

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

In re

VWS Holdco, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

Objection Deadline: June 25, 2025 at 4:00 P.M. (ET)

Hearing Date: July 2, 2025 at 11:00 A.M. (ET)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”), by and through their undersigned proposed counsel, hereby move this Court (the “Motion”) for entry of an order pursuant to sections 105(a), 330(a), and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 2016-1 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), establishing an orderly, regular process for the allowance and payment of compensation for professional services rendered and reimbursement of expenses incurred by professionals retained in these Chapter 11 Cases. In support of this Motion, the Debtors incorporate by reference the *Declaration of Steven F. Agran in Support of First Day Relief* (the “First Day Declaration”)² [D.I. 12] and respectfully represent as follows:

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification numbers are as follows: VWS Holdco, Inc. (5412) and Shoosmith Bros., Inc. (6914). The Debtors’ mailing address is P.O. Box 2770, Chesterfield, VA 23832.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the First Day Declaration.



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JURISDICTION

1. The Court has jurisdiction over the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and the Motion is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 105(a), 330(a), and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-1.

3. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court if it is determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

BACKGROUND

4. On June 1, 2025 (the “Petition Date”), the Debtors commenced the above-captioned cases (these “Chapter 11 Cases”) by filing voluntary petitions (the “Petitions”) for relief under Chapter 11 of the Bankruptcy Code in this Court. The Debtors are operating their businesses as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee, examiner or official committee has been appointed in these Chapter 11 Cases.

5. Additional detail regarding the Debtors, the events leading to commencement of these Chapter 11 Cases, and the facts and circumstances supporting the relief requested herein are set forth in the First Day Declaration and is incorporated herein by reference.

RELIEF REQUESTED

6. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), establishing an orderly, regular process for the allowance and payment of compensation for professional services rendered and reimbursement of expenses incurred by professionals who have been or are retained in these Chapter 11 Cases pursuant to sections 327 or 1103 of the Bankruptcy Code (each a “Professional”, and collectively, the “Professionals”). Specifically, the Debtors propose that the payment of fees and reimbursement of expenses of the Professionals retained in these Chapter 11 Cases be structured in accordance with the procedures annexed as **Exhibit 1** to the Proposed Order and incorporated herein by reference (the “Compensation Procedures”).³

RETENTION OF PROFESSIONALS

7. The Debtors expect to file applications and motions for the retention of various professionals in these Chapter 11 Cases as the need arises (each a “Professional,” and collectively, with any other subsequently retained professionals under section 327 and of the Bankruptcy Code, the “Professionals”).⁴ The Debtors also anticipate that any committee appointed in these cases will also seek to retain its own Professionals that would be subject to the Compensation Procedures.

PROPOSED COMPENSATION PROCEDURES

³ Unless specifically set forth herein, and for the avoidance of doubt, the Debtors’ proposed Compensation Procedures shall not override compensation procedures in any separate order of the Court approving the employment and retention of any Professional.

⁴ The Debtors will also be filing contemporaneously with the filing of this Motion the *Debtors’ Motion for Entry of an Order Approving Procedures for the Retention and Compensation of Ordinary Course Professionals Nunc Pro Tunc to the Petition Date* [D.I. TBD] (the “OCP Motion”), seeking authority to continue to retain and pay certain professionals in the ordinary course of business (the “OCPs”). If the OCP Motion is granted, the OCPs would not be required to file individual retention applications in accordance with the Compensation Procedures and would be paid for postpetition services without submitting fee applications.

8. As detailed in Exhibit 1 to the Proposed Order, and incorporated herein by reference, the Compensation Procedures will establish a streamlined process for payment of retained Professionals during these Chapter 11 Cases and consistent with those approved in this Court. Pursuant to the Compensation Procedures, the Professionals may file and serve monthly applications (the “Monthly Fee Applications”) with the Court for approval of eighty percent (80%) of their fees and one hundred percent (100%) of their expenses, upon notice to key parties, including (i) the Debtors, (ii) counsel to the Debtors, (iii) counsel to the DIP Lenders, (iv) counsel to any statutory committee appointed in these Chapter 11 Cases, and (v) the United States Trustee for the District of Delaware (the “U.S. Trustee”) (collectively, the “Notice Parties”). Every three months, the Professionals may file and serve interim fee applications (the “Interim Fee Applications”) with the Court for approval of the twenty percent (20%) holdback from their previously approved fees. At the conclusion of these Chapter 11 Cases, the Professionals will be required to file and serve final fee applications (the “Final Fee Applications,” and collectively with the Monthly Fee Applications and Interim Fee Applications, the “Applications”) for final approval of one hundred percent (100%) of their fees and one hundred percent (100%) of their expenses.

9. The Debtors believe that the proposed Compensation Procedures will enable the Debtors to (a) closely monitor the costs of administering these Chapter 11 Cases, (b) maintain an appropriate level of liquidity so as to ensure the Debtors’ continued ability to satisfy such costs, and (c) forecast level cash flows that account for the amount and timing of such costs. Moreover, the proposed Compensation Procedures will streamline the administration of these Chapter 11 Cases and otherwise expedite the bankruptcy process for the Court, any committee appointed in these Chapter 11 Cases, the U.S. Trustee, and all parties in interest.

BASIS FOR RELIEF

10. Section 330 of the Bankruptcy Code provides, in relevant part, that:

After notice to the parties in interest and the United States Trustee and a hearing, and subject to sections 326, 328 and 329, the court may award to . . . a professional person employed under section 327 or 1103 (A) reasonable compensation for actual, necessary services rendered . . . and (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330.

11. Section 331 of the Bankruptcy Code provides, in relevant part, as follows:

[A] debtor's attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days . . . or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title. After notice and a hearing, the court may allow and disburse to such applicant such compensation or reimbursement.

11 U.S.C. § 331.

12. Under section 331, professionals are limited to seeking payment of fees and expenses to no more than three times per year. However, section 331 also expressly allows a court to permit the more frequent filing of such applications. In that vein, “[c]ourts have generally recognized that in large cases it is appropriate to allow payment of professionals more frequently.” *In re Mariner Post-Acute Network, Inc.*, 257 B.R. 723, 727 (Bankr. D. Del. 2000).

13. Further, section 105(a) of the Bankruptcy Code authorizes a court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code],” thereby codifying the bankruptcy court’s inherent equitable powers. 11 U.S.C. § 105(a).

14. Interim compensation procedures are necessary to avoid having professionals fund the bankruptcy cases. *See In re Mariner Post-Acute Network, Inc.*, 257 B.R. at 727–28 (approving

entry of such an order and explaining that more frequent payment avoids imposing an “intolerable burden” and “a significant economic disadvantage” on the debtors’ professionals, while also permitting debtors to “better manage their cash flow”). Factors to consider in deciding whether to establish interim compensation procedures include the size of the case, the complexity of the issues involved, and the time required on the part of the attorneys for the debtor in providing services necessary to achieve a successful reorganization. *See id.* at 730 (citing *In re Knudsen Corp.*, 84 B.R. 668, 672–73 (B.A.P. 9th Cir. 1988)).

15. Here, implementation of the proposed Compensation Procedures is justified and in the best interest of the Debtors’ estates and their creditors. The proposed Compensation Procedures will: (a) enable the Debtors and parties in interest to closely monitor costs of administration relating to these Chapter 11 Cases; (b) allow the Court and parties in interest to ensure the reasonableness and necessity of the compensation and reimbursement of expenses; (c) substantially reduce the burden imposed on the Court by avoiding the need for immediate review of Monthly Fee Applications; and (d) eliminate undue financial burdens on the Professionals.

16. Moreover, absent streamlined compensation procedures, the professional fee application and review process could create an exceptional burden to the Debtors, the Court, any appointed committee, the Professionals, and other parties in interest. The proposed Compensation Procedures will greatly simplify the process and preempt unnecessary Court involvement and expenditure of judicial resources. Accordingly, the Debtors submit the relief requested herein is necessary, appropriate, and in the best interests of the Debtors, their estates and their creditors, and as such should be granted.

NOTICE

17. Notice of this Motion will be provided to: (i) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Jane M. Leamy (jane.m.leafy@usdoj.gov); (ii) counsel to the DIP Lenders, Cole Schotz P.C., 1325 Avenue of the Americas, New York, NY 10019, Attn. Daniel F. X. Geoghan (DGeoghan@coleschotz.com); (iii) the Debtor's twenty (20) largest unsecured creditors on a consolidated basis; and (iv) all parties requesting notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Proposed Order substantially in the form annexed hereto as **Exhibit A** granting the relief requested in this Motion and (b) granting such other and further relief as may be just and proper.

Dated: June 11, 2025
Wilmington, Delaware

PASHMAN STEIN WALDER HAYDEN, P.C.

/s/ Richard W. Riley
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Richard W. Riley (No. 4052)
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-and-

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Proposed Counsel to the Debtors and Debtors in Possession

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

In re

VWS Holdco, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

Obj. Deadline: June 25, 2025 at 4:00 p.m. (ET)

Hearing Date: July 2, 2025 at 11:00 a.m. (ET)

**NOTICE OF HEARING REGARDING DEBTORS' MOTION FOR ENTRY OF AN
ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS**

PLEASE TAKE NOTICE that on June 11, 2025, the above captioned debtors and debtors in possession (the "Debtors") filed the *Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (the "Motion") with the United States Bankruptcy Court for the District of Delaware (the "Court").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) be filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, on or before **June 25, 2025 at 4:00 p.m. (ET)** (the "Objection Deadline"), and (c) served as to be received on or before the Objection Deadline upon (i) the Debtors, (b) proposed counsel to the Debtors, Pashman Stein Walder Hayden, P.C., 824 N. Market Street, Suite 800, Wilmington, Delaware 19801, Attn: John W. Weiss (jweiss@pashmanstein.com), Leah M. Eisenberg (leisenberg@pashmanstein.com), Richard W. Riley (rriley@pashmanstein.com) and David E. Sklar (dsklar@pashmanstein.com), (ii) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Jane M. Leamy (jane.m.leafy@usdoj.gov), and (iii) counsel to the DIP Lenders, Cole Schotz P.C., 1325 Avenue of the Americas, New York, NY 10019, Attn: Daniel F. X. Geoghan (DGeoghan@coleschotz.com).

PLEASE TAKE FURTHER NOTICE that only objections made in writing and timely filed and received, in accordance with the procedures above, will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION, IF NECESSARY, WILL BE HELD ON JULY 2, 2025 AT 11:00 A.M. (ET) BEFORE THE

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification numbers are as follows: VWS Holdco, Inc. (5412) and Shoosmith Bros., Inc. (6914). The Debtors' mailing address is P.O. Box 2770, Chesterfield, VA 23832.

**HONORABLE J. KATE STICKLES, AT THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, WILMINGTON,
DELAWARE 19801.**

**IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE
COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT
FURTHER NOTICE OR HEARING.**

Dated: June 11, 2025
Wilmington, Delaware

PASHMAN STEIN WALDER HAYDEN, P.C.

/s/ Richard W. Riley

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*Proposed Counsel to the Debtors and Debtors in
Possession*

Exhibit A

Proposed Order

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

In re

VWS Holdco, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

Re: D.I. _____

**ORDER ESTABLISHING PROCEDURES FOR
INTERIM COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR RETAINED PROFESSIONALS**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (the “Debtors”) for entry of an order (this “Order”), pursuant to sections 105(a), 330(a), and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-1, establishing interim compensation and reimbursement procedures; and the Court having reviewed the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated February 29, 2012; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion, if necessary (the “Hearing”); and the Court having found and determined that the relief sought in the Motion

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

is in the best interests of the Debtors' estates, their creditors, and other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is hereby **GRANTED** as set forth herein.
2. Except as otherwise provided in this Court's orders, all Professionals may seek interim compensation and reimbursement in accordance with the procedures (the "Compensation Procedures") set out in **Exhibit 1** attached hereto.
3. All Professionals who have been or are hereafter retained under sections 327 of the Bankruptcy Code, except those that the Debtors retained in the ordinary course of business, shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these Chapter 11 Cases in compliance with this Order, the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Court's orders.
4. The Professionals shall be required to serve the Applications only on the Notice Parties. All other parties that have filed a notice of appearance shall be entitled to receive only Hearing Notices on the Applications.
5. The Debtors shall include in their monthly operating reports all payments to Professionals.
6. All time periods referenced in this Order and the Compensation Procedures shall be calculated in accordance with Bankruptcy Rule 9006(a).
7. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014, or otherwise, this Order shall be immediately effective and enforceable upon its entry.

8. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

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

Exhibit 1

Compensation Procedures

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

In re

VWS Holdco, Inc., *et al.*,

Debtors.¹

Chapter 11

Case No. 25-10979 (JKS)

Jointly Administered

COMPENSATION PROCEDURES

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (the “Order”),² the following compensation procedures (collectively, the “Compensation Procedures”) shall apply with respect to the allowance and payment of compensation for professional services rendered and reimbursement of expenses incurred by attorneys and other professionals who have been or will be retained pursuant to sections 327 of the Bankruptcy Code and are required to file applications pursuant to sections 330 and 331 of the Bankruptcy Code on terms that satisfy the requirements of Bankruptcy Rule 2016 and Local Rule 2016-1 (each a “Professional” and collectively, the “Professionals”). Specifically, the Compensation Procedures are as follows:

- a. Following the month or months for which compensation is sought, each Professional seeking interim allowance of its fees and expenses may file an application, which will include the relevant time entry and description and expense detail, with the Court for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month or months (a “Monthly Fee Application”).
- b. Each Professional may submit its first Monthly Fee Application no earlier than the date of entry of this Order. This initial Monthly Fee Application will cover the period from the Petition Date through June 30, 2025.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification numbers are as follows: VWS Holdco, Inc. (5412) and Shoosmith Bros., Inc. (6914). The Debtors’ mailing address is P.O. Box 2770, Chesterfield, VA 23832.

² Capitalized terms not defined in the Compensation Procedures are defined in the Order.

Thereafter, the Professionals may submit Monthly Fee Applications in the manner described above.

- c. Each such Professional shall serve such Monthly Fee Application by email on the following parties: (a) the Debtors, 900 Third Avenue, 33rd Floor, New York, NY 10022, Attn: Steven Agran (sagran@carlmarks.com); (b) proposed counsel for the Debtors, Pashman Stein Walder Hayden, P.C., 824 N. Market Street, Suite 800, Wilmington, Delaware 19801, Attn: John W. Weiss (jweiss@pashmanstein.com), Richard W. Riley (rriley@pashmanstein.com), Leah M. Eisenberg (leisenberg@pashmanstein.com), and David E. Sklar (dsklar@pashmanstein.com); (b) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware, 19801, Attn: Jane M. Leamy (jane.m.leafy@usdoj.gov) (c) counsel to the DIP Lenders, Cole Schotz P.C., 1325 Avenue of the Americas, New York, NY 10019, Attn: Daniel F. X. Geoghan (DGeoghan@coleschotz.com) and (d) counsel to any official committee appointed in the Chapter 11 Cases (the “Notice Parties”)
- d. Any Professional that fails to file a Monthly Fee Application for a particular month or months may subsequently submit a consolidated Monthly Fee Application that includes a request for compensation earned or expenses incurred during previous months. All Monthly Fee Applications shall comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and applicable non-bankruptcy law.
- e. Parties in interest will have fourteen (14) days (or the next business day if such day is not a business day) after the service of a Monthly Fee Application (the “Objection Deadline”) to object to the requested fees and expenses in accordance with the procedures described in subparagraph (f) below. After expiration of the Objection Deadline, each Professional may file with the Court a certificate of no objection (“CNO”) with respect to the unopposed portion of the fees and expenses requested in its Monthly Fee Application. After a CNO is filed, the Debtors are authorized and directed to pay the applicable Professional an amount (the “Actual Monthly Payment”) equal to the lesser of (i) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Application (the “Maximum Monthly Payment”) or (ii) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to an objection pursuant to subparagraph (f) below.
- f. If any party in interest wishes to object to a Professional’s Monthly Fee Application, it must (i) file a written objection (each, an “Objection”) with the Court on or before the Objection Deadline and (ii) serve the Objection on the affected Professional, and each of the other Notice Parties so that it is **actually received** by the other Notice Parties on or before the Objection Deadline. Any such Objection shall identify, with specificity, the

objectionable fees and/or expenses, including the amount of such objected to fees and/or expenses and the basis for such Objection. Thereafter, the objecting party and the affected Professional may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution of the Objection within fourteen (14) days after service of the Objection, the affected Professional may either: (i) file a request with the Court for payment of the difference, if any, between the Maximum Monthly Payment and the Actual Monthly Payment made to the affected Professional, as applicable (the “Incremental Amount”); or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and rule on the Objection if requested by the parties. Payment of the Incremental Amount will be allowed upon the Court’s disposal of the Objection.

- g. At three month intervals or such other intervals convenient to the Court (the “Interim Fee Period”), each Professional may file with the Court and serve upon the Notice Parties a request (an “Interim Fee Application”) for interim Court approval and allowance of the compensation and reimbursement of expenses sought by such in its Monthly Fee Applications, including any holdbacks filed during the Interim Fee Period, pursuant to section 331 of the Bankruptcy Code. The Interim Fee Application must include a brief summary identifying:
 - i. the Monthly Fee Applications that are the subject of the request;
 - ii. the amount of fees and expenses requested;
 - iii. the amount of fees and expenses approved to date or subject to an Objection;
 - iv. any other information requested by the Court or required by the Bankruptcy Rules or Local Rules, including Bankruptcy Rule 2016(a) and Local Rule 2016-1.

Each Professional shall file its first Interim Fee Application on or before September 30, 2025, and the first Interim Fee Application shall cover the period from the Petition Date through August 31, 2025. Thereafter, each Professional must file its Interim Fee Application within thirty (30) days (or the next business day if such day is not a business day) after the end of the applicable Interim Fee Period.

- h. The Debtors will request that the Court schedule a hearing on Interim Fee Applications at least once every three (3) months or at such other intervals as the Court deems appropriate. Parties in interest will have fourteen (14) days (or the next business day if such day is not a business day) after the

service of an Interim Fee Application to file an Objection. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for a hearing, upon the Professional's filing of a CNO. Upon allowance by the Court of a Professional's Interim Fee Application, the Debtors will be authorized to promptly pay such Professional, as applicable, all allowed fees (including the twenty (20%) holdback) and expenses not previously paid.

- i. The pendency of an Objection to payment of compensation or reimbursement of expenses shall not disqualify a Professional from the future payment of compensation or reimbursement of expenses pursuant to the Compensation Procedures. Any Professional that fails to file an Interim Fee Application when permitted will be ineligible to receive further interim payments of fees or expenses under the Compensation Procedures until such time as an Interim Fee Application is submitted by the Professional.
- j. Professionals will each file a final application for compensation and reimbursement (the "Final Fee Application") on or before the deadline set in a confirmed chapter 11 plan or an order of the Court. Each Final Fee Application must comply with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and this Court's orders.
- k. Neither (i) the payment of or the failure to pay, in whole or in part, monthly or interim compensation and reimbursement of expenses under the Compensation Procedures nor (ii) the filing of or failure to file an Objection will bind any party in interest or the Court with respect to the final allowance of applications for compensation and reimbursement of expenses of Professionals, as applicable. All fees and expenses paid to Professionals under the Compensation Procedures are subject to disgorgement until final allowance by the Court.