

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

IN RE	§	Chapter 11
	§	
ABC DENTISTRY, P.A., <i>et al.</i> , ¹	§	Case No. 16-34221
	§	
DEBTORS.	§	Jointly Administered
	§	

**COVER SHEET TO FIFTH AND FINAL FEE
APPLICATION OF BAKER BOTTS L.L.P.**

Name of applicant:	Baker Botts L.L.P.	
Applicant's professional role in case:	Debtors' counsel	
Interim/Final application:	Final application	
Effective date of Order approving professional's retention:	August 26, 2016 [Dkt. No. 99]	
	Beginning of Period	End of Period
Time period covered in application:	08/26/2016	01/9/2018
Time period(s) covered by prior applications:	08/26/2016	08/31/2017
Total amounts awarded in all prior applications:	\$736,825.62	
Amount of retainer received in case:	\$12,135.41	
Total fees applied for in this application and in all prior applications (including any retainer amounts applied or to be applied):	\$885,629.92	
*Total professional fees requested in this application:	\$975,872.24	
*Total professional hours covered by this application:	1,832.6	
*Average hourly rate for professionals:	\$532.51	
*Total paraprofessional fees requested in this application:	\$82,598.30	
*Total paraprofessional hours covered by this application:	291.2	
*Average hourly rate for paraprofessionals:	\$283.65	
Reimbursable expenses sought in this application:	\$28,852.00	
Fees for Final Fee Application Preparation for the period January 10-February 26, 2018:	\$25,000.00	
If a plan has been proposed, total to be paid to unsecured creditors under the plan:	\$3,406,808.71	

¹ The Debtors in these chapter 11 cases are: ABC Dentistry, P.A.; ABC Dentistry Old Spanish Trail, P.L.L.C.; and ABC Dentistry West Orem, P.L.L.C.

* means that the numbers used for a particular disclosure or calculation are not separated by work performed for the Debtors and the non-debtor affiliates. Such an exercise would be unnecessarily time consuming and not materially improve this Court's or any party's ability to assess the reasonableness of the fees and expenses incurred by Baker Botts.

If a plan has been proposed, percentage dividend unsecured creditors under the plan:	100%
If a plan has been proposed, total to be paid to all prepetition creditors under the plan:	\$3,561,193.64
Date of Confirmation Hearing:	12/13/2017
Indicate whether plan has been confirmed:	Yes [Dkt. No. 360]

Date: February 26, 2018

Respectfully submitted,

BAKER BOTTS L.L.P.

/s/ Omar J. Alaniz

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COUNSEL TO DEBTORS-IN-POSSESSION

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

IN RE	§	Chapter 11
	§	
ABC DENTISTRY, P.A., <i>et al.</i> , ¹	§	Case No. 16-34221
	§	
DEBTORS.	§	Jointly Administered
	§	

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¹ The Debtors in these chapter 11 cases are: ABC Dentistry, P.A.; ABC Dentistry Old Spanish Trail, P.L.L.C.; and ABC Dentistry West Orem, P.L.L.C.

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

IN RE ABC DENTISTRY, P.A., <i>et al.</i>,¹ DEBTORS.	§ § § § § §	Chapter 11 Case No. 16-34221 Jointly Administered
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**FIFTH AND FINAL FEE APPLICATION OF BAKER BOTTS L.L.P., COUNSEL TO
THE DEBTORS, FOR ALLOWANCE AND PAYMENT OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD AUGUST 26, 2016 THROUGH JANUARY 9, 2018**

THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE APPLICATION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

TO THE HONORABLE MARVIN ISGUR, UNITED STATES BANKRUPTCY JUDGE:

Baker Botts L.L.P. (“Baker Botts”), counsel for ABC Dentistry, P.A. and its affiliated chapter 11 debtors (the “Debtors”), files this fifth and final fee application (the “Application”) for the allowance and payment of compensation for services rendered and

¹ The Debtors in these chapter 11 cases are: ABC Dentistry, P.A.; ABC Dentistry Old Spanish Trail, P.L.L.C.; and ABC Dentistry West Orem, P.L.L.C.

reimbursement of expenses incurred for this final application period, commencing August 26, 2016 and continuing through January 9, 2018 (the “Final Fee Period”).² The Application is filed in accordance with Federal Rule of Bankruptcy Procedure (the “Bankruptcy Rules”) 2016(a), the Southern District of Texas Local Bankruptcy Rules (the “Local Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Case Professionals* [Dkt. No. 82] (the “Interim Compensation Order”).

SUMMARY OF RELIEF REQUESTED

1. Baker Botts requests approval of final fees in the amount of \$885,629.92 in fees and \$28,852.00 in expenses incurred representing the Debtors and certain non-debtor affiliates. Baker Botts represented the Debtors, as debtors’ counsel, and the Debtors and certain non-debtor affiliates, in connection with litigation brought by Dr. Saeed Rohi in the 281st District Court of Harris County, Texas (the “Dr. Rohi Litigation”). Pursuant to the order authorizing Baker Botts’ employment [Dkt. No. 99], the fees and expenses of the Dr. Rohi Litigation were allocated between the Debtors and non-debtors on a 40/60 basis.³ Although the amounts requested in this Application are for the 40% of the fees and expenses allocated to the Debtors, certain documentation and demonstrative figures, such as summaries of hours expended and hourly rates, are not broken down and allocated on a Debtor/non-debtor basis.

2. Approximately 16 months after filing these cases, on January 9, 2018, the Debtors successfully emerged from chapter 11 as reorganized entities. Baker Botts played a major role in helping the Debtors execute and consummate their chapter 11 plan of reorganization. The

² The Final Fee Period contains fees and expenses for the Period September 1, 2017 through January 9, 2018 which have not been previously submitted to this Court for approval. These fees and expenses are broken down on Exhibits 2A and 4A respectively.

³ The total professional fees requested by Baker Botts during this period, inclusive of the 60% of the fees allocated to the non-debtors is \$975,872.24

services that Baker Botts rendered during these chapter 11 cases were instrumental in the administration of the Debtors' estate and the Debtors' reorganization efforts. Baker Botts respectfully submits that its services contributed to the Debtors' successful emergence from bankruptcy protection and enabled the Debtors to obtain substantial positive results in these chapter 11 cases.

3. As detailed herein and summarized in the fee summaries attached hereto as Exhibits 2, 3, and 4, Baker Botts has expended 2123.8 hours, at an average hourly rate of \$417.00, in performing services as part of its representation of the Debtors.⁴ Under the Interim Compensation Order, the Debtors are authorized to pay 80% of Baker Botts' fees and 100% of the expenses on a monthly basis if certain Notice Parties (defined in the Interim Compensation Order) do not object to Baker Botts' monthly fee and expense request within 15 days of such request. However, Baker Botts has not received any payments for fees and expenses during the Final Fee Period.

4. Baker Botts requests that the Court grant this Application, approve the fees and expenses reflected herein, and authorize the Debtors to pay any and all other amounts that have not otherwise been paid under the Interim Compensation Order on the date this Application is approved by the Court.

JURISDICTION AND PROCEDURAL BACKGROUND

5. This Court has jurisdiction over this request pursuant to 28 U.S.C. § 1334. Venue of this proceeding is proper in this district pursuant to 28 U.S.C. § 1408. The statutory predicate for the relief sought herein is 11 U.S.C. §§ 330 and 331 and Bankruptcy Rule 2016(a).

6. The Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the

⁴ This total hours and average hourly rate calculation reflects hours billed by both professionals and paraprofessionals.

United States Code (the “Bankruptcy Code”) in this Court on August 26, 2016 (the “Petition Date”). These cases are jointly administered pursuant to this Court’s order [Dkt. No. 23]. The Debtors remain in possession of their property and are operating as debtors in possession, pursuant to sections 1107 and 1108 of the Bankruptcy Code.

7. A detailed description of the Debtors’ business, general operations, capital structure, and the events leading to these chapter 11 cases is contained in the *Declaration of Iraj S. Jabbary, D.D.S. in Support of First Day Motions* [Dkt. No. 14]. The Debtors’ post-petition financial results are summarized in the monthly operating reports that are filed with the Court and are incorporated herein by reference.

8. On December 13, 2017, the United States Bankruptcy Court for the Southern District of Texas, Houston Division entered the *Order Confirming Debtors’ Second Amended Joint Chapter 11 Plan of Reorganization* [Dkt. No. 360], confirming the *Second Amended Joint Chapter 11 Plan of Reorganization of ABC Dentistry, P.A. and its Debtor Affiliates, as Modified on December 11, 2017* [Dkt. No. 349] (the “Plan”). As indicated above, the Plan’s Effective Date occurred on January 9, 2018 (the “Effective Date”).

RETENTION OF BAKER BOTTS AND PRIOR COMPENSATION

9. The Debtors filed an application to employ Baker Botts as counsel to the Debtors and debtors in possession *nunc pro tunc* to the Petition Date (the “Employment Application”) on September 9, 2016 [Dkt. No. 46]. This Court approved the Employment Application on a final basis on October 4, 2016 [Dkt. No. 99] (the “Final Order”). A copy of the Final Order is attached hereto as **Exhibit 1**.

10. This Application covers the Final Fee Period. During the Final Fee Period, Baker Botts performed necessary services and incurred out-of-pocket disbursements for the Debtors

and their estates. As set forth herein, and more fully in Baker Botts' prior applications, which are incorporated herein by reference, in accordance with the factors enumerated in section 330 of the Bankruptcy Code, approval of the fees requested for in the Final Fee Period is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. In addition, the out-of-pocket disbursements for which reimbursement is sought were actual, reasonable, and necessary costs (i) incurred while representing the Debtors that (ii) preserved the value of the Debtors' estates.

11. The professionals and paraprofessionals that represented the Debtors and certain non-debtor affiliates during the Final Fee Period are listed below:⁵

PROFESSIONAL ⁶	TITLE	HOURLY RATE	TOTAL HOURS	TOTAL FEES
Phillips, Thomas R.	Partner	\$1,010.00	0.2	\$ 80.80
Phillips, Thomas R.	Partner	\$950.00	1.8	1,710.00
Stutts, William F.	Partner	\$850.00	0.2	68.00
Alaniz, Omar J.	Partner	\$725.00	332.4	240,990.00
Alaniz, Omar J.	Partner	\$675.00	293.9	198,382.50
Alaniz, Omar J. (2017 Non-Working Travel)	Partner	\$362.50	56.6	20,517.50
Alaniz, Omar J. (2016 Non-Working Travel)	Partner	\$337.50	45.3	15,288.75
Mandell, Josh N.	Partner	\$725.00	35.8	24,820.37
Mandell, Joshua N.	Partner	\$700.00	27.3	19,110.00
Newcomb, Christopher R.	Senior Associate	\$710.00	7.0	4,970.00
Newcomb, Christopher R.	Senior Associate	\$675.00	81.0	54,675.00
Pinegar, Aaron	Senior Associate	\$695.00	24.9	16,718.22

⁵ The hours and fees contained in the below chart include 409.9 hours with total fees of \$175,051.05 which were incurred during the period September 1, 2017 through January 9, 2018 and have not been previously submitted to this Court or approved. These fees are set out separately in Exhibit 4A hereto.

⁶ The hours reflected in this chart are not broken out by work performed for the Debtors and the non-debtor affiliates. Such an exercise would be unnecessarily time consuming and not materially improve this Court's or any party's ability to assess the reasonableness of the fees and expenses incurred by Baker Botts. The fees reflected in this chart represent the 40% of total fees for which the Debtors are responsible pursuant to the Order approving Baker Botts' employment.

PROFESSIONAL ⁶	TITLE	HOURLY RATE	TOTAL HOURS	TOTAL FEES
Pinegar, Aaron P.	Senior Associate	\$625.00	33.8	21,125.00
Hunsaker, Matthew C.	Partner	\$675.00	6.3	4,252.50
Culpepper, Clinton W.	Associate	\$550.00	1.6	880.00
Schottenstein, Noah M.	Associate	\$575.00	8.7	5,002.50
Schottenstein, Noah M.	Associate	\$550.00	136.6	75,130.00
Schottenstein, Noah M.	Associate	\$275.00	6.6	1,815.00
Brooker, Katherine A.	Associate	\$575.00	13.3	7,647.50
Hunt, Chris W.	Associate	\$575.00	24.5	11,603.50
Levy, Jonathan L.	Associate	\$490.00	0.3	147.00
Levy, Jonathan L.	Associate	\$425.00	26.3	11,307.50
Coleman, Sarah M.	Associate	\$490.00	24.8	4,860.80
Coleman, Sarah M.	Associate	\$475.00	0.5	237.50
Tatum, Patrick J.	Associate	\$490.00	147.0	72,030.00
Tatum, Patrick J.	Associate	\$350.00	148.8	52,080.00
Tatum, Patrick J. (2017 Non-Working Travel)	Associate	\$245.00	9.1	2,229.50
Tatum, Patrick J. (2016 Non-Working Travel)	Associate	\$175.00	7.2	1,260.00
Barton, Chad L.	Associate	\$515.00	7.1	3,656.50
Barton, Chad L.	Associate	\$360.00	184.3	58,464.00
Barton, Chad L.	Associate	\$350.00	119.1	41,685.00
Barton, Chad L.	Associate	\$180.00	3.0	540.00
Barton, Chad L.	Associate	\$175.00	3.1	542.50
Plassio, Patrick V.	Associate	\$360.00	14.2	2,044.80
Fontenla, Rory M.	Senior Paralegal	\$295.00	144.5	42,627.50
Fontenla, Rory M.	Senior Paralegal	\$285.00	115.8	33,003.00
Kennedy, Nan	Paralegal	\$295.00	4.5	1,327.50
Avery, Deborah S.	Senior Paralegal	\$295.00	2.0	590.00
Avery, Deborah S.	Senior Paralegal	\$285.00	15.2	4,332.00
Stephenson, Elaina M.	Paralegal Clerk	\$155.00	7.8	483.60
Pravata, Richard	Research Librarian	\$175.00	1.00	175.00
Whittlesey, Jane M.	Research Librarian	\$180.00	0.1	7.20
Whittlesey, Jane M.	Research Librarian	\$175.00	0.3	52.50
TOTAL			2123.8	\$1,058,470.54

12. Baker Botts has submitted four prior applications for compensation and reimbursement of expenses in these chapter 11 cases [Dkt. Nos. 155, 198, 257, and 301], which

the Court approved on January 23, 2017, April 27, 2017, July 26, 2017, and October 25, 2017, respectively [Dkt. Nos. 164, 206, 283, and 324].

13. Baker Botts has no agreement of any kind, express or implied, to divide any portion of the compensation sought or to be received by it in these cases with any other person or entity, except as otherwise allowed under the Bankruptcy Code.

14. All of Baker Botts' out-of-pocket expenses incurred during the Final Fee Period for which it seeks reimbursement are set forth in detail in Exhibit 4. Further, each of Baker Botts' billing statements, which set forth all the services rendered to the Debtors during the Final Fee Period, are attached as Exhibit 5.

COMPENSATION RECEIVED BY BAKER BOTTS FROM THE DEBTORS

15. As disclosed in the Employment Application, the Debtors and certain non-debtor affiliates (collectively, the "ABC Defendants") retained Baker Botts on June 13, 2016 to represent them in defense of the Dr. Rohi Litigation. The ABC Defendants paid a \$50,000.00 retainer to Baker Botts on June 20, 2016. Baker Botts issued its first invoice for this matter in the amount of \$62,111.63 on July 12, 2016. Baker Botts applied the \$50,000.00 retainer, and the ABC Defendants paid the difference of \$12,111.63 on July 28, 2016. On August 15, 2016, Baker Botts issued an invoice to the ABC Defendants in the amount of \$56,191.21. Baker Botts generated three more invoices for fees and expenses in connection with the Dr. Rohi litigation prior to the Debtors' bankruptcy filing, totaling \$53,364.63. The ABC Defendants delivered checks totaling \$113,790.84 on August 25, 2016 to cover these invoices, including estimated fees through the bankruptcy filing. After paying all outstanding invoices for the Dr. Rohi litigation prior to the bankruptcy filing, \$4,235.00 remained unapplied.

16. The ABC Defendants also engaged Baker Botts on August 19, 2016 regarding

potential bankruptcy cases for various of the ABC Defendants. In connection with this specific engagement, the ABC Defendants submitted an advanced payment of \$75,000.00 to Baker Botts. Prior to the bankruptcy filing, Baker Botts incurred \$67,099.59 in fees and expenses in connection with preparation for the bankruptcy filings. The \$75,000.00 advanced payment covered these fees and expenses. Prior to the bankruptcy filing, Baker Botts transferred the remaining \$7,900.41, as well as the \$4,235.00 left over from application of payments for the Dr. Rohi litigation, to Baker Botts' trust account. Thus, Baker Botts is currently holding \$12,135.41 as of the Petition Date as a retainer for post-petition services.

VOLUNTARY REDUCTIONS AND ADDITIONAL ADJUSTMENTS

17. Baker Botts has voluntarily reduced its total professional non-working travel fees by \$42,193.25, resulting in a savings to the Debtors of \$42,193.25. For the previously unbilled period of September 1 through January 9, 2018, the professional non-working travel fees were reduced by \$4,346.25. Additionally, Baker Botts has voluntarily reduced its professional fees and expenses in its First, Fourth, and current fee applications in the amounts of \$16,054.50, \$2,025.88, and \$910.95. Thus, the total aggregate voluntary reduction since Baker Botts began representing the Debtors as bankruptcy counsel in these cases is \$61,184.58.

LEGAL STANDARD

18. Section 330 of the Bankruptcy Code grants bankruptcy courts wide discretion to award "reasonable compensation" to attorneys employed by the estate. 11 U.S.C. § 330(a)(1)(A). In determining reasonable compensation, bankruptcy courts within the Fifth Circuit address the twelve factors promulgated in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717–19 (5th Cir. 1974). See *In re Pilgrim's Pride*, 690 F.3d 650, 654–56 (5th Cir. 2012).

19. The *Johnson* factors weigh in favor of awarding Baker Botts full compensation for the fees and expenses that it incurred during the Final Fee Period.

- **Time and Labor Required.** The invoices attached as **Exhibit 5** detail all of the work that Baker Botts performed for which compensation is sought. The date the services were rendered, the individual performing such services, a description of the services, and the time expended are all detailed. Baker Botts believes that such detail establishes that its request for compensation is reasonable. All of the services specified were actual and necessary for the Debtors to perform their statutory duties as debtors in possession.
- **Novelty and Difficulty.** Baker Botts has devoted a substantial amount of time and resources to strategizing and resolving Dr. Rohi's and the State of Texas's claims, which presented difficult and challenging legal issues in the bankruptcy and non-bankruptcy context. For example, the *qui tam* claims present novel federal and state constitutional issues. Moreover, some of the complex legal issues Baker Botts resolved entailed addressing these contested and unliquidated *qui tam* claims in a bankruptcy case.
- **Skill Required to Perform the Legal Service Properly.** Bankruptcy is a specialized area of federal practice, requiring knowledge of the Bankruptcy Code, other related state and federal statutes, and relevant legal precedents. Further, providing legal services in the Bankruptcy context also requires a working knowledge of a number of other areas of law that regularly confront a debtor's operations. In order to address the range of issues presented in the Debtors' cases, Baker Botts used its skills and expertise in bankruptcy, general litigation, finance, and corporate areas of law, among others. Likewise, dealing with the complicated issues which arose in the Debtors' cases, many of which demanded an expedited resolution, to be addressed outside of regular business hours, required a substantial amount of skill.
- **Preclusion of Other Employment.** Baker Botts' representation in these cases did not preclude it from accepting other employment undertaken by Baker Botts.
- **Customary Fee.** The hourly rates for each of Baker Botts timekeepers are disclosed in **Exhibit 3**. Baker Botts respectfully submits that the professional fees sought herein are not unusual given the complexity of these chapter 11 cases and the time expended in attending to the representation of the Debtors, and are commensurate with fees Baker Botts has been awarded in other cases, as well as with professional fees charged by other attorneys of comparable experience.
- **Whether the Fee is Fixed or Contingent.** Pursuant to Sections 330 and

331 of the Bankruptcy Code, all of the fees sought in this Application are contingent pending final approval by this Court and are subject to adjustment depending upon the services rendered and the results obtained.

- **Time Limitations Imposed by the Client or Other Circumstances.** Throughout these chapter 11 cases, Baker Botts has assisted the Debtors balance their goal of a quick, yet comprehensive resolution. On three separate occasions—twice after requests from certain interested parties that the Debtors delay filing their chapter 11 plan, and once after a court ordered mediation—Baker Botts assisted the Debtors by quickly drafting and filing three emergency motions to preserve the Debtors’ exclusivity period and their ability to assume or reject unexpired leases of real property. In addition, the Court’s Case Management Order [Dkt. No. 233] imposed additional time constraints on Baker Botts and the Debtors.
- **Amount Involved and Results Obtained.** The dates that Baker Botts performed services for the Debtors, the individual performing such services, a description of the services, and the time expended are all detailed in invoices attached as **Exhibit 5**. Baker Botts believes that such information, as well as the narrative provided herein with regard to each category of service, establishes that its requested compensation is reasonable. As a result of Baker Botts’ efforts during the Final Fee Period, the Debtors obtained a global resolution of these chapter 11 cases, including a resolution of all claims relating to the long-running and hard-fought Dr. Rohi Litigation, and successfully emerged from chapter 11.
- **Experience, Reputation, and Ability of the Attorneys.** Baker Botts attorneys have regularly appeared in significant representations over many years in Texas and national bankruptcy cases. Baker Botts attorneys have a substantial reputation in the legal community in bankruptcy and non-bankruptcy work.
- **“Undesirability” of Case.** These cases were not undesirable. As in all debtor cases, there is a risk that fees and expenses will not get paid when a firm agrees to represent a debtor in possession. Due to these uncertainties, firms frequently elect not to represent a debtor in possession.
- **The Nature and Length of the Relationship with the Client.** Baker Botts provided legal services to the Debtors since before the Debtors’ bankruptcy filing and has rendered services continuously to the Debtors since the Petition Date. Further, Baker Botts has continued to represent the debtor following the Effective Date.
- **Awards in Similar Cases.** Based on Baker Botts’ experience in the Texas market and throughout the country, Baker Botts’ fees are in line with, if not below, fees allowed in proceedings of similar scope for the services rendered and results obtained.

**COMPENSATION AND REIMBURSEMENT
REQUESTED BY BAKER BOTTS L.L.P.**

20. Baker Botts requests allowance of compensation for fees incurred representing the Debtors in the total amount of \$885,629.92. Baker Botts timekeepers worked a total of 2123.8 hours during the Final Fee Period on behalf of the Debtors and certain non-debtor affiliates. The average billing rate for Baker Botts attorneys was \$532.51 per hour; the average billing rate for Baker Botts paralegals, paralegal clerks, and other paraprofessional staff was \$283.65 per hour; and the combined attorney/paraprofessional average billing rate was \$417.00.

21. In addition, Baker Botts requests reimbursement of its actual and necessary costs and expenses in the sum of \$28,852.00, all of which were incurred in connection with rendering services to the Debtors. A summary of all disbursements is attached as **Exhibit 4**.

22. Baker Botts also requests allowance of compensation for fees incurred in preparation of this Final Fee Application during the period of January 1–February 26, 2018 in the total amount of \$25,000.00.

23. Baker Botts took care to avoid the performance of purely ministerial tasks by lawyers through the use of paralegals, non-billing secretaries, and other support staff where possible. Baker Botts worked to restrict the number of lawyers involved in this case to: (a) maximize familiarity with the subject matter and avoid waste or duplicate efforts; (b) employ special expertise in a given field of law when necessary to do the best job possible with the least amount of effort; and (c) assign the performance of all tasks to the least-senior lawyer capable of performing it consistent with sound legal representation and supervision and the desires of the Debtors.

24. Baker Botts also sought to avoid duplication of effort and to deploy lawyers whose expertise is of the requisite level to perform the services. Some complex legal issues,

development of strategic alternatives, and negotiations with third parties naturally require a larger proportion of experienced lawyer time. Also, in the interest of overall efficiency, it is sometimes necessary for more than one attorney to contribute to a particular task to adequately and completely represent the Debtors. Dual participation does not equate to duplication of effort, but rather can be used to promote efficiency and to prevent unnecessary duplication of effort in the future or to allow delegation of future tasks to more lower cost attorneys. Baker Botts submits that the fees sought hereby are the equal to (or lower than) the fees that would accrue in a non-bankruptcy matter of similar size and complexity.

SUMMARY OF SERVICES PERFORMED

25. The professional services performed by Baker Botts on behalf of the Debtors during the Final Fee Period are described below in a summary manner into the following discrete categories.

EXHIBIT 5, A 0101 - Saeed Rohi, DDS, ex rel. State v Iraj Jabbary, DDS, et al.

Total Hours Billed	Total Fees
585.3	\$140,519.40
Hours Billed 9/1/2017-1/9/2018	Fees
107.2	\$24,007.00

26. Baker Botts spent significant time on this project category during the Final Fee Period, and, specifically, during the period spanning September 1, 2017–January 1, 2018. This billing is attributable to time Baker Botts spent negotiating, finalizing, documenting, and effectuating a resolution of the dispute between the Debtors, the State of Texas, and Dr. Rohi. After multiple mediation sessions, numerous meetings and telephone conferences, and many exchanged drafts of operative agreements and loan documents, these parties were able to reach a

negotiated settlement of all issues between them. Notably, even after the parties resolved their issues with the Debtors, Baker Botts continued to spend considerable time brokering a resolution between the Dr. Rohi and the State of Texas in order to facilitate a global resolution.

27. The tasks that Baker Botts performed in this project category include (but are not limited to) (i) preparing the Rohi Settlement Agreement (as defined in the Plan); (ii) preparing the senior secured notes and security agreements provided for in the Rohi Settlement Agreement; (iii) preparing for and participating in several conferences with Dr. Rohi and the government regarding the settlement agreement with Dr. Rohi; (iv) coordinating strategy and argument with co-counsel regarding same; (v) participating in ongoing negotiations towards a resolution of disputes between Dr. Rohi and the State of Texas regarding settlement proceeds division; and (vi) conducting case law research and summarizing relevant case law that supported the Debtors' positions and provided leverage throughout the negotiation process. Itemized and detailed descriptions of the work performed with respect to Saeed Rohi, DDS, ex rel. State v Iraq Jabbary, DDS, et al. are attached as Exhibit 5, A.

EXHIBIT 5, B 0104 – Assumption and Rejection of Leases and Contracts

Total Hours Billed	Total Fees
20.3	\$10,022.50
Hours Billed 9/1/2017-1/9/2018	Fees
6.5	2,960.50

28. The tasks that Baker Botts performed in the Assumption and Rejection of Leases and Contracts project category include reviewing and analyzing leases and employment agreements in relation to rejection and assumption process. Itemized and detailed descriptions of the work performed with respect to Assumption and Rejection of Leases and Contracts are

attached as **Exhibit 5, B.**

EXHIBIT 5, C 0106 – Business Operations

Total Hours Billed	Total Fees
90.9	\$39,382.50
Hours Billed 9/1/2017-1/9/2018	Fees
0.7	\$507.50

29. The tasks that Baker Botts performed in the Business Operations project category primarily relate to maintaining the Debtors' operations in bankruptcy. To this end, Baker Botts drafted numerous first day motions to allow the Debtors to continue to operate in chapter 11 including an employee wages motion, a utilities motion, a critical vendor motion, and a cash management motion. Over the course of these bankruptcy cases, Baker Botts advised the client on various matters relating to business operations, and certain contractual matters, as required. Itemized and detailed descriptions of the work performed with respect to Business Operations are attached as **Exhibit 5, C.**

EXHIBIT 5, D 0107 - Case Administration

Total Hours Billed	Total Fees
89.2	\$28,243.50
Hours Billed 9/1/2017-1/9/2018	Fees
13.2	\$4,199.50

30. The tasks that Baker Botts performed in the Case Administration project category include (but are not limited to) requesting transcripts and preparing binders, witness and exhibit lists, and other items related to hearings in Debtors' bankruptcy cases, and otherwise performing day-to-day administrative tasks associated with these chapter 11 cases. Itemized and detailed

descriptions of the work performed with respect to Case Administration are attached as Exhibit 5, D.

EXHIBIT 5, E 0108 - Claims Administration and Objections

Total Hours Billed	Total Fees
129.5	\$64,265.00
Hours Billed 9/1/2017-1/9/2018	Fees
0	0

31. The tasks that Baker Botts performed in the Claims Administration and Objections project include (i) analyzing proofs of claim and, where necessary, preparing objections to proofs of claim; (ii) negotiating and preparing the withdrawal of a proof of claim; and (iii) preparing notice of bar date. Baker Botts did not bill any additional time to this category during the previously unreported period. Itemized and detailed descriptions of the work performed with respect to Business Operations are attached as Exhibit 5, E.

EXHIBIT 5, F 0109 - Employment and Fee Applications

Total Hours Billed	Total Fees
249.8	\$95,076.55
Hours Billed 9/1/2017-1/9/2018	Fees
75.8	\$22,408.05

32. Baker Botts spent significantly more time on this project category as it did in its previous application, due to its completion of multiple applications during the Final Fee Period. The tasks that Baker Botts performed in the Employment and Fee Applications project category relate to the preparation and submission of fee applications. In particular, Baker Botts reviewed the applicable local rules, and prepared and drafted the Baker Botts' fourth interim fee

application and the fifth and final fee application and the Hilder & Associates, P.C. fourth interim fee application and fifth and final fee application. In addition, Baker Botts assisted the Debtors' financial advisor, Stout Risius Ross, in drafting and submitting its fee applications by, among other things, reviewing and commenting on the Stout Risius Ross' fee applications. Baker Botts also drafted related notices of filing of fee applications.

33. Itemized and detailed descriptions of the work performed with respect to Employment and Fee Applications are attached as Exhibit 5, F.

EXHIBIT 5, G 0110 – Financing and Cash Collateral

Total Hours Billed	Total Fees
35.7	\$18,438.00
Hours Billed 9/1/2017-1/9/2018	Fees
0	0

34. The tasks that Baker Botts performed in the Financing and Cash Collateral project category include analyzing cash forecasts and drafting both a cash collateral motion and a debtor in possession financing motion. With Baker Botts' assistance, the Debtors successfully obtained court approval to use cash collateral and to enter into debtor in possession financing, which will allow the Debtors to continue operating in chapter 11. Baker Botts did not bill any additional time to this category during the previously unreported period. Itemized and detailed descriptions of the work performed with respect to Financing and Cash Collateral are attached as Exhibit 5, G.

EXHIBIT 5, H 0112 Meetings and Communications with Creditors

Total Hours Billed	Total Fees
4.7	\$3,094.50
Hours Billed 9/1/2017-1/9/2018	Fees
0	0

35. The tasks that Baker Botts performed in the Meetings and Communications with Creditors project category primarily relate to preparing for and attending the section 341 meeting of creditors and responding to creditor communications. Baker Botts did not bill any additional time to this category during the previously unreported period. Itemized and detailed descriptions of the work performed with respect to Meetings and Communications with Creditors are attached as **Exhibit 5, H**.

EXHIBIT 5, I 0113 - General Litigation

Total Hours Billed	Total Fees
134.8	\$70,227.00
Hours Billed 9/1/2017-1/9/2018	Fees
1.9	\$1,377.50

36. The tasks that Baker Botts performed in the General Litigation project category include (but are not limited to) preparing a response to court orders and preparing for and attending hearings, including the December 13, 2018 hearing on confirmation of the Debtors' Plan. Itemized and detailed descriptions of the work performed with respect to General Litigation are attached as **Exhibit 5, I**.

EXHIBIT 5, J 0114 - Reporting

Total Hours Billed	Total Fees
55.6	\$29,426.50
Hours Billed 9/1/2017-1/9/2018	Fees
1.5	\$468.50

37. The tasks that Baker Botts performed in the Reporting project category relate to assisting the Debtors comply with their obligation to file monthly operating reports. Itemized and detailed descriptions of the work performed with respect to Reporting are attached as **Exhibit 5, J.**

EXHIBIT 5, K 0116 - Non-Working Travel

Total Hours Billed	Total Fees
130.9	\$42,193.25
Hours Billed 9/1/2017-1/9/2018	Fees
13.5	\$4,346.25

38. The tasks that Baker Botts performed in the Non-Working Travel project category relate to time spent traveling: (i) to meetings with the Debtors' trial team in Houston; (ii) to the November 7, hearing on the Debtors' disclosure statement in Houston; (iii) to the June 27 hearing in Houston; and (iv) to Houston for the confirmation hearing on December 13, 2017. In accordance with the standard practice in this District, Baker Botts billed the time in this project category at 50% of Baker Botts' normal rate. Itemized and detailed descriptions of the work performed with respect to Non-Working Travel are attached as **Exhibit 5, K.**

EXHIBIT 5, L 0117 - Plan and Disclosure Statement

Total Hours Billed	Total Fees
468.9	\$259,650.00
Hours Billed 9/1/2017-1/9/2018	Fees
189.6	\$88,529.50

39. Baker Botts spent significantly more time in this project category as it did in its prior application, primarily as a result of the preparation of the Debtors' second amended Plan and a subsequent modification thereof. Additionally, Baker Botts performed a number of tasks related to preparing for the Debtors' confirmation hearing and obtaining confirmation of the Debtors' Plan thereat. Throughout the Final Fee Period, the Debtors repeatedly adapted to and accommodated the demands of the government and Dr. Rohi, as was necessary to advance the Debtors' case towards a consensual confirmation of the Debtors' plan of reorganization. The Debtors' Second Amended Plan was filed on October 16th, 2017 [Dkt. No. 312]. The related Second Amended Joint Disclosure Statement was filed that same day [Dkt. No. 311]. Further, Baker Botts adjusted the Second Amended Plan, filing the Second Amended Plan as Modified on December 11, 2017 [Dkt. No. 349]. These filings were in response to a number of ongoing developments that required Baker Botts to continually analyze and consider available back-up strategies for emergence from chapter 11 should the parties fail to reach a consensual resolution of such disputes, including developments arising from and after the court order mediation which occurred on July 27, 2017.

40. During the Final Fee Period, the tasks that Baker Botts performed in this project category include (but are not limited to): (i) preparing the Debtors' Second Amended Plan, Second Amended Disclosure Statement, Second Amended Plan, as Modified, and related

motions; (ii) preparing for the December 13, 2017 confirmation hearing, and attending to matters related to the pursuit of confirmation, and ultimate confirmation of the Debtors' Second Amended Plan, as modified; (iii) preparing related notices; (iv) attending to the matters related to the satisfaction of conditions to effectiveness to the Debtors' confirmed Plan and preparing notice of the Effective Date; and (v) working with the Debtors' financial advisors to oversee initial Plan distributions. Itemized and detailed descriptions of the work performed with respect to the Debtors' plan and disclosure statement are attached as Exhibit 5, L.

EXHIBIT 5, M 0118 – Regulatory Matters

Total Hours Billed	Total Fees
3.4	\$2,295.00
Hours Billed 9/1/2017-1/9/2018	Fees
0	0

41. The tasks that Baker Botts performed in the Regulatory Matters project category primarily relate to preparing for and attending a meeting with regulatory authorities. Baker Botts did not bill any additional time to this category during the previously unreported period. Itemized and detailed descriptions of the work performed with respect to Regulatory Matters are attached as Exhibit 5, M.

EXHIBIT 5 N 0119 - Tax

Total Hours Billed	Total Fees
124.8	\$82,796.22
Hours Billed 9/1/2017-1/9/2018	Fees
0	0

42. The tasks that Baker Botts performed in the Tax project category relate to analysis

of tax issues related to the Rohi Settlement. Baker Botts did not bill any additional time to this category during the previously unreported period. Itemized and detailed descriptions of the work performed with respect to Reporting are attached as Exhibit 5, N.

EXPENSES

43. Baker Botts incurred and paid in advance out-of-pocket expenses in connection with its representation of the Debtors during the Final Fee Period. Baker Botts maintained careful records of those expenditures and the expenses incurred are categorized in Exhibit 4 and Exhibit 4A. The expenses incurred totaled \$28,852.00 for the Final Fee Period and \$3,425.56 for the period September 1, 2017 through January 9, 2018.

44. Photocopies made at Baker Botts' offices are charged at \$0.20 per copy. Baker Botts' frequent use of email as a preferred method of written communication contributed to the Debtors' savings on photocopy and mail charges. Service of pleadings were served via email whenever possible under the circumstances, to save money. These charges are the same for non-debtor clients. All courier, telephone, delivery, and outside service providers charges have been billed at actual cost, in accordance with the Local Rules.

STATEMENT REGARDING RATES

45. The rates reflected in this Application are commensurate with the rates charged by Baker Botts' billing professionals to other clients.

CONCLUSION

46. The services that Baker Botts rendered during the Final Fee Period have been instrumental in the administration of the Debtors' estates and the Debtors' successful reorganization efforts. Baker Botts submits that it has helped the Debtors obtain substantial positive results in these chapter 11 cases.

47. Baker Botts respectfully requests that the Court:

- (i) approve compensation for professional services furnished as counsel to the Debtors, in the total amount of \$885,629.92 incurred during the Final Fee Period;
- (ii) approve reimbursement of actual out-of-pocket expenses during the Final Fee Period in the total amount of \$28,852.00;
- (iii) approve compensation for professional services in preparation of this final fee application in the total amount of \$25,000.00 incurring during the period of January 1-February 26, 2018;
- (iv) direct the Debtors to pay the 20% fee holdback to Baker Botts, plus any and all other amounts that have not otherwise been paid under the Interim Compensation Order on the date this Application is approved by the Court; and
- (v) grant to Baker Botts such other and further relief to which it may be entitled.

Date: February 26, 2018

Respectfully submitted,

BAKER BOTTS L.L.P.

/s/ Omar J. Alaniz

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COUNSEL TO DEBTORS-IN-POSSESSION

STATEMENT OF CERTIFYING PROFESSIONAL

The undersigned hereby certifies that he has read the foregoing *Fifth and Final Application of Baker Botts L.L.P., Counsel to Debtors, for Allowance and Payment of Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period August 26, 2016 through January 9, 2018* and to the best of his knowledge, information and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought is (a) in conformity with the Southern District of Texas, United States Bankruptcy Court Local Rule 2016, effective December 1, 2017, and (b) are billed at rates, in accordance with practices, no less favorable than those customarily employed by Baker Botts in similar matters and generally accepted by Baker Botts' clients.

Date: February 26, 2018

/s/ Omar J. Alaniz

Omar J. Alaniz