

**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
--	----------------------------	---

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE
GUIDELINES FOR REVIEWING APPLICATIONS FOR COMPENSATION
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

THIRD AND FINAL FEE APPLICATION

Name of Applicant	FrankGecker LLP
Name of Client	Gulf Packaging, Inc.
Time Period covered by this Application	April 29, 2015 through January 22, 2016 (the “ <u>Full Application Period</u> ”) (November 1, 2015 through January 22, 2016 (the “ <u>Third Application Period</u> ”) January 23, 2016 through February 22, 2016 (the “Post-Effective Date Period”)
Total Compensation Incurred (Third Application Period)	\$27,646.50
Total Compensation Incurred (Full Application Period)	\$111,429.00
Total Compensation Incurred (Post-Effective Date Period)	\$4,786.50
Total Expenses Incurred (Third Application Period)	\$256.39
Total Expenses Incurred (Full Application Period)	\$2,185.27
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	\$83,681.50
Total expenses approved by interim order	\$1,824.69
Total allowed compensation paid to date	\$83,681.50
Total allowed expenses paid to date	\$1,824.69
Blended rate in this application for all attorneys (Third Application Period)	\$610.00 blended \$415.79 average
Blended rate in this application for all attorneys (Full Application Period)	\$535.00 blended \$560.98 average
Blended rate in this application for all attorneys (Post-Effective Date Period)	\$567.50 blended \$525.00 average
Blended rate in this application for all timekeepers (Third Application Period)	\$435.00 blended \$343.43 average
Blended rate in this application for all timekeepers (Full Application Period)	\$414.17 blended \$373.42 average
Blended rate in this application for all timekeepers (Post-Effective Date Period)	\$426.67 blended \$290.09 average
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$41.00
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Number of professionals included (Third Application Period)	Four
Number of professionals included (Full Application Period)	Five
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	N/A
Number of professionals billing fewer than 15 hours to the case (Third Application Period)	Two
Number of professionals billing fewer than 15 hours to the case (Full Application 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.	Yes Third Application Period: \$27,429.00 Full Application Period: \$111,211.50 Additional Period: \$4,717.50

**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.)

**THIRD AND FINAL 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 JANUARY 22, 2016**

FrankGecker LLP (“FG”), counsel to Gulf Packaging, Inc. (“GPI” or the “Debtor”), hereby makes its third and final application (the “Final 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] seeking: (a) allowance, on a final basis, of compensation for professional services performed by FG for the period between November 1, 2015 and January 22, 2016 (the “Third Application Period”) in the amount of \$27,646.50 for which FG has not previously sought interim allowance, and for the reimbursement of its actual and necessary expenses incurred during the Third Application Period in the aggregate amount of \$256.39; (b) final approval of compensation previously awarded on an interim basis for the period between April 29, 2015 and October 31, 2015 (the “Prior Application Period”) in the amount of \$83,681.50, and for actual and necessary expenses incurred during the Prior Application Period in the amount of \$1,824.69; (c) payment of the unpaid portion of such fees and expenses for the Full Application Period; and (d) additional allowance of fees totaling

\$4,786.50 incurred in connection with the preparation of this Application. In support of this Application, FG respectfully states as follows:

INTRODUCTION

1. 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.

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

BACKGROUND

3. At the time of the bankruptcy filing, GPI was 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 prepetition business operations and its 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.

4. 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

¹ As used herein, "Affiliate" means a company that has a relationship--formal or informal--with the Debtor, and sells or sold 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.

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

5. 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 [Docket No. 124] (the "Retention Order").

6. Since FG's retention, the firm 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. These efforts ultimately culminated in the successful confirmation and effectuation the Debtor's First Amended Chapter 11 Plan (the "Plan") [Docket No. 266]. Throughout the Full Application Period, FG focused its efforts on (a) addressing the Debtor's executory contracts and unexpired leases, (b) addressing creditor inquiries, (c) filing a plan and disclosure statement, (d) representing the Debtor at all hearings pertaining to the Debtor's estate, (e) working with co-counsel to advise the Debtor with respect to its powers and duties in this bankruptcy case, and (f) engaging in all of the normal day-to-day tasks necessary to representation of a Debtor in a complex chapter 11 case.

7. On September 14, 2015, FG filed its 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 [Docket No. 214] (the "First Interim Application"), seeking interim allowance of compensation totaling \$51,144 and reimbursement of expenses totaling \$315.57.

8. On November 17, 2015, the Bankruptcy Court entered an order allowing, on an interim basis, compensation totaling \$51,084 and reimbursement of expenses totaling \$210.19 [Docket No. 279].

9. On December 15, 2015, FG filed its Second 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 August 1, 2015 through October 31, 2015 [Docket No. 314] (the "Second Interim Application"), seeking interim allowance of compensation of \$32,638.50 and reimbursement of expenses totaling \$1,614.50.

10. On January 14, 2016, the Bankruptcy Court entered an order allowing, on an interim basis, compensation totaling \$32,597.50 and reimbursement of expenses totaling \$1,614.50 [Docket No. 330].

11. On December 15, 2015, this Court entered the Findings of Fact, Conclusions of Law, and Order Approving Disclosure Statement and Confirming First Amended Chapter 11 Plan [Docket No. 317] (the "Confirmation Order").

12. On January 22, 2016, the Effective Date of the Plan occurred, thereby making the Plan effective according to its terms.

13. 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.

14. Except with respect to 2.6 hours of time billed by attorney Joseph Frank after January 1, 2016, the fees charged by FG in this case are billed in accordance with its general 2015 billing rates and procedures in effect throughout the Full Application Period.² 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.

15. 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.

16. 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.

17. 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

² On January 1, 2016, FG conducted its annual adjustment of the rates of its professionals and paraprofessionals. As part of that adjustment, the hourly rate for Joseph D. Frank increased from \$695 to \$725. Only 2.6 hours were billed at this new rate.

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.

RELIEF REQUESTED

18. FG seeks final allowance of (a) professional compensation in the amount of \$27,646.50 for professional fees incurred during the Third Application Period as counsel to the Debtor and final reimbursement of expenses in the amount of \$259.39, together with additional final fees totaling \$4,786.50 relating to the preparation and presentment of this Application, (b) final approval of previously awarded interim compensation in the amount of \$83,681.50 for professional fees incurred during the Prior Application Period and reimbursement of expenses totaling \$1,824.69 incurred in connection with those services, and (c) payment of the unpaid portion of fees and expenses for the Full Application Period in the amount of \$27,861.89.

**SERVICES PROVIDED AND EXPENSES
INCURRED DURING THE THIRD APPLICATION PERIOD**

19. The fees incurred during the Third Application Period reflect an aggregate of 80.50 hours of attorney and paraprofessional time spent and recorded in performing services for the Debtor. Of the aggregate time expended during the Third Application Period, partners expended 1.10 recorded hours, associates expended 54.60 recorded hours, and 24.80 recorded hours were expended by paraprofessionals. During the Third Application Period, FG's hourly billing rates for attorneys working on these matters ranged from \$310.00 to \$725.00 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.

20. Pursuant to the Guidelines, annexed hereto as part of **Group Exhibit B** is a schedule setting forth all FG professionals and paraprofessionals who have performed services for the Debtor during both the Third Application Period for which FG is seeking compensation

for the first time and a schedule covering the full Application Period, the capacity 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.

21. Annexed hereto as part of **Group Exhibit C** is a schedule specifying the categories of expenses for which FG is seeking reimbursement during the Third Application Period and the total amount for each expense category. 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 covering the Third Application Period are annexed hereto as **Group Exhibit D**.³ Schedules of compensation specifying the compensation requested by category for both the Third Application Period and the Full Application Period are attached as part of **Group Exhibit E**.

22. To provide an orderly summary of the services rendered to the Debtor by FG, and in accordance with the Guidelines, FG has established and maintained 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.

³ FG's detailed time records relating to the Prior Application Period were previously included with the First Interim Application and Second Interim Application and are incorporated herein by reference.

**BASIS FOR REASONABLE AND NECESSARY SERVICES
RENDERED BY FRANKGECKER LLP DURING THE THIRD
APPLICATION PERIOD – CATEGORIZED BY MATTER**

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

**Matter: Case Administration
(Fees incurred: \$844.00; Hours 3.80)**

During the Third Application Period, FG billed 3.80 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, 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, as well as the coordination of service of pleadings with the Debtor’s appointed claims agent. Where possible, a paralegal performed these tasks.

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 Third Application Period	Fees Billed Third Application Period
Jeremy C. Kleinman	Associate	1999	\$410.00	0.40	\$ 164.00
Michael H. Matlock	Paralegal		\$200.00	3.40	\$ 680.00
Total:				3.80	\$ 844.00

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

Matter: Claims/Claim Objections
(Fees incurred: \$2,797.50; Hours: 8.70)

During the Third Application Period, FG billed 8.70 hours to the project category “Claims/Claim Objections.” The time entries recorded in this category reflect work performed preparing and prosecuting an omnibus objection (the “Omnibus Objection”) seeking to reclassify certain claims that were improperly asserted as priority claims, and conferring with the Debtor and various creditors with regard to this Omnibus Objection. To contain costs, the majority of the services rendered in this category were performed by an associate and a paralegal.

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 Third Application Period	Fees Billed Third Application Period
Joseph D. Frank	Partner	1993	\$695.00	0.10	\$ 69.50
Jeremy C. Kleinman	Associate	1999	\$410.00	4.80	\$1,968.00
Michael Matlock	Paralegal	N/A	\$200.00	3.80	\$ 760.00
Total:				8.70	\$2,797.50

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

**Matter: Communications with the Committee and Creditors
(Fees incurred: \$82.00; Hours: 0.20)**

During the Third Application Period, FG billed 0.20 hours to the project category entitled “Communications with Creditors and Committee.” This category includes communications with creditors regarding potential recoveries.

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 Third Application Period	Fees Billed Third Application Period
Jeremy C. Kleinman	Associate	1999	\$410.00	0.20	\$ 82.00
Total:				0.20	\$ 82.00

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

**Matter: Communications/Meetings with Client
(Fees incurred: \$369.00; Hours: 0.90)**

During the Third Application Period, FG billed 0.90 hours to the project category “Communications/Meetings with Client.” Throughout the Third Application Period, FG coordinated efforts with the Debtor’s personnel and co-counsel to ensure that the Debtor’s 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.

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 Third Application Period	Fees Billed Third Application Period
Jeremy C. Kleinman	Associate	1999	\$410.00	0.90	\$ 369.00
Total:				.90	\$ 369.00

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

Matter: Court Appearances and Preparation
(Fees incurred: \$4,920.00; Hours: 12.00)

During the Third Application Period, FG billed 12.00 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 on various motions, including the Committee’s motion to convert the case, the Debtor’s motions to retain collection professionals, the Omnibus Objection, the Debtor’s pending adversary proceedings and additional matters relating to the Debtor’s efforts to confirm its Plan. FG has limited the participation at each hearing to a single attorney and has utilized associates whenever possible in order to ensure that costs to the Debtor’s estate are appropriately contained.

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 Third Application Period	Fees Billed Third Application Period
Jeremy C. Kleinman	Associate	1999	\$410.00	12.00	\$4,920.00
Total:				12.00	\$4,920.00

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

Matter: Employment and Fee Applications (as of the Effective Date)
(Fees incurred: \$3,691.00; Hours 14.10)

During the Third Application Period, FG billed 14.10 hours to the project category “Employment and Fee Applications.” The time entries recorded in this category primarily reflect time spent (a) preparing and submitting monthly fee statements for FG; and (b) preparing and filing FG’s second interim application for compensation. All of the work FG has performed under this category related to monthly fee statements and interim fee applications and was performed to comply with the many billing and fee application guidelines applicable in bankruptcy cases. Where possible, paralegals performed this work.

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 Third Application Period	Fees Billed Third Application Period
Joseph D. Frank	Partner	1993	\$695.00	0.70	\$ 486.50
Joseph D. Frank	Partner	1993	\$725.00	0.30	\$ 217.50
Jeremy C. Kleinman	Associate	1999	\$410.00	4.00	\$1,640.00
Michael H. Matlock	Paralegal		\$200.00	0.50	\$ 100.00
Christina Carpenter	Paralegal		\$145.00	8.60	\$1,247.00
Total:				14.10	\$3,691.00

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 **Group Exhibit D**.

Matter: Executory Contracts
(Fees incurred: \$6,367.00; Hours 16.40)

During the Third Application Period, FG billed 16.40 hours to the project category “Executory Contracts.” Time entries recorded in this category primarily reflect time spent negotiating for the continued occupancy of leased property in La Mirada, California following the expiration of the deadline set forth in section 365(d)(4) of the Bankruptcy Code, preparing a stipulation to provide for such continued possession and occupancy and drafting a motion to approve that stipulation. Because the Debtor had centralized its remaining inventory and operations at this La Mirada location, the time and effort spent to secure continued possession were essential to the Debtor’s remaining liquidation efforts.

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 Third Application Period	Fees Billed Third Application Period
Jeremy C. Kleinman	Associate	1999	\$410.00	14.70	\$6,027.00
Michael H. Matlock	Paralegal	N/A	\$200.00	1.70	\$ 340.00
Total:				16.40	\$6,367.00

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

Matter: Litigation
(Fees incurred: \$1,076.00; Hours: 3.70)

During the Third Application Period, FG billed 3.70 hours to the project category “Litigation.” The time entries recorded in this category reflect time spent assisting the Debtor with prosecuting and attempting to settle two adversary complaints seeking to recover accounts receivable due to the Debtor. When possible, FG has utilized associates and paralegals in order to minimize costs to the Debtor’s estate.

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 Third Application Period	Fees Billed Third Application Period
Jeremy C. Kleinman	Associate	1999	\$410.00	1.60	\$ 656.00
Michael H. Matlock	Paralegal		\$200.00	2.10	\$ 420.00
Total:				3.70	\$1,076.00

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

Matter: Plan and Disclosure Statement
(Fees incurred: \$6,598.00; Hours: 18.50)

During the Third Application Period, FG billed 18.50 hours to the project category “Plan and Disclosure Statement.” The time entries recorded in this category primarily reflect time spent preparing and filing the plan and disclosure statement, orders approving the plan and disclosure statement and plan supplements, as well as time spent conferring with counsel for the Committee, counsel for the lender and co-counsel to the Debtor to finalize the terms of the

Debtor’s modified Plan, which was filed on November 5, 2015. When possible, FG has utilized associates and paralegals in order to ensure that costs to the Debtor’s estate are contained.

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 Third Application Period	Fees Billed Third Application Period
Jeremy C. Kleinman	Associate	1999	\$410.00	13.80	\$5,658.00
Michael H. Matlock	Paralegal		\$200.00	4.70	\$ 940.00
Total:				18.50	\$6,598.00

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

**Matter: Sale of Assets
(Fees incurred: \$902.00; Hours: 2.20)**

During the Third Application Period, FG billed 2.20 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, revising and filing or serving notices relating to sales of assets. When possible, FG has utilized associates and paralegals in order to ensure that costs to the Debtor’s estate are contained.

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 Third Application Period	Fees Billed Third Application Period
Jeremy C. Kleinman	Associate	1999	\$410.00	2.20	\$ 902.00
Total:				2.20	\$ 902.00

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

Matter: Fee Applications (Following the Effective Date)
(Fees incurred: \$4,786.50; Hours: 16.50)

Following the Effective Date, FG billed 16.50 hours to the project category “Fee Applications Post-Effective Date.” The time entries recorded in this category relate to the time spent by FG preparing the present Application and complying with the many billing and fee application guidelines applicable in bankruptcy cases. Where possible, paralegals performed this work.

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 Post-Effective Date Fee Period	Fees Billed Post-Effective Date Fee Period
Joseph D. Frank	Partner	1993	\$725.00	2.30	\$1,667.50
Jeremy C. Kleinman	Associate	1999	\$410.00	4.00	\$1,640.00
Christina Carpenter	Paralegal		\$145.00	10.20	\$1,479.00
Total:				16.50	\$4,786.50

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

**SERVICES PROVIDED AND EXPENSES
INCURRED DURING THE PRIOR APPLICATION PERIOD**

24. As set forth above, the Bankruptcy Court has previously allowed, on an interim basis, compensation totaling \$83,681.50 and reimbursement of expenses totaling \$1,824.69 relating to services rendered during the Prior Application Period. Full reports of the services rendered and costs incurred during the Prior Application Period are set forth in the First Interim Application and Second Interim Application and are incorporated herein by reference. The fees incurred during the Prior Application Period reflect an aggregate of 217.90 hours of attorney and paraprofessional time spent and recorded in performing services for the Debtor. Of the aggregate time expended during the Prior Application Period, partners expended 36.20 recorded hours, associates expended 112.10 recorded hours, and 69.60 recorded hours were expended by paraprofessionals. During the Full Application Period, FG's hourly billing rates for attorneys working on these matters ranged from \$310.00 to \$725.00 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.

25. In order to facilitate this Court's review of this Application, FG has included in **Group Exhibit B** a schedule setting forth all FG professionals and paraprofessionals who have performed services for the Debtor during the Full Application Period for which FG is seeking reimbursement, the capacity 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.

26. The professional services performed by FG throughout the Full Application Period 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. Throughout its representation of the Debtor, FG has made a significant effort to ensure that the professional services were performed in an efficient manner and without duplication of effort. In addition, FG has minimized the time spent by partners of FG in order to avoid any additional expense.

27. 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.

28. The rates used in this Application are the customary and usual rates that FG charges its clients. Only one billing rate has changed since the Petition Date (see footnote 2 above).

29. 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).

30. Pursuant to the Interim Compensation Order, FG has served monthly invoices upon the Debtor, the Committee, FCC and the United States Trustee for the first two months of the Third Application Period. On December 15, 2015, FG served its monthly statement for services rendered and expenses incurred between November 1, 2015 and November 30, 2015, with such fees and costs totaling \$15,500.50. FG received no objection to the November Statement. However, due to the temporary unavailability of funds, FG has not received any payment on account of the November Statement, other than an excess interim balance of \$41.00 held on account by FG.

31. On January 11, 2016, FG served its monthly statement for services rendered and expenses incurred between December 1, 2015 and December 31, 2015, with such fees and expenses for the period December 1, 2015 and December 31, 2015 totaling \$9,926.39. FG received no objection to the December Statement. However, due to the temporary unavailability of funds, FG has not received any payment on account of the December Statement.

32. 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.” 11 U.S.C. § 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.

33. 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

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

CONCLUSION

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

A. Allowing FG \$27,646.50 as reasonable compensation for actual, necessary legal services rendered during the Third Application Period from November 1, 2015 through January 22, 2016.

B. Allowing FG reimbursement of actual, necessary expenses in the amount of \$256.39 incurred during the Third Application Period from November 1, 2015 through January 22, 2016.

C. Allowing FG \$4,786.50 as reasonable compensation for actual, necessary legal services rendered following the January 22, 2016 Effective Date in connection with the preparation of this Application.

D. Allowing, on a final basis, previously-awarded interim compensation in the amount of \$83,681.50 for services rendered during the Prior Application Period.

E. Allowing, on a final basis, previously-awarded interim reimbursement of actual, necessary expenses in the amount of \$1,928.88.

F. Authorizing and directing the Liquidating Trustee to pay FG allowed, unpaid compensation and reimbursement of expenses in the total combined amount of \$27,861.89, plus

\$4,786.50 for services rendered in connection with this application, for a total amount of \$32,648.39.

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

Dated: February 22, 2016

Respectfully submitted,

FRANKGECKER LLP

By: /s/ Joseph D. Frank

Joseph D. Frank (IL Bar No. 6216085)
Jeremy C. Kleinman (IL Bar No. 6270080)
FRANKGECKER LLP
325 North LaSalle Street, Suite 625
Chicago, Illinois 60654
Telephone: (312) 276-1400
Facsimile: (312) 276-0035
jfrank@fgllp.com
jkleinman@fgllp.com
Counsel to the Debtor

CERTIFICATE OF SERVICE

I, Joseph D. Frank, an attorney, state that on **February 22, 2016**, a copy of the foregoing **Third and Final 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 January 22, 2016** was filed electronically. Notice of this filing will be sent to all parties on the attached Court's Electronic Mail Notice List by operation of the Court's CM/ECF system. In addition, copies were served via first class United States mail, postage prepaid, upon the parties listed below:

By: /s/ Joseph D. Frank

***Counsel to the Official Committee of
Unsecured Creditors***

Richard S. Lauter
Shelly A. DeRousse
FREEBORN & PETERS LLP
311 South Wacker Drive
Suite 3000
Chicago, Illinois 60606

United States Trustee

Patrick S. Layng
OFFICE OF THE UNITED STATES TRUSTEE
Region 110
219 South Dearborn Street
Room 873
Chicago, Illinois 60604

Counsel to FCC, LLC d/b/a First Capital

Dimitri G. Karcazes
Zarine L. Alam
GOLDBERG KOHN LTD.
55 East Monroe Street
Suite 3300
Chicago, Illinois 60603

Mailing Information for Case 15-15249

Electronic Mail Notice List

The following is the list of **parties** who are currently on the list to receive email notice/service for this case.

- Jason S Brookner jbrookner@grayreed.com, dtrent@grayreed.com
- Erich S Buck ebuck@ag-ltd.com, lhope@ag-ltd.com
- William J. Choslovsky wchoslovsky@foxrothschild.com
- Jeffrey C Dan jdan@craneheyman.com,
gbalderas@craneheyman.com;dwelch@craneheyman.com;jmunoz@craneheyman.com
- Shelly A. DeRousse sderousse@freeborn.com,
bkdocketing@freeborn.com;jhazdra@ecf.inforuptcy.com
- Devon J Eggert deggert@freeborn.com, bkdocketing@freeborn.com
- Joseph D Frank jfrank@fgllp.com,
ccarpenter@fgllp.com;jkleinman@fgllp.com;mmatlock@fgllp.com
- Chad H. Gettleman cgettleman@ag-ltd.com
- Steven A Ginther ndilecf@dor.mo.gov
- John W Guzzardo jguzzardo@shawfishman.com, orafalovsky@shawfishman.com
- Dimitri G. Karcazes dimitri.karcazes@goldbergkohn.com,
kristina.bunker@goldbergkohn.com
- Jeremy C Kleinman jkleinman@fgllp.com,
ccarpenter@fgllp.com;mmatlock@fgllp.com
- Richard S Lauter rlauter@freeborn.com
- Patrick S Layng USTPRegion11.ES.ECF@usdoj.gov
- Tyler Steven Mertes tyler.mertes@troutmansanders.com,
cynthia.duran@troutmansanders.com
- Kevin H Morse khmorse@arnstein.com
- Mark L Radtke mradtke@shawfishman.com, jbunton@shawfishman.com
- Brian Raynor braynor@lockelord.com, docket@lockelord.com
- Peter J Roberts proberts@shawfishman.com
- Gregg R. Smith gregg.smith@paineambly.com, sheila.espinoza@paineambly.com
- Thomas J Tedesco ttedesco@pacbell.net
- Mark Steven Wheeler 773trustme@gmail.com, 773trustmealicia@gmail.com