

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re: GULF PACKAGING, INC., Debtor.))))))	Chapter 11 Case No. 15-15249 (PSH) Honorable Pamela S. Hollis
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**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE
GUIDELINES FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

FIRST INTERIM FEE APPLICATION

Name of Applicant	FrankGecker LLP
Name of Client	Gulf Packaging, Inc.
Time Period covered by this Application	April 29, 2015 through July 31, 2015
Total Compensation Incurred this Period	\$51,144.00
Total Expenses Sought this Period	\$315.57
Authorized to Provide Services to	Gulf Packaging, Inc.
Petition Date	April 29, 2015
Retention Date	April 29, 2015
Date of order approving employment	May 26, 2015
Total compensation approved by interim order to date	N/A
Total expenses approved by interim order to date	N/A
Total allowed compensation paid to date	\$51,144.00
Total allowed expenses paid to date	\$315.57

Blended rate in this application for all attorneys	\$552.50
Blended rate in this application for all timekeepers	\$337.50
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$51,144.00
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$315.57
Number of professionals included in this application	Four
If applicable, number of professionals in this application not included in staffing plan approved by client	N/A
If applicable, difference between fees budgeted and compensation sought for this period	\$1,144 above amount budgeted. ¹
Number of professionals billing fewer than 15 hours to the case during this period	One
Are any rates higher than those approved or disclosed at retention? If so, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application.	No

¹ The budget submitted in connection with the motion seeking use of cash collateral projected total fees incurred by FrankGecker LLP in the amount of \$50,000 over the 13-week period ending on July 24, 2015, with weekly budgeted amounts ranging from \$3,800 to \$3,850 per week. The Compensation Period includes an additional 7 days not covered by the original budget.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:) Chapter 11
)
) Case No. 15-15249 (PSH)
GULF PACKAGING, INC.,)
) Honorable Pamela S. Hollis
Debtor.)

**FIRST INTERIM FEE APPLICATION OF
FRANKGECKER LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO
THE DEBTOR FOR THE PERIOD FROM APRIL 29, 2015 THROUGH JULY 31, 2015**

1. FrankGecker LLP (“FG”), counsel to Gulf Packaging, Inc. (“GPI” or the “Debtor”), hereby makes its first interim application (the “Application”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and this Court’s Order Establishing Professional Interim Compensation Procedures (the “Interim Compensation Order”) [Docket No. 129] for the interim allowance of compensation for professional services performed by FG for the period between April 29, 2015 and July 31, 2015 (the “Compensation Period”) in the amount of \$51,144.00, and for the reimbursement of its actual and necessary expenses incurred during the Compensation Period in the aggregate amount of \$315.57. In support of this Application, FG respectfully states as follows:

INTRODUCTION

2. On April 29, 2015 (the “Petition Date”), the Debtor filed with this Court its petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtor is operating its business and managing its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On May 11, 2015, the Office of the United States Trustee appointed an official committee of unsecured creditors (the "Committee"). No request has been made for the appointment of a chapter 11 trustee or examiner.

BACKGROUND

4. GPI is a national distributor of packaging equipment and supplies, which sold products by and through several independent entities ("Affiliates").¹ When GPI is combined with the Affiliates, there were over twenty (20) warehousing locations to better serve GPI's customer base. Additional information about the Debtor, its business and corporate and capital structure is set forth in the *Declaration of Edward T. Gavin, CTP in Support of Chapter 11 Petition and First Day Pleadings* [Docket No. 14] filed on the Petition Date.

RELIEF REQUESTED

5. FG seeks interim allowance of professional compensation in the amount of \$51,144.00 for professional fees incurred during the Compensation Period as counsel to the Debtor and reimbursement of expenses totaling \$315.57 incurred in connection with those services.

6. On May 15, 2015, the Debtor filed an application to retain FG as its counsel retroactive to April 29, 2015 (the "Retention Application") [Docket No. 69]. The Retention Application set forth the terms and conditions of FG's employment and compensation and the source of compensation. Specifically, the Retention Application stated that FG would seek compensation for attorneys' fees and paraprofessionals' fees and reimbursement of necessary and reasonable out-of-pocket expenses in accordance with the applicable provisions of the

¹ As used herein, "Affiliate" means a company that has a relationship – formal or informal – with the Debtor, and sells packaging products under a variation of the Gulf name. Unless otherwise set forth, use of the term "Affiliate" is not intended to have the same meaning as the "affiliate" term of art defined in section 101(2) of the Bankruptcy Code. All rights with respect to this issue are reserved.

Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the Interim Compensation Order.

7. On May 26, 2015, this Court entered its Order Granting Debtor's Application to Employ the Firm of FrankGecker LLP as its Counsel, retroactive to April 29, 2015 (the "Retention Order") [Docket No. 124].

8. Since FG's retention, the firm has worked with co-counsel Gray Reed & McGraw, P.C. ("Gray Reed") to assist the Debtor in navigating the requirements of the Bankruptcy Code and to pursue the liquidation of the Debtor's assets in a manner consistent with the best interests of the Debtor's estate and its creditors. During the Compensation Period, FG focused its efforts on (a) preparing and filing various first day motions, including a motion with regard to interim and final cash collateral and a motion for approval of procedures governing the sale of certain assets, (b) representing the Debtor at all hearings pertaining to the Debtor's estate, (c) working with co-counsel to advise the Debtor with respect to its powers and duties in this bankruptcy case, and (d) engaging in all of the normal day-to-day tasks necessary to representation of a Debtor in a complex chapter 11 case.

9. FG has prepared this Application in accordance with (a) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (Appendix A to 28 C.F.R. § 58), dated May 17, 1996, and the Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases, 78 Fed. Reg. No. 116, Page 36248 (June 17, 2013) (collectively, the "UST Guidelines"); (b) Bankruptcy Code §§ 328, 329, 330 and 331; (c) Rule 2016 of the Federal Rules of Bankruptcy Procedure; (d) the Interim Compensation Order; and (e) Local Bankruptcy Rule 5082-1 (collectively, the "Guidelines"). To

the extent necessary, FG requests a waiver for cause shown of any Guideline requirement not met by this Application.

10. The fees charged by FG in this case are billed in accordance with its general 2015 billing rates and procedures in effect during the Compensation Period. The rates FG charges for the services rendered by its professionals and paraprofessionals to the Debtor are the rates charged by the firm for professional and paraprofessional services rendered in comparable matters. FG's fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable cases in a competitive national legal market. In accordance with the UST Guidelines, attached hereto as Exhibit A is a Customary and Comparable Compensation Disclosures chart supporting the reasonableness of FG's fees. None of FG's professionals included in the Application have varied their hourly rate based on the geographic location of the Debtor's bankruptcy case or on any other basis.

11. All of the services for which compensation is sought were rendered to the Debtor solely in connection with this case and not on behalf of any individual creditor or other person.

12. FG has not entered into any agreement, express or implied, with any other party for the purpose of fixing or sharing fees or other compensation to be paid for professional services in this case.

13. FG has not shared, nor agreed to share (a) any compensation it has received or may receive with another party or person, other than the members, counsel and associates of the firm, or (b) any compensation that another person or party has received or may receive. No promises have been received by FG or any member thereof as to compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code.

**SERVICES PROVIDED AND EXPENSES
INCURRED DURING THE COMPENSATION PERIOD**

14. The fees incurred during the Compensation Period reflect an aggregate of 131.70 hours of attorney and paraprofessional time spent and recorded in performing services for the Debtor during the Compensation Period. Of the aggregate time expended during the Compensation Period, partners expended 25.90 recorded hours, associates expended 59.50 recorded hours, and 46.30 recorded hours were expended by paraprofessionals. During the Compensation Period, FG's hourly billing rates for attorneys working on these matters ranged from \$410.00 to \$695.00 per hour. Such fees are reasonable based on the customary rates charged by comparably-skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

15. Pursuant to the Guidelines, annexed hereto as **Exhibit B** is a schedule setting forth all FG professionals and paraprofessionals who have performed services for the Debtor during the Compensation Period for which FG is seeking reimbursement, the capacities in which each such individual is employed by FG, the hourly billing rate charged for services performed by each such individual, the aggregate number of hours expended on this matter and fees billed on account of those services, and as to lawyers, the year in which each professional was first licensed to practice law.

16. Annexed hereto as **Exhibit C** is a schedule specifying the categories of expenses for which FG is seeking reimbursement during the Compensation Period and the total amount for each category of expense. FG maintains detailed records of the time spent by all attorneys and paraprofessionals and the expenses incurred in connection with its representation of the Debtor. Subject to redaction for the attorney-client privilege where necessary, copies of these detailed

time records are annexed hereto as **Exhibit D**. A schedule of compensation specifying the compensation requested by category is attached as **Exhibit E**.

17. To provide an orderly summary of the services rendered to the Debtor by FG, and in accordance with the Guidelines, FG has established numerous billing categories in connection with this case. The following summary is intended to highlight the services rendered in each separate billing category and is not intended to be a comprehensive description of the work performed. Detailed descriptions of the day-to-day services provided and the time expended performing such services in each project billing category are attached as **Exhibit D** hereto and show that FG has been actively involved in the performance of services for the Debtor whenever needed. At the same time, the time records reflect FG's efforts to avoid any unnecessary duplication of services between the professionals of FG and Gray Reed.

**BASIS FOR REASONABLE AND NECESSARY SERVICES
RENDERED BY FRANKGECKER LLP – CATEGORIZED BY MATTER**

18. The primary professional services that FG has rendered, divided into the specific billing categories, are described below:

Matter: Case Administration
(Fees incurred: \$4,397.00; Hours 15.80)

During the Compensation Period, FG billed 15.80 hours to the project category entitled "Case Administration." This category includes several required tasks undertaken in compliance with the Debtor's obligations as a debtor in possession and also includes services provided to the Debtor that do not fall under any of the other discrete categories of services. Specifically, time recorded in this category includes time spent reviewing and preparing various documents, correspondence and filings, preparing for and attending the Section 341 Meeting of Creditors, filing monthly operating reports, and routine tasks with regard to document organization and maintenance, and communicating with the Debtor, the Committee, attorneys from the office of

the United States Trustee, and creditors related to various issues arising in this case, and coordinating service of pleadings with the Debtor’s appointed claims agent. Where possible, a paralegal performed these tasks. This matter is ongoing.

Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Joseph D. Frank	Partner	1993	\$695.00	.70	\$ 486.50
Jeremy C. Kleinman	Associate	1999	\$410.00	4.00	\$1,640.00
Michael H. Matlock	Paralegal		\$200.00	10.20	\$2,040.00
Christina Carpenter	Paralegal		\$145.00	.90	\$ 130.50
Total:				15.80	\$4,297.00

A more detailed description of the services provided in this category is provided in the detailed time records attached hereto as **Exhibit D**.

**Matter: Cash Collateral
(Fees incurred: \$2,991.00; Hours: 6.60)**

During the Compensation Period, FG billed 6.60 hours to the project category “Asset Analysis and Recovery.” The time entries recorded in this category reflect time spent drafting, revising and filing a motion for the Debtor’s use of cash collateral, along with the interim and final proposed orders, as well as communications and negotiations with the Debtor’s secured creditor, FCC, LLC, d/b/a First Capital (“FCC”), the United States Trustee’s office and the Committee to secure the continued use of cash collateral and consensus regarding budgetary items. Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Joseph D. Frank	Partner	1993	\$695.00	1.00	\$ 695.00
Jeremy C. Kleinman	Associate	1999	\$410.00	5.60	\$2,296.00
Total:				6.60	\$2,991.00

A more detailed description of the services provided in this category is provided in the detailed time records attached hereto as **Exhibit D**.

**Matter: Claims/Claim Objections
(Fees incurred: \$714.00; Hours: 2.10)**

During the Compensation Period, FG billed 2.10 hours to the project category “Claims/Claim Objections.” The time entries recorded in this category reflect work performed reviewing reclamation claims, conferring with the Debtor and reviewing and filing a motion and proposed order with regard to reclamation procedures. To contain costs, the services rendered in this category were performed by an associate and a paralegal. This matter is ongoing.

Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Jeremy C. Kleinman	Associate	1999	\$410.00	1.40	\$ 574.00
Michael Matlock	Paralegal		\$200.00	0.70	\$ 140.00
Total:				2.10	\$ 714.00

A more detailed description of the services provided in this category is provided in the detailed time records attached hereto as **Exhibit D**.

**Matter: Communications with the Committee and Creditors
(Fees incurred: \$2,972.50; Hours: 6.60)**

During the Compensation Period, FG billed 6.60 hours to the project category entitled “Communications with Creditors and Committee.” This category includes communications with counsel for the Committee on a variety of issues, as well as time spent addressing inquiries from the Debtor’s commercial creditors on a variety of issues relating to the Debtor’s bankruptcy filing and operations. This matter is ongoing.

Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Joseph D. Frank	Partner	1993	\$695.00	1.40	\$ 973.00
Jeremy C. Kleinman	Associate	1999	\$410.00	4.70	\$1,927.00
Christina Carpenter	Paralegal		\$145.00	.50	\$ 72.50
Total:				6.60	\$2,972.50

A more detailed description of the services provided in this category is provided in the detailed time records attached hereto as **Exhibit D**.

**Matter: Communications/Meetings with Client
(Fees incurred: \$1,582.50; Hours: 2.40)**

During the Compensation Period, FG billed 2.40 hours to the project category “Communications/Meetings with Client.” Throughout the Compensation Period, FG coordinated efforts with the Debtor’s personnel and co-counsel to ensure that its rights and interests were appropriately protected and advanced and to address issues as they arose. This category does not include time spent communicating with the Debtor’s personnel to the extent that such communications fall squarely within other billing categories (*e.g.* Cash Collateral).

Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Joseph D. Frank	Partner	1993	\$695.00	2.10	\$1,459.50
Jeremy C. Kleinman	Associate	1999	\$410.00	.30	\$ 123.00
Total:				2.40	\$1,582.50

A more detailed description of the services provided in this category is provided in the detailed time records attached hereto as **Exhibit D**.

Matter: Court Appearances and Preparation
(Fees incurred: \$15,618.00; Hours: 30.90)

During the Compensation Period, FG billed 30.90 hours to the project category “Court Appearances and Preparation.” The time entries recorded in this category reflect time spent preparing for and appearing before the court for status hearings and hearings on various motions. During the Compensation Period, the majority of hearings attended related to the Debtor’s “first-day” motions. Whenever possible, FG has limited the participation at hearings to a single attorney and/or has utilized associates in order to ensure that costs to the Debtor’s estate are contained. This matter is ongoing.

Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Joseph D. Frank	Partner	1993	\$695.00	12.30	\$8,548.50
Jeremy C. Kleinman	Associate	1999	\$410.00	16.50	\$6,765.00
Christina Carpenter	Paralegal		\$145.00	2.10	\$ 304.50
Total:				30.90	\$15,618.00

A more detailed description of the services provided in this category is provided in the detailed time records attached hereto as **Exhibit D**.

**Matter: Employment and Fee Applications
(Fees incurred: \$4,237.00; Hours 10.70)**

During the Compensation Period, FG billed 10.70 hours to the project category “Employment and Fee Applications.” The time entries recorded in this category primarily reflect (a) time spent drafting, revising and filing motions to retain FG and Gray Reed as Debtor’s counsel, and (b) time spent preparing and submitting monthly fee statements for FG. All of the work FG has performed under this category related to employment applications and monthly fee statements and was performed because this is a bankruptcy case and the work was necessary to comply with the many billing and fee application guidelines applicable only in bankruptcy cases. Where possible, a paralegal performed this work. This matter is ongoing.

Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Joseph D. Frank	Partner	1993	\$695.00	2.70	\$1,876.50
Jeremy C. Kleinman	Associate	1999	\$410.00	3.70	\$1,517.00
Michael H. Matlock	Paralegal		\$200.00	4.00	\$ 800.00
Christina Carpenter	Paralegal		\$145.00	.30	\$ 43.50
Total:				10.70	\$4,237.00

A more detailed description of the services provided in this category, the identity of each individual who billed time to this category, the number of hours spent by each individual and the compensation sought for those efforts is provided in Exhibit D.

**Matter: First-Day Motions
(Fees incurred: \$11,752.00; Hours 37.30)**

During the Compensation Period, FG billed 37.30 hours to the project category “First-Day Motions.” Time entries recorded in this category primarily reflect time spent drafting, revising and filing various first-day motions in coordination with co-counsel, discussing these motions with attorneys from the United States Trustee’s office and preparing and revising proposed orders in coordination with the Committee and other interested parties.

Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Joseph D. Frank	Partner	1993	\$695.00	4.50	\$3,127.50
Jeremy C. Kleinman	Associate	1999	\$410.00	10.80	\$4,428.00
Michael H. Matlock	Paralegal		\$200.00	18.30	\$3,660.00
Christina Carpenter	Paralegal		\$145.00	3.70	\$ 536.50
Total:				37.30	\$11,752.00

A more detailed description of the services provided in this category, the identity of each individual who billed time to this category, the number of hours spent by each individual and the compensation sought for those efforts is provided in **Exhibit D**.

Matter: Litigation
(Fees incurred: \$123.00; Hour 0.30)

During the Application period, FG billed 0.30 hour to the project category “Litigation.” The time entries recorded in this category reflects time assisting the Debtor with its examination of potential causes of action.

Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Jeremy C. Kleinman	Associate	1999	\$410.00	.30	\$ 123.00
Total:				.30	\$ 123.00

A more detailed description of the services provided in this category, the identity of each individual who billed time to this category, the number of hours spent by each individual and the compensation sought for those efforts is provided in **Exhibit D**.

Matter: Petition, Schedules and SOFA
(Fees incurred: \$750.00; Hours 2.10)

During the Compensation Period, FG billed 2.10 hours to the project category “Petition, Schedules and SOFA.” Time entries recorded in this category primarily reflect time spent assisting the Debtor to complete and file its voluntary petition, and the various schedules and Statement of Financial Affairs that all debtors must file in connection with their bankruptcy cases. Where possible, a paralegal performed this work. This matter is ongoing.

Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Joseph D. Frank	Partner	1993	\$695.00	.20	\$ 139.00
Jeremy C. Kleinman	Associate	1999	\$410.00	1.10	\$ 451.00
Michael H. Matlock	Paralegal		\$200.00	.80	\$ 160.00
Total:				2.10	\$ 750.00

A more detailed description of the services provided in this category, the identity of each individual who billed time to this category, the number of hours spent by each individual and the compensation sought for those efforts is provided in Exhibit D.

**Matter: Plan and Disclosure Statement
(Fees incurred: \$82.00; Hour 0.20)**

During the Application period, FG billed 0.20 hours to the project category “Plan and Disclosure Statement.” The time entries recorded in this category primarily reflect time spent conferring with co-counsel regarding the local requirements for filing a plan and disclosure statement.

Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Jeremy C. Kleinman	Associate	1999	\$410.00	.20	\$ 82.00
Total:				.20	\$ 82.20

A more detailed description of the services provided in this category, the identity of each individual who billed time to this category, the number of hours spent by each individual and the compensation sought for those efforts is provided in **Exhibit D**.

**Matter: Sale of Assets
(Fees incurred: \$6,025.00; Hours 16.70)**

During the Compensation Period, FG billed 16.70 hours to the project category “Sale of Assets.” Time entries recorded in this category primarily reflect time spent communicating with potential purchasers and co-counsel and reviewing and revising a motion to approve one or more potential sales of the Debtor’s operating assets, and the related proposed bidding procedures, asset purchase agreement and order. This work was necessary to pursue the prospect of a sale of assets consistent the best interests of the Debtor and its creditors. Where possible, a paralegal performed this work. This matter is ongoing.

Consistent with the requirements of Local Bankruptcy Rule 5082-1, FG has supplemented the Application with the following chart, which illustrates the timekeeper totals for each person that billed to this task:

Professional	Title or Position	Admitted to Bar	Hourly Rate	Hours Billed First Interim Application	Fees Billed First Interim Application
Joseph D. Frank	Partner	1993	\$695.00	1.00	\$ 695.00
Jeremy C. Kleinman	Associate	1999	\$410.00	10.90	\$4,469.00
Michael H. Matlock	Paralegal		\$200.00	3.00	\$ 600.00
Christina Carpenter	Paralegal		\$145.00	1.80	\$ 261.00
Total:				16.70	\$6,025.00

A more detailed description of the services provided in this category, the identity of each individual who billed time to this category, the number of hours spent by each individual and the compensation sought for those efforts is provided in **Exhibit D**.

19. The foregoing professional services performed by FG were necessary and

appropriate services to the Debtor in this case, and it was in the best interest of the Debtor and its creditors that FG performed these services. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, or tasks involved. FG has made a significant effort to ensure that the professional services were performed with in an efficient manner and without duplication of effort.

20. In preparing this Application, FG calculated the amount of time spent by each attorney and paralegal in performing actual and necessary legal services for the Debtor. That data came directly from computerized records that are kept for each FG client. Individual time entries are maintained on written daily logs, personal computer hard drives or inputted directly into the firm's central client accounting and billing system. All time entries and expenses are uploaded into the billing system, which then produces draft client billing memoranda and invoices. FG attorneys have reviewed and edited the draft invoices and billing memoranda to correct errors prior to their submission.

21. The rates used in this Application are the customary and usual rates that FG charges its clients. No billing rates have changed since the Petition Date.

22. FG seeks allowance of reasonable compensation for actual and necessary professional services rendered to the Debtor during the Compensation Period in the amount of \$51,144.00, and \$315.57 for reimbursement of actual, reasonable and necessary expenses incurred during the Compensation Period in connection with those services, for a total of \$51,459.57.

23. The disbursements for which FG seeks reimbursement are the customary and usual expenses for which FG seeks reimbursement from its clients. It is FG's policy to charge each of its clients for identifiable, non-overhead expenses incurred in connection with that

client's case that would not have been incurred except for representation of that particular client and to charge its clients only the amount actually incurred by FG in connection with such items. FG does not bill its clients or seek compensation for its overhead expenses, including word processing, in-house photocopying, facsimile transmissions, long distance telephone and the cost of legal databases; instead, such expenses are factored into FG's normal and customary rates. However, FG does not include charges for postage, outside photocopying, messenger services or local transportation in its overhead. FG has determined that it is fairer to FG's smaller clients who use proportionately less of these services to have these expenses billed separately. These charges fairly compensate FG for its actual costs and do not result in undue revenue for the firm. Moreover, FG's non-fee application clients routinely are billed for and pay these types of expenses. *See In re Continental Securities Litigation*, 962 F.2d 566, 570 (7th Cir. 1992).

24. Pursuant to the Interim Compensation Order, FG has served monthly invoices upon the Debtor, the Committee, FCC and the United States Trustee. On June 19, 2015, FG served its monthly statement for services rendered and expenses incurred between April 29, 2015 and May 31, 2015, with such fees and costs totaling \$29,423.38 (the "May Statement"). FG received no objection to the May Statement.

25. On July 8, 2015, FG served its monthly statement for services rendered and expenses incurred between June 1, 2015 and June 30, 2015, with such fees and costs totaling \$15,071.19 (the "June Statement"). FG received no objection to the June Statement.

26. On August 12, 2015, FG served its monthly statement for services rendered and expenses incurred between July 1, 2015 and July 31, 2015, with such fees and costs totaling \$6,965.00 (the "July Statement"). FG received no objection to the July Statement.

27. As contemplated by the Interim Procedures Order, following the respective objection deadlines for the May Statement, June Statement and July Statement, the Debtor made interim compensation payments to FG. However, in connection with the preparation of this Application, FG has discovered that it received payment of 100% of the fees and costs sought in the May Statement, the June Statement and the July Statement, rather than the 80% of fees and 100% of costs as contemplated by the Interim Compensation Order. To the extent the Court deems it necessary, FG will refund the excess portions of the payments it received to the Debtor.

28. Section 331 of the Bankruptcy Code provides for compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. §§ 330 and 331. Section 330 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." § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to an Examiner, trustee under Chapter 11, or professional person, the court should consider the nature, the extent, and the value of such services, taking into account all relevant factors, including:

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

29. FG respectfully submits that the services for which is seeks compensation in this Application were, at the time rendered, necessary for and beneficial to the administration of the Debtor's estate. FG further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services provided to the Debtor.

30. The services rendered by FG were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Furthermore, the services for which FG seeks compensation in this Application were, at the time rendered, necessary for and beneficial to the administration of the Debtor's estate. FG further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services provided to the Debtor. Accordingly, approval of the compensation sought herein is warranted.

NOTICE

31. Notice of this Application has been provided to parties in interest in accordance with the Interim Compensation Order.

CONCLUSION

WHEREFORE, FG respectfully requests that this Court enter an order:

A. Allowing interim compensation to FG for services rendered during the Compensation Period in the amount of \$51,144.00, and \$315.57 for reimbursement of actual,

reasonable and necessary expenses incurred during the Compensation Period in connection with the rendition of such services, approving an aggregate amount of \$51,459.57.

B. Granting such other and further relief as this Court deems just and proper.

Dated: September 14, 2015

Respectfully submitted,

FRANKGECKER LLP

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