0.60	1,225.00	735.00

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## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

09/27/24	Respond and forward messages from various creditors	Jason G. Cohen	0.30	1,225.00	367.50
10/03/24	Call with UST regarding creditor status	Jason G. Cohen	0.40	1,225.00	490.00
10/14/24	Call with creditor regarding NOL pleading	Jason G. Cohen	0.20	1,225.00	245.00
10/15/24	Emails regarding committee request for info (0.1); review several emails from creditors and communicate with Kirkland regarding same (0.2)	Jason G. Cohen	0.30	1,225.00	367.50
10/16/24	Emails with creditors regarding mailings	Jason G. Cohen	0.10	1,225.00	122.50
10/17/24	Call from past employee regarding notice of bankruptcy	Jason G. Cohen	0.10	1,225.00	122.50
10/21/24	Correspondence with Kirkland regarding shareholder outreach	Mark E. Dendinger	0.10	1,525.00	152.50
10/29/24	Prepare for 341 meeting in response to inquiry from A&M	Mark E. Dendinger	0.50	1,525.00	762.50
10/30/24	Meeting with T. Wood and M. Dendinger regarding 341 meeting preparation (0.3); call with Kirkland team, R. Country and S. Bullock regarding 341 meeting issues (0.3)	Jonathan Lozano	0.60	1,100.00	660.00
10/30/24	Call with J. Lozano regarding 341 meeting preparation (0.5); call with A&M and Kirkland teams regarding same (0.3)	Mark E. Dendinger	0.80	1,525.00	1,220.00
10/31/24	Correspondence with R. Bentley regarding 341 meeting (0.2); review and comment on global notes to MORs (0.3); correspondence with J. Lozano regarding MOR filing issues (0.2)	Mark E. Dendinger	0.70	1,525.00	1,067.50

**Total: Meetings of and Communications with Creditors****6,312.50**

## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

**B160 - Fee/Employment Applications**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/26/24	Review draft retention application and review analysis from R. Marren (0.5); review parties-in-interest list and draft disclosure schedule (0.4); edits to retention application (0.8)	Jonathan Lozano	1.70	1,100.00	1,870.00
09/26/24	Correspondence with J. Lozano regarding Bracewell retention application	Mark E. Dendinger	0.20	1,525.00	305.00
09/27/24	Additional edits and drafting to retention application, declaration, and disclosure schedules (1.5); additional review of analysis from R. Marren and corresponding edits to application (0.6)	Jonathan Lozano	2.10	1,100.00	2,310.00
09/27/24	Emails with J. Lozano regarding retention application	Jason G. Cohen	0.20	1,225.00	245.00
09/27/24	Further correspondence with J. Lozano regarding Bracewell retention application	Mark E. Dendinger	0.10	1,525.00	152.50
09/30/24	Attention to Bracewell retention application and open issues	Mark E. Dendinger	0.10	1,525.00	152.50
09/30/24	Detailed review and edit of Bracewell retention application	Jason G. Cohen	1.30	1,225.00	1,592.50
10/01/24	Attention to Bracewell retention application and related correspondence	Mark E. Dendinger	0.20	1,525.00	305.00
10/02/24	Compile, review fee statements and interim compensation procedures	Bob Grattan	1.70	900.00	1,530.00
10/04/24	Additional attention to Bracewell retention application (0.5); correspondence with B. Rogers regarding client representation (0.2);	Jonathan Lozano	1.00	1,100.00	1,100.00

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## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

edits to application regarding same (0.3)

10/07/24	Additional review of disclosure parties and corresponding edits to Bracewell retention application	Jonathan Lozano	1.00	1,100.00	1,100.00
10/07/24	Final review and edits to Bracewell retention application and Cohen declaration (1.3); further review of conflicts report for retention application (0.3); review new conflict names and coordinate search (0.2)	Jason G. Cohen	1.80	1,225.00	2,205.00
10/07/24	Review Bracewell retention application edits (0.1); correspondence with J. Cohen and J. Lozano regarding comments to Cohen declaration (0.1)	Mark E. Dendinger	0.20	1,525.00	305.00
10/08/24	Attention to retention application and issues, and correspondence with Bracewell team	Mark E. Dendinger	0.30	1,525.00	457.50
10/09/24	Correspondence with J. Lozano regarding retention application	Mark E. Dendinger	0.10	1,525.00	152.50
10/09/24	Additional edits to retention application per comments from J. Cohen	Jonathan Lozano	0.60	1,100.00	660.00
10/10/24	Additional edits to retention application and send to J. Cohen for review.	Jonathan Lozano	1.70	1,100.00	1,870.00
10/10/24	Conference with J. Lozano regarding Schedules for Retention Application (0.2); draft Interested Parties Schedule for Retention Application (3.8)	Ryan Marren	4.00	675.00	2,700.00
10/11/24	Revise draft of Interested Parties Schedule for the Retention Application	Ryan Marren	1.20	675.00	810.00
10/14/24	Correspondence with Kirkland regarding interim compensation order (0.1); review research from R. Grattan regarding same	Mark E. Dendinger	0.50	1,525.00	762.50

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## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

(0.2); correspondence with J. Cohen and J. Lozano regarding Bracewell retention application (0.2)

10/14/24	Review and summarize procedures related to interim compensation motion.	Bob Grattan	0.70	900.00	630.00
10/15/24	Correspondence with J. Cohen and R. Grattan regarding Bracewell retention application and open points	Mark E. Dendinger	0.20	1,525.00	305.00
10/15/24	Review, revise schedules addressing interested parties	Bob Grattan	1.80	900.00	1,620.00
10/16/24	Review and comment on final draft of Bracewell retention application (0.8); correspondence with J. Cohen regarding same (0.2)	Mark E. Dendinger	1.00	1,525.00	1,525.00
10/16/24	Review M. Dendinger edits to Bracewell retention application	Jason G. Cohen	0.30	1,225.00	367.50
10/16/24	Edit, revise Bracewell Retention Application (2.2); edit revise declaration related to same (1.4)	Bob Grattan	3.60	900.00	3,240.00
10/17/24	Edits to Bracewell retention application and send to client and Kirkland for review	Jason G. Cohen	0.70	1,225.00	857.50
10/17/24	Correspondence with J. Cohen regarding follow up issues on Bracewell retention application	Mark E. Dendinger	0.20	1,525.00	305.00
10/22/24	Attention to request for Bracewell payment history from R. Swansen (A&M) for schedules and retention application (0.2); follow up with internal billing and B. Rogers and M. Dendinger regarding payment history and attention to payment records (0.8)	Jonathan Lozano	1.00	1,100.00	1,100.00

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Client: Vertex Energy, Inc.

10/22/24	Review of retention application	Brian Rogers	1.80	1,375.00	2,475.00
10/23/24	Finalize Bracewell retention application for filing (0.2); correspondence with J. Lozano (0.2)	Mark E. Dendinger	0.40	1,525.00	610.00
10/25/24	Review of ordinary course professional motion and interim compensation procedures motion	Jonathan Lozano	1.00	1,100.00	1,100.00
10/25/24	Review ordinary course professional and interim comp motions	Mark E. Dendinger	0.50	1,525.00	762.50
10/28/24	Correspondence with J. Lozano regarding retention application and disclosure matters	Mark E. Dendinger	0.10	1,525.00	152.50
<b>Total: Fee/Employment Applications</b>					<b>35,635.00</b>

**B185 - Assumption/Rejection of Leases and Contracts**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/16/24	Review docket for objections to the Rejection Motion	Ryan Marren	0.20	675.00	135.00
10/17/24	Review and edit lease stipulation	Jason G. Cohen	0.60	1,225.00	735.00
10/21/24	Review docket for filings related to Matheson rejection motion	Ryan Marren	0.20	675.00	135.00
10/21/24	Draft certificate of no objection for Matheson rejection motion	Bob Grattan	0.80	900.00	720.00
<b>Total: Assumption/Rejection of Leases and Contracts</b>					<b>1,725.00</b>

**B190 - Other Contested Matters (excluding assumption/rejection motions)**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
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Client: Vertex Energy, Inc.

09/25/24	Attended first day hearing"	Jenny Dill	1.50	1,075.00	1,612.50
09/25/24	Prepare for first day hearing, including correspondences with Kirkland team regarding logistics (0.4); preparation of redline intermediation order filings (0.6); attend first day hearing (1.5)	Jonathan Lozano	2.50	1,100.00	2,750.00
09/25/24	Emails regarding hearing preparation and procedure and review agenda (0.4); attend first day hearing (2.0)	Jason G. Cohen	2.40	1,225.00	2,940.00
09/25/24	Attend first day hearing (1.2); post-hearing correspondence with Kirkland and Bracewell teams (0.4)	Mark E. Dendinger	1.60	1,525.00	2,440.00
09/26/24	Prepare for and participate on call with B. Pemberton and J. Holmstead regarding EPA issues and outreach (0.8); follow up with bid procedures order and first-day presentation following call (0.2); review and comment on EPA email (0.2)	Mark E. Dendinger	1.20	1,525.00	1,830.00
10/01/24	Pull, compile precedent for notices of final hearings in related cases.	Bob Grattan	0.80	900.00	720.00
10/01/24	Review first day hearing transcript	Mark E. Dendinger	0.50	1,525.00	762.50
10/03/24	Review Shell termination notice	Mark E. Dendinger	0.10	1,525.00	152.50
10/04/24	Review complex procedures and advise on emergency motion and hearing setting	Jason G. Cohen	0.20	1,225.00	245.00
10/04/24	Correspondence regarding EPA matters	Mark E. Dendinger	0.20	1,525.00	305.00
10/09/24	Attention to second day hearing reset and correspondence with chambers regarding new hearing date for final first day hearing	Jonathan Lozano	0.20	1,100.00	220.00
10/09/24	Correspondence with Kirkland regarding second day hearing and dates	Mark E. Dendinger	0.20	1,525.00	305.00

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Client: Vertex Energy, Inc.

10/10/24	Attention to second day hearing logistics	Mark E. Dendinger	0.10	1,525.00	152.50
10/10/24	Draft notice of rescheduled hearing	Ryan Marren	0.70	675.00	472.50
10/14/24	Draft Witness and Exhibit template for October 22 hearing	Ryan Marren	0.40	675.00	270.00
10/15/24	Edits to witness and exhibit list templates	Bob Grattan	0.40	900.00	360.00
10/15/24	Edit witness and exhibit list for second day hearing and send to Kirkland (0.4); emails with Kirkland regarding second day hearing (0.2)	Jason G. Cohen	0.60	1,225.00	735.00
10/16/24	Review correspondence from B. Rogers regarding Shell agreement and analysis requested by A&M	Mark E. Dendinger	0.20	1,525.00	305.00
10/17/24	Review and edit motion to redact and seal (1.0); review and enter edits from Kirkland on witness and exhibit list (0.2)	Jason G. Cohen	1.20	1,225.00	1,470.00
10/17/24	Correspondence with B. Rogers and S. Le Bouef regarding follow up issues regarding Shell agreement and analysis (0.2); review contract analysis from D. Carlson (0.5); prepare for and participate on call with B. Pemberton and J. Holmstead regarding EPA issues (1.0)	Mark E. Dendinger	1.70	1,525.00	2,592.50
10/18/24	Numerous emails regarding hearing dates and cure notices	Jason G. Cohen	0.30	1,225.00	367.50
10/18/24	Prepare for and participate on call with B. Pemberton, J. Gregory, J. Stein and J. Holmstead regarding EPA negotiations and issues (0.8); correspondence with J. Cohen regarding second day hearing continuance (0.1)	Mark E. Dendinger	0.90	1,525.00	1,372.50

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Client: Vertex Energy, Inc.

10/18/24	Draft notice of adjournment of second day hearing	Bob Grattan	0.70	900.00	630.00
10/19/24	Correspondence with B. Rogers and S. Le Bouef regarding follow up issues regarding Shell agreement and analysis (0.4); call with corporate and litigation teams regarding same, and related follow up (0.6)	Mark E. Dendinger	1.00	1,525.00	1,525.00
10/19/24	Conference call with M. Dendinger, S. Crain, P. Lee, S. Le Bouef, B. Rogers, and D. Carlson regarding analysis of Shell crude supply contract issues (0.4); analyze issues regarding same (0.6)	Bradley J. Benoit	1.00	1,175.00	1,175.00
10/19/24	Call with M. Dendinger, P. Lee, B. Benoit, S. Le Bouef, B. Rogers and D. Carlson regarding analysis of Shell crude supply contract issues (0.4); analyze contract issues (1.6)	Stephen B. Crain	2.00	1,300.00	2,600.00
10/20/24	Analyze email from M Dendinger regarding analysis of Shell supply contract issues	Bradley J. Benoit	0.20	1,175.00	235.00
10/20/24	Analyze Shell agreements and correspond with corporate and litigation teams regarding same (1.0); call with B. Pemberton and R. Bentley (Kirkland) regarding EPA matters, and related follow up (0.5)	Mark E. Dendinger	1.50	1,525.00	2,287.50
10/21/24	Review and comment on Shell presentation	Mark E. Dendinger	0.50	1,525.00	762.50
10/21/24	Research regarding regarding Shell contract	Stephen B. Crain	4.00	1,300.00	5,200.00
10/22/24	Draft agenda and witness and exhibit list for 10/25 hearing	Jonathan Lozano	0.80	1,100.00	880.00
10/22/24	Analyze issues regarding Shell contracts (1.5); call with S. Le Bouef, B. Rogers, S. Crain, B. Benoit and P. Lee regarding same (1.3); prepare for and participate on call with B. Pemberton, J. Holmstead and R.	Mark E. Dendinger	4.30	1,525.00	6,557.50



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Bentley regarding EPA issues (0.5); call with EPA regarding same, and related follow up (1.0)

10/22/24	Analyze Shell support agreement and Crude Supply Agreement (0.9); conference call with S Le Bouef, B Rogers, M Dendinger, D Carlson, S Crain, and P Lee regarding same (1.3)	Bradley J. Benoit	2.20	1,175.00	2,585.00
10/22/24	Further research regarding Shell contract	Stephen B. Crain	2.50	1,300.00	3,250.00
10/23/24	Draft agenda for October 25th hearing	Ryan Marren	0.30	675.00	202.50
10/23/24	Revisions to witness and exhibit list and coordinate filing of same	Jonathan Lozano	0.50	1,100.00	550.00
10/23/24	Analyze issues regarding Shell contracts	Mark E. Dendinger	1.00	1,525.00	1,525.00
10/23/24	Analyze issues regarding Shell Support Agreement, interim order, and Crude Supply Agreement	Bradley J. Benoit	1.10	1,175.00	1,292.50
10/23/24	Review UCC cases germane to Shell contract (1.5); research issues related to support agreement (1.5)	Stephen B. Crain	3.00	1,300.00	3,900.00
10/24/24	Prepare binders for hearing on October 25 (1.0); draft template for notice of revised proposed order (0.5)	Ryan Marren	1.50	675.00	1,012.50
10/24/24	Attention to witness and exhibit list for 10/29 hearing (0.3); coordinate exhibit delivery for 10/25 hearing (0.3)	Jonathan Lozano	0.60	1,100.00	660.00
10/24/24	Conference with M Dendinger and S Crain regarding analysis of Shell Support Agreement, interim order, and Crude Supply Agreement (0.9); conference with S Le Bouef, B Rogers, M. Dendinger, and S Crain regarding same (0.4)	Bradley J. Benoit	1.30	1,175.00	1,527.50

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10/24/24	Analyze issues regarding Shell contracts (0.5); call with B. Benoit and S. Crain regarding same (0.7); call with B. Rogers and other Bracewell team members regarding same and next steps (0.3)	Mark E. Dendinger	1.50	1,525.00	2,287.50
10/24/24	Multiple calls with team regarding support agreement (1.3); research regarding same (1.0)	Stephen B. Crain	2.30	1,300.00	2,990.00
10/25/24	Prepare and deliver hearing materials to court	Bob Grattan	2.00	900.00	1,800.00
10/25/24	Prepare and deliver courtesy binders to the Court	Ryan Marren	1.00	675.00	675.00
10/27/24	Review 9019/stay modification motion and comments to same (1.0); review agenda for 10/29 hearing from R. Grattan and revise same (0.5)	Jonathan Lozano	1.50	1,100.00	1,650.00
10/27/24	Review insurance proceeds motion (0.2); correspondence with J. Lozano and Kirkland team regarding same (0.1)	Mark E. Dendinger	0.30	1,525.00	457.50
10/28/24	Revisions to agenda for 10/29 hearing (0.3); attention to notices of final order for DIP and intermediation motion (0.4); attention to revised final order notices for cash management and critical vendors and correspondence with Kirkland team regarding second day hearing logistics (0.7)	Jonathan Lozano	1.40	1,100.00	1,540.00
10/29/24	Prepare and deliver binders for the hearing	Ryan Marren	2.50	675.00	1,687.50
10/29/24	Attention to filing of notices of final revised cash management and critical vendors orders and coordinate delivery of binders to court including same	Jonathan Lozano	0.50	1,100.00	550.00

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Client: Vertex Energy, Inc.

10/29/24	Analyze EPA issues and correspond with B. Pemberton regarding same	Mark E. Dendinger	0.30	1,525.00	457.50
10/30/24	Conference call with B Rogers, S Le Bouef, M Dendinger, D Carlson and S Crain regarding analysis of Shell contracts	Bradley J. Benoit	0.50	1,175.00	587.50
10/30/24	Call with team (0.5); research regarding Shell issues (0.8)	Stephen B. Crain	1.30	1,300.00	1,690.00
10/30/24	Prepare for and participate on call with B. Rogers, S. Crain, and B. Benoit regarding intermediation and crude supply matters	Mark E. Dendinger	0.60	1,525.00	915.00
10/31/24	Research regarding Shell contract issues	Stephen B. Crain	3.30	1,300.00	4,290.00
10/31/24	Call with B. Pemberton regarding EPA matters	Mark E. Dendinger	0.30	1,525.00	457.50
<b>Total: Other Contested Matters (excluding assumption/rejection motions)</b>					<b>82,772.50</b>

**B195 - Non-Working Travel**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/25/24	Non-working travel from Houston to Austin following first day hearing (already reduced by 50% per United States Trustee Guidelines)	Jonathan Lozano	1.40	1,100.00	1,540.00
<b>Total: Non-Working Travel</b>					<b>1,540.00</b>

**B230 - Financing/Cash Collections**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/24/24	Coordinate with Bracewell DIP team regarding debt finance work stream open items	Janie O. Callaway	0.50	900.00	450.00

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Client: Vertex Energy, Inc.

09/24/24	Finalize local counsel opinions and confirm release of same - entails email correspondence with local counsel for the company in Nevada, Alabama, and Louisiana in addition to Sidley to obtain sign-off on last open points for closing and getting permission from opining firms to authorize release of signatures for timely closing of DIP Loan Agreement	Davis Ray	1.70	745.00	1,266.50
09/24/24	Coordinated and reviewed executed in escrow conditions precedent to DIP credit agreement including fee letters and local counsel opinions (0.7); reviewed email correspondence related to updates on filings (0.5); reviewed updated DIP loan agreement with updated table of contents for filing (0.3); reviewed revised DIP order for section and cross reference updates (0.3); reviewed final executed and compiled loan agreement for opinion diligence (0.7)	Jenny Dill	2.50	1,075.00	2,687.50
09/25/24	Assist with DIP loan and security agreement closing by reviewing executed documents and compiling executed ancillary documents	Nour Haikal	2.00	675.00	1,350.00
09/25/24	Review of compiled DIP Loan Agreement in connection with issuance of Bracewell legal opinion (0.5); finalizing Bracewell legal opinion for distribution to lenders' counsel in advance of hearing to ensure timely closing thereafter (0.5); reviewing email correspondence and tracking timeline of hearing to assist with timely closing of loan agreement thereafter (2.0)	Davis Ray	3.00	745.00	2,235.00
09/25/24	Review checklist for DIP closing requirements and conditions precedent in anticipation of closing (0.8); finalized Bracewell DIP loan agreement opinion (0.2);	Jenny Dill	1.30	1,075.00	1,397.50

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Client: Vertex Energy, Inc.

	close DIP loan agreement via emails with Sidley and other lenders' counsel (0.3)				
09/26/24	Compile closing set for DIP LSA (0.8); correspond with local counsel on executed agreements (0.2)	Nour Haikal	1.00	675.00	675.00
09/27/24	Prepare closing set and send to local counsel	Nour Haikal	1.00	675.00	675.00
09/27/24	Review of 8-K filing and providing comments to same to ensure accurate description of DIP Loan Agreement (1.8); preparing closing set of final DIP Loan Agreement documentation for distribution to company advisors (0.7)	Davis Ray	2.50	745.00	1,862.50
09/28/24	Reviewed 8K (0.5); reviewed comments from Sidley to 8K (0.3)	Jenny Dill	0.80	1,075.00	860.00
09/29/24	Reviewed comments from Kirkland to 8K	Jenny Dill	0.30	1,075.00	322.50
09/30/24	Coordinate with counsel on financing documents (0.5); post-closing administrative tasks (1.0)	Nour Haikal	1.50	675.00	1,012.50
09/30/24	Correspondence with A&M regarding DIP financing order (0.2); review intermediation order in response to inquiry from D. Carlson regarding SOA amendments and process (0.3); correspondence with D. Carlson and B. Rogers regarding same (0.2)	Mark E. Dendinger	0.70	1,525.00	1,067.50
09/30/24	Reviewed important dates regarding DIP financing	Jenny Dill	0.20	1,075.00	215.00
10/01/24	Review filed UCC-1s	Nour Haikal	0.30	675.00	202.50
10/01/24	Review of NDAs with term loan lenders and amendments to same for summary of terms in connection with lender issues timeline	Davis Ray	2.00	745.00	1,490.00

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10/01/24	Review daily call summary regarding DIP issues (0.2); reviewed revised 8K (0.3)	Jenny Dill	0.50	1,075.00	537.50
10/01/24	Correspondence with A&M regarding DIP budget	Mark E. Dendinger	0.20	1,525.00	305.00
10/02/24	Correspondence with D. Carlson regarding intermediation matters	Mark E. Dendinger	0.20	1,525.00	305.00
10/03/24	Prepare transaction report summaries	Davis Ray	2.00	745.00	1,490.00
10/03/24	Correspondence with A&M regarding DIP professional fee budget	Mark E. Dendinger	0.20	1,525.00	305.00
10/07/24	Review DIP objection and email to team regarding SDTX mechanics and materialmen lien language	Jason G. Cohen	0.30	1,225.00	367.50
10/07/24	Review DIP objection (0.2); correspondence with Kirkland team (0.1)	Mark E. Dendinger	0.30	1,525.00	457.50
10/08/24	Review final intermediation order	Mark E. Dendinger	0.40	1,525.00	610.00
10/08/24	Prepare summary of fees, fee letters and original issuance discounts	Jenny Dill	1.50	1,075.00	1,612.50
10/09/24	Review and organize Vertex documents received from Sidley	Nour Haikal	0.40	675.00	270.00
10/09/24	Reviewing existing fee letters in connection with advisor inquiry and correspondence regarding same	Davis Ray	0.80	745.00	596.00
10/09/24	Correspondence with Kirkland regarding final intermediation order	Mark E. Dendinger	0.20	1,525.00	305.00
10/09/24	Email correspondence with Davis Ray and Brian Rogers and Sidley regarding fee letter history for term loan (0.2); draft and send correspondence to Kirkland summarizing	Jenny Dill	0.50	1,075.00	537.50

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fee letter history and attaching copies of  
same (0.3)

10/10/24	Attention to final intermediation order and open issues	Mark E. Dendinger	0.20	1,525.00	305.00
10/11/24	Review and comment on amendment to NDAs	Nour Haikal	1.00	675.00	675.00
10/11/24	Prepare for and participate on call with B. Rogers, D. Carlson and others regarding final intermediation order and open points	Mark E. Dendinger	0.70	1,525.00	1,067.50
10/11/24	Review NDA amendments	Jenny Dill	0.30	1,075.00	322.50
10/12/24	Review and comment on amendment to NDAs	Nour Haikal	0.40	675.00	270.00
10/12/24	Reviewing RIN provisions in DIP LSA and summarize same for working group in response to inquiries from PWP	Davis Ray	0.50	745.00	372.50
10/13/24	Review final draft of final intermediation order	Mark E. Dendinger	0.60	1,525.00	915.00
10/14/24	Review executed Amendment No. 6 to the NDAs	Nour Haikal	0.30	675.00	202.50
10/14/24	Call with B. Rogers on transaction status (0.1); meeting with D. Ray to update on transaction status (0.1); review power point presentation regarding sale process and exit financing process (0.3); review executed NDAs (0.2); email correspondence with Bracewell team regarding issues in executed NDAs (0.1); review email summary from D. Ray regarding restrictions and notice requirements on intermediation agreement contained in the DIP loan agreement (0.3); review DIP loan agreement for requirements for final order (0.5); review	Jenny Dill	4.60	1,075.00	4,945.00

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## DIP final order (3.0)

10/15/24	Review financing materials from daily discussion call	Jenny Dill	0.30	1,075.00	322.50
10/16/24	Draft email summary of review of loan agreement for final DIP order requirements and review of DIP order for B. Rogers	Jenny Dill	0.30	1,075.00	322.50
10/17/24	Review committee objection to DIP and intermediation orders and review Committee expert declaration	Jason G. Cohen	0.70	1,225.00	857.50
10/17/24	Review DIP objection filed by UCC	Mark E. Dendinger	0.30	1,525.00	457.50
10/17/24	Review UCC DIP objection	Jenny Dill	0.70	1,075.00	752.50
10/22/24	Correspond with lender's counsel on certificates of title and POA for Vertex Alabama	Nour Haikal	0.50	675.00	337.50
10/22/24	Reviewing Norfolk Southern plat and property descriptions related thereto to assist A Mintz and J Berg with APA disclosures in connection with same	Davis Ray	1.00	745.00	745.00
10/28/24	Review DIP credit agreement for borrowing request and funding requirements (0.3); call with N. Haikal regarding borrowing request (0.1); review draft borrowing request prepared by N. Haikal and provide feedback to same (0.2)	Jenny Dill	0.60	1,075.00	645.00
10/28/24	Draft Borrowing Notice	Nour Haikal	1.60	675.00	1,080.00
10/29/24	Review updated borrowing request with additional certification and circulated email with feedback regarding same to N. Haikal	Jenny Dill	0.50	1,075.00	537.50
10/29/24	Update and comment on Borrowing Notice	Nour Haikal	0.50	675.00	337.50



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10/29/24	Analyze intermediation matters and correspond with B. Rogers regarding same	Mark E. Dendinger	0.20	1,525.00	305.00
10/30/24	Call with B. Rogers regarding intermediation matters	Mark E. Dendinger	0.50	1,525.00	762.50
10/31/24	Correspondence on certificates of title	Nour Haikal	0.20	675.00	135.00
10/31/24	Review disclosure statement for finance history and prepare comments to same (1.0); review additional comments from B. Rogers (0.2)	Jenny Dill	1.20	1,075.00	1,290.00
10/31/24	Email correspondence regarding outstanding requests for annotated rolling stock certificates	Davis Ray	1.80	745.00	1,341.00

**Total: Financing/Cash Collections****44,771.00****B310 - Claims Administration and Objections**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/30/24	Review of bar date motion and emergency scheduling issues (0.9); correspondence with J. Cohen regarding same (0.1)	Jonathan Lozano	1.00	1,100.00	1,100.00
09/30/24	Review and approve bar date motion	Jason G. Cohen	0.30	1,225.00	367.50
10/01/24	Review bar date motion	Mark E. Dendinger	0.20	1,525.00	305.00
10/02/24	Correspondence regarding bar date motion and emergency hearing	Mark E. Dendinger	0.20	1,525.00	305.00
10/03/24	Review UST correspondence regarding UCC candidates, and correspondence with Bracewell team regarding same (0.3); attention to bar date motion and potential hearing (0.1)	Mark E. Dendinger	0.40	1,525.00	610.00

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Client: Vertex Energy, Inc.

10/03/24	Conference with Kirkland team and UST regarding unsecured creditors committee candidates.	Jonathan Lozano	0.30	1,100.00	330.00
10/04/24	Correspondence regarding bar date motion and hearing date	Mark E. Dendinger	0.10	1,525.00	152.50
10/04/24	Final review of and file bar date motion	Jonathan Lozano	0.30	1,100.00	330.00
10/07/24	Review proposed language for inclusion in bar date order from PBGC (0.1); correspondence with Kirkland team (0.1)	Mark E. Dendinger	0.20	1,525.00	305.00
10/08/24	Correspondence with Liberty Mutual regarding surety bonds (0.1); review UCC formation notice (0.1); correspondence with Bracewell and Kirkland teams regarding same (0.3)	Mark E. Dendinger	0.50	1,525.00	762.50
10/17/24	Review POCs received from State of AL by mail	Jason G. Cohen	0.20	1,225.00	245.00
10/22/24	Locate and review precedent for bar date motions (0.6); analysis of hearing procedures and filings related to same (0.6)	Bob Grattan	1.20	900.00	1,080.00
10/23/24	Attention to Bracewell invoice/remittance history for schedules and send results to A&M team	Jonathan Lozano	1.50	1,100.00	1,650.00
10/24/24	Prepare notice of revised proposed bar date order and file same	Jonathan Lozano	0.70	1,100.00	770.00
10/25/24	Review of certain provisions of schedules/SOFAs (0.5); prepare and file schedules/SOFAs with M. Kearney (2.3)	Jonathan Lozano	2.80	1,100.00	3,080.00
10/25/24	Attention to schedules and statements and filing of same (0.7); correspondence with J. Lozano regarding filing logistics (0.3)	Mark E. Dendinger	1.00	1,525.00	1,525.00

## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

10/26/24	Correspondence with J. Lozano regarding schedules and statements	Mark E. Dendinger	0.20	1,525.00	305.00
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**Total: Claims Administration and Objections****13,222.50****B320 - Plan and Disclosure Statement (including Business Plan)**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/27/24	Strategy call with J. Cohen and Kirkland team regarding disclosure statement timing issues (0.7); follow up research regarding same (0.4)	Jonathan Lozano	1.10	1,100.00	1,210.00
09/27/24	Call with Kirkland regarding disclosure statement mailout process	Jason G. Cohen	0.70	1,225.00	857.50
10/01/24	Review notice of Disclosure Statement Hearing (0.2); call to J. McLennan regarding edit (0.2)	Jason G. Cohen	0.40	1,225.00	490.00
10/01/24	Review of revised disclosure statement motion and provide initial comments to Bracewell team.	Jonathan Lozano	1.50	1,100.00	1,650.00
10/02/24	Review and comment on draft disclosure statement motion and various attachments	Jason G. Cohen	1.00	1,225.00	1,225.00
10/02/24	Additional review of revised disclosure statement motion (1.2); review of comments from J. Cohen to disclosure statement motion and send aggregate comments to Kirkland team (0.4)	Jonathan Lozano	1.60	1,100.00	1,760.00
10/04/24	Final review of and file disclosure statement motion	Jonathan Lozano	0.30	1,100.00	330.00
10/30/24	Review of revised disclosure statement and provide comments to same	Jonathan Lozano	0.50	1,100.00	550.00

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## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

10/30/24	Review disclosure statement revisions	Mark E. Dendinger	0.50	1,525.00	762.50
10/31/24	Review comments to Disclosure Statement from B. Pemberton, B. Rogers, D. Carlson and J. Dill and incorporate all comments to disclosure statement and send to Kirkland team	Jonathan Lozano	1.30	1,100.00	1,430.00
10/31/24	Review additional disclosure statement revisions	Mark E. Dendinger	0.30	1,525.00	457.50
<b>Total: Plan and Disclosure Statement (including Business Plan)</b>					<b>10,722.50</b>

**B430 - Litigation/Hearings**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/25/24	Prepare for and attend hearing regarding bar date motion	Jonathan Lozano	0.80	1,100.00	880.00
10/25/24	Correspondence with J. Lozano regarding hearing preparation (0.2); attend bar date motion hearing (0.4)	Mark E. Dendinger	0.60	1,525.00	915.00
10/28/24	Review 10/29 hearing agenda	Mark E. Dendinger	0.10	1,525.00	152.50
10/29/24	Attend second day hearing	Jonathan Lozano	0.50	1,100.00	550.00
10/29/24	Preparation for and attendance at second day hearing	Mark E. Dendinger	0.60	1,525.00	915.00
<b>Total: Litigation/Hearings</b>					<b>3,412.50</b>

**Total Fees** **\$ 313,433.50**

## BRACEWELL

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Invoice: 21989201

Client: Vertex Energy, Inc.

## Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bradley J. Benoit	Partner	6.30	1,175.00	7,402.50
Janie O. Callaway	Associate	4.20	900.00	3,780.00
Jason G. Cohen	Partner	18.90	1,225.00	23,152.50
Stephen B. Crain	Partner	18.40	1,300.00	23,920.00
Mark E. Dendinger	Partner	46.70	1,525.00	71,217.50
Jenny Dill	Counsel	17.60	1,075.00	18,920.00
Bob Grattan	Associate	23.40	900.00	21,060.00
Nour Haikal	Associate	10.70	675.00	7,222.50
Mary Kearney	Paralegal	72.10	475.00	34,247.50
Jonathan Lozano	Counsel	53.80	1,100.00	59,180.00
Ryan Marren	Associate	29.00	675.00	19,575.00
Davis Ray	Associate	15.30	745.00	11,398.50
Brian Rogers	Partner	1.80	1,375.00	2,475.00
Charles H. Still	Partner	6.70	1,475.00	9,882.50
<b>Total Summary of Fees</b>		<b>324.90</b>		<b>\$ 313,433.50</b>

## Expense Detail

<u>Date</u>	<u>Cost</u>	<u>Description</u>	<u>Amount</u>
10/03/24	Document Production	Kearney, Mary - : 09/30/24 - Transcript Fees Mary Kearney ADDITIONAL PAGES - Hearing Transcript for 9/25/2024 First Day Hearing in Bankruptcy Court 010069552247	13.10
10/03/24	Document Production	Kearney, Mary - : 09/30/24 - Transcript Fees Mary Kearney Hearing Transcript for 9/25/2024 First Day Hearing in Bankruptcy Court 010069552247	445.40
10/31/24	Filing/Court Fees	Kearney, Mary - : 10/25/24 - Filing Fees Mary Kearney Pro Hac Vice Motion filing fee for Bankruptcy Court Southern District Texas (Trevor Eck @ Kirkland & Ellis) 010070104366	100.00
10/31/24	Filing/Court Fees	Kearney, Mary - : 10/29/24 - Filing Fees Mary Kearney Pro Hac Filing Fee for Brendan Nashelsky at Kirkland 010070174406	100.00

BRACEWELL

Invoice: 21989201

Client: Vertex Energy, Inc.

Total Expenses	\$ 658.50
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Total Fees, Expenses and Charges on This Invoice	\$ 314,092.00
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## BRACEWELL

Vertex Energy, Inc.  
1331 Gemini Street  
Suite 250  
Houston, TX

November 25, 2024  
Invoice: 21989024  
BA: 06092 Brian Rogers

Our Matter: **0006889.000018** Project Vienna Postpetition  
For Services Through October 31, 2024

**B130 - Asset Disposition**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/11/24	Attention to draft APA	Brian Rogers	0.50	1,375.00	687.50
10/12/24	Correspondence regarding disclosure schedules to APA	Brian Rogers	0.30	1,375.00	412.50
10/13/24	Correspondence and discussion/review regarding APA and disclosure schedules	Brian Rogers	0.70	1,375.00	962.50
10/14/24	Call with C. Still and B. Rogers regarding APA/363 process (0.7); review bid materials (0.1)	David Carlson	0.80	1,100.00	880.00
10/14/24	Call regarding APA with C. Still and J. Berg (0.5); call with J. Gregory regarding APA and schedules (0.5)	Brian Rogers	1.00	1,375.00	1,375.00
10/15/24	Review of draft APA	David Carlson	0.80	1,100.00	880.00
10/15/24	Review and revise APA (1.0); prepare comments to disclosure schedules (1.0)	Andrew Mintz	2.00	950.00	1,900.00
10/15/24	Review and revise draft APA and review and revise disclosure schedules with respect to same	W. Jared Berg	2.00	1,000.00	2,000.00
10/15/24	Review APA and proposed disclosure schedules (3.3); Participate in advisors call with senior management regarding APA and intermediation issues (0.5); review of intermediation issues and SOA (1.4); analyze intermediation proposals (0.4)	Brian Rogers	5.60	1,375.00	7,700.00

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Invoice: 21989024

Client: Vertex Energy, Inc.

10/15/24	Create and populate disclosure schedule for draft APA	Sam Folb	1.30	750.00	975.00
10/16/24	Review and revise draft APA and review and revise disclosure schedules with respect to same	W. Jared Berg	1.50	1,000.00	1,500.00
10/16/24	Prepare comments to APA and disclosure schedules (1.0); prepare permits chart (1.0)	Andrew Mintz	2.00	950.00	1,900.00
10/16/24	Review APA and proposed schedules	Brian Rogers	1.90	1,375.00	2,612.50
10/16/24	Create and populate disclosure schedules	Sam Folb	5.20	750.00	3,900.00
10/17/24	Review of APA diligence questions and responses	Brian Rogers	0.90	1,375.00	1,237.50
10/17/24	Review and revise APA (1.0); prepare comments to APA and Schedules (1.0); prepare permits chart (1.0)	Andrew Mintz	3.00	950.00	2,850.00
10/17/24	Review and revise draft APA and review and revise disclosure schedules with respect to same	W. Jared Berg	1.00	1,000.00	1,000.00
10/17/24	Create and populate disclosure schedules	Sam Folb	3.50	750.00	2,625.00
10/18/24	Review APA and schedules	Brian Rogers	3.30	1,375.00	4,537.50
10/18/24	Revise permits chart (0.5); review VDR permits and precedent (1.0)	Andrew Mintz	1.50	950.00	1,425.00
10/18/24	Review and revise draft APA and review and revised disclosure schedules with respect to same (1.2); phone call with S. Meyers of Kirkland & Ellis regarding same (0.3)	W. Jared Berg	1.50	1,000.00	1,500.00
10/18/24	Create and populate disclosure schedules	Sam Folb	2.40	750.00	1,800.00
10/19/24	Review of environmental disclosures	Brian Rogers	0.20	1,375.00	275.00



## BRACEWELL

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Invoice: 21989024

Client: Vertex Energy, Inc.

10/19/24	Review data room materials regarding HSE and environmental matters	Timothy A. Wilkins	1.50	1,275.00	1,912.50
10/20/24	Review of data room materials regarding environmental issues for sale assets including Refinery assessments and permits, Blakely Island terminal dredge and permits, Marrero permits and litigation, Collection assets permitting, plans, and Phase I assessments	Timothy A. Wilkins	5.70	1,275.00	7,267.50
10/20/24	Create and populate disclosure schedule for the Asset Purchase Agreement	Sam Folb	3.10	750.00	2,325.00
10/21/24	Call regarding APA, inventory adjustments, schedules and related questions with D. Carlson and J. Berg (1.0); review same (0.9); review environmental issues related to APA (0.3)	Brian Rogers	2.20	1,375.00	3,025.00
10/21/24	Review of APA (1.3); call with Bracewell team regarding APA markup, preparation of Disclosure Schedules (0.7)	David Carlson	2.00	1,100.00	2,200.00
10/21/24	Call with Kirkland to discuss APA and Schedules (0.5); revise schedules (1.5); review and revise Permit schedules (1.0)	Andrew Mintz	3.00	950.00	2,850.00
10/21/24	Develop data room questions for J. Gregory, S. Erlich regarding environmental documents in preparation for calls with Kirkland and Sidley Austin (1.0); review summaries from Kirkland regarding environmental permits and open questions (0.5)	Timothy A. Wilkins	1.50	1,275.00	1,912.50
10/21/24	Call with R. Bentley, B. Schartz, D. McGovern, S. Bullock, J. Walsh and B. Rogers regarding project status (0.5); review draft schedules with A. Mintz and S. Folb (1.3); call with B. Rogers, S. Le Bouef, C. Still	W. Jared Berg	4.30	1,000.00	4,300.00

## BRACEWELL

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Invoice: 21989024

Client: Vertex Energy, Inc.

and A. Mintz regarding inventory adjustment in asset purchase agreement (1.0); analyze issues with respect to same (0.3); review and revise asset purchase agreement (1.0); analyze environmental matters with T. Wilkins (0.2)

10/21/24	Create and populate disclosure schedule for the Asset Purchase Agreement (3.4); review and revise Asset Purchase Agreement (1.0)	Sam Folb	4.40	750.00	3,300.00
10/22/24	Provide requested information to A&M regarding intermediation issues	David Carlson	0.50	1,100.00	550.00
10/22/24	Environmental call with Kirkland and Vertex (0.5); revise schedules (1.5); revise permit chart (1.0)	Andrew Mintz	3.00	950.00	2,850.00
10/22/24	Prepare for call with Kirkland, S. Ehrlich, J. Gregory, et al. regarding environmental issues in connection with APA (0.3); review updated environmental permit lists (0.5); call with Kirkland, S. Ehrlich, J. Gregory, et al. regarding open environmental issues related to APA and potential disclosure items (1.0);	Timothy A. Wilkins	1.80	1,275.00	2,295.00
10/22/24	Phone call with M. Anderson, S. Gitler, M. Robertson, S. Ehrlich, J. Gregory, and T. Wilkins regarding environmental diligence	W. Jared Berg	1.30	1,000.00	1,300.00
10/22/24	Research APA issues requested by S. Folb	Melissa L. Vann	0.50	350.00	175.00
10/22/24	Create and populate disclosure schedule for APA	Sam Folb	6.50	750.00	4,875.00
10/23/24	Revise disclosure schedules	Andrew Mintz	2.00	950.00	1,900.00
10/23/24	Prepare for call with Kirkland and Sidley regarding environmental issues in connection with sale transaction (0.4); call	Timothy A. Wilkins	0.80	1,275.00	1,020.00

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Invoice: 21989024

Client: Vertex Energy, Inc.

with Kirkland and Sidley regarding environmental issues in connection with sale transaction (0.4);

10/23/24	Phone call with J. Fina, M. Quejada, H. Palmer, M. Nudelman, M. Anderson, G. Weiner, B. Rogers, T. Wilkins and M. Robertson regarding environmental matters in connection with APA (0.8); review and revise APA (1.0); review and revise disclosure schedules (1.5)	W. Jared Berg	3.30	1,000.00	3,300.00
10/23/24	Create and populate disclosure schedule for the Asset Purchase Agreement.	Sam Folb	5.20	750.00	3,900.00
10/24/24	Correspondence regarding environmental issues related to APA (0.3); review revised APA and schedules (1.9)	Brian Rogers	2.20	1,375.00	3,025.00
10/24/24	Review of APA draft materials (1.4); call with P. Lee, B. Rogers, J. Jhe, R. Straub, S. Le Bouef regarding intermediation implementation matters (0.3); review materials relating to same (1.0)	David Carlson	2.70	1,100.00	2,970.00
10/24/24	Revise schedules (0.5); prepare comments to APA (1.0)	Andrew Mintz	1.50	950.00	1,425.00
10/24/24	Review draft APA and disclosures regarding environmental issues	Timothy A. Wilkins	0.50	1,275.00	637.50
10/24/24	Review and revise asset purchase agreement (2.0); phone call with M. Dendinger regarding same (1.0); review and revise asset purchase agreement disclosure schedules (1.0 ); analyze issues with respect to transfers of permits (1.0)	W. Jared Berg	5.00	1,000.00	5,000.00
10/24/24	Draft and review APA (5.8); draft email to discuss questions regarding APA (0.2)	Sam Folb	6.00	750.00	4,500.00

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Invoice: 21989024

Client: Vertex Energy, Inc.

10/25/24	Review disclosure schedules and APA (1.8), including discussion with M. Dendinger and J. Berg (0.5); correspondence regarding same (0.4)	Brian Rogers	2.70	1,375.00	3,712.50
10/25/24	Review of revised APA materials	David Carlson	1.10	1,100.00	1,210.00
10/25/24	Revise schedules (0.5); prepare comments to APA (1.0)	Andrew Mintz	1.50	950.00	1,425.00
10/25/24	Review APA, environmental terms and conditions regarding same	Timothy A. Wilkins	0.50	1,275.00	637.50
10/25/24	Phone call with M. Dendinger, A. Mintz, S. Folb and B. Rogers regarding APA (0.8); review and revise APA (2.0); review and revise disclosure schedules thereto (2.0)	W. Jared Berg	4.80	1,000.00	4,800.00
10/25/24	Create and populate APA (5.0); review and revise bankruptcy portions of APA (0.8)	Sam Folb	5.80	750.00	4,350.00
10/26/24	Correspondence and discussion regarding APA	Brian Rogers	0.40	1,375.00	550.00
10/27/24	Prepare for calls regarding inventory valuation for third-party sales (0.4); comments to intermediation materials (0.2); confer with B. Rogers, S. Le Bouef to prepare for call with A&M/Kirkland regarding liquidation analysis (0.4); revisions to side-by-side of intermediation materials (1.4)	David Carlson	2.40	1,100.00	2,640.00
10/30/24	Correspondence, calls with J. Berg and analysis regarding APA and inventory provisions and mechanics (1.7); update call with senior management and advisors and review materials regarding same (1.0); review bid materials (0.8)	Brian Rogers	3.50	1,375.00	4,812.50
10/30/24	Participate in PW call regarding indications	Brittany Pemberton	0.70	1,075.00	752.50

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## BRACEWELL

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Invoice: 21989024

Client: Vertex Energy, Inc.

of interest

10/30/24	Call with Bracewell team regarding intermediation matters (B. Rogers, S. Crain, M. Dendinger, B. Benoit, S. Le Bouef, R. Straub) (0.7) compile notes and questions regarding intermediation same (0.2)	David Carlson	0.90	1,100.00	990.00
10/30/24	Review draft APA (1.4); propose inventory purchase price adjustment mechanism (0.7)	Thomas M. Tomlinson	2.10	1,425.00	2,992.50
10/30/24	Phone call with B. Rogers and representatives from Kirkland & Ellis, Vertex, Perella Weinberg and Alvarez & Marsal regarding indications of interest and bankruptcy case updates (1.3); phone call with S. Myers of Kirkland & Ellis regarding asset purchase agreement and disclosure schedules (0.8); correspondence with J. Gregory regarding same (0.2)	W. Jared Berg	2.30	1,000.00	2,300.00
10/31/24	Advisor update call (0.5); call w. J. Berg, C. Still, M. Dendinger, S. Le Bouef regarding APA and inventory adjustment issues regarding intermediation (1.0); review APA and Schedules (1.1); review bids (0.7)	Brian Rogers	3.30	1,375.00	4,537.50
10/31/24	Review of APA, related discussions	David Carlson	0.20	1,100.00	220.00
10/31/24	Attention to APA changes and inventory mechanic (0.5); review inventory precedents (1.0)	Andrew Mintz	1.50	950.00	1,425.00
10/31/24	Phone call with B. Rogers, M. Dendinger, S. Le Bouef, D. Carlson, C. Still, A. Mintz and S. Folb regarding purchase price adjustment mechanics (1.5); analyze issues with respect to purchase price adjustment (1.5); phone call with S. Myers regarding APA (0.5 )	W. Jared Berg	3.50	1,000.00	3,500.00
10/31/24	Research regarding inventory adjustment	Sam Folb	4.60	750.00	3,450.00

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## BRACEWELL

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Invoice: 21989024

Client: Vertex Energy, Inc.

**Total: Asset Disposition****158,055.00****B160 - Fee/Employment Applications**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/03/24	Review of Bracewell retention application	Brian Rogers	0.30	1,375.00	412.50
10/23/24	Correspondence regarding perfection analysis (0.3); correspondence regarding EPA matters (0.3) Review of revised retention application (1.9)	Brian Rogers	2.50	1,375.00	3,437.50
<b>Total: Fee/Employment Applications</b>					<b>3,850.00</b>

**B190 - Other Contested Matters (excluding assumption/rejection motions)**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/25/24	Attend first day hearing	Scott Le Bouef	1.50	1,725.00	2,587.50
09/25/24	Attend first day hearing	David Carlson	1.50	1,100.00	1,650.00
09/25/24	Draft outreach email to EPA and share same with J Holmstead and M Dendinger (0.6); direct A Nouet in updating EPA meeting talking points (0.1); exchange emails with J Holmstead and M Dendinger regarding EPA matters (0.1)	Brittany Pemberton	0.80	1,075.00	860.00
09/25/24	Attend first day hearing	Brian Rogers	1.50	1,375.00	2,062.50
09/26/24	Meeting with M. Dendinger and J. Holmstead to discuss draft email to EPA (0.7); review bidding procedures order and first day presentation for information relevant to EPA meeting (0.3); review A. Nouet's edits to initial meeting and make	Brittany Pemberton	2.00	1,075.00	2,150.00

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## BRACEWELL

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Invoice: 21989024

Client: Vertex Energy, Inc.

additional edits to same (0.5); draft email updating J. Gregory and Kirkland team on EPA outreach (0.2); exchange emails regarding same with J. Gregory and Kirkland team (0.2); revise EPA email based on Kirkland input (0.1)

09/26/24	Review background materials (1.0); prepare for and participate in meeting with B. Pemberton and M. Dendinger regarding EPA matters (0.5); exchange emails regarding outreach to EPA (0.4); send email to B. Hengst and others at EPA (0.4)	Jeffrey R. Holmstead	2.30	1,400.00	3,220.00
09/27/24	Update B. Rogers regarding initial outreach to EPA (0.1); exchange emails with lenders' counsel regarding status of outreach to EPA (0.2)	Brittany Pemberton	0.30	1,075.00	322.50
10/02/24	Correspondences with Kirkland and Bracewell teams regarding status on EPA matters	Brittany Pemberton	0.20	1,075.00	215.00
10/02/24	Prepare for and participate in meeting with legal group to discuss status and next steps, including meeting with EPA	Jeffrey R. Holmstead	0.80	1,400.00	1,120.00
10/04/24	Attention to email from J Holmstead regarding scheduling meeting with EPA (0.2); send email update to advisor team (0.1)	Brittany Pemberton	0.30	1,075.00	322.50
10/04/24	Exchange emails with B Hengst, EPA, to schedule meeting with EPA to discuss RIN matters	Jeffrey R. Holmstead	0.50	1,400.00	700.00
10/05/24	Update J. Gregory on contact with EPA and scheduling initial meeting	Brittany Pemberton	0.10	1,075.00	107.50
10/07/24	Correspondences with Bracewell team regarding updating J. Gregory (0.1); draft	Brittany Pemberton	0.20	1,075.00	215.00

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## BRACEWELL

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Invoice: 21989024

Client: Vertex Energy, Inc.

email updating J. Gregory and J. Stein regarding schedule for EPA meeting and approach to preparation (0.1)

10/07/24	Correspondences with B. Bunker and B. Hengst regarding EPA/DOJ meeting (0.5); correspondences with B. Pemberton and team regarding EPA meeting (0.3)	Jeffrey R. Holmstead	0.80	1,400.00	1,120.00
10/08/24	Correspondences with Bracewell team regarding availability for EPA preparation meeting with J. Gregory (0.1); provide meeting windows to J. Gregory (0.1)	Brittany Pemberton	0.20	1,075.00	215.00
10/12/24	Review RIN cost spreadsheet and consider issues (0.2); attention to emails from B Rogers and others regarding RIN provisions (0.2)	Brittany Pemberton	0.40	1,075.00	430.00
10/17/24	Review Amendment Letter and Support Agreement and related analysis and provide comments to same	Parker Lee	0.60	1,400.00	840.00
10/17/24	Distribute draft talking points for EPA meeting to Bracewell team (0.1); provide initial response to potential buyer question on RINs (0.1); exchange emails with B. Rogers regarding same (0.1); participate in internal call to prepare for meeting with J. Stein and J. Gregory (1.0)	Brittany Pemberton	1.30	1,075.00	1,397.50
10/17/24	Review talking points for EPA (0.2); prepare for and participate in meeting with M Dendinger and B Pemberton to discuss meeting with EPA (0.8)	Jeffrey R. Holmstead	1.00	1,400.00	1,400.00
10/18/24	Review background materials regarding Vertex facility environmental issues	Timothy A. Wilkins	0.50	1,275.00	637.50
10/18/24	Review RIN materials (0.3); review and draft email with questions to refinery on RIN	Brittany Pemberton	3.40	1,075.00	3,655.00

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costs (0.8); call with G. Nice regarding same (0.8); respond to question about exports from A. Scharfenberg (0.1); review RIN holdings email (0.1); exchange emails with R. Bentley regarding coordinating in advance of EPA meeting (0.1); draft outline for preparation call with J. Stein and J. Gregory (0.2); review updated RIN cost spreadsheet from G. Nice and ask follow up questions (0.4); participate in preparation call with J. Stein and J. Gregory (0.3); exchange emails with M. Dendinger regarding bid process and impact on RINs (0.1); respond to B. Rogers regarding diligence question on status of expectations regarding RINs (0.2)

10/18/24	Review materials to prepare for meeting with Vertex team (0.5); prepare for and participate in meeting with J. Gregory, J. Stein, and Bracewell team to discuss EPA outreach (0.7); exchange emails with Bracewell team regarding same (0.4)	Jeffrey R. Holmstead	1.60	1,400.00	2,240.00
10/19/24	Participate in call with B. Benoit, S. Crain, M. Dendinger, P. Lee, B. Rogers and D. Carlson regarding supply and offtake arrangements (0.6); attention to related email correspondence and follow up analysis (0.5)	Parker Lee	1.10	1,400.00	1,540.00
10/19/24	Exchange emails with Kirkland on setting up coordinating call for EPA meeting (0.1); review materials related to same (0.4)	Brittany Pemberton	0.50	1,075.00	537.50
10/20/24	Review and analyze certain hydrocarbon agreements and related delivery mechanics	Parker Lee	0.40	1,400.00	560.00
10/20/24	Call with M. Dendinger and R. Bentley to coordinate in advance of EPA meeting (0.2); draft slides for EPA meeting (3.1); review and revise same (0.4); exchange emails with	Brittany Pemberton	3.80	1,075.00	4,085.00

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M. Dendinger regarding same (0.1)

10/21/24	Review and analyze hydrocarbon purchase and offtake arrangements and related agreements	Parker Lee	3.20	1,400.00	4,480.00
10/21/24	Exchange emails with M. Dendinger regarding legal issues in slides (0.2); revise slides to implement same (3.5)	Brittany Pemberton	3.70	1,075.00	3,977.50
10/21/24	Review and comment on slides for EPA meeting (0.5); exchange emails with B. Pemberton and M. Dendinger regarding EPA meeting (0.8)	Jeffrey R. Holmstead	1.30	1,400.00	1,820.00
10/21/24	Conduct research regarding EPA issues (3.0); summarize applicable case law (0.5)	Faren Bartholomew	3.50	765.00	2,677.50
10/22/24	Prepare for and participate in call with litigation team to discuss contract analysis and attention to related follow up	Parker Lee	1.60	1,400.00	2,240.00
10/22/24	Review and revise talking points for EPA meeting (1.2); call with J. Holmstead and M. Dendinger to prepare for EPA meeting (0.5); further refine talking points (0.3); call with M. Dendinger and R. Bentley (0.2); revise slides based on preparation discussions (2.1)	Brittany Pemberton	4.30	1,075.00	4,622.50
10/22/24	Prepare for and participate in meeting with B. Pemberton and M. Dendinger to prepare for call with EPA (0.8); exchange emails with B. Pemberton and M. Dendinger regarding SRE petition and info needed for EPA (0.7); prepare for and participate in meeting with DOJ (1.0); follow-up email to EPA officials with slides and proposed next steps (0.5)	Jeffrey R. Holmstead	3.00	1,400.00	4,200.00
10/23/24	Correspondence with B. Rogers, J. Berg, and A. Ruiz regarding update for potential buyer on EPA discussions	Brittany Pemberton	0.20	1,075.00	215.00

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10/24/24	Set up discussion on SRE petition with J. Gregory and A. Scharfenberg	Brittany Pemberton	0.10	1,075.00	107.50
10/25/24	Review hydrocarbon agreement and discuss same with S. Le Boeuf, B. Rogers and D. Carlson	Parker Lee	0.90	1,400.00	1,260.00
10/25/24	Correspondence with EPA, J. Holmstead, and Vertex team regarding next meeting and EPA's request for information about RINs	Brittany Pemberton	0.20	1,075.00	215.00
10/25/24	Exchange emails with EPA and Bracewell team regarding follow-up info requested by EPA	Jeffrey R. Holmstead	0.80	1,400.00	1,120.00
10/28/24	Call with J. Gregory and A. Scharfenberg to discuss exemption, EPA's questions, and strategy for upcoming EPA meeting (0.7); develop items for bankruptcy team input (1.2); review materials regarding same (1.8); draft email to R. Bentley regarding same (0.2); exchange emails with A. Scharfenberg regarding future compliance (0.3)	Brittany Pemberton	4.20	1,075.00	4,515.00
10/28/24	Attention to strategy with EPA and DOJ (0.8); follow up with B. Pemberton (0.4)	Jeffrey R. Holmstead	1.20	1,400.00	1,680.00
10/29/24	Participate in call with PWP team and others to discuss next steps in connection with APA	Parker Lee	0.70	1,400.00	980.00
10/29/24	Correspondence with M. Dendinger and J. Holmstead regarding RINs matters	Brittany Pemberton	0.50	1,075.00	537.50
10/29/24	Exchange emails with Bracewell team regarding strategy for EPA meeting	Jeffrey R. Holmstead	0.80	1,400.00	1,120.00
10/30/24	Exchange emails with A. Scharfenberg regarding response to EPA questions on RINs and review same (0.5); meeting with G.	Brittany Pemberton	2.20	1,075.00	2,365.00

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Nice and M. Miller to discuss responses and refinery blending, RIN trades, etc. (1.2); call with J. Holmstead regarding same (0.2); finalize and transmit information to EPA (0.3)

10/31/24	Follow up with R. Bentley regarding DIP lenders (0.1); check in with M. Miller regarding RIN data (0.1); review updated data (0.1); correspondence with M. Miller regarding questions about new data (0.3); call with R. Bentley and J. Holmstead regarding DIP lenders and approach to EPA meeting (0.5); send additional requests on RIN data and providing EPA with context to M. Miller (0.2); create updated RIN data document and draft context narrative (0.5)	Brittany Pemberton	1.80	1,075.00	1,935.00
10/31/24	Review materials from B. Pemberton regarding EPA outreach and exchange emails with B. Pemberton regarding same (0.7); review emails regarding EPA questions and info shared with EPA (0.5); prepare for and participate in meeting with B. Pemberton and Kirkland regarding EPA meeting (0.5)	Jeffrey R. Holmstead	1.70	1,400.00	2,380.00

**Total: Other Contested Matters (excluding assumption/rejection motions)**

**76,637.50**

## B230 - Financing/Cash Collections

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/24/24	Review of documents (and related status and open items) awaiting filing as part of initial package of filings (0.2); review Kirkland markup of draft order, and conform SOA termination rights and hedge termination rights to agreed form language from the ISDA Amendment Agreement	David Carlson	2.60	1,100.00	2,860.00

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(1.8); review Reed Smith redacted version of A&R intermediation term sheet as against Kirkland proposed compiled version (0.1); review of Reed Smith redacted and unredacted documents for filing (0.1); call with B. Rogers, J. Callaway, R. Straub, J. Jhe, and S. Le Bouef regarding validation, review and distribution process for remaining items (0.2); review of motion to accompany filing of Interim Intermediation Order (0.2)

09/24/24	Meeting with B. Rogers, J. Callaway, D. Carlson, and J. Jhe regarding intermediation and to discuss compiled documents (0.3); prepare for meeting by tracking signature page status (0.2)	Rachel Straub	0.50	785.00	392.50
09/24/24	Review of Revised SOA and Assurance Agreement (1.5); review drafts of Intermediation Order (1.8); review legal opinions in connection with DIP (0.3); review and revise the ISDA Amendment Agreement (0.5); review A&R intermediation term sheet (0.5)	Brian Rogers	4.60	1,375.00	6,325.00
09/25/24	Conference call with R. Bentley, D. Birch and others regarding U.S. Trustee Questions regarding SOA and related contracts and review of related storage contracts (1.1); teleconference with M. Dendinger regarding SOA Items and Bankruptcy (0.3)	Scott Le Bouef	1.40	1,725.00	2,415.00
09/25/24	Finalize intermediation documents and send other Bracewell attorneys most recent documents (3.5); run redlines for intermediation documents (0.8); prepare signature pages for barge notices (2.0); fax notices to barge companies (1.5)	Rachel Straub	7.80	785.00	6,123.00
09/25/24	Revise draft Interim Intermediation Order (0.2); review of proposed final/filing	David Carlson	3.90	1,100.00	4,290.00

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versions of ISDA Amendment Agreement and amended Supply and Offtake Agreement against last versions approved by company counsel (0.2); confirm to Kirkland final details of items to appear on list of Intermediation Contracts (0.1); review, revise Reed Smith markup of Interim Intermediation Order (0.8); review of materials for first day hearing (1.3); review markup of Interim Intermediation Order, query relevant experts at Bracewell for input on points relating to their areas of coverage (0.1); preparation of notices to barge owners/operators in respect of Macquarie intermediation (1.1); assist in preparation of 8-K (0.1)

09/25/24	Review of Revised SOA and Assurance Agreement (2.4); review drafts of Intermediation Order, (1.9); review and revise DIP Order (0.4); review and revise the ISDA Amendment Agreement (0.7); EPA issues (0.2); review and revise DIP credit agreement (0.6); review legal opinions in connection with DIP (1.3); review of ancillary loan docs (0.7)	Brian Rogers	8.20	1,375.00	11,275.00
09/25/24	Review of post-petition intermediation documents (storage rights agreement, consent to storage rights agreement, barge charters and notices sent to barges) for the new in-scope facilities, and closing of the intermediation facility	June Jhe	9.80	1,005.00	9,849.00
09/26/24	Call with B. Rogers, S. Le Bouef regarding next steps on SOA, sourcing, offtake, barges, and additional tankage (0.4); review of SOA in response to query regarding change in payment timing for crude/RP in connection with amendment/restatement (0.4)	David Carlson	0.80	1,100.00	880.00

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09/26/24	Fax notices to barge companies for intermediation (0.6); retrieve intermediation documents from PACER for D. Carlson (1.0)	Rachel Straub	1.60	785.00	1,256.00
09/26/24	Advisors call with Vertex management team (0.5); call with D. Carlson, S. Le Bouef regarding next steps on Intermediation arrangements (0.4); review and revise intermediation docs (0.8); review and discuss materials for exit intermediation (1.1); attention to lender issues (0.6); attention to intermediation matters and discussion regarding same (0.9)	Brian Rogers	4.30	1,375.00	5,912.50
09/27/24	Review of draft Form 8-K, draft insert for same relating to hedging arrangements, Assurance Agreement (0.5); work with B. Rogers, S. Le Bouef to revise draft intermediation term sheet for potential exit facility (0.8); review Amended & Restated SOA regarding sourcing/sales activities and step-out (1.5)	David Carlson	2.80	1,100.00	3,080.00
09/27/24	Meeting with D. Augustine, B. Cowart, J. Foster, D. McGovern, S. Bullock, B. Rogers, and others regarding exit intermediation matters (0.5); review and comment on materials and teleconference with B. Rogers regarding same (0.6); call with B. Rogers and D. Carlson regarding revised term sheet (0.7)	Scott Le Bouef	1.80	1,725.00	3,105.00
09/27/24	Review infrastructure agreements and updated summary tracker accordingly	Rachel Straub	4.00	785.00	3,140.00
09/27/24	Discussion regarding amendments to Intermediation arrangements (0.7); review and discuss materials for exit intermediation (2.7); attention to lender issues (0.5); perform hedging analysis (0.4);	Brian Rogers	5.90	1,375.00	8,112.50

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correspondence regarding EPA issues (0.2);  
further attention to exit intermediation  
issues and discussion regarding same (0.5);  
review 8-K (0.9)

09/28/24	Review and correspond regarding 8-K	Brian Rogers	0.70	1,375.00	962.50
09/29/24	Call with S. Le Bouef regarding review of supply and offtake agreement (0.3); review, revise draft Form 8-K (1.1); review precedent exit agreement, inventory sales agreement in connection with exit intermediation process and supply and offtake agreement review (1.2); review Amended & Restated Supply and Offtake Agreement regarding exit intermediation process (6.7)	David Carlson	9.30	1,100.00	10,230.00
09/29/24	Review and correspond regarding 8-K (0.8); review intermediation and Supply materials in connection with exit intermediation (0.9)	Brian Rogers	1.70	1,375.00	2,337.50
09/30/24	Review signed barge Acknowledgment and forward same to company, Macquarie (0.1); review of Master Agreement, to identify potential issues relating to exit intermediation (0.2); compile and circulate to Vertex update on priority ops workstreams (barges, terminal, sourcing/offtake matters), flagging next steps and open questions (0.5); review status of barge workstreams, related materials (0.2); draft memo regarding contemplated changes to Amended and Restated Supply and Offtake Agreement, and related enabling provisions (0.5); call with J. Foster, B. Rogers, PWP Team regarding exit intermediation facility (0.2); review precedent materials regarding same (0.2); confer with B. Rogers regarding markup of updated draft materials (0.2); call	David Carlson	10.80	1,100.00	11,880.00



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with B. Rogers, C. Hough regarding exit intermediation facility (0.2); review of revised materials (0.4); review upcoming milestones, related work flows anticipated in connection therewith (0.5); meet with J. Jhe, Y. Lim, R. Straub, B. Rogers, M. Dendinger to walk through Chapter 11 hearing dates, milestones and discuss related intermediation workstreams to run in connection with or in parallel such hearings/milestones (1.0); assist in preparation of Form 8-K (and related exhibits) (0.4); review Amended and Restated Supply and Offtake Agreement provisions in connection with contemplated amendments/updates (2.0); review of DIP Order, Intermediation Order provisions in connection with contemplated amendments (0.9); review of DIP Term Loan Agreement provisions relating to intermediation matters (3.1); email discussion with B. Rogers, M. Dendinger regarding ops workstreams (0.2)

09/30/24	Call with B. Rogers and PWP team regarding exit intermediation materials (0.3); review same (0.4)	Scott Le Bouef	0.70	1,725.00	1,207.50
09/30/24	Run redlines for infrastructure documents (2.6); meeting with B. Rogers, M. Dendinger, J. Jhe, and D. Carlson regarding intermediation (0.5); meeting with J. Jhe and D. Carlson regarding intermediation timeline and document changes (0.7); break out schedules from SOA (0.7); finalize documents in system to provide to counsel (0.5)	Rachel Straub	5.00	785.00	3,925.00
09/30/24	Review and correspond regarding 8-K (1.0); calls with Vertex and advisors regarding exit intermediation materials and related	Brian Rogers	6.70	1,375.00	9,212.50

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outreach (1.8); review materials (1.9);  
review potential intermediation  
amendments (0.7); participate in hedging  
arrangements discussions (0.4); company  
questions regarding DIP Term Loan (0.5);  
correspondence regarding SOA  
Amendments (0.4)

09/30/24	Discussion with intermediation team on expected workflow, and general strategy discussions over what documents can be executed	June Jhe	1.20	1,005.00	1,206.00
10/01/24	Compile contact list for PWP to facilitate exit intermediation (0.2); review DIP provisions relating to intermediation (0.2)	David Carlson	0.40	1,100.00	440.00
10/01/24	Correspondence with parties in interest regarding exit intermediation (0.4); discussions with B. Rogers regarding potential issues regarding exit intermediation (0.3)	Scott Le Bouef	0.70	1,725.00	1,207.50
10/01/24	Review of first day hearing presentation (0.8); organize folders for document retention (2.0); update infrastructure agreement diligence tracker (0.3); document management and upload agreements into system (0.6); provide executed agreements to local counsel (0.4)	Rachel Straub	4.10	785.00	3,218.50
10/01/24	Put together exit intermediation materials (1.8); analyze DIP Credit Agreement (0.3); analyze lender issues and NDAs/securities questions (1.2); review 8-K (0.3); participate in advisors call with senior management regarding DIP and intermediation issues (0.5)	Brian Rogers	4.10	1,375.00	5,637.50
10/02/24	Coordination of terminal and barge work flows with J. Jhe	David Carlson	0.10	1,100.00	110.00

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10/02/24	Review filed bankruptcy materials to prepare for next steps in intermediation (0.6); review and diligence infrastructure agreements (4.2); discuss infrastructure agreements with J. Jhe and need for signature pages (0.2); track down and provide company emails regarding infrastructure agreements for J. Jhe (0.1); prepare signature pages for storage agreements (1.5)	Rachel Straub	6.60	785.00	5,181.00
10/02/24	Participate in advisors call regarding DIP and intermediation issues (0.8); review post-closing SOA amendments (0.5); attention to exit intermediation issues (0.6)	Brian Rogers	1.90	1,375.00	2,612.50
10/02/24	Correspondence with Vertex on post-petition SOA agreements, diligence over underlying terminal and charter agreements	June Jhe	2.20	1,005.00	2,211.00
10/03/24	Review and diligence infrastructure agreements (1.8); send out signature pages for storage agreements (0.2)	Rachel Straub	2.00	785.00	1,570.00
10/03/24	Attention to securities and lender requirements (0.5); review of post-closing SOA amendments (0.2); attention to hedging issues (0.2)	Brian Rogers	0.90	1,375.00	1,237.50
10/04/24	Review of DIP credit agreement provisions relating intermediation issues and implementation mechanics (2.4); emails with Reed Smith, Bracewell, Company, A&M regarding status of terminal services (0.2); review of triparty consent agreement and draft concise summary of salient points for B. Rogers and S. Le Bouef (0.2); review status of closing items for closing call (0.3); respond to Vertex query regarding eligibility of certain tanks for intermediation inclusion	David Carlson	4.30	1,100.00	4,730.00

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(0.2); review Vertex response to queries regarding certain tanks for intermediation inclusion (0.2); review Vertex plans regarding intermediation implementation mechanics and draft and circulate follow-up questions regarding same (0.2); call with J. Walsh, B. Rogers regarding proposed intermediation implementation matters (0.1); call with J. Jhe, R. Straub regarding revisions to SRAs, Consent Agreements, Schedules in connection with changes to in-scope tankage (0.2); call with B. Rogers, S. Le Bouef regarding supply and offtake step-out, sourcing, offtake (0.3)

10/04/24	Call with D. Carlson, B. Rogers and J. Walsh regarding intermediation implementation mechanics (0.3); review SOA regarding product offtake and spot transactions, review SOA regarding potential/required amendments (0.6); consider issues raised regarding plains storage letter and related correspondence (0.3)	Scott Le Bouef	1.20	1,725.00	2,070.00
10/04/24	Edit infrastructure schedules for SOA (4.4); review of intermediation order (1.0); review of storage agreements (1.0)	Rachel Straub	6.40	785.00	5,024.00
10/04/24	Attention to creditor intermediation questions (0.4); review of SOA Amendments (0.8); attention to intermediation implementation mechanics (0.7)	Brian Rogers	1.90	1,375.00	2,612.50
10/05/24	Review of supply and offtake agreement's step-out true-ups, other potential clean-ups (1.3); review of Interim Intermediation Order for potential intermediation/transaction issues (2.7)	David Carlson	4.00	1,100.00	4,400.00
10/06/24	Call with S. Le Bouef regarding revisions to supply and offtake agreement	David Carlson	1.00	1,100.00	1,100.00

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10/06/24	Call with D. Carlson regarding SOA amendments (1.0); review SOA regarding amendments discussed (0.8)	Scott Le Bouef	1.80	1,725.00	3,105.00
10/06/24	Review intermediation materials for meeting with disinterested director	Brian Rogers	0.60	1,375.00	825.00
10/07/24	Preparation of revised amended and restated supply and offtake agreement to make technical fixes, implement 'post-closing' provisions (3.7); review of Interim DIP Order, in contemplation of receipt of draft final order (0.4); review of Interim Intermediation Order, in anticipation of receiving proposed draft of Final Intermediation Order from opposing counsel (0.3); review amended and restated independent amount letter (0.4); review status of active workstreams for barge and terminal matters and email follow-ups regarding same (0.2); review emails regarding barge Instruction, review of related Instruction, Acknowledgment drafts (0.1); revise form Step-Out Inventory Sales Agreement (0.2); review diligence results for vessel Kayla Christine and related barges to be added for intermediation (0.3); spot check of underlying bare boat charters (0.3); circulate Instructions (and signing instructions) to Vertex (0.3); review executed barge notices and circulate same to Company for further delivery (0.3)	David Carlson	6.50	1,100.00	7,150.00
10/07/24	Review and provide due diligence for infrastructure agreement (1.2); compile notices for barge companies (0.4); document control/redlines for SOA and barge documents (1.6)	Rachel Straub	3.20	785.00	2,512.00
10/07/24	Call with disinterested director regarding	Brian Rogers	1.90	1,375.00	2,612.50

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intermediation issues (0.7); review of barge and infra notices / provisions (0.5); review and revise draft SOA (0.7)

10/08/24	Review Reed Smith draft of Final Intermediation Order and correspondences regarding same with Bracewell and Kirkland teams (0.8); review of interim DIP order (1.6) review of DIP credit agreement (1.4)	David Carlson	3.80	1,100.00	4,180.00
10/08/24	Participate in advisors call with senior management team regarding intermediation and DIP (0.5); review Final Intermediation Order (0.6); review DIP Order (0.8); review matters related to SOA amendments/ancillaries (0.7); correspondence regarding intermediation implementation matters (0.7)	Brian Rogers	3.30	1,375.00	4,537.50
10/08/24	Review of SOA schedules	June Jhe	3.50	1,005.00	3,517.50
10/09/24	Review of DIP credit agreement (2.3); check revised documentation and schedules relating to changes in terminal/tank service (0.2)	David Carlson	2.50	1,100.00	2,750.00
10/09/24	Review and discuss final Intermediation Order (1.8); analysis regarding fee letters and fee arrangements (0.8)	Brian Rogers	2.60	1,375.00	3,575.00
10/09/24	Review of consent to storage rights and storage right agreement correspondence	June Jhe	1.20	1,005.00	1,206.00
10/10/24	Review SOA and revisions thereto and call with B. Rogers and D. Carlson regarding same	Scott Le Bouef	3.20	1,725.00	5,520.00
10/10/24	Review and revise amended SOA, call with D. Carlson and S. Le Bouef regarding same (3.0); meeting with R. Straub, S. Le Bouef, D. Carlson and J. Jhe regarding SOA (0.5)	Brian Rogers	3.50	1,375.00	4,812.50

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10/10/24	Meeting with B. Rogers, S. Le Bouef, D. Carlson, and J. Jhe regarding SOA (0.5); review changes to storage rights agreement (0.2)	Rachel Straub	0.70	785.00	549.50
10/10/24	Review of SOA schedules and finalize storage rights and consent	June Jhe	3.50	1,005.00	3,517.50
10/11/24	Call with M. Dendinger, B. Rogers, S. Le Bouef regarding SOA Order, SOA amendments, and related follow up	David Carlson	0.80	1,100.00	880.00
10/11/24	Call with B. Rogers, M. Dendinger, D. Carlson, R. Straub, J. Jhe regarding Final Intermediation Order (0.7); review of Final Intermediation Order draft (0.4)	Scott Le Bouef	1.10	1,725.00	1,897.50
10/11/24	Meeting regarding Final Intermediation Order with B. Rogers, S. Le Bouef, M. Dendinger, and D. Carlson (0.7); review and provide intermediation documents (1.2)	Rachel Straub	1.90	785.00	1,491.50
10/11/24	Call with M. Dendinger, B. Rogers, S. Le Bouef, R. Straub regarding Final Intermediation Order and contemplated amendments, and related follow up (0.8); revise draft of SOA (1.9); correspondence regarding NDAs (0.3); review of RINs issues (0.2)	Brian Rogers	3.20	1,375.00	4,400.00
10/12/24	Assist in response to diligence inquiries	David Carlson	0.20	1,100.00	220.00
10/12/24	Review SOA and Related Amendments (1.3), analysis regarding RINs provisions (0.6)	Brian Rogers	1.90	1,375.00	2,612.50
10/13/24	Attention to question regarding RINs contracts and correspondence regarding same	Scott Le Bouef	0.20	1,725.00	345.00
10/13/24	Analysis regarding RINs provisions	Brian Rogers	0.50	1,375.00	687.50

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## BRACEWELL

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Invoice: 21989024

Client: Vertex Energy, Inc.

10/14/24	Call with B. Rogers, J. Berg, D. Carlson, C. Still regarding APA and follow up call with group and J. Gregory	Scott Le Bouef	0.70	1,725.00	1,207.50
10/14/24	Review PWP update materials (0.1); review barge acknowledgments and related SOA provisions and email to company regarding same (0.2); call with A&M, B. Rogers regarding SOA concepts (0.3); review draft final DIP order (0.5); review draft final DIP order (0.5)	David Carlson	1.60	1,100.00	1,760.00
10/14/24	Organize tracker for consents to storage rights agreements, prepare signature pages, and run redlines for consents (2.6); attend meeting with B. Rogers and D. Carlson for disclosures (0.2); follow up meeting with B. Rogers (0.2); review SOA cross-references (0.1)	Rachel Straub	3.10	785.00	2,433.50
10/14/24	Call with A&M regarding intermediation issues (0.5); analyze intermediation issues following call (2.5)	Brian Rogers	3.00	1,375.00	4,125.00
10/15/24	Review and comment on revised SOA draft	Scott Le Bouef	1.80	1,725.00	3,105.00
10/15/24	Review and revise SOA (2.6); coordinate consents to Storage Rights Agreements (0.3)	Rachel Straub	2.90	785.00	2,276.50
10/15/24	Review status of open intermediation workstreams	David Carlson	0.40	1,100.00	440.00
10/16/24	Analyze issues relating to refinery/hydrocarbon arrangements	Scott Le Bouef	0.40	1,725.00	690.00
10/16/24	Call with B. Rogers, A&M regarding insurance expense and related SOA requirements	David Carlson	0.30	1,100.00	330.00
10/16/24	Call with A&M regarding SOA insurance	Brian Rogers	2.20	1,375.00	3,025.00

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Client: Vertex Energy, Inc.

provisions (0.5); review of SOA and related matters (1.7)

10/17/24	Review revised SOA	Scott Le Bouef	1.10	1,725.00	1,897.50
10/17/24	Prepare draft SOA amendment (0.2); review and analysis of certain hydrocarbon contracts (1.1); review UCC objection motion (0.3); review and analysis of term supply/offtake contracts (0.6)	David Carlson	2.20	1,100.00	2,420.00
10/17/24	Review supply and intermediation proposals	Brian Rogers	2.40	1,375.00	3,300.00
10/18/24	Review and upload supply proposals	Rachel Straub	0.40	785.00	314.00
10/18/24	Review exit intermediation materials (3.3); review and revise SOA (0.9)	Brian Rogers	4.20	1,375.00	5,775.00
10/19/24	Call with B. Benoit, S. Crain, M. Dendinger, P. Lee, B. Rogers and D. Carlson. regarding supply and offtake arrangements	Scott Le Bouef	0.60	1,725.00	1,035.00
10/19/24	Call with P. Lee, D. Carlson, M. Dendinger regarding hydrocarbon arrangements (0.6); analysis regarding same (0.6); review intermediation and supply proposals (0.7); review of SOA and related schedules (0.7)	Brian Rogers	2.60	1,375.00	3,575.00
10/19/24	Prepare for and attend call with B. Rogers, S. Le Bouef, B. Benoit, S. Crain, M. Dendinger, P. Lee regarding hydrocarbon and related arrangements	David Carlson	0.80	1,100.00	880.00
10/20/24	Review and revise SOA	Brian Rogers	1.40	1,375.00	1,925.00
10/21/24	Participate in advisors call (0.5); review side by side and correspondence regarding SOA issues (1.8); review and revise SOA (1.0)	Brian Rogers	3.30	1,375.00	4,537.50
10/21/24	Review and revise SOA, including review of all defined terms and cross-section	Rachel Straub	10.20	785.00	8,007.00

## BRACEWELL

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Client: Vertex Energy, Inc.

## references

10/21/24	SOA contract analysis (0.2); review status of active workstreams (0.2); call with PWP, A&M, Bracewell, Kirkland teams regarding active workstreams (0.5); review status of ops workstreams (barges, schedules) (0.3)	David Carlson	1.20	1,100.00	1,320.00
10/22/24	Call with D. Carlson, B. Rogers, M. Dendinger, B. Benoit, S. Crain and P. Lee regarding hydrocarbon arrangements,(1.3); follow up call with B. Rogers regarding same (0.4); review correspondence regarding hydrocarbon arrangements (0.6)	Scott Le Bouef	2.30	1,725.00	3,967.50
10/22/24	Advisors update call with Company (0.5); review materials regarding same (0.4); call with P. Lee, D. Carlson, M. Dendinger regarding hydrocarbon arrangements (0.6); correspondence regarding environmental issues (0.2)	Brian Rogers	1.70	1,375.00	2,337.50
10/22/24	Review SOA (0.6); review and document control for storage rights agreements (0.3); provide intermediation documents to counsel (0.8); provide RFP notes to D. Carlson (0.5)	Rachel Straub	2.20	785.00	1,727.00
10/22/24	Review materials prepared for weekly call (0.2); revisions to SOA (0.6);call with Bracewell team regarding SOA revisions (1.3)	David Carlson	2.10	1,100.00	2,310.00
10/23/24	Review SOA	Rachel Straub	0.40	785.00	314.00
10/24/24	Call regarding hydrocarbon arrangements with M. Dendinger, S. Le Bouef, S. Crain and B. Benoit (0.5); call regarding crude and intermediation implementation process with P. Lee, D. Carlson, J. Jhe (0.5); correspondence regarding insurance	Brian Rogers	3.00	1,375.00	4,125.00

## BRACEWELL

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Client: Vertex Energy, Inc.

	requirements (0.3); review RFP proposals (1.7)				
10/24/24	Attend RFP meeting with P. Lee, D. Carlson, B. Rogers, and J. Jhe (0.3); provide disclosure schedules to P. Lee and J. Jhe (0.2); provide UCC terminations (0.9); provide infrastructure agreements for disclosure letter (1.0)	Rachel Straub	2.40	785.00	1,884.00
10/24/24	Review background information regarding intermediation exit process in preparation for call to discuss same (0.6); participate in internal call regarding same (0.5); review intermediation materials and prepare side-by-side summary analysis (3.0)	Parker Lee	4.10	1,400.00	5,740.00
10/24/24	Review intermediation materials relating to exit process	June Jhe	3.10	1,005.00	3,115.50
10/25/24	Conference with P. Lee, B. Rogers and D. Carlson regarding hydrocarbon contract related issues (0.6); follow up on status of Barge Acknowledgments (0.1); begin review of intermediation materials (0.3)	Scott Le Bouef	1.00	1,725.00	1,725.00
10/25/24	Call regarding hydrocarbon arrangements with M. Dendinger (0.3); call regarding intermediation implementation mechanics with P. Lee, D. Carlson, J. Jhe (0.6); correspondence regarding insurance requirements (0.3); review intermediation documents (1.6); correspondence regarding barge terminals and other existing intermediation issues (0.8)	Brian Rogers	3.60	1,375.00	4,950.00
10/25/24	Update barge acknowledgement tracker	Rachel Straub	0.30	785.00	235.50
10/25/24	Review barge/terminal workstreams (0.2); call with B. Rogers, S. Le Bouef, P. Lee regarding contract issues (0.2); hearing	David Carlson	0.70	1,100.00	770.00

## BRACEWELL

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Client: Vertex Energy, Inc.

	regarding bar date (0.2); call with J. Jhe regarding barge/terminal workstreams (0.1)				
10/25/24	SOA schedule update (1.1); barge follow ups (0.5)	June Jhe	1.60	1,005.00	1,608.00
10/26/24	Review intermediation proposals	Brian Rogers	1.00	1,375.00	1,375.00
10/27/24	Review SOA regarding collateral related points (0.8); discussion with B. Rogers and D. Carlson regarding same (1.0); review intermediation materials (0.4); conference with D. Carlson and B. Rogers regarding same (0.5)	Scott Le Bouef	2.70	1,725.00	4,657.50
10/27/24	Calls regarding intermediation materials with S. Le Bouef and D. Carlson (1.6); review and revise intermediation analysis following calls (2.7)	Brian Rogers	4.30	1,375.00	5,912.50
10/28/24	Review supply analysis (3.6); calls regarding same with S. Le Bouef (0.3); call with A&M and Kirkland regarding intermediation claims (0.4); internal preparation call with D. Carlson and S. Le Bouef regarding same (0.5)	Brian Rogers	4.80	1,375.00	6,600.00
10/28/24	Review markup of draft final intermediation order (0.3); prepare for call with Kirkland, A&M regarding treatment of excess recoveries in enforcement scenario (0.3)	David Carlson	0.60	1,100.00	660.00
10/29/24	Analysis of intermediation issues (3.9); calls regarding same with S. Le Bouef (0.2); call with J. Walsh regarding same (0.2)	Brian Rogers	4.30	1,375.00	5,912.50
10/29/24	Attend meeting for intermediation issues with B. Rogers and D. Carlson	Rachel Straub	0.30	785.00	235.50
10/30/24	Call regarding hydrocarbon issues with S. Crain, B. Benoit, M. Dendinger, S. Le Bouef and preparation regarding same (1.7);	Brian Rogers	4.50	1,375.00	6,187.50

## BRACEWELL

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Client: Vertex Energy, Inc.

	analysis regarding foregoing (1.9); review disclosure schedule (0.9)				
10/30/24	Attend meeting with D. Carlson, S. Crain, B. Benoit, B. Rogers, M. Dendinger, and S. Le Bouef (0.6); provide intermediation agreement to D. Carlson (0.5)	Rachel Straub	1.10	785.00	863.50
10/31/24	Analysis and review related to supply and offtake (1.1); intermediation acknowledgments (0.2)	Brian Rogers	1.30	1,375.00	1,787.50
10/31/24	Prepare signature pages for storage rights agreements and consents	Rachel Straub	2.10	785.00	1,648.50
10/31/24	Review Disclosure Statement and correspondence regarding same	Brian Rogers	2.90	1,375.00	3,987.50
10/31/24	Calls regarding intermediation issues	David Carlson	0.80	1,100.00	880.00
10/31/24	Review of in-scope intermediation documentation (0.7);correspondences with Vertex team regarding same (1.2)	June Jhe	1.90	1,005.00	1,909.50
10/31/24	Review Disclosure Statement	David Carlson	0.20	1,100.00	220.00
<b>Total: Financing/Cash Collections</b>					<b>348,267.00</b>

**B320 - Plan and Disclosure Statement (including Business Plan)**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/18/24	Review draft Disclosure Statement	David Carlson	0.30	1,100.00	330.00
10/31/24	Review and comment on revised disclosure statement	Brittany Pemberton	2.80	1,075.00	3,010.00
<b>Total: Plan and Disclosure Statement (including Business Plan)</b>					<b>3,340.00</b>

## BRACEWELL

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Invoice: 21989024

Client: Vertex Energy, Inc.

**B430 - Litigation/Hearings**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/22/24	Perform intermediation research for D. Carlson	Caitlyn Lightner	2.70	350.00	945.00
10/23/24	Intermediation transaction research for D. Carlson	Caitlyn Lightner	2.20	350.00	770.00
<b>Total: Litigation/Hearings</b>					<b>1,715.00</b>

**Total Fees** **\$ 591,864.50**

**Summary of Fees**

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Faren Bartholomew	Associate	3.50	765.00	2,677.50
W. Jared Berg	Associate	30.50	1,000.00	30,500.00
David Carlson	Sr. Counsel	77.90	1,100.00	85,690.00
Sam Folb	Associate	48.00	750.00	36,000.00
Jeffrey R. Holmstead	Partner	15.80	1,400.00	22,120.00
June Jhe	Associate	28.00	1,005.00	28,140.00
Scott Le Bouef	Partner	24.20	1,725.00	41,745.00
Parker Lee	Partner	12.60	1,400.00	17,640.00
Caitlyn Lightner	Paralegal	4.90	350.00	1,715.00
Andrew Mintz	Associate	21.00	950.00	19,950.00
Brittany Pemberton	Partner	34.20	1,075.00	36,765.00
Brian Rogers	Partner	141.90	1,375.00	195,112.50
Rachel Straub	Associate	69.20	785.00	54,322.00
Thomas M. Tomlinson	Partner	2.10	1,425.00	2,992.50
Melissa L. Vann	Paralegal	0.50	350.00	175.00
Timothy A. Wilkins	Partner	12.80	1,275.00	16,320.00
<b>Total Summary of Fees</b>		<b>527.10</b>		<b>\$ 591,864.50</b>

## BRACEWELL

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Invoice: 21989024

Client: Vertex Energy, Inc.

## Expense Detail

<u>Date</u>	<u>Cost</u>	<u>Description</u>	<u>Amount</u>
09/24/24	Delivery Services/Messenger	NPD Logistics LLC - Vendor: NPD Logistics LLC - Transportation Inv# 1343-4550 Date: 09/24/2024	47.49
Total Expenses			<hr/> \$ 47.49
Total Fees, Expenses and Charges on This Invoice			\$ 591,911.99

## BRACEWELL

Vertex Energy, Inc.  
1331 Gemini Street  
Suite 250  
Houston, TX

January 10, 2025  
Invoice: 21992275  
BA: 06092 Brian Rogers

Our Matter: **0006889.000017** Chapter 11 Bankruptcy  
For Services Through November 30, 2024

**B110 - Case Administration**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/01/24	Prepare witness and exhibit list for Disclosure Statement Hearing	Ryan Marren	1.40	825.00	1,155.00
11/01/24	Order 341 meeting transcript and related correspondence (0.4); download MORs and correspondence regarding same (0.1)	Mary Kearney	0.50	500.00	250.00
11/04/24	Review case updates (0.4); review W&E list for Disclosure Statement hearing (0.2); emails regarding hearing times and dates (0.1)	Jason G. Cohen	0.70	1,325.00	927.50
11/04/24	Review docket and update calendar (0.4); file W&E list and related correspondence (0.7); review notice of adjournment and electronically file (0.3); review of publication Affidavit and file same (0.9); attention to 341 meeting transcript (0.8)	Mary Kearney	3.10	500.00	1,550.00
11/05/24	Call with J. Cohen regarding case update (0.5); advisors' call regarding case matters and next steps (0.5)	Mark E. Dendinger	1.00	1,650.00	1,650.00
11/05/24	Call with M. Dendinger regarding open case issues and follow up review of case updates	Jason G. Cohen	0.80	1,325.00	1,060.00
11/05/24	Attention to 341 hearing transcript and related correspondence (0.4); review docket and update calendar (0.3)	Mary Kearney	0.70	500.00	350.00
11/08/24	Compile and file W&E List for November 12 hearing (0.7); attention to 341 meeting	Mary Kearney	1.20	500.00	600.00

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## BRACEWELL

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Client: Vertex Energy, Inc.

	transcript and related correspondence (0.5)				
11/11/24	Review agenda and electronically file same	Mary Kearney	0.30	500.00	150.00
11/11/24	Attend advisor update call	Mark E. Dendinger	0.50	1,650.00	825.00
11/12/24	Review docket and update calendar (0.2); attention to notice of continuation and related correspondence (0.3)	Mary Kearney	0.50	500.00	250.00
11/12/24	All hands advisor call	Mark E. Dendinger	0.50	1,650.00	825.00
11/13/24	Review emails regarding potential bidders, amended hearing dates and confirmation schedule, objection deadlines (0.6); review certificates of no objection and emails regarding edits to proposed orders (0.3)	Jason G. Cohen	0.90	1,325.00	1,192.50
11/14/24	Revise and organize retention application CNOs, correspond with J. Lozano regarding same	Mary Kearney	1.00	500.00	500.00
11/14/24	Review and compile W&E List and electronically file	Mary Kearney	0.60	500.00	300.00
11/15/24	Revise and organize retention CNOs, correspond with J. Lozano regarding same	Mary Kearney	1.00	500.00	500.00
11/15/24	Review agenda and electronically file	Mary Kearney	0.30	500.00	150.00
11/17/24	Review amended plan, DS and related filings, compile and electronically file	Mary Kearney	4.00	500.00	2,000.00
11/18/24	Review amended plan, Disclosure Statement and related documents, compile and electronically file	Mary Kearney	0.80	500.00	400.00
11/18/24	Correspondence with R. Golden regarding monthly operating report filings and follow up correspondence with M. Kearney regarding same (0.2); correspondence with	Jonathan Lozano	0.40	1,175.00	470.00

## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

chambers regarding entry of disclosure  
statement order (0.2)

11/19/24	All hands advisor call	Mark E. Dendinger	0.50	1,650.00	825.00
11/19/24	Organize and electronically file CNOs and correspond with J. Lozano regarding same	Mary Kearney	1.70	500.00	850.00
11/20/24	Correspondence with U.S. Trustee's Office and J. Lozano regarding transcript of initial debtor interview (0.4); attention to CNOs for retention applications (0.4)	Mary Kearney	0.80	500.00	400.00
11/21/24	Review retention application CNOs, compile and electronically file	Mary Kearney	1.10	500.00	550.00
11/21/24	Correspondence with J. Cohen and M. Dendinger regarding outstanding CNOs (0.2); correspondence with Kirkland team regarding monthly operating report filing issues (0.2)	Jonathan Lozano	0.40	1,175.00	470.00
11/21/24	Advisors call	Mark E. Dendinger	0.50	1,650.00	825.00
11/22/24	Review CNO for sealing motion and electronically file with USBC	Mary Kearney	0.40	500.00	200.00
11/25/24	Review of docket and correspondence with chambers regarding outstanding certificates of no objection	Jonathan Lozano	0.20	1,175.00	235.00
11/25/24	Review docket and update calendar (1.0); review application revisions and related correspondence (1.6); attention to publication and electronically file with USBC (0.4)	Mary Kearney	3.00	500.00	1,500.00
11/25/24	Correspondence with M. Kearney regarding case calendar	Mark E. Dendinger	0.10	1,650.00	165.00
11/26/24	Call with company and advisors regarding	Mark E. Dendinger	0.50	1,650.00	825.00

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## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

case status

11/27/24	Review and file October monthly operating reports	Jonathan Lozano	2.80	1,175.00	3,290.00
11/27/24	Attention to correction of docket entry and related correspondence	Mary Kearney	0.30	500.00	150.00
<b>Total: Case Administration</b>					<b>25,390.00</b>

**B130 - Asset Disposition**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/01/24	Prepare for and participate on call with Kirkland and Bracewell teams regarding asset sale matters	Mark E. Dendinger	1.00	1,650.00	1,650.00
11/06/24	Correspondence with Bracewell team regarding APA and status	Mark E. Dendinger	0.20	1,650.00	330.00
11/07/24	Additional correspondence with Bracewell team regarding APA and open points	Mark E. Dendinger	0.20	1,650.00	330.00
11/08/24	Call with J. Berg regarding APA and final issues	Mark E. Dendinger	0.20	1,650.00	330.00
11/11/24	Attend all-hands advisor call regarding marketing process update	Jonathan Lozano	0.30	1,175.00	352.50
11/11/24	Review correspondence from A&M regarding bidder inquiry associated with RINs	Mark E. Dendinger	0.20	1,650.00	330.00
11/12/24	Review correspondence regarding RINs issue (0.2); correspondence with A&M team regarding same (0.3)	Mark E. Dendinger	0.50	1,650.00	825.00
11/15/24	Review TCEQ resources regarding permits/registrations/authorizations and	Whit Swift	0.40	1,100.00	440.00

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## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

	exchange email correspondence with J Lozano regarding same				
11/19/24	Participate in call with Texas Attorney General's Office regarding TCEQ authorizations potentially affected by bankruptcy proceeding	Whit Swift	0.20	1,100.00	220.00
11/19/24	Prepare for call with TCEQ regarding registrations (0.3); call with TCEQ and W. Swift regarding same (0.2); summarize call for Bracewell team (0.3); draft summary email for Kirkland team (0.4)	Jonathan Lozano	1.20	1,175.00	1,410.00
11/20/24	Research and prepare email correspondence regarding transfer requirements for certain TCEQ authorizations	Whit Swift	0.40	1,100.00	440.00
11/20/24	Review and comment on summary of TCEQ issues regarding sale order	Mark E. Dendinger	0.30	1,650.00	495.00
11/21/24	Attention to sale matters and correspondence with advisors regarding same	Mark E. Dendinger	0.30	1,650.00	495.00
11/22/24	Correspondence with advisors regarding bids	Mark E. Dendinger	0.20	1,650.00	330.00
11/23/24	Review bids	Mark E. Dendinger	3.50	1,650.00	5,775.00
11/24/24	Correspondence with Bracewell team regarding asset sale matters	Mark E. Dendinger	0.20	1,650.00	330.00
11/25/24	Correspondence with Bracewell team regarding asset sale status	Mark E. Dendinger	0.20	1,650.00	330.00
11/26/24	Review bid materials	Mark E. Dendinger	0.20	1,650.00	330.00
<b>Total: Asset Disposition</b>					<b>14,742.50</b>

## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

**B150 - Meetings of and Communications with Creditors**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/07/24	Call with creditor regarding bar date question	Jonathan Lozano	0.20	1,175.00	235.00
11/13/24	Call to creditor (Neo Enterprises) and email to Kirkland team regarding same	Jason G. Cohen	0.30	1,325.00	397.50
11/14/24	Call from creditor regarding Disclosure Statement notice	Jason G. Cohen	0.20	1,325.00	265.00
11/22/24	Call from creditor regarding POC form	Jason G. Cohen	0.20	1,325.00	265.00
11/26/24	Call with trade creditor regarding bar date and plan queries	Jonathan Lozano	0.30	1,175.00	352.50
<b>Total: Meetings of and Communications with Creditors</b>					<b>1,515.00</b>

**B160 - Fee/Employment Applications**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/04/24	Correspondence with Bracewell team regarding first monthly fee application and planning	Mark E. Dendinger	0.10	1,650.00	165.00
11/04/24	Correspondence with R. Marren and M. Dendinger regarding first monthly fee application for September and October	Jonathan Lozano	0.20	1,175.00	235.00
11/05/24	Emails regarding fee apps and rate changes	Jason G. Cohen	0.20	1,325.00	265.00
11/11/24	Review issues regarding monthly fee application and draft of same	Jonathan Lozano	2.50	1,175.00	2,937.50
11/11/24	Review issues regarding October monthly fee application	Mark E. Dendinger	1.00	1,650.00	1,650.00

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## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

11/13/24	Draft certificates of no objection for Bracewell, Kirkland, PWP and A&M retention applications	Jonathan Lozano	1.00	1,175.00	1,175.00
11/14/24	Correspondence with Kirkland team regarding certificates of no objection and U.S. Trustee comments to retention applications (0.5); attention to U.S. Trustee comments to Bracewell retention application (0.3)	Jonathan Lozano	1.80	1,175.00	2,115.00
11/15/24	Attention to Bracewell retention application and CNO matters	Mark E. Dendinger	0.20	1,650.00	330.00
11/15/24	Prepare certificates of no objection for interim compensation motion and ordinary course professionals retention motion	Jonathan Lozano	0.40	1,175.00	470.00
11/19/24	Review of monthly fee statement templates from S. Bessey and correspondence with J. Cohen and M. Dendinger regarding same (0.8); review of CNOs for interim compensation motion and ordinary course professional motion (0.4)	Jonathan Lozano	1.20	1,175.00	1,410.00
11/20/24	Work on monthly fee application matters including review of K&E template regarding same (1.0); correspondence with J. Lozano regarding same (0.2)	Mark E. Dendinger	1.20	1,650.00	1,980.00
11/21/24	Additional work on monthly fee application	Mark E. Dendinger	0.30	1,650.00	495.00
11/22/24	Draft monthly fee statement	Jonathan Lozano	1.70	1,175.00	1,997.50
11/22/24	Finalize monthly fee application	Mark E. Dendinger	0.20	1,650.00	330.00
11/25/24	Finalize first monthly fee statement for period from September 24, 2024 through October 31, 2024	Jonathan Lozano	1.20	1,175.00	1,410.00

## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

11/25/24	Correspondence with Bracewell team regarding monthly fee application	Mark E. Dendinger	0.10	1,650.00	165.00
11/26/24	Review and file additional ordinary course professional declarations	Jonathan Lozano	0.30	1,175.00	352.50
11/26/24	Review invoices and draft of monthly fee statement	Jason G. Cohen	0.70	1,325.00	927.50
<b>Total: Fee/Employment Applications</b>					<b>18,410.00</b>

**B185 - Assumption/Rejection of Leases and Contracts**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/06/24	Review rejection stipulation and correspond with Bracewell team regarding same	Mark E. Dendinger	0.20	1,650.00	330.00
11/06/24	Review stipulation regarding rejection of 1408 Main Business Park lease	Jonathan Lozano	0.30	1,175.00	352.50
11/06/24	Review and file Stipulation and Agreed Order regarding rejection and correspond with J. Lozano regarding same	Mary Kearney	1.00	500.00	500.00
11/12/24	Review and advise on issue regarding RCP motion to compel assumption of rejection	Mark E. Dendinger	0.20	1,650.00	330.00
11/12/24	Correspondences with J. Raphael regarding RCP motion to compel assumption or rejection of agreement and attention to scheduling matters regarding same	Jonathan Lozano	0.40	1,175.00	470.00
11/13/24	Further correspondence with J. Raphael regarding RCP motion to compel assumption or rejection of agreement	Jonathan Lozano	0.20	1,175.00	235.00
<b>Total: Assumption/Rejection of Leases and Contracts</b>					<b>2,217.50</b>

## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

**B190 - Other Contested Matters (excluding assumption/rejection motions)**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/01/24	Coordinate hearing logistics for November 6 hearing, including drafting agenda and W&E list	Bob Grattan	1.00	1,060.00	1,060.00
11/01/24	Prepare for and participate on call with EPA regarding settlement (1.0); correspondence with B. Pemberton following call (0.2)	Mark E. Dendinger	1.20	1,650.00	1,980.00
11/01/24	Attention to stipulation and agreed order and related correspondence	Mary Kearney	1.00	500.00	500.00
11/01/24	Review Crude Supply Agreement and prepare for upcoming calls regarding same	Stephen B. Crain	1.20	1,425.00	1,710.00
11/04/24	Analyze issues regarding Shell Crude Supply Agreement and Shell Support Agreement (1.9); conference call with M Dendinger, S Le Bouef, B Rogers, D Carlson, P Lee, and S Crain regarding analysis of Shell Crude Supply Agreement and Shell Support Agreement (1.0); conference call with Alvarez and Marsal regarding analysis of Shell Crude Supply Agreement and Shell Support Agreement (0.5)	Bradley J. Benoit	3.40	1,275.00	4,335.00
11/04/24	Draft notice of adjournment of Disclosure Statement Hearing	Jonathan Lozano	0.30	1,175.00	352.50
11/04/24	Continue analysis of Crude Supply Agreement and Support Agreement (2.0); call with Bracewell team regarding same (1.0); call with Alvarez and Marsal regarding same (0.5); follow up research (1.0)	Stephen B. Crain	4.50	1,425.00	6,412.50
11/05/24	Follow up analysis of Crude Supply Agreement and Support Agreement	Stephen B. Crain	1.30	1,425.00	1,852.50



## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

11/14/24	Prepare witness and exhibit list for November 18 hearing (0.2); coordinate hearing logistics for sale timeline (0.3); additional coordination of hearing logistics for November 18 hearing (0.5)	Jonathan Lozano	1.00	1,175.00	1,175.00
11/15/24	Prepare agenda for November 18 hearing and coordinate binder delivery with R. Marren	Jonathan Lozano	0.50	1,175.00	587.50
11/18/24	Assemble binders for hearing and deliver to the Court	Ryan Marren	4.00	825.00	3,300.00
11/18/24	Analyze Shell contract issues (0.5); call with P. Lee (0.4); analyze contracts (0.5)	Mark E. Dendinger	1.40	1,650.00	2,310.00
11/19/24	Further attention to Shell contract matters and correspondence with Bracewell team (0.5); review EPA's response regarding RINs and analyze next steps (0.5)	Mark E. Dendinger	1.00	1,650.00	1,650.00
11/20/24	Review EPA issues	Mark E. Dendinger	0.30	1,650.00	495.00
11/21/24	Review EPA matters and correspondence with Bracewell team regarding same	Mark E. Dendinger	0.20	1,650.00	330.00
11/22/24	Review EPA issues	Mark E. Dendinger	0.50	1,650.00	825.00
11/23/24	Review EPA issues	Mark E. Dendinger	0.20	1,650.00	330.00
11/24/24	Correspondence with Bracewell team regarding EPA issues	Mark E. Dendinger	0.20	1,650.00	330.00
11/25/24	Review lender correspondence regarding EPA matters (0.3); correspondence with Bracewell team regarding same (0.2)	Mark E. Dendinger	0.50	1,650.00	825.00
<b>Total: Other Contested Matters (excluding assumption/rejection motions)</b>					<b>30,360.00</b>

## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

**B230 - Financing/Cash Collections**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/01/24	Call with Vertex and advisors regarding form of asset purchase agreement and related schedules	Charles H. Still	1.10	1,625.00	1,787.50
11/04/24	Meeting with N. Haikal to discuss vehicle certificate of title open issues (0.1); meeting with D. Ray to discuss need for amendments to non-disclosure (0.1); call with J. Gregory regarding certificate of title process (0.3); follow up call with B. Rogers to update on same (0.1); review emails forwarded by J. Gregory regarding correspondence with CSC (title company) (0.2); email correspondence with J. Lozano to update on state of certificate of title search (0.2); follow up email correspondence with J. Gregory regarding same (0.1)	Jenny Dill	1.10	1,175.00	1,292.50
11/04/24	Call with N. Haikal regarding rolling stock certificates (0.2); review credit agreement provisions for rolling stock certificates (0.5); correspondences with N. Haikal, D. Ray, and J. Dill regarding rolling stock certificates (0.5); correspondences with B. Nakhaimousa regarding certificates (0.3); follow up regarding same (0.2)	Jonathan Lozano	1.70	1,175.00	1,997.50
11/04/24	Coordinate with Vertex on rolling stock titles	Nour Haikal	2.00	825.00	1,650.00
11/04/24	Review emails and documents regarding vehicle liens	Jason G. Cohen	0.30	1,325.00	397.50
11/04/24	Correspondence regarding Norfolk Southern plat recording process with corporate team in connection with M&A disclosures (0.5); rolling stock and vehicle titling diligence and correspondence with Kirkland, Sidley teams	Davis Ray	2.50	900.00	2,250.00

## BRACEWELL

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Client: Vertex Energy, Inc.

regarding same (2.0)

11/05/24	Correspondences with N. Haikal and J. Dill regarding rolling stock certificate issues	Jonathan Lozano	0.50	1,175.00	587.50
11/05/24	Review email correspondence with J. Lozano regarding certificates of title and respond to same (0.1); review additional email correspondence with J. Gregory and CSC regarding certificates of title (0.2); further update J. Lozano regarding same (0.1); correspondence regarding Company signatures to non-disclosure agreement amendment with N. Haikal (0.1); review drafts of non-disclosure agreement amendments and executed versions of same (0.2)	Jenny Dill	0.90	1,175.00	1,057.50
11/05/24	Review and compile NDAs (1.4); coordinate certificates of title (0.7); coordinate Amendment No. 7 to NDA (0.4)	Nour Haikal	2.50	825.00	2,062.50
11/06/24	Review intermediation materials	Mark E. Dendinger	0.50	1,650.00	825.00
11/06/24	Review NDAs and Asset Purchase Agreement	Nour Haikal	0.60	825.00	495.00
11/06/24	Follow up research regarding Shell Support Agreement and calls with Bracewell team regarding same	Stephen B. Crain	1.20	1,425.00	1,710.00
11/07/24	Review NDAs and intermediation documentation	Nour Haikal	0.30	825.00	247.50
11/08/24	Review revised draft of Asset Purchase Agreement	Charles H. Still	0.70	1,625.00	1,137.50
11/11/24	Review files for copy of fee letter (0.2); review files for copy of escrow agreement and review SEC filings for same (0.3)	Jenny Dill	0.50	1,175.00	587.50

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Client: Vertex Energy, Inc.

11/11/24	Diligence for fee letter	Nour Haikal	0.20	825.00	165.00
11/18/24	Review questions regarding cleansing information NDAs, compliance certificate, and issues relating to lender acceptance of certificate on basis of confidentiality of information contained therein (1.0); review SEC filings in connection with same (0.5)	Davis Ray	1.50	900.00	1,350.00
11/18/24	Review loan agreement and non-disclosure agreements for terms of MNPI (0.8); draft email summarizing same for B. Rogers (0.2)	Jenny Dill	1.00	1,175.00	1,175.00
11/19/24	Draft Borrowing Notice for November 2024 DIP draw	Nour Haikal	1.00	825.00	825.00
11/19/24	Internal email correspondence with N. Haikal regarding borrowing request (0.1); review draft of same (0.1)	Jenny Dill	0.20	1,175.00	235.00
11/21/24	Revise Borrowing Notice	Nour Haikal	0.20	825.00	165.00
11/21/24	Correspondence with A&M team regarding budget issues	Mark E. Dendinger	0.20	1,650.00	330.00
11/21/24	Review comments to borrowing request and confirm same with N. Haikal (0.1); professionals update call with Kirkland, PWP and A&M (0.3)	Jenny Dill	0.40	1,175.00	470.00
11/25/24	Review and comment on Amendment No. 8 to the Club Lender NDAs	Nour Haikal	1.00	825.00	825.00
11/25/24	Review draft nondisclosure agreement amendments (0.2); review executed and compiled amendment (0.1); review multiple email correspondences related to request for, execution of and closing of nondisclosure amendments (0.2)	Jenny Dill	0.50	1,175.00	587.50

**Total: Financing/Cash Collections****24,212.50**

## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

**B320 - Plan and Disclosure Statement (including Business Plan)**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/01/24	Research regarding disclosure statement objection by U.S. Trustee and send research to Kirkland team	Jonathan Lozano	2.50	1,175.00	2,937.50
11/01/24	Correspondence with Kirkland team regarding plan and disclosure statement matters, including continuance of disclosure statement hearing (0.2); review U.S. Trustee's objection to disclosure statement (0.3); assign research to J. Lozano regarding same and review research (0.8); review UCC's objection to disclosure statement (0.3); review correspondence from J. Gregory regarding plan matters (0.2); call with B. Rogers regarding the same (0.4); analyze plan issues following call (0.3)	Mark E. Dendinger	2.50	1,650.00	4,125.00
11/02/24	Call with J. Gregory, B. Cowart, and B. Rogers regarding plan matters	Mark E. Dendinger	1.10	1,650.00	1,815.00
11/07/24	Attention to witness and exhibit list for November 12 hearing and send to Kirkland team for review	Jonathan Lozano	0.40	1,175.00	470.00
11/08/24	Coordination of disclosure statement hearing and logistics, and correspondence with Bracewell team	Mark E. Dendinger	0.20	1,650.00	330.00
11/10/24	Review reply in support of approval of Disclosure Statement and comments to same	Jonathan Lozano	1.00	1,175.00	1,175.00
11/10/24	Prepare agenda for Disclosure Statement hearing and send to Kirkland team for review	Jonathan Lozano	0.50	1,175.00	587.50

## BRACEWELL

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Client: Vertex Energy, Inc.

11/10/24	Review summary of comments regarding Disclosure Statement reply, and correspondence with J. Lozano regarding same	Mark E. Dendinger	0.30	1,650.00	495.00
11/10/24	Review Disclosure Statement reply and send comments to J. Lozano	Jason G. Cohen	0.70	1,325.00	927.50
11/11/24	Draft, revise notice of adjournment of Disclosure Statement hearing and conversion to status conference	Bob Grattan	0.80	1,060.00	848.00
11/11/24	Review of notices of revised plan and disclosure statement	Jonathan Lozano	0.70	1,175.00	822.50
11/11/24	Revise agenda for Disclosure Statement hearing (0.3); coordinate scheduling issues with respect to Disclosure Statement hearing and correspondence with Kirkland team and chambers regarding reset hearing date (0.5)	Jonathan Lozano	0.80	1,175.00	940.00
11/11/24	Attention to adjournment of disclosure statement hearing and correspondence with Kirkland team regarding same	Mark E. Dendinger	0.20	1,650.00	330.00
11/12/24	Review and comment on disclosure statement hearing adjournment notice	Mark E. Dendinger	0.20	1,650.00	330.00
11/12/24	Revise notice of adjournment of disclosure statement hearing (0.4); correspondence with Kirkland and Bracewell teams regarding scheduling of disclosure statement hearing and confirmation hearing dates (0.3)	Jonathan Lozano	0.70	1,175.00	822.50
11/12/24	Correspondences with chambers and Kirkland team regarding adjournment of disclosure statement hearing (0.5); prepare for and attend status conference for	Jonathan Lozano	0.90	1,175.00	1,057.50

## BRACEWELL

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Client: Vertex Energy, Inc.

adjournment of disclosure statement  
hearing (0.4)

11/13/24	Review TCEQ plan language	Mark E. Dendinger	0.10	1,650.00	165.00
11/14/24	Review TCEQ language and organize environmental assistance	Mark E. Dendinger	0.20	1,650.00	330.00
11/14/24	Emails regarding TCEQ proposed language for plan and sale order (0.4); review sample sale order language from SDTX regarding governmental entity rights (0.4)	Jason G. Cohen	0.80	1,325.00	1,060.00
11/14/24	Review of proposed language from Texas Commission on Environmental Quality for confirmation order and sale order and research regarding same (2.5); prepare analysis chart regarding proposed language (0.7)	Jonathan Lozano	3.20	1,175.00	3,760.00
11/15/24	Review and comment on TCEQ language	Mark E. Dendinger	0.20	1,650.00	330.00
11/15/24	Call with W. Swift regarding potential TCEQ issue in connection with plan and sale	Jonathan Lozano	0.30	1,175.00	352.50
11/17/24	Review amended plan	Mark E. Dendinger	0.50	1,650.00	825.00
11/17/24	Review of revised plan, disclosure statement, disclosure statement order and related notices of revised filings	Jonathan Lozano	1.50	1,175.00	1,762.50
11/17/24	Review revised plan and notice for filing	Jason G. Cohen	1.20	1,325.00	1,590.00
11/18/24	Attend disclosure statement hearing	Mark E. Dendinger	0.40	1,650.00	660.00
11/18/24	Review agenda and Disclosure Statement objections and responses (0.5); prepare for and attend Disclosure Statement hearing (0.9)	Jason G. Cohen	1.40	1,325.00	1,855.00

**Total: Plan and Disclosure Statement (including Business Plan)****30,703.00**

Bracewell LLP 31 W. 52nd Street, Suite 1900 New York, New York 10019-0019 bracewell.com

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## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

Total Fees

\$ 147,550.50

## Summary By Task

<u>Code</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
B110	Case Administration	32.50	25,390.00
B130	Asset Disposition	9.70	14,742.50
B150	Meetings of and Communications with Creditors	1.20	1,515.00
B160	Fee/Employment Applications	14.30	18,410.00
B185	Assumption/Rejection of Leases and Contracts	2.30	2,217.50
B190	Other Contested Matters (excluding assumption/rejection motions)	23.70	30,360.00
B230	Financing/Cash Collections	22.60	24,212.50
B320	Plan and Disclosure Statement (including Business Plan)	23.30	30,703.00
<b>Task Summary Total</b>		<b>129.60</b>	<b>\$147,550.50</b>



## BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

## Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bradley J. Benoit	Partner	3.40	1,275.00	4,335.00
Jason G. Cohen	Partner	8.40	1,325.00	11,130.00
Stephen B. Crain	Partner	8.20	1,425.00	11,685.00
Mark E. Dendinger	Partner	26.40	1,650.00	43,560.00
Jenny Dill	Counsel	4.60	1,175.00	5,405.00
Bob Grattan	Associate	1.80	1,060.00	1,908.00
Nour Haikal	Associate	7.80	825.00	6,435.00
Mary Kearney	Paralegal	23.30	500.00	11,650.00
Jonathan Lozano	Counsel	33.50	1,175.00	39,362.50
Ryan Marren	Associate	5.40	825.00	4,455.00
Davis Ray	Associate	4.00	900.00	3,600.00
Charles H. Still	Partner	1.80	1,625.00	2,925.00
Whit Swift	Partner	1.00	1,100.00	1,100.00
<b>Total Summary of Fees</b>		<b>129.60</b>		<b>\$ 147,550.50</b>

## Expense Detail

<u>Date</u>	<u>Cost</u>	<u>Description</u>	<u>Amount</u>
11/14/24	Document Production	Kearney, Mary - : 11/08/24 - Transcript Fees Mary Kearney 341 Meeting of Creditors - Hearing Transcript from 10/31 010070337621	131.00
11/14/24	Document Production	Kearney, Mary - : 11/05/24 - Transcript Fees Mary Kearney Second Day Transcript Fee 010070337621	104.80
11/14/24	Document Production	Kearney, Mary - : 11/05/24 - Transcript Fees Mary Kearney Additional Costs for Second Day Transcript 010070337621	26.20
<b>Total Expenses</b>			<b>\$ 262.00</b>

# BRACEWELL

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Invoice: 21992275

Client: Vertex Energy, Inc.

**Total Fees, Expenses and Charges on This Invoice**

**\$ 147,812.50**

## BRACEWELL

Vertex Energy, Inc.  
1331 Gemini Street  
Suite 250  
Houston, TX

January 10, 2025  
Invoice: 21992274  
BA: 06092 Brian Rogers

Our Matter: **0006889.000018** Project Vienna Postpetition  
For Services Through November 30, 2024

**B130 - Asset Disposition**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/01/24	Prepare asset purchase agreement and schedule comments for call with Vertex and Kirkland (2.5); call with Vertex and Kirkland (0.5); review updated Schedules following call (0.5)	Andrew Mintz	3.50	1,135.00	3,972.50
11/01/24	Review draft asset purchase agreement and disclosure schedules (2.0); phone call with B. Rogers, S. Le Bouef, D. Carlson, C. Still, A. Mintz and S. Folb regarding purchase price adjustment (0.5); analyze precedent provisions with respect to same (1.0); phone call with Kirkland & Ellis, Alvarez & Marsal, B. Rogers, C. Still, A. Mintz, S. Folb, Jim Gregory and Jessen Gregory regarding asset purchase agreement and disclosure schedules (2.0); review and revise disclosure schedules (1.0); phone call with S. Myers regarding same (0.5); correspondence with J. Gregory and J. Gregory regarding disclosures (0.3)	W. Jared Berg	7.30	1,190.00	8,687.00
11/01/24	Attend Asset Purchase Agreement meeting with J. Berg, B. Rogers, A. Mintz, C. Still, and S. Folb	Rachel Straub	1.30	785.00	1,020.50
11/01/24	Research regarding Asset Purchase Agreement inventory adjustment (2.6); discuss inventory adjustment calculation for asset purchase agreement (0.5); discuss Asset Purchase Agreement and Disclosure Schedule (1.5); update and populate	Sam Folb	6.10	750.00	4,575.00

## BRACEWELL

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Invoice: 21992274

Client: Vertex Energy, Inc.

disclosure schedules (1.5)

11/01/24	Call with Vertex team, A&M, K&E regarding Asset Purchase Agreement and Disclosure Schedules (1.6); internal call regarding intermediation and purchase mechanics with J. Berg, A. Mintz and S. Le Bouef (0.5); review Asset Purchase Agreement and Schedules (0.8); review tank leases (0.2)	Brian Rogers	3.10	1,500.00	4,650.00
11/01/24	Review asset purchase agreement pricing, true-up mechanics and intermediation implications	David Carlson	0.30	1,200.00	360.00
11/03/24	Review and revise disclosure schedules (0.8); correspondence and calls regarding same (0.6)	Brian Rogers	1.40	1,500.00	2,100.00
11/04/24	Review updated Schedules (0.5); review new A&M VDR (0.5); call with Vertex and Kirkland regarding same (0.5); further review of Schedules (0.5)	Andrew Mintz	2.00	1,135.00	2,270.00
11/04/24	Preparation for and phone call with J. Gregory, J. Gregory, R. Malenfant, S. Myers, S. Folb and A. Mintz regarding real property disclosures (1.0); review and revise disclosure schedules to asset purchase agreement (1.0); analyze issues with respect to real property parcels (0.5)	W. Jared Berg	2.50	1,190.00	2,975.00
11/04/24	Call with Bracewell team regarding crude/intermediation issues in relation to asset purchase agreement (1.0); call with J. Walsh, S. Bullock, Bracewell team regarding contract matters (0.4); review of materials in connection with same (0.7)	David Carlson	2.10	1,200.00	2,520.00
11/04/24	Update and populate the disclosure schedule for the Asset Purchase Agreement	Sam Folb	5.70	750.00	4,275.00

## BRACEWELL

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Invoice: 21992274

Client: Vertex Energy, Inc.

11/04/24	Review and revise disclosure schedules (0.7); correspondence and call regarding same (0.3); correspondence regarding real property issues (0.2)	Brian Rogers	1.20	1,500.00	1,800.00
11/05/24	Coordinate document requests (0.5); review additions to schedules (0.5)	Andrew Mintz	1.00	1,135.00	1,135.00
11/05/24	Phone call with representatives from Vertex, Kirkland & Ellis, Alvarez & Marsal, Perella Weinberg and B. Rogers regarding bankruptcy status and sale process update	W. Jared Berg	0.80	1,190.00	952.00
11/05/24	Update and populate the disclosure schedule for the Asset Purchase Agreement	Sam Folb	5.10	750.00	3,825.00
11/06/24	Update and populate the disclosure schedule for the Asset Purchase Agreement	Sam Folb	3.30	750.00	2,475.00
11/06/24	Review Intermediation presentation (0.1); call regarding process for engaging with prospective buyers (0.1); work with company advisors on establishing intermediation process for prospective bidders (0.2)	David Carlson	0.40	1,200.00	480.00
11/07/24	Update and populate the disclosure schedule for the Asset Purchase Agreement	Sam Folb	4.50	750.00	3,375.00
11/07/24	Review and revise updated Schedules	Andrew Mintz	1.00	1,135.00	1,135.00
11/07/24	Review and revise disclosure schedules to asset purchase agreement	W. Jared Berg	0.50	1,190.00	595.00
11/08/24	Update and populate the disclosure schedule for the Asset Purchase Agreement	Sam Folb	4.10	750.00	3,075.00
11/08/24	Review Kirkland comments to schedules (0.5); review comments from Vertex (0.5); review and revise updated Schedules (0.8)	Andrew Mintz	1.80	1,135.00	2,043.00

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Client: Vertex Energy, Inc.

11/08/24	Phone call with S. Myers regarding Asset Purchase Agreement (0.5); review revised draft of Asset Purchase Agreement (0.5)	W. Jared Berg	1.00	1,190.00	1,190.00
11/08/24	Teleconference regarding issues with respect to Asset Purchase Agreement	W. Jared Berg	0.50	1,190.00	595.00
11/08/24	Review revised Asset Purchase Agreement draft	Brian Rogers	0.80	1,500.00	1,200.00
11/11/24	Call with S. Le Bouef, B. Rogers, P. Lee to prepare for upcoming intermediation calls (0.2); review materials in preparation for upcoming call with prospective bidder (0.3); call with company advisors and prospective bidder regarding bid details and diligence asks (0.8); advisors check-in call with Bracewell team, Kirkland team, A&M, PWP (0.3)	David Carlson	1.60	1,200.00	1,920.00
11/11/24	Phone call with Perella Weinberg, Kirkland & Ellis, Alvarez & Marsal and Bracewell regarding bankruptcy case and sale process updates	W. Jared Berg	0.50	1,190.00	595.00
11/11/24	Coordinate and review outstanding diligence items	Andrew Mintz	0.50	1,135.00	567.50
11/11/24	Phone call with PWP, Kirkland, A&M and Bracewell regarding sale process updates	Brian Rogers	0.50	1,500.00	750.00
11/12/24	Update and populate the disclosure schedule for the Asset Purchase Agreement	Sam Folb	0.90	750.00	675.00
11/12/24	Review Kirkland comments to schedules (0.4); update schedules and prepare responses to Kirkland inquiries (1.0); prepare schedule distributions (0.6)	Andrew Mintz	2.00	1,135.00	2,270.00
11/12/24	Phone call with Vertex advisors regarding sale process updates (0.5); review and	Brian Rogers	1.10	1,500.00	1,650.00

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Client: Vertex Energy, Inc.

revise disclosure schedules (0.6)

11/12/24	Phone call with Perella Weinberg, Kirkland & Ellis, Alvarez & Marsal and Bracewell regarding bankruptcy case and sale process updates (0.5); phone call with S. Myers regarding disclosure schedules (0.5); review and revise same (1.5)	W. Jared Berg	2.50	1,190.00	2,975.00
11/13/24	Update and populate the disclosure schedule for the Asset Purchase Agreement	Sam Folb	3.10	750.00	2,325.00
11/13/24	Review Kirkland comments to schedules (0.7); update schedules (0.8); prepare call notes (0.3)	Andrew Mintz	1.80	1,135.00	2,043.00
11/13/24	Review and revise disclosure schedules to Asset Purchase Agreement (0.5); correspondence with J. Gregory and J. Gregory regarding same (0.5); correspondence with S. Myers regarding same (0.5)	W. Jared Berg	1.50	1,190.00	1,785.00
11/14/24	Update and populate the disclosure schedule for the Asset Purchase Agreement (4.3); review and revise Disclosure Schedules with Kirkland and Vertex teams (2.0)	Sam Folb	6.30	750.00	4,725.00
11/14/24	Review Kirkland revised disclosure schedules relevant to environmental matters per J. Berg	Timothy A. Wilkins	0.50	1,400.00	700.00
11/14/24	Call with Vertex and Kirkland (1.5); revise schedules and review further provided documents from Vertex (1.0)	Andrew Mintz	2.50	1,135.00	2,837.50
11/14/24	Phone call with Kirkland & Ellis, Vertex and representatives from Bracewell regarding disclosure schedules to Asset Purchase Agreement (1.5); phone call with S. Myers	W. Jared Berg	2.80	1,190.00	3,332.00

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Client: Vertex Energy, Inc.

	regarding same (0.5); review and revise disclosure schedules (0.8)				
11/14/24	Disclosure schedule call with company and advisors (1.5); review same (0.5)	Brian Rogers	2.00	1,500.00	3,000.00
11/15/24	Prepare for and participate in bidder follow up call with advisor team (0.5); participate in follow up call with S. Le Boeuf regarding Shell discussions (0.3)	Parker Lee	0.80	1,525.00	1,220.00
11/15/24	Update and populate the disclosure schedule for the Asset Purchase Agreement (3.5); create new pending litigation summary for VDR (0.6)	Sam Folb	4.10	750.00	3,075.00
11/15/24	Call with Vertex and Kirkland (1.0); revise schedules (0.9); review further provided documents from Vertex (0.6)	Andrew Mintz	2.50	1,135.00	2,837.50
11/15/24	Review and revise disclosure schedules to asset purchase agreement (1.5); phone call with S. Myers regarding same (0.5)	W. Jared Berg	2.00	1,190.00	2,380.00
11/15/24	Review of disclosure schedules	Brian Rogers	0.50	1,500.00	750.00
11/16/24	Review further Schedule updates (0.5); review A&M provided documents (0.5); provide further comments regarding same (0.5)	Andrew Mintz	1.50	1,135.00	1,702.50
11/16/24	Update and populate the disclosure schedule for the Asset Purchase Agreement with Material Contracts	Sam Folb	9.40	750.00	7,050.00
11/16/24	Further review of disclosure schedules (including material contracts)	Brian Rogers	0.70	1,500.00	1,050.00
11/17/24	Review further Schedule updates (0.5); review Kirkland comments (0.5); prepare further schedule updates (0.5)	Andrew Mintz	1.50	1,135.00	1,702.50

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Client: Vertex Energy, Inc.

11/17/24	Update and populate the disclosure schedule for the Asset Purchase Agreement	Sam Folb	2.70	750.00	2,025.00
11/17/24	Correspondence regarding disclosure schedules	Brian Rogers	0.30	1,500.00	450.00
11/18/24	Review intermediation documentation in connection with contract analysis	David Carlson	1.90	1,200.00	2,280.00
11/18/24	Review and revise disclosure schedules to Asset Purchase Agreement	W. Jared Berg	1.00	1,190.00	1,190.00
11/18/24	Review further Schedule updates (1.0); review Kirkland comments and prepare schedules for posting (1.0)	Andrew Mintz	2.00	1,135.00	2,270.00
11/18/24	Review disclosure schedules questions	Brian Rogers	0.50	1,500.00	750.00
11/18/24	Update and populate the disclosure schedule for the Asset Purchase Agreement	Sam Folb	2.50	750.00	1,875.00
11/19/24	Review intermediation documentation in connection with Company's contract rejection analysis	David Carlson	0.10	1,200.00	120.00
11/19/24	Prepare responses to questions regarding Schedules	Andrew Mintz	0.50	1,135.00	567.50
11/19/24	Phone call with representatives from Perella Weinberg, Kirkland & Ellis, Alvarez & Marsal and Bracewell regarding bankruptcy case and sale process updates (0.5); correspondence with S. Myers regarding disclosure schedules (0.5); review and revise same (0.5 hours)	W. Jared Berg	1.50	1,190.00	1,785.00
11/19/24	Review disclosure schedules	Brian Rogers	0.40	1,500.00	600.00
11/21/24	Review and update the Asset Purchase Agreement	Sam Folb	0.20	750.00	150.00

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Client: Vertex Energy, Inc.

11/21/24	Phone call with representatives from Perella Weinberg, Kirkland & Ellis, Alvarez & Marsal and Bracewell regarding sale process updates (0.5); review draft form of assignment (0.5); phone call with J. Gregory regarding same (0.3); phone call with S. Myers regarding same (0.5)	W. Jared Berg	1.80	1,190.00	2,142.00
11/22/24	Phone meeting with Vertex and review of proposed form assignment documents	Andrew Mintz	0.50	1,135.00	567.50
11/23/24	Review bids received	Brian Rogers	1.30	1,500.00	1,950.00
11/24/24	Correspondence regarding bids	Brian Rogers	0.30	1,500.00	450.00
11/25/24	Prepare comments to each form of deed and assignment	Andrew Mintz	1.50	1,135.00	1,702.50
11/25/24	Phone call with representatives from Perella Weinberg, Kirkland & Ellis, Alvarez & Marsal and Bracewell regarding bankruptcy case and sale process updates (0.5); review and revise draft assignment agreements and deed (0.5)	W. Jared Berg	1.00	1,190.00	1,190.00
11/25/24	Review and updated exhibits to the Asset Purchase Agreement	Sam Folb	1.20	750.00	900.00
11/25/24	Review bids	Brian Rogers	0.60	1,500.00	900.00
11/26/24	Attend meeting regarding bid packages with B. Rogers, D. Carlson, and J. Jhe	Rachel Straub	0.20	785.00	157.00
11/26/24	Review bid submissions	David Carlson	2.60	1,200.00	3,120.00
11/26/24	Correspondence regarding bids (0.3); review bid book (0.4)	Brian Rogers	0.70	1,500.00	1,050.00
11/27/24	Review of bids received	June Jhe	4.50	1,175.00	5,287.50

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Client: Vertex Energy, Inc.

11/29/24	Review bid submissions, related proposed term sheets	David Carlson	2.00	1,200.00	2,400.00
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**Total: Asset Disposition****151,076.50****B190 - Other Contested Matters (excluding assumption/rejection motions)**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/01/24	Review materials and call with B. Pemberton to prepare for meeting with EPA/DOJ (1.3); prepare for and participate in meeting with EPA/DOJ (0.8); follow-up call and emails with B. Pemberton and M. Dendinger regarding next steps (0.8); review emails regarding narrative and report on meeting (0.5)	Jeffrey R. Holmstead	3.40	1,525.00	5,185.00
11/01/24	Analyze RFS compliance issues (0.1); exchange emails with J. Holmstead and with clients regarding same (0.2); draft talking points for EPA meeting (0.4); call with R. Bentley to prepare for EPA meeting (0.1); call with M. Miller to prepare for meeting (0.2); review comments on updated data narrative from A. Sharfenberg and discuss same with M. Miller (0.1); participate in EPA meeting (0.5); debrief with J. Holmstead (0.1); draft update on meeting and send to J. Stein and A. Scharfenberg (0.2); draft information sheet for J. Holmstead (0.6); call with J. Walsh at A&M regarding EPA meeting (0.1); send emails to S. Bullock and J. Walsh regarding same (0.1)	Brittany Pemberton	2.70	1,225.00	3,307.50
11/03/24	Correspondence with S. Le Bouef and B. Rogers regarding crude supply agreement summaries (0.5); review and provide comments to same (1.6)	Parker Lee	2.10	1,525.00	3,202.50

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Client: Vertex Energy, Inc.

11/04/24	Catch up on emails, RINs document, and matters relating to DIP lenders	Jeffrey R. Holmstead	1.20	1,525.00	1,830.00
11/04/24	Attention to email correspondence between Kirkland and DIP lenders' counsel on EPA issues (0.2); draft email to EPA and Department of Justice regarding updated RIN information (0.1); follow up with M. Miller regarding RIN information (0.1); call with M. Miller and A. Scharfenberg to discuss open issues on RINs (0.7); additional RINs analysis (0.8); attention to analysis from A. Scharfenberg and M. Miller (0.4); finalize and send RIN information to EPA (0.2)	Brittany Pemberton	2.50	1,225.00	3,062.50
11/04/24	Attention to email correspondence with advisory teams related to process next steps and schedule calls to discuss same (0.3); review timing considerations chart and prepare updates to same (0.4); participate in internal call to discuss contract analysis (1.1); participate in call with A&M to discuss contract analysis (0.5); participate in call with all parties related to intermediation issues (0.5)	Parker Lee	2.80	1,525.00	4,270.00
11/05/24	Participate in daily update call (0.7); draft updates to J. Gregory, J. Stein, A. Scharfenberg, and B. Rogers regarding EPA issues (0.3); add details to handoff document related to RIN compliance costs (0.3); connect J. Holmstead to A. Scharfenberg and M. Miller (0.1)	Brittany Pemberton	1.40	1,225.00	1,715.00
11/06/24	Meet with B. Pemberton to prepare for EPA issues (0.8); review background materials from B. Pemberton (0.7)	Jeffrey R. Holmstead	1.50	1,525.00	2,287.50
11/06/24	Meet with J. Holmstead to discuss open issues	Brittany Pemberton	0.30	1,225.00	367.50

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Client: Vertex Energy, Inc.

11/06/24	Review revised draft of Crude Supply Agreement analysis and prepare comments to same (1.7); phone call with S. Le Boeuf to discuss contract analysis next steps (0.3); phone call with M. Dendinger to discuss contract analysis (0.2)	Parker Lee	2.20	1,525.00	3,355.00
11/07/24	Review revised draft of crude oil supply analysis and provide comments same to (1.7); attention to email correspondence regarding same (0.4)	Parker Lee	2.10	1,525.00	3,202.50
11/08/24	Attention to email correspondence related to crude supply agreement and related coordination for calls with crude supply parties	Parker Lee	0.60	1,525.00	915.00
11/08/24	Exchange emails regarding EPA issues	Jeffrey R. Holmstead	0.40	1,525.00	610.00
11/11/24	Participate in pre-call to discuss crude supply agreement issues and upcoming calls with bidders (0.4); review proposals in advance of call to discuss same (0.4); prepare for and participate in call with bidders (1.0)	Parker Lee	1.80	1,525.00	2,745.00
11/12/24	Exchange emails regarding diligence question regarding RIN liability (0.5); telephone call with M Dendinger regarding same (0.3)	Jeffrey R. Holmstead	0.80	1,525.00	1,220.00
11/12/24	Respond to diligence question regarding RINs (0.1); send email to J. Holmstead and Bracewell team on potential response to same (0.1)	Brittany Pemberton	0.20	1,225.00	245.00
11/13/24	Respond to question from J. Berg regarding RIN disclosures in Asset Purchase agreement (0.1); respond to same (0.1); correspondence with J. Holmstead	Brittany Pemberton	0.30	1,225.00	367.50

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Client: Vertex Energy, Inc.

regarding following up with Kirkland for any  
update from DOJ (0.1)

11/15/24	Review emails regarding EPA/DOJ issues (0.3); exchange emails with B. Pemberton and J. Gregory regarding same (0.3)	Jeffrey R. Holmstead	0.60	1,525.00	915.00
11/15/24	Check in with J. Holmstead regarding DOJ/EPA (0.1); email to A&M regarding support in responding to EPA's questions on RINs (0.1)	Brittany Pemberton	0.20	1,225.00	245.00
11/18/24	Email to J. Holmstead regarding DOJ issues (0.1); attention to J. Holmstead email regarding same (0.1); respond to J. Gregory regarding status (0.1)	Brittany Pemberton	0.30	1,225.00	367.50
11/18/24	Review proposal from DIP lenders and exchange emails regarding DOJ	Jeffrey R. Holmstead	1.00	1,525.00	1,525.00
11/18/24	Phone call with M. Dendinger to discuss contract analysis and related work product (0.5); review of related follow up email correspondence regarding intermediation issues (0.3)	Parker Lee	0.80	1,525.00	1,220.00
11/19/24	Attention to emails regarding expected RIN costs and materials regarding same from A&M	Jeffrey R. Holmstead	0.80	1,525.00	1,220.00
11/19/24	Review A&M's draft RIN estimates (0.4); draft emails to A&M regarding same (0.3); send email update on status of discussions to A. Scharfenberg (0.1); exchange emails with M. Miller and A&M regarding RIN estimates (0.7); set up call with A&M and G. Nice to review RIN data (0.2); review EPA materials (0.6); exchange emails with A&M regarding EPA's questions (0.2); attention to emails regarding EPA (0.2)	Brittany Pemberton	2.70	1,225.00	3,307.50

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Client: Vertex Energy, Inc.

11/19/24	Prepare for and participate in call with B. Rogers and M. Dendinger to discuss Shell Crude Supply Agreement analysis and related follow up steps	Parker Lee	0.70	1,525.00	1,067.50
11/20/24	Review DOJ materials and A&M RIN estimates and discuss same with B. Pemberton	Jeffrey R. Holmstead	1.30	1,525.00	1,982.50
11/20/24	Meeting with A&M and G. Nice to review RIN estimates (0.6); review updated version of RIN estimates from A&M (0.2); exchange emails with A&M and Kirkland regarding same (0.2)	Brittany Pemberton	1.00	1,225.00	1,225.00
11/22/24	Exchange emails with R. Bentley regarding EPA issues	Brittany Pemberton	0.10	1,225.00	122.50
11/25/24	Prepare for and participate in meeting with Kirkland and Sidley to discuss DOJ issues (0.8); attention to emails regarding same (0.4)	Jeffrey R. Holmstead	1.20	1,525.00	1,830.00
11/25/24	Call with lenders' counsel to EPA issues (0.9); review prior analysis regarding same (0.2); draft email to lenders' counsel regarding same (0.1); review updated materials from lenders (0.1); exchange emails with R. Bentley regarding same (0.1)	Brittany Pemberton	1.40	1,225.00	1,715.00
11/26/24	Prepare for and participate in meeting with DOJ/EPA (0.8); attention to emails regarding financial statements (0.3)	Jeffrey R. Holmstead	1.10	1,525.00	1,677.50
11/26/24	Provide updates to J. Gregory, A&M, and A. Scharfenberg on EPA issues (0.5); call with M. Dendinger regarding bankruptcy process (0.2); exchange emails with A. Scharfenberg and M. Miller regarding settlement terms (0.9); review RFS and fuels regulations (0.5); send email to lenders' counsel regarding	Brittany Pemberton	3.50	1,225.00	4,287.50

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EPA issues (0.1); participate in call with EPA and DOJ (0.4); provide further updates to Vertex team (0.3); call to lenders counsel regarding settlement terms (0.4); exchange emails with Kirkland and A&M regarding EPA's request for financial information for refining company (0.2)

11/27/24	Review materials received from DOJ	Jeffrey R. Holmstead	0.50	1,525.00	762.50
11/27/24	Review materials from EPA/DOJ (0.2); send updates to J. Gregory and A. Scharfenberg (0.2); reach out to Sidley regarding RINs (0.1); attention to emails between Kirkland and A&M regarding consolidated financials (0.2)	Brittany Pemberton	0.70	1,225.00	857.50

**Total: Other Contested Matters (excluding assumption/rejection motions)**

**62,215.00**

**B230 - Financing/Cash Collections**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/01/24	Call with J. Walsh regarding off takers and related matters (0.3); call with S. Le Bouef regarding same (0.2); analysis regarding supply and offtake (0.9); review intermediation acknowledgments (0.3)	Brian Rogers	1.70	1,500.00	2,550.00
11/01/24	Review in-scope intermediation documentation (0.5); client correspondences regarding same (1.0)	June Jhe	1.50	1,175.00	1,762.50
11/02/24	Discussion with B. Rogers regarding intermediation issues	Scott Le Bouef	1.00	1,875.00	1,875.00
11/02/24	Discussion with S. Le Bouef regarding intermediation issues and further analysis regarding same	Brian Rogers	1.20	1,500.00	1,800.00



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11/03/24	Review of precedent materials relating to intermediation matters	David Carlson	0.70	1,200.00	840.00
11/03/24	Begin review of intermediation presentation	Scott Le Bouef	2.40	1,875.00	4,500.00
11/03/24	Intermediation analysis and review of underlying materials (2.3); calls and correspondence regarding supply and offtake (0.5)	Brian Rogers	2.80	1,500.00	4,200.00
11/04/24	Attend meeting regarding intermediation issues with B. Rogers and P. Lee	Rachel Straub	0.30	785.00	235.50
11/04/24	Coordinate with Vertex team and Reed Smith team on Supply and Offtake Agreement matters and finalizing in-scope of the tanks	June Jhe	2.10	1,175.00	2,467.50
11/04/24	Review intermediation materials	Scott Le Bouef	1.10	1,875.00	2,062.50
11/04/24	Review of Supply and Offtake Agreement agreements and finalize in-scope of the tanks (1.4); analysis of rolling stock issues (0.5); intermediation analysis and review of underlying materials (1.9); calls and correspondence regarding supply and offtake and related issues (0.6); call with A&M regarding contract timing issues (0.5); call with all advisors regarding intermediation issues (0.5); internal call regarding contract considerations (1.1); analysis regarding (0.6); review of EPA/RINs issues (0.6)	Brian Rogers	7.70	1,500.00	11,550.00
11/05/24	Review and provide comments for intermediation documents	Rachel Straub	4.40	785.00	3,454.00
11/05/24	Review intermediation issues (0.8); call with B. Rogers regarding same (1.5)	Scott Le Bouef	2.30	1,875.00	4,312.50
11/05/24	Vertex status call with company and	David Carlson	1.10	1,200.00	1,320.00

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	advisors (0.8); additional contract analysis (0.3)				
11/05/24	Weekly update call (0.7); correspondence regarding EPA issues (0.3); analyze NDA extensions (0.2); review of intermediation issues and related documentation (1.5); call regarding same (1.5)	Brian Rogers	4.20	1,500.00	6,300.00
11/06/24	Review of terminalling services agreement and amendment	June Jhe	1.20	1,175.00	1,410.00
11/06/24	Review intermediation underlying documentation (1.2); discuss intermediation process issues with parties (0.2); review intermediation documentation (0.6); review NDAs (0.2)	Brian Rogers	2.20	1,500.00	3,300.00
11/07/24	Review and revise crude slides (2.3); review intermediation underlying documentation (0.4); provide update on infrastructure agreements to B. Rogers (0.1)	Rachel Straub	2.80	785.00	2,198.00
11/07/24	Review and comment on Crude and Intermediation issues (3.5); review Supply and Offtake Agreement and correspondence regarding next steps with Macquarie (0.7)	Scott Le Bouef	4.20	1,875.00	7,875.00
11/07/24	Review intermediation underlying documentation	Brian Rogers	3.80	1,500.00	5,700.00
11/08/24	Correspondence and analysis regarding crude arrangements	Brian Rogers	0.70	1,500.00	1,050.00
11/11/24	Call with Vertex, Advisors regarding Intermediation and Supply issues (0.7); update call with advisors (0.3)	Scott Le Bouef	1.00	1,875.00	1,875.00
11/11/24	Review questions regarding creditor fee arrangements (0.4); call with S. Le Bouef, D. Carlson and P. Lee regarding intermediation	Brian Rogers	2.20	1,500.00	3,300.00

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Client: Vertex Energy, Inc.

process (0.4); review bid materials (0.3);  
prepare and call with Company and advisors  
regarding bids and diligence (0.8); advisors  
check in call (0.3)

11/12/24	Provided update on intermediation issues	Rachel Straub	0.40	785.00	314.00
11/12/24	Review RINs issues (0.2); tank updates (0.2)	Brian Rogers	0.40	1,500.00	600.00
11/15/24	Prepare for and participate in call with bidders regarding diligence questions (0.7); analysis regarding crude arrangements (0.5)	Brian Rogers	1.20	1,500.00	1,800.00
11/17/24	Correspondence regarding intermediation issues (0.4); review chart regarding tank usage leased/owned (0.4)	Brian Rogers	0.80	1,500.00	1,200.00
11/18/24	Prepare action item list for SOA	Rachel Straub	0.80	785.00	628.00
11/18/24	Review of diligence documents related to the terminals and the barges to respond to bidder questions	June Jhe	3.20	1,175.00	3,760.00
11/18/24	Review supply and offtake arrangements (1.3); analysis of Macquarie issues (0.5); review of confidentiality and related issues (0.6)	Brian Rogers	2.40	1,500.00	3,600.00
11/19/24	Review DIP draw documentation (0.2); hydrocarbon arrangements analysis (0.7)	Brian Rogers	0.90	1,500.00	1,350.00
11/25/24	Review NDA amendments (0.4); analysis regarding exit intermediation and hydrocarbon arrangements (0.4)	Brian Rogers	0.80	1,500.00	1,200.00
11/26/24	Calls regarding intermediation and offtake issues with D. Carlson, J. Jhe and R. Straub (0.9); management update call and review materials regarding same (0.9); analysis regarding intermediation and hydrocarbon arrangements (0.6)	Brian Rogers	2.40	1,500.00	3,600.00

## BRACEWELL

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Client: Vertex Energy, Inc.

11/29/24	Correspondence and analysis regarding intermediation and hydrocarbon arrangements	Brian Rogers	0.80	1,500.00	1,200.00
11/30/24	Correspondence and analysis regarding intermediation and hydrocarbon arrangements	Brian Rogers	0.50	1,500.00	750.00
<b>Total: Financing/Cash Collections</b>					<b>95,939.50</b>

**Total Fees** **\$ 309,231.00**

## Summary By Task

<u>Code</u>	<u>Task</u>	<u>Hours</u>	<u>Amount</u>
B130	Asset Disposition	146.20	151,076.50
B190	Other Contested Matters (excluding assumption/rejection motions)	44.20	62,215.00
B230	Financing/Cash Collections	67.20	95,939.50
<b>Task Summary Total</b>		<b>257.60</b>	<b>\$309,231.00</b>

## BRACEWELL

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Invoice: 21992274

Client: Vertex Energy, Inc.

## Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
W. Jared Berg	Associate	27.20	1,190.00	32,368.00
David Carlson	Sr. Counsel	12.80	1,200.00	15,360.00
Sam Folb	Associate	59.20	750.00	44,400.00
Jeffrey R. Holmstead	Partner	13.80	1,525.00	21,045.00
June Jhe	Associate	12.50	1,175.00	14,687.50
Scott Le Bouef	Partner	12.00	1,875.00	22,500.00
Parker Lee	Partner	13.90	1,525.00	21,197.50
Andrew Mintz	Associate	26.10	1,135.00	29,623.50
Brittany Pemberton	Partner	17.30	1,225.00	21,192.50
Brian Rogers	Partner	52.10	1,500.00	78,150.00
Rachel Straub	Associate	10.20	785.00	8,007.00
Timothy A. Wilkins	Partner	0.50	1,400.00	700.00
<b>Total Summary of Fees</b>		<b>257.60</b>		<b>\$ 309,231.00</b>

Total Fees, Expenses and Charges on This Invoice

\$ 309,231.00

## BRACEWELL

Vertex Energy, Inc.  
1331 Gemini Street  
Suite 250  
Houston, TX

February 04, 2025  
Invoice: 21992759  
BA: 06092 Brian Rogers

Our Matter: **0006889.000017** Chapter 11 Bankruptcy  
For Services Through December 20, 2024

**B110 - Case Administration**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/02/24	Review and file OCP declaration (0.4); attention to duplicate docket entries and related correspondence (0.4); electronically file notice of adjournment (0.4); review docket and update calendar (0.3)	Mary Kearney	1.50	500.00	750.00
12/02/24	Emails regarding rescheduling dates and notices, and review notices for filing	Jason G. Cohen	0.30	1,325.00	397.50
12/03/24	Review docket and update calendar	Mary Kearney	0.30	500.00	150.00
12/03/24	Weekly call with company management and advisors (0.5); call with Bracewell team regarding exit strategy matters (0.5)	Mark E. Dendinger	1.00	1,650.00	1,650.00
12/04/24	Review fee statement, compile and electronically file (0.5); review and file notice of sale hearing adjournment (0.5)	Mary Kearney	1.00	500.00	500.00
12/04/24	Call with Bracewell team regarding bankruptcy exit strategy and issues	Mark E. Dendinger	0.50	1,650.00	825.00
12/05/24	Follow up call with P. Lee regarding bankruptcy exit strategy and issues	Mark E. Dendinger	0.30	1,650.00	495.00
12/06/24	Review OCP Declaration and Kirkland Fee Statement and file with USBC	Mary Kearney	1.00	500.00	500.00
12/10/24	Review docket and update calendar (1.0); review PWP fee statement and hearing cancellation and related correspondences and electronically file documents with USBC	Mary Kearney	2.60	500.00	1,300.00

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## BRACEWELL

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Client: Vertex Energy, Inc.

(1.6)

12/10/24	Attend weekly call with the advisors and management team regarding bankruptcy status	Mark E. Dendinger	0.50	1,650.00	825.00
12/11/24	Attention to OCP Declaration and file with USBC	Mary Kearney	0.30	500.00	150.00
12/13/24	Review and file notice of intent to adduce testimony from remote location (0.4); attention to OCP Declaration, electronically file same (0.4)	Mary Kearney	0.80	500.00	400.00
12/16/24	Calls and emails regarding Chapter 11 case and exit logistics	Mark E. Dendinger	0.40	1,650.00	660.00
12/17/24	Review docket and update calendar	Mary Kearney	0.20	500.00	100.00
12/17/24	Weekly advisors call	Mark E. Dendinger	0.50	1,650.00	825.00
12/18/24	Call with J. Lozano regarding confirmation hearing timing	Jason G. Cohen	0.20	1,325.00	265.00
12/18/24	Review W&E List, compile/organize exhibits, correspond with J. Lozano, and electronically file with USBC	Mary Kearney	2.00	500.00	1,000.00
12/19/24	Emails regarding hearing logistics and lift stay continuance, meet with J. Lozano regarding same (0.6)	Jason G. Cohen	0.60	1,325.00	795.00
12/19/24	Finalize agenda and electronically file with USBC (0.4); request hearing transcripts from related SDTX cases and related correspondence (2.0); electronically file OCP Declaration (0.4); attention to confirmation hearing filings (3.0)	Mary Kearney	5.80	500.00	2,900.00
12/20/24	Attention to supplemental W&E List, organize exhibits and electronically file with	Mary Kearney	3.30	500.00	1,650.00

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## BRACEWELL

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Invoice: 21992759

Client: Vertex Energy, Inc.

USBC (1.0); organize documents and electronically file 5th amended plan supplement (0.4); electronically file amended agenda for hearing (0.3); finalize and electronically file revised confirmation order and related correspondence (0.8); attention to November MORs and related correspondence (0.3); review docket and signed orders and update calendar (0.5)

12/20/24	Finalize, organize, compile and electronically file second amended plan, declarations in support of confirmation, plan supplements, confirmation brief, and proposed confirmation order with related correspondence regarding same	Mary Kearney	5.50	500.00	2,750.00
12/20/24	Prepare updated binders for Plan Hearing	Ryan Marren	3.00	825.00	2,475.00
<b>Total: Case Administration</b>					<b>21,362.50</b>

**B130 - Asset Disposition**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/02/24	Review docket and emails with Kirkland team regarding auction and 546(b) notices	Jason G. Cohen	0.30	1,325.00	397.50
12/05/24	Call with advisors and management regarding bid process and next steps	Mark E. Dendinger	0.50	1,650.00	825.00
12/07/24	Correspondence with Bracewell team regarding asset sale process and exit matters	Mark E. Dendinger	0.10	1,650.00	165.00
12/10/24	Review bid procedures and emails regarding sale hearing cancellation and notice	Jason G. Cohen	0.60	1,325.00	795.00
12/10/24	Review notice of cancellation of auction (0.2); correspondence with Kirkland team	Jonathan Lozano	0.80	1,175.00	940.00

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Client: Vertex Energy, Inc.

regarding auction cancellation (0.2);  
correspondence with J. Cohen and M.  
Dendinger regarding auction cancellation  
procedures (0.2); review revised notice of  
cancellation (0.2)

12/10/24	Call with Bracewell team regarding auction cancellation	Mark E. Dendinger	0.30	1,650.00	495.00
12/11/24	Additional review of bidding procedures and correspondence with chambers regarding notice of cancellation of sale hearing	Jonathan Lozano	0.30	1,175.00	352.50
12/11/24	Correspondence regarding Sale hearing cancellation notice and issues	Mark E. Dendinger	0.30	1,650.00	495.00
12/12/24	Multiple correspondences with Kirkland team regarding cancellation of sale hearing and preparation of notice of cancellation (0.3); additional correspondence with chambers regarding same (0.1); follow up correspondence with Kirkland team regarding same (0.1)	Jonathan Lozano	0.50	1,175.00	587.50
12/16/24	Review and file notice of cancellation of sale hearing	Jonathan Lozano	0.70	1,175.00	822.50
<b>Total: Asset Disposition</b>					<b>5,875.00</b>

**B140 - Relief from Stay/Adequate Protection Proceedings**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/01/24	Correspondence with Bracewell team regarding Tribe lift stay motion	Mark E. Dendinger	0.10	1,650.00	165.00
12/02/24	Coordinate logistics of hearing on lift stay motion from Deborra Tribe	Jonathan Lozano	0.30	1,175.00	352.50
12/16/24	Correspondences with Kirkland team	Jonathan Lozano	0.30	1,175.00	352.50

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Client: Vertex Energy, Inc.

regarding Deborra lift stay motion and stipulation

12/16/24	Call with J. Lozano and follow up emails regarding cancellation of lift stay hearing (0.4); review several draft filings and emails regarding same (0.6)	Jason G. Cohen	1.00	1,325.00	1,325.00
12/20/24	Correspondences with K&E team and chambers regarding lift stay hearing (0.3); correspondence with T. Discon regarding lift stay hearing (0.1)	Jonathan Lozano	0.40	1,175.00	470.00
<b>Total: Relief from Stay/Adequate Protection Proceedings</b>					<b>2,665.00</b>

**B150 - Meetings of and Communications with Creditors**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/09/24	Correspondence with individual creditor regarding plan and disclosure statement	Jonathan Lozano	0.30	1,175.00	352.50
12/11/24	Call with creditor BWC Terminals regarding plan documents (0.2); call with individual creditor regarding plan documents (0.2)	Jonathan Lozano	0.40	1,175.00	470.00
12/13/24	Call with individual creditor regarding plan and disclosure statement	Jonathan Lozano	0.30	1,175.00	352.50
12/16/24	Call with individual creditor regarding solicitation packages	Jonathan Lozano	0.20	1,175.00	235.00
12/17/24	Calls with individual creditors regarding solicitation packages (0.2); correspondence with Texas taxing authorities regarding confirmation order (0.2)	Jonathan Lozano	0.40	1,175.00	470.00
<b>Total: Meetings of and Communications with Creditors</b>					<b>1,880.00</b>

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Invoice: 21992759

Client: Vertex Energy, Inc.

**B160 - Fee/Employment Applications**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/04/24	Finalize first monthly fee statement for filing	Jonathan Lozano	0.20	1,175.00	235.00
12/06/24	Review additional parties in interest list and coordinate with Bracewell general counsel to run conflicts searches for supplemental disclosure	Jonathan Lozano	1.70	1,175.00	1,997.50
12/12/24	Draft supplemental disclosure of potentially interested parties and notice of rate change	Jonathan Lozano	2.70	1,175.00	3,172.50
12/13/24	Additional drafting of supplemental disclosure (0.4); correspondences with J. Cohen, M. Dendinger and B. Rogers regarding same (0.3)	Jonathan Lozano	0.70	1,175.00	822.50
12/13/24	Review new draft supplemental disclosure (0.2)	Jason G. Cohen	0.20	1,325.00	265.00
12/13/24	Correspondence with Bracewell team regarding rate increases and retention application supplement	Mark E. Dendinger	0.20	1,650.00	330.00
12/20/24	Review and comment on notice of rate increase	Mark E. Dendinger	0.20	1,650.00	330.00
<b>Total: Fee/Employment Applications</b>					<b>7,152.50</b>

**B190 - Other Contested Matters (excluding assumption/rejection motions)**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/09/24	Review EPA issues and correspondence with Bracewell team regarding same	Mark E. Dendinger	0.30	1,650.00	495.00
12/14/24	Correspondence with Bracewell team regarding Shell agreements and open issues	Mark E. Dendinger	0.20	1,650.00	330.00

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## BRACEWELL

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Client: Vertex Energy, Inc.

12/15/24	Further correspondence with Bracewell team regarding Shell agreements and open issues	Mark E. Dendinger	0.30	1,650.00	495.00
12/16/24	Call with Bracewell team regarding Shell agreements and open issues	Mark E. Dendinger	0.60	1,650.00	990.00
<b>Total: Other Contested Matters (excluding assumption/rejection motions)</b>					<b>2,310.00</b>

**B230 - Financing/Cash Collections**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/05/24	Call with Macquarie's counsel regarding intermediation matters and exit issues	Mark E. Dendinger	0.70	1,650.00	1,155.00
12/08/24	Review intermediation amendment question (0.2); correspondence with Bracewell team regarding same (0.1)	Mark E. Dendinger	0.30	1,650.00	495.00
12/09/24	Correspondence with Bracewell team regarding intermediation matters	Mark E. Dendinger	0.30	1,650.00	495.00
12/13/24	Call with Bracewell team regarding intermediation issues and Bankruptcy plan treatment	Mark E. Dendinger	0.70	1,650.00	1,155.00
12/16/24	Call with Bracewell team regarding exit financing and kick-off logistics	Mark E. Dendinger	0.50	1,650.00	825.00
12/17/24	Review and comment on exit facility commitment letter (0.5); correspondence with J. Dill regarding same (0.1)	Mark E. Dendinger	0.60	1,650.00	990.00
12/18/24	Review Sidley's changes to exit facility commitment letter (0.3); correspondence with J. Dill regarding same (0.2)	Mark E. Dendinger	0.50	1,650.00	825.00
<b>Total: Financing/Cash Collections</b>					<b>5,940.00</b>

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Client: Vertex Energy, Inc.

**B320 - Plan and Disclosure Statement (including Business Plan)**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/10/24	Call with J. Gregory regarding plan matters and exit facility issues	Mark E. Dendinger	1.00	1,650.00	1,650.00
12/11/24	Review plan and related docs in light of pivot to recap	Jason G. Cohen	1.10	1,325.00	1,457.50
12/11/24	Review notice of filing of plan supplement and send comments to Kirkland team	Jonathan Lozano	0.80	1,175.00	940.00
12/11/24	Review plan supplement	Mark E. Dendinger	0.50	1,650.00	825.00
12/12/24	Review correspondence regarding remote testimony for confirmation hearing and correspondence with Bracewell team regarding same	Mark E. Dendinger	0.20	1,650.00	330.00
12/13/24	Correspondence with Kirkland team regarding notice of remote testimony for confirmation hearing and draft same (0.5); correspondence with R. Bentley regarding GUC trust in plan supplement and follow up research regarding same (0.5); review and file plan supplement (1.3)	Jonathan Lozano	2.30	1,175.00	2,702.50
12/13/24	Emails regarding notice of confirmation and remote witnesses (0.2); review plan regarding trust and emails regarding same (0.3)	Jason G. Cohen	0.50	1,325.00	662.50
12/13/24	Finalize plan supplement and correspondence regarding same	Mark E. Dendinger	0.20	1,650.00	330.00
12/14/24	Review plan supplement documents and correspondence regarding same	Mark E. Dendinger	0.50	1,650.00	825.00

## BRACEWELL

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Invoice: 21992759

Client: Vertex Energy, Inc.

12/16/24	Review amended plan supplement	Mark E. Dendinger	0.30	1,650.00	495.00
12/16/24	Review and file plan amended plan supplement (0.3); research regarding confirmation issues and share findings with Kirkland team (4.3)	Jonathan Lozano	4.60	1,175.00	5,405.00
12/17/24	Review draft confirmation brief (0.6); review draft trust agreement and send comments to J Luciano (0.7); review draft balloting agent declaration (0.4)	Jason G. Cohen	1.70	1,325.00	2,252.50
12/17/24	Review and revise voting declaration (1.1); prepare W&E for confirmation hearing (1.3); review GUC trust agreement in plan supplement (1.3); review confirmation brief and research regarding same (2.0)	Jonathan Lozano	5.70	1,175.00	6,697.50
12/18/24	Review confirmation brief and send edits (1.1); begin review of confirmation order (0.6); review amended plan (1.1)	Jason G. Cohen	2.80	1,325.00	3,710.00
12/18/24	Revise witness and exhibit list for confirmation hearing (0.2); prepare agenda for confirmation hearing (1.0); research release issues for confirmation brief (1.9); review and file third amended plan supplement (0.5)	Jonathan Lozano	3.60	1,175.00	4,230.00
12/18/24	Review and comment on confirmation order insert regarding Shell agreements (0.4); correspondence with Bracewell team regarding same (0.2)	Mark E. Dendinger	0.60	1,650.00	990.00
12/19/24	Review new amended plan docs including confirmation order, agenda, witness lists (1.5)	Jason G. Cohen	1.50	1,325.00	1,987.50
12/19/24	Edits to agenda for confirmation hearing and prepare for filing (0.3); assist Kirkland team with research for confirmation brief	Jonathan Lozano	5.00	1,175.00	5,875.00

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## BRACEWELL

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Client: Vertex Energy, Inc.

(0.5); review of amended plan and confirmation brief (1.0); coordinate binders with R. Marren and additional confirmation hearing logistics (1.2); review of and filing of amended plan supplement and review of second amended plan and confirmation brief and order (2.0)

12/19/24	Review filings for W&E binders to be used in the plan confirmation hearing (3.0); assemble and deliver binders (1.0)	Ryan Marren	4.00	825.00	3,300.00
12/19/24	Review confirmation brief as it relates to UST release issues (0.8); review amended plan supplement (0.2); correspondence with Bracewell team regarding confirmation issues (0.2)	Mark E. Dendinger	1.20	1,650.00	1,980.00
12/20/24	Review pleadings and declarations in preparation for confirmation hearing (2.7); prepare for attend confirmation hearing (3.5)	Jason G. Cohen	6.20	1,325.00	8,215.00
12/20/24	Review of final amended versions of second amended plan, fourth amended plan supplement, Stein declaration, McGovern declaration, Lee declaration, and Bullock declaration, confirmation brief and confirmation order for filing (2.4); draft supplemental W&E for confirmation hearing (0.5); draft amended agenda (0.5); assist Kirkland team in preparation for confirmation hearing (4.0); attend confirmation hearing (1.5)	Jonathan Lozano	8.90	1,175.00	10,457.50
12/20/24	Review revised pleadings and declarations in support of confirmation (1.5); correspondence with Bracewell team regarding confirmation hearing and issues (0.5)	Mark E. Dendinger	2.00	1,650.00	3,300.00

## BRACEWELL

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Invoice: 21992759

Client: Vertex Energy, Inc.

**Total: Plan and Disclosure Statement (including Business Plan)****68,617.50****Total Fees****\$ 115,802.50****Summary of Fees**

<u><b>Timekeeper</b></u>	<u><b>Title</b></u>	<u><b>Hours</b></u>	<u><b>Rate</b></u>	<u><b>Amount</b></u>
Jason G. Cohen	Partner	17.00	1,325.00	22,525.00
Mark E. Dendinger	Partner	16.40	1,650.00	27,060.00
Mary Kearney	Paralegal	24.30	500.00	12,150.00
Jonathan Lozano	Counsel	41.10	1,175.00	48,292.50
Ryan Marren	Associate	7.00	825.00	5,775.00
<b>Total Summary of Fees</b>		<b>105.80</b>		<b>\$ 115,802.50</b>

**Total Fees, Expenses and Charges on This Invoice****\$ 115,802.50**



## BRACEWELL

Vertex Energy, Inc.

February 04, 2025  
 Invoice: 21992795  
 BA: 06092 Brian Rogers

Our Matter: **0006889.000018** Project Vienna Postpetition  
 For Services Through December 20, 2024

**B120 - Asset Analysis and Recovery**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/04/24	Participate in internal call to discuss Vertex intermediation issues	Parker Lee	0.40	1,525.00	610.00
12/18/24	Meet with M. Dendinger regarding comments to Shell and Macquarie rejection language	Parker Lee	0.60	1,525.00	915.00
<b>Total: Asset Analysis and Recovery</b>					<b>1,525.00</b>

**B130 - Asset Disposition**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/01/24	Prepare annotated side-by-side reflecting bid submissions	David Carlson	1.60	1,200.00	1,920.00
12/03/24	Prepare for and attend call with Vertex advisors including representatives from Perella Weinberg, Kirkland & Ellis, Alvarez & Marsal and Bracewell regarding bankruptcy case and sale process updates	W. Jared Berg	0.80	1,190.00	952.00
12/03/24	Attend meeting with B. Rogers, M. Dendinger, J. Berg, and D. Carlson regarding bid proposals and next steps	Rachel Straub	0.60	785.00	471.00
12/03/24	Call regarding next steps regarding sourcing, offtake, bid/APA with J. Berg, P. Lee, M. Dendinger, B. Rogers, R. Straub, S. Le Bouef. (0.7); prepare materials relating to action items for the orderly transition of certain	David Carlson	1.30	1,200.00	1,560.00

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## BRACEWELL

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Invoice: 21992795

Client: Vertex Energy, Inc.

	commercial arrangements, analysis of commercial proposals (0.6)				
12/04/24	Call regarding review of and contingency planning relating to submitted bids and other exit matters with S. Le Bouef, B. Rogers, P. Lee, M. Dendinger (0.3); prepare for upcoming call with Lenders' counsel (0.3)	David Carlson	0.60	1,200.00	720.00
12/05/24	Phone call with Vertex advisors including representatives from Perella Weinberg, Kirkland & Ellis, Alvarez & Marsal and Bracewell regarding bankruptcy case and sale process updates	W. Jared Berg	0.80	1,190.00	952.00
12/05/24	Call with Company, Advisors, Lenders regarding planning around exit paths (0.7); follow-up call regarding same with B. Rogers and S. Le Bouef (0.2); review of intermediation proposal, comments to Vertex and advisors regarding potential markups (1.9); review and prepare comments to intermediation proposals (2.6)	David Carlson	5.40	1,200.00	6,480.00
12/06/24	Call with B. Rogers, S. Le Bouef to discuss mark up of intermediation proposal (1.1); prepare mark up of same (0.4)	David Carlson	1.50	1,200.00	1,800.00
12/10/24	Phone call with Vertex advisors including representatives from Perella Weinberg, Kirkland & Ellis, Alvarez & Marsal and Bracewell regarding bankruptcy case and sale process updates	W. Jared Berg	0.50	1,190.00	595.00
12/15/24	Review of documentation relating to the intermediation, in the context of planning around potential exit pathway	David Carlson	2.00	1,200.00	2,400.00
12/17/24	Phone call with Vertex advisors including representatives from Perella Weinberg,	W. Jared Berg	1.50	1,190.00	1,785.00

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## BRACEWELL

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Invoice: 21992795

Client: Vertex Energy, Inc.

Kirkland & Ellis, Alvarez & Marsal and  
Bracewell regarding bankruptcy case and  
sale process updates (1.2); phone call with  
B. Rogers regarding same (0.3)

**Total: Asset Disposition****19,635.00****B190 - Other Contested Matters (excluding assumption/rejection motions)**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/02/24	Review email from A&M related to RINs (0.2); review public information on cellulosic biofuel (0.3); respond to A&M (0.2); call to discuss RINs issues (0.3); attention to email from Sidley (0.1)	Brittany Pemberton	1.10	1,225.00	1,347.50
12/03/24	Follow up with Kirkland and Sidley on response to EPA (0.2); review exhibit draft (0.1); review updated exhibit (0.1); provide updates to J. Gregory, A. Scharfenberg, and M. Miller regarding lenders' response (0.3)	Brittany Pemberton	0.70	1,225.00	857.50
12/04/24	Attention to email from T. Brewer regarding regulatory reporting (0.1); exchange emails with M. Dendinger and B. Rogers regarding same (0.2)	Brittany Pemberton	0.30	1,225.00	367.50
12/05/24	Review crude supply agreement and tripartite agreement in preparation for all hands call (0.7); participate in all hands call and attention to related follow up (1.1)	Parker Lee	1.80	1,525.00	2,745.00
12/05/24	Participate in update call (0.4); review EPA's proposed cellulosic biofuel waiver (0.4)	Brittany Pemberton	0.80	1,225.00	980.00
12/06/24	Review and comment on EPA materials (0.4); review cellulosic component of materials (0.6); draft email to R. Bentley regarding EPA proposed rule (0.4)	Brittany Pemberton	1.40	1,225.00	1,715.00

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12/09/24	Exchange emails with M. Dendinger regarding upcoming call on EPA matters (0.1); call with Kirkland team on EPA (0.3); reach out to Sidley regarding same (0.1); call with Sidley to discuss EPA (0.4); exchange emails with M. Miller regarding D3 RINs (0.3); draft update to Kirkland team (0.2)	Brittany Pemberton	1.40	1,225.00	1,715.00
12/10/24	Phone call with B. Rogers to discuss contract operator procedure and related next steps	Parker Lee	0.30	1,525.00	457.50
12/11/24	Review Shell and Macquarie supply and tripartite agreements along with support agreement in anticipation of call to discuss same	Parker Lee	0.70	1,525.00	1,067.50
12/12/24	Review EPA's updated materials (0.2); send same to J. Gregory (0.1); seek input on same from A. Scharfenberg (0.2); exchange emails with Kirkland and Sidley regarding updated materials from EPA (0.4); exchange emails with A Scharfenberg to discuss feedback on agreement language (0.5)	Brittany Pemberton	1.40	1,225.00	1,715.00
12/13/24	Exchange emails with Kirkland and Sidley regarding EPA issues (0.3); attention to emails related to Confirmation Order language (0.2); respond to questions from DOJ regarding RINs (0.2); exchange emails with J. Gregory regarding same (0.1)	Brittany Pemberton	0.80	1,225.00	980.00
12/13/24	Participate in call regarding crude supply for refinery and related follow up correspondence (1.3); review Macquarie Supply & Offtake Agreement provisions in connection with grid/letter to prepare related to same (0.4); participate in call to discuss Macquarie related deliverables for Shell rejection (0.6); review summary of Shell and Macquarie election timeline table	Parker Lee	2.60	1,525.00	3,965.00

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Client: Vertex Energy, Inc.

and provide comments to same (0.3)

12/14/24	Email correspondence regarding rejection of Macquarie agreements list and related follow up communications to send to Vertex	Parker Lee	0.30	1,525.00	457.50
12/15/24	Update A. Scharfenberg on EPA issues	Brittany Pemberton	0.10	1,225.00	122.50
12/16/24	Review of DOJ materials (0.1); attention to emails between DOJ and Kirkland/Sidley regarding confirmation order language (0.5); review confirmation order language (0.2)	Brittany Pemberton	0.80	1,225.00	980.00
12/16/24	Review email correspondence related to Grid Amendment to Macquarie documentation (0.4); review underlying Macquarie and Shell documents with respect to continuing obligations (1.5); call with M. Dendinger to discuss rejected agreements (0.4); participate in call to discuss rejection of Macquarie agreements (0.8)	Parker Lee	3.10	1,525.00	4,727.50
12/17/24	Send filed plan supplement and executed settlement to J. Gregory, A. Scharfenberg, and M. Miller (0.2); exchange emails with A. Scharfenberg regarding next steps (0.2); review and comment on RIN settlement slides for confirmation hearing (0.3)	Brittany Pemberton	0.70	1,225.00	857.50
12/18/24	Attention to input from DOJ on RIN slides for confirmation hearing (0.1); review same (0.1); revise final slides (0.1)	Brittany Pemberton	0.30	1,225.00	367.50
12/19/24	Attention to additional input from DOJ on RIN slides for confirmation hearing	Brittany Pemberton	0.10	1,225.00	122.50

**Total: Other Contested Matters (excluding assumption/rejection motions)****25,547.50**

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Client: Vertex Energy, Inc.

**B230 - Financing/Cash Collections**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/01/24	Review of intermediation bids (1.0); correspondence regarding indications of interest and intermediation (0.5)	Brian Rogers	1.50	1,500.00	2,250.00
12/02/24	Analyze intermediation indications of interest	Brian Rogers	1.10	1,500.00	1,650.00
12/03/24	Participate in group call regarding status of next steps on Vertex bankruptcy (0.8); review list of Shell action items under the Macquarie Supply and Offtake Agreement and provide comments to same (0.3)	Parker Lee	1.10	1,525.00	1,677.50
12/03/24	Update call with Company and its advisors (0.6); internal catch-up call with S. Le Bouef, M. Dendinger, P. Lee, D. Carlson (0.8); review next steps regarding Supply and Offtake and Intermediation (0.5)	Brian Rogers	1.90	1,500.00	2,850.00
12/03/24	Coordinate amendment no. 9 to the NDAs with club lenders	Nour Haikal	0.40	825.00	330.00
12/03/24	Attend Vertex Update call with advisors, company and Bracewell (0.6); internal call with B. Rogers, M. Dendinger, P. Lee, D. Carlson, J. Berg (0.7)	Scott Le Bouef	1.30	1,875.00	2,437.50
12/04/24	Review draft NDA extensions and sign off on same (0.2); review executed and assembled NDA extensions and sign off on same (0.2)	Jenny Dill	0.40	1,175.00	470.00
12/04/24	Review and comment on Amendment No. 9 to club lender NDAs	Nour Haikal	1.00	825.00	825.00
12/04/24	Prepare call for commercial call regarding exit intermediation and supply (0.4); prepare for same call and review underlying	Brian Rogers	1.80	1,500.00	2,700.00

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documents (0.7); review of NDA extensions (0.4); correspondence regarding EPA/RINs (0.3)

12/04/24	Preparation for Thursday call regarding exit intermediation and supply issues and review relevant intermediation provisions and notes regarding supply (0.8); call with internal group regarding same (0.3)	Scott Le Bouef	1.10	1,875.00	2,062.50
12/05/24	Update call with Company and its advisors (0.5); call regarding exit intermediation and supply with Company and its advisors and Houlihan, including follow up (1.1); prepare for same call and review email summary (0.7); review of and edits to Intermediation Term Sheet and proposed amendments (3.3); call with Macquarie regarding exit issues (0.7)	Brian Rogers	5.60	1,500.00	8,400.00
12/05/24	Attend Vertex update call (0.4); attend Vertex Call regarding Exit Intermediation and Supply (0.7); review summary e-mail regarding exit intermediation and supply considerations (0.3)	Scott Le Bouef	1.40	1,875.00	2,625.00
12/06/24	Review and revise Exit Intermediation Term Sheet and proposals (3.5); internal discussions regarding same (1.1)	Brian Rogers	4.60	1,500.00	6,900.00
12/06/24	Review and comment on intermediation term sheet draft (1.4); call with B. Rogers and D. Carlson regarding same (1.0)	Scott Le Bouef	2.40	1,875.00	4,500.00
12/07/24	Correspondence regarding asset sale results and process (0.2); participate in Vertex Advisors call (0.6)	Brian Rogers	0.80	1,500.00	1,200.00
12/08/24	Review and comment on intermediation proposals (0.4); review intermediation docs related to exit (0.6)	Brian Rogers	1.00	1,500.00	1,500.00

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12/08/24	Assist PWP in preparing markup of proposal for intermediation exit facility (0.3); review Restructuring Support Agreement, Assurance Agreement provisions relating to fee structure for DIP intermediation flex and related exit matters (0.5)	David Carlson	0.80	1,200.00	960.00
12/09/24	Correspondence regarding exit intermediation facility (0.3); call with Reed Smith team regarding same (0.3)	Brian Rogers	0.60	1,500.00	900.00
12/09/24	Call with Bracewell and Reed Smith regarding exit contingencies	David Carlson	0.20	1,200.00	240.00
12/10/24	Prepare and coordinate signature pages for barge notices	Rachel Straub	0.50	785.00	392.50
12/10/24	Vertex Advisors update call (0.5); call w P. Lee to discuss operating agreements and next steps (0.3); review of intermediation barge notices (0.2); call with J. Gregory regarding plan matters and exit facilities (1.0)	Brian Rogers	2.00	1,500.00	3,000.00
12/10/24	Review weekly update materials relating to intermediation	David Carlson	0.20	1,200.00	240.00
12/11/24	Review intermediation documentation and mechanics (0.5); Review Plan Supplement (0.7)	Brian Rogers	1.20	1,500.00	1,800.00
12/12/24	Review and comment on Amendment No. 10 to club lender NDAs and coordinate execution	Nour Haikal	2.00	825.00	1,650.00
12/12/24	Review NDA amendments	Brian Rogers	0.20	1,500.00	300.00
12/12/24	Review draft nondisclosure agreements (0.2); review email correspondence regarding execution by company of same	Jenny Dill	0.50	1,175.00	587.50

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	(0.1); review executed and complied nondisclosure agreements and sign off on same (0.2)				
12/13/24	Review rolling stock values (0.2); attend kick-off call regarding Exit facility (0.3)	Nour Haikal	0.50	825.00	412.50
12/13/24	Commercial call with all restructuring parties regarding crude supply and intermediation and follow up matters (1.5); call with Sidley, Reed Smith and Kirkland regarding Intermediation term sheet (0.5); review Macquarie intermediation term sheet and proposed amendments (1.1); participate in call to discuss Macquarie related deliverables for Shell rejection (0.6); review summary of Shell and Macquarie election timeline table and provide comments to same (0.6); rolling stock and post-closing term loan items (0.3); review supplemental disclosures (0.5); correspondence regarding real estate and collateral value (0.5); review Macquarie Acknowledgment (0.9)	Brian Rogers	6.50	1,500.00	9,750.00
12/13/24	Call regarding lender requests relating to intermediation facility and term contracts with P. Lee, B. Rogers (0.5); review, extract, and circulate to Bracewell team for discussion provisions of intermediation documents responsive to lender requests (0.3); review intermediation facility documentation in response to query regarding potential changes in exit scenario (1.4); call regarding lender requests relating to intermediation facility and term contracts with P. Lee, B. Rogers, R. Straub, S. Le Bouef, M. Dendinger, J. Jhe (0.8); review intermediation facility documentation in response to query regarding potential changes in exit scenario (2.2)	David Carlson	5.20	1,200.00	6,240.00

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12/13/24	Call regarding crude supply and related issues with Houlihan Lokey and Sidley (0.5); call with internal team regarding intermediation extension, rejections, next steps and deliverables (0.6); follow up analysis of same (0.2)	Scott Le Bouef	1.30	1,875.00	2,437.50
12/14/24	Review Macquarie Intermediation Term Sheet and proposed amendments (4.5); Review Plan supplement / rejection language and analysis of same (0.7); correspondence regarding supply (0.3); review and analysis of Macquarie Acknowledgment (1.0)	Brian Rogers	5.50	1,500.00	8,250.00
12/15/24	Review and comment on intermediation extension term sheet (1.1); correspondence with internal team regarding tripartite arrangements and rejection and consider issues raised (0.3)	Scott Le Bouef	1.40	1,875.00	2,625.00
12/15/24	Review and analysis of Macquarie Intermediation Term Sheet and proposed amendments (6.0); review and analysis of Macquarie Acknowledgment (0.6)	Brian Rogers	6.60	1,500.00	9,900.00
12/15/24	Review Macquarie intermediation facility amendments list and related email correspondence	Parker Lee	0.60	1,525.00	915.00
12/16/24	Call with B. Rogers, M. Dendinger, N. Haikal and D. Ray regarding exit facility (0.3); review plan supplement for transaction updates and corporate reorganization terms (0.5); review existing credit agreement for conditions precedent (0.3); meeting with N. Haikal and D. Ray to discuss preparation of ancillary exit documents (0.4); review and markup of commitment papers and term sheet (2.7)	Jenny Dill	4.20	1,175.00	4,935.00

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Client: Vertex Energy, Inc.

12/16/24	Review of tripartite agreement in response to query regarding contract rejection scenarios (0.4); review, revise draft terms grid for prospective exit intermediation facility (0.2); call with Bracewell team to discuss intermediation implications of proposed list of contract rejections on intermediation (0.7)	David Carlson	1.30	1,200.00	1,560.00
12/16/24	Review of exit facility materials and begin drafting ancillary documents	Nour Haikal	2.30	825.00	1,897.50
12/16/24	Call with internal team regarding Macquarie and Shell rejection (0.7); follow up analysis regarding same (0.1)	Scott Le Bouef	0.80	1,875.00	1,500.00
12/16/24	Review and analysis of Term Loan Commitment Letter and Term Sheet (2.6); call regarding Term Loan Exit Facility and Term Loan Exit Facility ancillaries (1.0); correspondence regarding financings (0.4); attention to Macquarie Intermediation Term Sheet (5.4); analysis regarding Shell and Macquarie confirmation order/rejection language (0.5); correspondence regarding Macquarie acknowledgment (0.5); correspondences regarding Macquarie and Shell (0.8); review amended plan supplement (0.5)	Brian Rogers	11.70	1,500.00	17,550.00
12/16/24	Discussing exit facility structure with Bracewell team and documentation required for same (0.5); coordinate outreach to local counsel with N. Haikal (0.5); review reorganization plan and potential changes to perfection certificate in connection with same (1.0); meeting with J. Dill and N. Haikal regarding responsibilities for closing (0.5)	Davis Ray	2.50	900.00	2,250.00

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Client: Vertex Energy, Inc.

12/17/24	Review proposed email to local counsel requesting opinions (0.1); continued review of commitment letter and term sheet markup of same (1.8); call with B. Rogers regarding certain items in term sheet (0.1); further revised term sheet for feedback from B. Rogers and M. Dendinger (0.5); review additional comments from Kirkland to commitment letter and fee letter (0.2); consolidate comments to commitment letter and term sheet with comments from Kirkland and circulate updated markup (0.5); draft email and circulated combined comments to Sidley (0.3); review additional comments from Kirkland to term sheet (0.2); review email correspondence on status of other deliverables in connection with the plan (0.1)	Jenny Dill	3.80	1,175.00	4,465.00
12/17/24	Review and analysis of Term Loan Commitment Letter and Term Sheet (3.7); review and analysis of Macquarie IM Term Sheet and related matters (2.6); participate in weekly advisors call (0.5); analysis regarding Shell and Macquarie confirmation order/rejection language (0.5); call with A&M regarding offtake / intermediation points (0.4); analysis and correspondence regarding Macquarie acknowledgment (0.6); correspondence regarding collateral and values (0.4)	Brian Rogers	8.70	1,500.00	13,050.00
12/17/24	Draft Officers Certificate, Resolutions, and Solvency Certificate for 2025 exit facility	Nour Haikal	2.50	825.00	2,062.50
12/17/24	Attend Vertex advisors update call.	Scott Le Bouef	0.40	1,875.00	750.00
12/18/24	Review and analysis of intermediation extension term sheet	June Jhe	2.50	1,175.00	2,937.50
12/18/24	Review and analysis of Term Loan	Brian Rogers	10.50	1,500.00	15,750.00

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Commitment Letter and Term Sheet (4.6);  
 review and analysis of Fee Letter (0.3);  
 review and analysis of Term Loan exit  
 ancillaries (0.3); review and analysis of  
 Macquarie Intermediation Term Sheet (3.8);  
 analysis regarding Shell and Macquarie  
 confirmation order/rejection language (0.8);  
 review and discuss plan supplement (0.7)

12/18/24	Reviewed revised commitment letter from Sidley and internal correspondence on same (.4); reviewed draft fee letter (.5); call with Kirkland regarding open issues in commitment letter (.4); follow up call with Brian Rogers (.1); circulated fee letter to Company for review (.1); coordinated execution and signature pages with Nour Haikal (.2); email correspondence with Mark Dendinger regarding bankruptcy provisions in commitment papers (.1); reviewed further revised fee letter and commitment papers circulated by Sidley (.3); reviewed executed signature pages (.1); reviewed proposed filing version of commitment letter and fee letter and signed off on same (.2)	Jenny Dill	2.40	1,175.00	2,820.00
12/18/24	Draft ancillary documents for exit facility	Nour Haikal	2.50	825.00	2,062.50
12/19/24	Review and analysis of Term Loan Commitment Letter and Term Sheet (2.5); review and analysis of Macquarie Intermediation Term Sheet (1.0).; analysis regarding Shell and Macquarie rejection language (0.7)	Brian Rogers	4.20	1,500.00	6,300.00
12/19/24	Coordinate execution of commitment and fee letter	Nour Haikal	0.80	825.00	660.00
12/20/24	Document review for control agreement	Nour Haikal	0.20	825.00	165.00

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Client: Vertex Energy, Inc.

**Total: Financing/Cash Collections****173,692.50****B320 - Plan and Disclosure Statement (including Business Plan)**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/17/24	Review proposed draft of confirmation order insert language	David Carlson	0.10	1,200.00	120.00
12/17/24	Review Shell comments to Confirmation Order	Parker Lee	0.30	1,525.00	457.50
12/18/24	Review and comment on proposed confirmation order insert	David Carlson	0.30	1,200.00	360.00
<b>Total: Plan and Disclosure Statement (including Business Plan)</b>					<b>937.50</b>

**B410 - General Bankruptcy Advice/Opinions**

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/16/24	Correspondence with B. Rogers regarding exit facility (0.3); kick off call with B. Rogers, M. Dendinger, J. Dill, D. Ray and N. Haikal regarding exit facility (0.3); review correspondence and attachments regarding exit facility (0.7)	Allison Houston	1.30	1,070.00	1,391.00
12/17/24	Review correspondence and attachments regarding exit facility documentation	Allison Houston	0.30	1,070.00	321.00
<b>Total: General Bankruptcy Advice/Opinions</b>					<b>1,712.00</b>

**Total Fees****\$ 223,049.50**

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Client: Vertex Energy, Inc.

## Summary of Fees

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
W. Jared Berg	Associate	3.60	1,190.00	4,284.00
David Carlson	Sr. Counsel	20.50	1,200.00	24,600.00
Jenny Dill	Counsel	11.30	1,175.00	13,277.50
Nour Haikal	Associate	12.20	825.00	10,065.00
Allison Houston	Associate	1.60	1,070.00	1,712.00
June Jhe	Associate	2.50	1,175.00	2,937.50
Scott Le Bouef	Partner	10.10	1,875.00	18,937.50
Parker Lee	Partner	11.80	1,525.00	17,995.00
Brittany Pemberton	Partner	9.90	1,225.00	12,127.50
Davis Ray	Associate	2.50	900.00	2,250.00
Brian Rogers	Partner	76.00	1,500.00	114,000.00
Rachel Straub	Associate	1.10	785.00	863.50
<b>Total Summary of Fees</b>		<b>163.10</b>		<b>\$ 223,049.50</b>

Total Fees, Expenses and Charges on This Invoice

\$ 223,049.50

**EXHIBIT B**

**Bracewell Retention Order**



**ENTERED**

November 25, 2024

Nathan Ochsner, Clerk

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

In re:

VERTEX ENERGY, INC., *et al.*,<sup>1</sup>

Debtors.

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

**ORDER APPROVING THE APPLICATION FOR ENTRY OF AN ORDER  
AUTHORIZING THE RETENTION AND EMPLOYMENT OF BRACEWELL LLP AS  
CO-COUNSEL AND CONFLICTS COUNSEL FOR THE DEBTORS  
AND DEBTORS IN POSSESSION EFFECTIVE AS OF SEPTEMBER 24, 2024**

Upon the Application (the “Application”)<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the retention and employment of Bracewell LLP (“Bracewell”) as co-counsel and conflicts counsel for the Debtors as of the Petition Date; and the Court having reviewed the Application and the Cohen Declaration, and this Court being satisfied, based on the representations made in the Application and the Cohen Declaration that Bracewell is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code; and that Bracewell represents no interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged; and this Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that it may enter a final order consistent with Article III of the United

<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases 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 corporate headquarters and the Debtors’ service address in these chapter 11 cases is 1331 Gemini Street Suite 250, Houston, Texas 77058.

<sup>2</sup> Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Application.



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States Constitution; and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. § 1408; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; this Court having reviewed the Application and having heard the statements in support of the relief requested therein at the hearing, if any, before this Court (the “Hearing”); and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates, their creditors and all other parties-in-interest; and that the legal and factual bases set forth in the Application having established just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Debtors are authorized to retain and employ Bracewell as co-counsel and conflicts counsel effective as of the Petition Date upon the terms and conditions set forth in the Application and the Engagement Letter.

2. Bracewell is authorized to render professional services to the Debtors as described in the Application and the Engagement Letter.

3. Bracewell shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ Chapter 11 Cases compliance with Bankruptcy Code sections 330 and 331 and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules and any other applicable procedures and orders of the Court. For billing purposes, Bracewell shall keep its time in one-tenth (1/10) hour increments.

4. Bracewell’s Retainer shall be held by Bracewell as security throughout these Chapter 11 Cases until Bracewell’s fees and expenses are awarded and payable to Bracewell on a final basis. At the conclusion of Bracewell’s engagement by the Debtors, if the amount of

Bracewell's Retainer is in excess of the amount of Bracewell's outstanding and estimated fees, expenses and costs, Bracewell will pay to the Debtors the amount by which Bracewell's Retainer exceeds such fees, expenses, and costs.

5. Bracewell shall use reasonable efforts to avoid any duplication of services provided by any of the Debtors' other chapter 11 professionals in these Chapter 11 Cases.

6. Bracewell 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, Bracewell will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

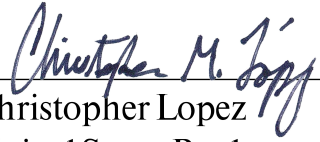
7. To the extent further increases in rates set forth in the Application occur after entry of this Order, Bracewell shall file a notice with the Court and give the Debtors, the U.S. Trustee and counsel to the Committee (if any) notice of any increases in the rates set forth in the Application. The notice shall explain the basis for the requested rate increases in accordance with Bankruptcy Code section 330(a)(3)(F) and state whether the Debtors have consented to the rate increase. The U.S. Trustee retains all rights to object to any hourly rate increases on all grounds, including the reasonableness standard set forth in Bankruptcy Code section 330, and the Court may review any rate increase pursuant to Bankruptcy Code section 330.

8. To the extent the Application, the Engagement Letter, or the Cohen Declaration is inconsistent with this Order, the terms of this Order shall govern.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Court retains jurisdiction with respect to all matters arising from or related to the enforcement or interpretation of this Order.

Signed: November 25, 2024

  
\_\_\_\_\_  
Christopher Lopez  
United States Bankruptcy Judge

**EXHIBIT C****Customary and Comparable Compensation Disclosure with Fee Application**

Category of Timekeeper	BLENDED HOURLY RATE	
	Billed [By Bracewell for 2024 Year, Excluding Bankruptcy]	Billed [In this Fee Application]
Partner	\$1,262.50	\$1,430.83
Associate [Including Counsel and Senior Counsel]	\$952.00	\$970.56
Paraprofessional	\$410.50	\$435.00
<b>All Timekeepers Aggregated:</b>	<b>\$875.00</b>	<b>\$945.46</b>

**EXHIBIT D****Summary of Timekeepers Included in this Fee Application**

Name	Title	Department	Date of First Admission	Fees Billed in this Application	Hours Billed in this Application	Hourly Rate Billed in this Application (Before November 2024)	Hourly Rate Billed in this Application (After November 2024)
Faren Bartholomew	Associate	Business and Regulatory	11/20/2024	\$2,677.50	3.50	\$765.00	N/A
Sam Folb	Associate	Corporate and Securities	10/07/2024	\$80,400.00	107.20	\$750.00	\$750.00
Rachel Straub	Associate	Finance	02/10/2025	\$63,192.50	80.50	\$785.00	\$785.00
Nour Haikal	Associate	Finance	10/04/2023	\$23,722.50	30.70	\$675.00	\$825.00
Ryan Marren	Associate	Trial	10/04/2023	\$29,805.00	41.40	\$675.00	\$825.00
Davis Ray	Associate	Finance	10/12/2022	\$17,248.50	21.80	\$745.00	\$900.00
Allison Houston	Associate	Finance	11/23/2021	\$1,712.00	1.60	N/A	\$1,070.00
Janie Calloway	Associate	Business and Regulatory	10/25/2019	\$3,780.00	4.20	\$900.00	N/A
Robert Grattan	Associate	Financial Restructuring	10/25/2019	\$22,968.00	25.20	\$900.00	\$1,060.00
Andrew Mintz	Associate	Business and Regulatory	11/02/2018	\$49,573.50	47.10	\$950.00	\$1,135.00
June Jhe	Associate	Finance	10/18/2017	\$45,765.00	43.00	\$1,005.00	\$1,175.00
Jared Berg	Associate	Corporate and Securities	11/04/2016	\$67,152.00	61.30	\$1,000.00	\$1,190.00

Jonathan Lozano	Counsel	Financial Restructuring	09/08/2014	\$146,835.00	128.40	\$1,100.00	\$1,175.00
Jenny Dill	Counsel	Business and Regulatory	11/02/2007	\$37,602.50	33.50	\$1,075.00	\$1,175.00
David Carlson	Senior Counsel	Business and Regulatory	01/19/2012	\$125,650.00	111.20	\$1,100.00	\$1,200.00
Bradley Benoit	Partner	Trial	11/03/1999	\$11,737.50	9.70	\$1,175.00	\$1,275.00
Jason Cohen	Partner	Financial Restructuring	11/04/2005	\$56,807.50	44.30	\$1,225.00	\$1,325.00
Mark Dendinger	Partner	Financial Restructuring	05/16/2008	\$141,837.50	89.50	\$1,525.00	\$1,650.00
Stephen Crain	Partner	Trial	11/02/1990	\$35,605.00	26.60	\$1,300.00	\$1,425.00
Jeffrey Holmstead	Partner	Business and Regulatory	05/04/1998	\$43,165.00	29.60	\$1,400.00	\$1,525.00
Scott Le Bouef	Partner	Finance	01/12/2000	\$83,182.50	46.30	\$1,725.00	\$1,875.00
Parker Lee	Partner	Business and Regulatory	09/24/2014	\$56,832.50	38.30	\$1,400.00	\$1,525.00
Brittany Pemberton	Partner	Business and Regulatory	10/06/2014	\$70,085.00	61.40	\$1,075.00	\$1,225.00
Brian Rogers	Partner	Business and Regulatory	03/11/2014	\$389,737.50	271.80	\$1,375.00	\$1,500.00
Charles Still	Partner	Corporate and Securities	11/04/1994	\$12,807.50	8.50	\$1,475.00	\$1,625.00
Whit Swift	Partner	Business and Regulatory	11/01/1996	\$1,100.00	1.00	N/A	\$1,100.00
Timothy Wilkins	Partner	Business and Regulatory	11/05/1993	\$17,020.00	13.30	\$1,275.00	\$1,400.00
Thomas Tomlinson	Partner	Business and Regulatory	02/11/2000	\$2,992.50	2.10	\$1,425.00	N/A

Mary Kearny	Paralegal	N/A	N/A	\$58,047.50	119.70	\$475.00	\$500.00
Caitlyn Lightner	Paralegal	N/A	N/A	\$1,715.00	4.90	\$350.00	N/A
Melissa Vann	Paralegal	N/A	N/A	\$175.00	0.50	\$350.00	N/A
<b>TOTAL</b>				<b>\$1,700,931.50</b>	<b>1,508.1</b>		



**EXHIBIT E**

**Summary of Expenses for Application Period**

<b>Expense Category</b>	<b>Total Amount for Application Period</b>
Filing and Transcripts	\$920.50
Courier/Delivery Fees	\$47.49
<b>Grand Total</b>	<b>\$967.99</b>