IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF KANSAS

In re:	)	
	)	**Case No. 16-21142**
JOHN Q. HAMMONS FALL 2006, LLC, et al.,	)	**(Lead Case)**
	)	
Debtors.	)	**Chapter 11**

APPLICATION OF MERRICK BAKER AND STRAUSS, PC FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE DEBTORS

Merrick Baker and Strauss, PC ("Applicant"), hereby requests that this Court enter a final order allowing fees and expenses in the aggregate amount of $143,889.03 incurred from June 26, 2016 through May 17, 2018 (the "Application Period"), for acting as conflicts counsel for the Debtors (the "Application"). In support of this Application, Applicant represents as follows:

Background

1. On June 26, 2016 and July 5, 2016, the Debtors commenced Chapter 11 bankruptcy cases by filing their bankruptcy petitions in this Court. For purposes of this Motion, all the Debtors shall refer to June 26, 2016 as the "Commencement Date."

2. Since the Commencement Date, the Debtors have continued in possession of their property and control of their operations pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

3. The Court has jurisdiction of this motion. 28 U.S.C. § 1334(a) and (b). This is a core proceeding in that this motion affects the administration of these bankruptcy estates. 28 U.S.C. §§ 157(b)(1) & (2)(A). Venue is proper in this Court. 28 U.S.C. §§ 1408 and 1409(a).

4. On June 26, 2016, the Debtors filed an Application of the Debtors and Debtors in Possession, Pursuant to Sections 327(a) and 329(a) of the Bankruptcy Rules 2014(a) and 2016(b) and Local Bankruptcy Rules 2014.0 and 2016.1, for an Order Authorizing the Debtors and Debtors in

Possession Retain and Employ Merrick Baker and Strauss, PC as Conflicts Counsel, Effective as of the Commencement Date (the "Employment Application"), seeking authorization by this Court to employ Applicant as counsel for debtors (ECF Doc. 19). On July 7, 2016, the Debtors filed an Amended Application to Employ Merrick Baker and Strauss, PC as Counsel (ECF Doc. 93).

5. On June 26, 2016, the Debtors also filed a Motion to Approve Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members (ECF Doc. 14) (the "Interim Compensation Procedures Motion").

6. On June 28, 2016 this Court entered an order approving the Interim Compensation Procedures Motion (ECF Doc. 58) (the "Interim Compensation Procedures Order"). This Application is being submitted pursuant to the Interim Compensation Order.

7. On July 21, 2016 this Court entered an Order Granting Application to Employ Merrick Baker and Strauss, PC as Conflicts Counsel for the Debtors (ECF Doc. 230) ("MBS Employment Order").

8. MBS has filed no interim application for compensation and has had no prior compensation awarded or paid it in this case.

THE SETTLEMENT AND PLAN

9. On February 10, 2018, the Debtors and JD Holdings, L.L.C. ("JDH") entered into a Plan Support Agreement and Claim Allowance and a Settlement Agreement resolving all issues between the parties and providing for, among other things, payment by JDH of all allowed claims in this Bankruptcy Case and contribution of $20 million in assets to a charitable trust to carry out the charitable intent of John Q. Hammons (the "Settlement").

10. On February 13, 2018, the Debtors filed a Motion for Authority to Enter Into Plan Support Agreement and Compromise of Claims (ECF Doc. 1791) (the "Motion to Compromise"), seeking entry of an order approving the Settlement. The Court entered its Order Granting Motion For Authority to Enter Into Plan Support Agreement and Compromise of Claims (the "Settlement Order") (ECF Doc. 1856).

11. On March 30, 2018, JDH filed its Modified Joint and Consolidated Chapter 11 Plans of Reorganization for All Debtors (as amended and supplemented from time to time, the "Plan") (ECF Doc. 1946).

12. On May 11, 2018, the Court entered its Corrected Order Confirming Modified Amended Joint and Consolidated Chapter 11 Plans of Reorganization for All Debtors (the "Confirmation Order") (ECF Doc. 2188).

FEES AND EXPENSES OF MBS

13. Attached hereto as Exhibit A are Applicant's fee statements for representing the Debtors in these cases (the "Statements").

14. Since the Commencement date, the Applicant has performed necessary reasonable and valuable legal services for Debtors with a total of 363.40 hours expended.

15. Applicant's statement in accordance with Section C.5 of the United States Trustee Guidelines is attached hereto as Exhibit B; and Applicant's case update in accordance with Section C.11 of the United States Trustee Guidelines is attached hereto as Exhibit C.

16. All professional services were performed by Applicant for and on behalf of the Debtors and no other individual creditor, or any other persons.

17. The hourly rates charged by Applicant are the standard rates charged on routine, non-complicated matters, without considering the size of the case and degree of responsibility, difficulty, complexity, and results achieved. Based on such rates, the value of the professional services rendered from the Commencement date to May 17, 2018 is $143,620.00. To minimize the expense of the services provided, Applicant has, wherever possible, avoided duplication of effort and delegated appropriate tasks to associates and paralegals lower billing rates.

18. Applicant has incurred expenses which are also itemized in the attached Statements. The

reimbursement of expenses requested by Applicant are expenses normally billed to the firm's clients in other matters, including both bankruptcy and non-bankruptcy matters and are the standard practice for law firms in the Kansas City metropolitan area.

19. All professional services were performed by Applicant for and on behalf of the Debtors and no other individual creditor, or any other persons.

20. The hourly rates charged by Applicant are the standard rates charged on routine, non-complicated matters, without considering the size of the case and degree of responsibility, difficulty, complexity, and results achieved. To minimize the expense of the services provided, Applicant has, wherever possible, avoided duplication of effort and delegated appropriate tasks to associates and paralegals lower billing rates.

21. Applicant has incurred expenses during the Bankruptcy Case period covered by this in the amount of $269.03 which are also itemized on the statements attached. The reimbursement of expenses requested by Applicant are expenses normally billed to the firm's clients in other matters, including both bankruptcy and non-bankruptcy matters and are the standard practice for law firms in the Kansas City metropolitan area.

22. No agreement or understanding prohibited by § 504 of the Bankruptcy Code exists between Applicant and any other person or entity for the sharing of compensation or reimbursement received or to be received for services rendered in connection with this case.

23. The Applicant is holding in trust the amount of $90,000.00 to be applied toward the fees and expenses incurred during representation of this matter.

WHEREFORE, Applicant respectfully requests that this Court enter an order (a) granting this Application; (b) allowing on a final basis fees in the amount of $143,620.00 for services rendered in connection with these chapter 11 cases; (c) allowing on a final basis reimbursement of the expenses in the amount of $269.03 incurred in these chapter 11 cases; (d) authorizing and directing JD Holdings, L.L.C. to pay the unpaid balance of $53,889.03 after application of the $90,000.00 being held in trust for all

Applicant's unpaid approved fees and expenses; and (e) granting such other and further relief as is appropriate in the circumstances.

Respectfully submitted,

MERRICK, BAKER & STRAUSS, P.C.

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