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 Unsecured Creditors for Jagged Peak, Inc.

UNITED STATES BANKRUPTCY COURT
 FOR THE DISTRICT OF NEVADA

In re:
 JAGGED PEAK, INC., A Nevada
 Corporation,
 Debtor.

Case No. 19-15959-mkn

Chapter 11

LEAD CASE
Jointly Administered with:

In re:
 TRADEGLOBAL, LLC, A Delaware limited
 liability company,
 Debtor.

Case No. 19-15960-mkn

Chapter 11

**FIRST INTERIM APPLICATION FOR
 ALLOWANCE OF FEES AND COSTS
 FILED BY BROWN RUDNICK LLP
 [OCTOBER 24, 2019 TO DECEMBER 31,
 2019]**

In re:
 TRADEGLOBAL NORTH AMERICA
 HOLDING, INC., A Delaware corporation,
 Debtor.

Case No. 19-15961-mkn

Chapter 11

THIS FILING:
☐ Affects Specified Debtors
☒ Affects All Debtors

Hearing Date: February 19, 2020

Hearing Time: 10:30 a.m.

Place: Courtroom 2

300 Las Vegas Boulevard South
 Las Vegas, NV 89101

1 TO THE HONORABLE MIKE NAKAGAWA, UNITED STATES BANKRUPTCY JUDGE,
 2 THE DEBTORS AND THEIR COUNSEL, AND TO THE OFFICE OF THE UNITED STATES
 3 TRUSTEE:

4 Brown Rudnick LLP (“Brown Rudnick” or “Applicant”), counsel to the Official
 5 Committee of Unsecured Creditors (the “Committee”) for the bankruptcy estate of Jagged Peak,
 6 Inc. (“Jagged Peak”), Trade Global, LLC (“TradeGlobal”), and Tradeglobal North American
 7 Holding, Inc. (“TradeGlobal North America” or, collectively with Jagged Peak and TradeGlobal,
 8 the “Debtors”), hereby submits this Application seeking approval on an interim basis of attorneys’
 9 fees in the amount of \$325,600.50 incurred on behalf of the Committee and costs in the amount of
 10 \$6,800.94 incurred for the Committee, for the period of October 24, 2019, through December 31,
 11 2019 (“First Reporting Period”). In support of this Application, Brown Rudnick respectfully
 12 states as follows:

13 1. PROCEDURAL BACKGROUND

14 A. The Bankruptcy Filing

15 On September 9, 2016, Jagged Peak, Inc. filed a voluntary petition for relief under Chapter
 16 11 of Title 11 of the United States Code. [Docket No. 1.]

17 B. Committee Formation and Applicant’s Employment

18 On October 24, 2019, the Office of the United States Trustee (the “Trustee”) for the
 19 District of Nevada filed Appointment Of The Official Committee Of Unsecured Creditors For The
 20 Estates Of Jagged Peak, Inc. and TradeGlobal, LLC [Docket No. 158]. An amended appointment
 21 was filed on October 28, 2019 [Docket No. 177]. The Committee is comprised of the following
 22 members: (1) DI Overnite, LLC; (2) Simple VMS, Inc.; (3) The Job Center, LLC, (4) Supply one,
 23 Inc. and (5) Nesco Resource. On October 24, 2019, the Committee selected Brown Rudnick as its
 24 proposed counsel, subject to Court approval. On December 26, 2019, this Court approved the
 25 retention of Brown Rudnick as attorneys for the Committee. [Docket No. 400.] A true and
 26 correct copy of the Order Granting Application For Order Pursuant to 11 U.S.C. §§ 327(A), 328,
 27 330, 331, and 1103(A) Authorizing The Employment of Brown Rudnick LLP As Counsel To The
 28 Official Committee Of Unsecured Creditors, Effective As Of October 24, 2019 (“BR Employment

Order”), is included with the attached Declaration of Cathrine M. Castaldi (“Castaldi Decl.”) at Exhibit “1.”

Brown Rudnick was retained to provide the following professional services for the Committee:

- a. assisting and advising the Committee in its discussions with the Debtors and other parties-in-interest regarding the overall administration of these cases and related adversary proceedings;
- b. representing the Committee at hearings to be held before this Court and communicating with the Committee regarding the matters heard and the issues raised as well as the decisions and considerations of this Court;
- c. assisting and advising the Committee in its discussions with the Debtors’ and other parties-in-interest regarding the Debtors’ sale process;
- d. assessing the sale process and developing, evaluating, structuring and negotiating the terms and conditions of a sale transaction;
- e. reviewing and analyzing pleadings, orders, schedules, and other documents filed and to be filed with this Court by interested parties in these cases; advising the Committee as to the necessity, propriety, and impact of the foregoing upon these cases, and consenting or objecting to pleadings or orders on behalf of the Committee, as appropriate;
- f. assisting the Committee in preparing such applications, motions, memoranda, proposed orders, and other pleadings as may be required in support of positions taken by the Committee, including all trial preparation as may be necessary;
- g. conferring with the professionals retained by the Debtors and other parties-in-interest, as well as with such other professionals as may be selected and employed by the Committee;
- h. coordinating the receipt and dissemination of information prepared by and received from the Debtors’ professionals, as well as such information as may be received from professionals engaged by the Committee or other parties-in-interest in these cases;
- i. participating in such examinations of the Debtors and other witnesses as may be necessary in order to analyze and determine, among other things, the Debtors’ assets and financial condition, whether the Debtors have made any avoidable transfers of property, or whether causes of action exist on behalf of the Debtors’ estates;
- j. negotiating and, if necessary or advisable, formulating a plan of reorganization for the Debtors; and assisting the Committee generally in performing such other services as may be desirable or

required for the discharge of the Committee's duties pursuant to Bankruptcy Code Section 1103.

See Application Authorizing Retention of Brown Rudnick LLP as Counsel For the Official Committee of Unsecured Creditors of Debtors, nunc pro tunc to October 24, 2019 [Docket No. 320.]

C. Sale of Debtors' Businesses

On November 20, 2019, this Court approved the sale of the Debtors' business assets. [Docket Nos. 343 and 345]. Accordingly, these bankruptcy cases are now liquidating cases, with Debtors no longer operating an ongoing business. A discussion of the sale and the Debtors' business operations should be detailed in the Debtors' application for compensation and reimbursement of expenses set for hearing concurrently with this Application.

D. Court Approved Procedure For Interim Compensation Pending Filing of Fee Applications

On December 6, 2019, the Court entered an Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the "Monthly Fee Order") [Docket No. 360]. Pursuant to the Monthly Fee Order, counsel submitted detailed monthly fee statements for the months of October and November on December 15, 2019 (the "Interim Fee Statements"). The Debtors have paid 80% of the amount of the Interim Fee Statements. Applicant expects to file an interim fee statement for fees and expenses incurred in December 2019 on January 15, 2020.

E. No Agreement Regarding Sharing of Compensation

No understanding exists for the sharing of compensation received or to be received by Applicant for services rendered in this case, except that the compensation received herein will be shared among the partners and employees of Applicant.

2. PAYMENT AND REIMBURSEMENT REQUESTED

Brown Rudnick submits this Application (a) for payment of reasonable compensation for actual, reasonable, and necessary professional services performed by it as counsel for the Committee during the Reporting Period, and (b) for reimbursement of actual, reasonable, and

1 necessary disbursements made to pay expenses incurred in representing the Committee during the
2 Reporting Period. This Application is made pursuant to applicable provisions of the Bankruptcy
3 Code and Bankruptcy Rules as well as applicable local Court and United States Trustee rules and
4 guidelines. This is Brown Rudnick's first interim fee application.

5 During the Reporting Period, the Committee incurred fees of \$325,600.50 for legal
6 services rendered by Brown Rudnick, calculated at Brown Rudnick's usual and customary hourly
7 rates as more specifically set forth herein, comprising 406 hours of professional time at a blended
8 hourly rate of \$801.97. In addition, Brown Rudnick made disbursements to pay expenses in the
9 amount of \$6,800.94 during the Reporting Period. All of the fees and disbursements sought to be
10 paid or reimbursed in connection with this Application were actual, necessary, and reasonable, and
11 benefited the Debtors' estates and creditors.

12 3. DESCRIPTION OF REASONABLE AND NECESSARY SERVICES RENDERED

13 The following provides a summary of the services rendered by Brown Rudnick during the
14 Reporting Period. The Committee was appointed on the eve of a fast moving sale process and
15 counsel had to quickly assimilate the Debtors' historical and current operations, the matters that
16 lead to the chapter 11 bankruptcy filings and the necessity of a rapid sale of the Debtors' assets, as
17 well as examining issues concerning the Debtors' existing and prior management as they related to
18 the proposed sale and achieving fair value for the Debtors' assets. A full description of services
19 performed and expenses incurred during the Reporting Period is reflected in the combined time
20 records attached to the Castaldi Declaration as Exhibit "2." Applicant has attempted to categorize
21 its services into specific categories, but realizes that there may be some overlap in categorization.

22 A. Case Administration

23 The services provided by Brown Rudnick in this category included review and analysis of
24 filed motions, email and conference calls with the Committee members, correspond with the
25 Committee's other professionals, prepare retention application, review of case documents to
26 determine the impact on unsecured creditors, prepare the Verified Petition For Permission To
27 Practice In This Case Only By Attorney Not Admitted To The Bar Of This Court ("Verified
28 Petition"), and telephone calls with counsel for the Debtors and the Special Committee Of The

1 Board Of Directors Of Jagged Peak, Inc. and TradeGlobal North American Holding, Inc.
2 regarding each of the above issues to coordinate so as to minimize duplication of effort. During
3 the Reporting Period, Applicant spent 39.10 hours performing services related to Case
4 Administration. Applicant charged fees for these services in the amount of \$21,930.00, which
5 represents approximately 6.7% of the total fees charged for the Reporting Period. The blended
6 hourly rate for services performed in this category is approximately \$560.87 per hour.

7 B. Asset Analysis, Recovery and Disposition

8 The services provided by Brown Rudnick in this category consisted of research and
9 analysis of the historical and ongoing operations of the Debtors with respect to a proposed sale of
10 the Debtors' business operations, communications with counsel for the Debtors, including
11 preparing discovery requests, evaluating corporate governance issues, and interviewing parties
12 regarding same. Applicant also conducted a preliminary evaluation of potential claims against
13 third parties. During the Reporting Period, Applicant spent 46.20 hours performing services in
14 connection with asset analysis, recovery and disposition. Applicant's fees charged for services
15 related to asset analysis and recovery are \$42,027.00, which represents approximately 12.9% of
16 the total fees sought by this Application. The blended hourly rate for services performed in this
17 category is \$909.68 per hour.

18 C. Asset Disposition

19 As set forth above, the Committee was appointed on the eve of hearings to authorize bid
20 procedures for the entirety of the operating assets of both estates. Counsel responded quickly to
21 advise the Committee and prepare for and attend hearings related to the proposed asset sales,
22 attended the auction for Debtors' assets with respect to Trade Global and reviewed and approved
23 relevant sale and transition documentation. In addition, Applicant strategized with Committee and
24 Debtors' professionals to facilitate an orderly and economically advantageous sale process given
25 the limited time available to conclude a sale. During the Reporting Period, Applicant spent 51.90
26 hours performing services related to Asset Disposition. Applicant charged fees for these services
27 in the amount of \$45,751.50, which represents approximately 14.1% of the total fees charged for

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1 the Reporting Period. The blended hourly rate for services performed in this category is \$881.53
2 per hour.

3 D. Meetings of and Communications with Creditors

4 Applicant's services in this category included meetings and communications with the
5 Committee, individual Committee members and creditors concerning ongoing progress in the case
6 and the rapidly unfolding sale process. Applicant also prepared bylaws for the Committee's
7 operations. During the Reporting Period, Applicant spent 36.30 hours performing services related
8 to Meetings and Communications with Creditors. Applicant charged fees for these services in the
9 amount of \$27,861.50, which represents approximately 8.6% of the total fees charged for the
10 Reporting Period. The blended hourly rate for services performed in this category is \$767.53 per
11 hour.

12 E. Fee/Employment Applications

13 The services provided by Brown Rudnick in this category included preparing and filing
14 Brown Rudnick's Verified Petition and the BR Employment Order, interviewing prospective local
15 counsel in Nevada, interviews with prospective financial advisors, preparation of Applications to
16 retain Committee professionals, including Brown Rudnick and Dundon Advisors LLC
17 ("Dundon"). Applicant also reviewed retention applications filed by Debtor and Special
18 Committee professionals. During the Reporting Period, Applicant spent 15.70 hours performing
19 services related to Fee/Employment Applications. Applicant charged fees for these services in the
20 amount of \$13,234.00, which represents approximately 4.1% of the total fees charged for the
21 Reporting Period. The blended hourly rate for services performed in this category is
22 approximately \$842.93 per hour.

23 F. Fee/Employment Objections

24 The services performed by Brown Rudnick in this category included review Debtor
25 retention applications and detailed fee statements, evaluate proposed success fees and broker
26 commissions and file an objection to the proposed compensation of Cowen, which resulted in a
27 restructure of the Cowen fee resulting in a substantial reduction of overall administrative claims in
28 the case. Applicant also kept in contact with the Committee regarding fee objections and

1 prospective resolutions and communicated with the Office of the United States Trustee and
2 creditors outside of the Committee with respect to their views as to proposed retentions and fee
3 structure. During the Reporting Period, Applicant spent 37.60 hours performing services related
4 to Fee/Employment Objections. Applicant charged fees for these services in the amount of
5 \$32,021.00, which represents approximately 9.8% of the total fees charged for the Reporting
6 Period. The blended hourly rate for services performed in this category is \$851.62 per hour.

7 G. Avoidance Action Analysis

8 In the context of concerns regarding corporate governance, Brown Rudnick investigated
9 potential claims against the Debtors' equity interests related to an alleged payment of tens of
10 millions of dollars to SingPost. Applicant's investigation included preliminary research, discovery
11 requests and strategy, review of responsive materials and meetings and conferences with interested
12 parties. During the Reporting Period, Applicant spent 15.90 hours performing services related to
13 Avoidance Action Analysis. Applicant charged fees for these services in the amount of
14 \$12,958.50, which represents approximately 4.0% of the total fees charged for the Reporting
15 Period. The blended hourly rate for services performed in this category is \$815.00 per hour.

16 H. Assumption/Rejection of Leases and Executory Contracts

17 Applicant's services in this category consisted of evaluating the Debtors' request to extend
18 time to assume or reject leases, and the subsequently filed Motion to Extend Time To Assume or
19 Reject Lease. In addition, Applicant evaluated cure issues related to the proposed buyers'
20 assumption of executory contracts. Particularly with respect to the Jagged Peak sale, the
21 assumption of executory contracts was fundamental to the value of the overall transaction.
22 Applicant negotiated with Debtors to expand the time periods for creditors to respond to cure
23 notices in connection with the proposed expedited sale process. During the Reporting Period,
24 Applicant spent 1.60 hours performing services related to Assumption/Rejection of Leases.
25 Applicant charged fees for these services in the amount of \$1,520.00, which represents
26 approximately 0.5% of the total fees charged for the Reporting Period. The blended hourly rate
27 for services performed in this category is \$950.00 per hour.

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1 I. Other Contested Matters

2 During the sale process, Applicant became aware of a board dispute that appeared to
3 threaten the Debtors' management during the critical sale period. Applicant assisted the
4 Committee in investigating the allegations, conferring with all relevant counsel and in employing
5 a strategy to protect and preserve the sales process. During the Reporting Period, Applicant spent
6 38.10 hours performing services related to Other Contested Matters. Applicant charged fees for
7 these services in the amount of \$34,598.00, which represents approximately 10.6% of the total
8 fees charged for the Reporting Period. The blended hourly rate for services performed in this
9 category is \$908.08 per hour.

10 J. Non-Working Travel

11 The services performed by Brown Rudnick in this category consisted of travel to and from
12 Las Vegas to attend emergency motions and related meetings, auction, sale and employment
13 hearings. When possible, Applicant works with local counsel to minimize travel time. During the
14 Reporting Period, Applicant spent 41.60 hours performing services related to Non-Working
15 Travel. Applicant charged fees for these services in the amount of \$36,536.50, which represents
16 approximately 11.2% of the total fees charged for the Reporting Period. The blended hourly rate
17 for services performed in this category is \$878.28 per hour.

18 K. Business Operations

19 The services performed by Brown Rudnick in this category consisted of review of
20 TradeGlobal and Jagged Peak's Transition Agreement, and correspondence related to the Debtors'
21 proposed Wage Motion. During the Reporting Period, Applicant spent 0.40 hours performing
22 services related to Business Operations. Applicant charged fees for these services in the amount
23 of \$380.00, which represents approximately 0.1% of the total fees charged for the Reporting
24 Period. The blended hourly rate for services performed in this category is \$950.00 per hour.

25 L. Financing/Cash Collections

26 At the outset, the Debtors sale of Jagged Peak assets, contemplated a debtor in possession
27 financing that would have materially altered recovery for creditors in the Jagged Peak case.
28 Applicant analyzed the first day motions and relief granted, as well as working with the

1 Committee to formulate a response to the request for more permanent relief. Fortunately, the
2 Debtors were able to conclude their respective sales without the need for debtor in possession
3 financing. During the Reporting Period, Applicant spent 4.30 hours performing services related to
4 Financing/Cash Collections. Applicant's fee charged for these services in the amount of
5 \$2,588.50, which represents approximately 0.8% of the total fees charged for the Reporting
6 Period. The blended hourly rate for services performed in this category is \$601.51 per hour.

7 M. Board of Directors Matters

8 Applicant expended significant time assessing the need for, and operation of the Special
9 Committee of the Board, as well as issues concerning corporate governance that surfaced in a filed
10 adversary proceeding. Applicant requested information of Board members and interviewed
11 counsel for the respective board members. In addition, Applicant worked with all parties to
12 alleviate any impact on the sales process from these issues. Applicant spent 21.80 hours
13 performing services related to Board of Directors Matters. Applicant charged fees for these
14 services in the amount of \$18,712.00, which represents approximately 5.7% of the total fees
15 charged for the Reporting Period. The blended hourly rate for services performed in this category
16 is \$858.35 per hour.

17 N. Claims Administration and Objections

18 Brown Rudnick analyzed filed and scheduled claims in connection with evaluating the
19 proposed sale procedure, sale value and projected distribution to creditors of the respective estates.
20 During the Reporting Period, Applicant spent 10.30 hours performing services related to Claims
21 Administration and Objections. Applicant charged fees for these services in the amount of
22 \$9,513.50, which represents approximately 2.9% of the total fees charged for the Reporting
23 Period. The blended hourly rate for services performed in this category is approximately \$923.64
24 per hour.

25 O. Plan and Disclosure Statement

26 The Committee represents the primary constituency in these liquidating chapter 11
27 bankruptcy cases. Applicant has worked with Estate and Committee professionals to determine
28 projected distributions to creditors. In addition, Applicant has authored a proposed term sheet for

1 a chapter 11 plan, and drafted a motion to appoint a chapter 11 trustee. Applicant notes that the
2 concerns surrounding the appointment of a chapter 11 trustee were resolved without the necessity
3 of a change in the Debtors' existing management. Discuss background/plan with team regarding
4 first day pleadings, review form liquidation plans and begin drafting a plan. During the Reporting
5 Period, Applicant spent 45.20 hours performing services related to Plan and Disclosure Statement.
6 Applicant charged fees for these services in the amount of \$25,970.50, which represents
7 approximately 8.0% of the total fees charged for the Reporting Period. The blended hourly rate
8 for services performed in this category is \$574.57 per hour.

9 4. DESCRIPTIVE AND DETAILED STATEMENT OF COSTS INCURRED

10 Attached and incorporated as Exhibit "2" is a combined schedule of time records, costs and
11 expenses incurred or paid by Applicant during the Reporting Period but not yet reimbursed.
12 Exhibit "5" is a summary schedule. Applicant believes and represents that the costs and expenses
13 are reasonable under the circumstances of this case and the various pleadings filed by the
14 Committee. During the Reporting Period, Applicant incurred unreimbursed expenses of \$6,800.94
15 on behalf of the Committee for which Applicant seeks reimbursement. These expenses were
16 actual expenses incurred in connection with the services rendered on behalf of the Committee.
17 Expenses of this type are billed to and paid by Applicant's clients who pay monthly without
18 contingency as to payment. Applicant has not included such expenses in its overhead and such
19 expenses are not encompassed by its billing rates.

20 A. Certificate of Good Standing

21 Applicant incurred the sum of \$10.00 in charges during the Reporting Period for copies of
22 Certificate of Good Standing, in connection with the filing of Brown Rudnick's Verified Petition.

23 B. Mileage/Parking/Tolls

24 Applicant incurred \$24.00 in parking charges, tolls and mileage expenses during the course
25 of the Reporting Period related to court hearings and meetings

26 C. Airfare

27 Applicant incurred \$3,328.44 in travel expenses during the Reporting Period in connection
28 with Ms. Castaldi's attendance at the Auction, Sale and Employment Hearings.

1 D. Taxi

2 Applicant incurred \$556.86 in expenses in this category during the Reporting Period,
3 primarily in connection with attendance at Court hearings.

4 E. Meals

5 Applicant incurred \$110.92 in expenses in this category during the Reporting Period,
6 primarily in connection with attendance at Court hearings.

7 F. Hotel

8 Applicant incurred \$1,233.76 in expenses in this category during the Reporting Period,
9 primarily in connection with attendance at Court hearings.

10 G. Telephone/Teleconferencing

11 Applicant incurred \$235.36 in telephone charges during the Reporting Period primarily
12 associated with long-distance calls to counsel, and conference calls with the Committee.

13 H. Document Copies

14 Applicant incurred the sum of \$512.00 for in-house document reproduction expenses
15 during the Reporting Period. All in-house document copies are made after the case name and
16 attorney or law clerk's code number are keyed into a computer system which calculates the
17 number of copies by page. All of the Applicant's Committee and Trustee clients are charged
18 \$0.10 per page for in-house document reproduction expenses.

19 I. Computer Research

20 Applicant incurred \$789.60 in charges related to online computer research including
21 Westlaw, Pacer, and other online research. These costs were incurred during the Reporting
22 Period. Applicant does not use online services without first utilizing its own library and other
23 resources.

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5. THE COURT HAS THE AUTHORITY TO, AND SHOULD, APPROVE THE APPLICATION IN ITS ENTIRETY

A. Amount of Current Request For Compensation And Reimbursement

As set forth above and in the attached exhibits, during the Reporting Period, Applicant incurred fees in the amount of \$325,600.50 and incurred expenses in the amount of \$6,800.94 on behalf of the Committee, for which Applicant seeks approval in the total sum of \$332,401.44.

B. Legal Points And Authorities

The Bankruptcy Code provides that the Court can authorize payment of reasonable and necessary compensation and reimbursement of expenses.

(a) (1) After notice to the parties in interest and the United States Trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a trustee, an examiner, a professional person employed under section 327 or 1103

(A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and

(B) reimbursement for actual, necessary expenses.

Bankruptcy Code § 330.

The primary Ninth Circuit case discussing the test for determining a reasonable attorney's fee under Bankruptcy Code § 330 is *In re Yermakov*, 718 F.2d 1465 (9th Cir. 1983), which states: "The primary method used to determine a reasonable attorney fee in a bankruptcy case is to multiply the number of hours expended by an hourly rate." *Id.* at 1471. Elsewhere, this has been referred to as the "lodestar" or basic fee, which, if warranted, can be adjusted upward or downward. *In re Powerine Oil Co.*, 71 B.R. 767 (9th Cir. BAP 1986). Applicant believes, based upon the foregoing and upon the supporting declaration and exhibits attached hereto, that the fees and costs requested are entirely reasonable given the benefit conferred on the Estate's creditors as contemplated under Bankruptcy Code §§ 330 and 331.

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6. RELIEF REQUESTED


WHEREFORE, Brown Rudnick prays that this Court enter its Order as follows:

1. Allowing \$325,600.50 in interim compensation to Applicant in its capacity as counsel to the Committee;
2. Allowing \$6,800.94 in interim reimbursement of costs and expenses to Application;
3. Authorizing the Committee to pay Applicant in accordance with the Court's Order;
- and
4. For such other and further relief as the Court deems proper.

DATED: January 14, 2020

Respectfully submitted,

BROWN RUDNICK LLP

By: 
CATHRINE M. CASTALDI
Attorneys for the Official Committee of
Unsecured Creditors for Jagged Peak, Inc.