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**IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE DISTRICT OF NEVADA**

In re:  
 Jagged Peak, Inc., a Nevada corporation,  
☒ Affects this Debtor.

Case No.: BK-S-19-15959-MKN  
 Chapter 11

**LEAD CASE**

**Jointly Administered with:**

In re:  
 TradeGlobal, LLC, a Delaware limited liability  
 company,  
☒ Affects this Debtor.

Case No.: BK-S-19-15960-MKN  
 Chapter 11

In re:  
 TradeGlobal North America Holding, Inc., a  
 Delaware corporation,  
☒ Affects this Debtor.

Case No.: BK-S-19-15961-MKN  
 Chapter 11

Hearing Date: February 19, 2020  
 Hearing Time: 10:30 a.m.

**COVER SHEET TO FIRST INTERIM FEE APPLICATION OF COZEN  
 O'CONNOR, AS CHAPTER 11 CO-COUNSEL FOR DEBTORS, FOR THE  
 ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES**

A summary of the fees and expenses requested herein is as follows:

Fee Application  
 Applicant

First  
 Cozen O'Connor

1	Capacity	Chapter 11 Counsel
2	Compensation Period	September 16, 2019 – December 31, 2019
3	Total Fees and Costs Previously Awarded	\$0
4	First Interim Fees Requested	\$1,089,837.50
5	First Interim Costs Requested	\$29,435.53
6	Total Fees and Costs Requested	<b>\$1,119,273.03</b>
7	Fees and Costs Paid Per Interim Comp. Order	\$777,319.39
8	Number of Hours	1842.10
9	Blended Rate	\$591.63 per hour
10	Summary of Fees by Professional	<u>See Exhibit 1</u> attached hereto
11	Summary of Fees by Task Code	<u>See Exhibit 2</u> attached hereto
12	Summary of Expenses by Type	<u>See Exhibit 3</u> attached hereto
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 Chapter 11

**FIRST INTERIM FEE APPLICATION OF COZEN O'CONNOR,  
 AS CHAPTER 11 CO-COUNSEL FOR DEBTORS, FOR THE ALLOWANCE OF  
 COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES**

Cozen O'Connor ("Cozen"), Chapter 11 bankruptcy co-counsel for Jagged Peak, Inc., TradeGlobal LLC and TradeGlobal North America Holding, Inc. (collectively, "Debtors"), debtors and debtors-in-possession, respectfully submits its first application (the "Application") pursuant to Sections<sup>1</sup> 330 and 331, Bankruptcy Rule 2016, and Local Rule 2016, for the allowance of compensation for professional services performed by Cozen for Debtors in the Chapter 11 Cases, and for reimbursement of its actual and necessary expenses incurred therein.

This Application is made and based on the following memorandum of points and authorities, the declaration of Thomas J. Francella, Jr., Esq. (the "Francella Declaration"), filed concurrently herewith, the papers and pleadings on file herein, judicial notice of which is respectfully requested, and any argument of counsel at the time of hearing on the Application.

## I.

### **SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT OF EXPENSES REQUESTED**

Total Fees and Costs Previously Awarded	\$0
First Interim Fees Requested	\$1,089,837.50
First Interim Costs Requested	\$29,435.53
Total Fees and Costs Requested	<b>\$1,119,273.03</b>
Fees and Costs Paid Per Interim Comp. Order	\$777,319.39
Number of Hours	1842.10
Blended Rate	\$591.63 per hour
Summary of Fees by Professional	<u>See Exhibit 1</u> attached hereto
Summary of Fees by Task Code	<u>See Exhibit 2</u> attached hereto
Summary of Expenses by Type	<u>See Exhibit 3</u> attached hereto

## II.

### **SUMMARY OF REQUESTED RELIEF AND EVIDENCE**

1. This Application has been prepared in accordance with the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* adopted by the Executive Office for United States Trustees, as referenced by the *Region 17*

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<sup>1</sup> All references to "Section" herein shall be to the Bankruptcy Code appearing in Title 11 of the U.S. Code; all references to a "Bankruptcy Rule" shall refer to the Federal Rules of Bankruptcy Procedure; and all references to a "Local Rule" shall refer to the Local Rules of Bankruptcy Practice of the U.S. District Court for the District of Nevada.

1 *United States Trustee Guidelines*, as well as in accordance with Bankruptcy Rule 2016 and Local  
2 Rule 2016.

3 2. This is the first interim application for allowance of compensation and  
4 reimbursement of expenses filed by Cozen in the Chapter 11 Cases. This Application covers the  
5 period of September 16, 2019 through December 31, 2019 (the “Compensation Period”). See  
6 *Francella Decl.*, ¶ 3.

7 3. Pursuant to this Application, Cozen requests allowance of compensation of  
8 \$1,089,837.50 and reimbursement of expenses of \$29,435.53, for a total of \$1,119,273.03 in  
9 connection with services provided during the Compensation Period. During the Compensation  
10 Period, Cozen’s attorneys expended a total of 1,842.10 hours for which compensation is sought.  
11 A billing summary is attached hereto as **Exhibit 1**. See Id., ¶ 4.

12 4. **Exhibit 2** attached hereto, identifies and provides chronologically throughout the  
13 Compensation Period: (a) the dates on which Cozen performed professional services for Debtors;  
14 (b) each person performing such services; (c) the amount of time spent by each person on each day  
15 that the person performs such services (charged in units of one-tenth [0.1] of an hour); and (d)  
16 specific daily descriptions of the services performed by each person. These time entries are  
17 grouped by task category. See Id., ¶ 5.

18 5. **Exhibit 3** attached hereto, contains a detailed statement of actual and necessary  
19 out-of-pocket expenses incurred and paid by Cozen during the Compensation Period in its  
20 representation of Debtors. See Id., ¶ 6.

21 6. The fees charged by Cozen in this Chapter 11 Case are billed in accordance with  
22 its existing procedures in effect during the Compensation Period. Cozen submits that its fees are  
23 reasonable in light of the customary compensation charged by comparably skilled practitioners in  
24 a competitive legal market. The hourly rates charged to Debtors for services rendered are  
25 enumerated on Exhibit 1 hereto. See Id., ¶ 7.

26 ...

27 ...

**III.**  
**BACKGROUND**

7. On September 16, 2019 (the “Petition Date”), Jagged Peak, TradeGlobal, LLC (“TradeGlobal”), and TradeGlobal North America Holding, Inc. (“TGNA”, and collectively with Jagged Peak and TradeGlobal, the “Debtors”), each filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in this Court (the “Chapter 11 Cases”). The Chapter 11 Cases are jointly administered pursuant to Bankruptcy Rule 1015(b). See ECF No. 50.

8. The Debtors remain in possession of their property and continue in the operation and management of their businesses as debtors-in-possession under Sections 1107 and 1108 of the Bankruptcy Code.

9. No request has been made for the appointment of a trustee or examiner in this case. A committee of unsecured creditors was appointed (the “Committee”).

10. On October 15, 2019, Debtors filed the application to employ Cozen as Debtors’ co-bankruptcy counsel, *nunc pro tunc* to the Petition Date, which was granted by entry of an final order of the Court on December 6, 2019. See ECF No. 88 (the “Cozen Employment Application”) and ECF No. 358 (the “Final Order Employing Cozen”).

11. Cozen’s fees are reasonable based on the customary compensation charged by comparably skilled practitioners in a competitive legal market. The hourly rates charged to Debtors for services rendered are enumerated on Exhibit 1 hereto. See Francella Decl., ¶ 7.

12. There is no agreement or understanding between Cozen and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in the Chapter 11 Cases. See Id., ¶ 8.

13. On November 27, 2019, the Bankruptcy Court entered an order, which was thereafter amended on December 2, 2019, approving a sale by Jagged Peak of substantially all of its assets and the assumption and assignment of certain executory contracts and unexpired leases to ID Logistics US, Inc. on the terms set forth in the *Asset Purchase Agreement* by and between Jagged Peak, Inc. and ID Logistics US, Inc. dated November 11, 2019. See ECF No. 345.

...

14. On December 2, 2019, the Bankruptcy Court entered an order (the “TradeGlobal Sale Order”), approving a sale by TradeGlobal of substantially all of its assets and the assumption and assignment of certain executory contracts and unexpired leases to Visible Supply Chain Management, LLC on the terms set forth in the *Asset Purchase Agreement* by and between TradeGlobal, LLC and Visible Supply Chain Management, LLC dated November 18, 2019. See ECF No. 346.

#### IV. LEGAL AUTHORITY

14. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1134. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

15. Venue of Debtors' Chapter 11 Cases in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

16. The statutory basis for the relief sought herein arises from Sections 327, 328, 1107, and 1108 of the Bankruptcy Code, and Bankruptcy Rule 2014.

17. Pursuant to LR 9014.2, Cozen consents to entry of a final order or judgment by the bankruptcy judge if it is determined that the bankruptcy judge, absent consent of the parties, cannot enter final orders for judgment consistent with Article III of the U.S. Constitution.

## V. TASKS PERFORMED DURING THE COMPENSATION PERIOD

During the Compensation Period, Cozen performed a wide range of actual and necessary services, which are summarized below by task category and itemized in detail in the attached exhibits.<sup>2</sup> See Francella Decl., ¶ 9.

### **A. BKY 310 – Asset Analysis and Recovery.**

During the Compensation Period, Cozen spent 2.80 hours (\$1,845) providing services under the BKY 310- Asset Analysis and Recovery task code, including researching and addressing

1 collection issues with certain of the Debtors' customers and discussing such issues with counsel  
2 for the special committee appointed in these cases.

3 **B. BKY 311 – Asset Disposition.**

4 The majority of the services provided in these Chapter 11 Cases concerned the sale of the  
5 Debtors' businesses. As this Court is aware, the sales process greatly surpassed the Debtors'  
6 expectations. During the Compensation Period, Cozen spent 771.70 hours (\$439,300) providing  
7 services under the BKY 311- Asset Disposition task code, including: (i) meetings with counsel for  
8 potential purchasers of the Debtors' assets; (ii) negotiating and preparing the term sheets for the  
9 sales of the Debtors' assets; (iii) negotiating and preparing the asset purchase agreements for the  
10 sale of the Debtors' assets; (iv) preparing for and conducting the auction of Debtor TG's assets;  
11 (v) addressing employee issues related to the separation of the Debtors' operations and the sale of  
12 their assets to different parties; (vi) negotiate the terms of a transition services agreement; and (vii)  
13 preparing for and attending hearings related to the sale of the Debtors' assets.

14 **C. BKY 312 – Business Operations.**

15 During the Compensation Period, Cozen spent 135.80 hours (\$96,613) providing services  
16 under the BKY 312 – Business Operations task code, including: (i) on site meetings with  
17 management to discuss issues operational / customer issues stemming from bankruptcy filing; (ii)  
18 addressing issues related to customers with terminated contracts; (iii) exploring various Intellectual  
19 Property issues related to the Debtors' EDGE and Cross Boarder software platforms; and (iv)  
20 addressing issues raised by various of the Debtors' customers as a result of the Debtors' bankruptcy  
21 filings.

22 **D. BKY 313 – Case Administration.**

23 During the Compensation Period, Cozen spent 68.70 hours (\$42,750.50) providing services  
24 under the BKY 313 – Case Administration task code, including : (i) drafting memoranda and  
25 correspondence related to employee termination issues; (ii) participate in numerous  
26 teleconferences with the CRO and other members of management regarding issues relating to  
27 employees; (iii) draft and continuously update master case memorandum related to deadlines and  
28 open issues related to all aspects of the Debtors bankruptcy proceeding; and (iv) research and



1 prepare materials related to CFIUS issues.

2 **E. BKY 314 – Claims Administration and Objections.**

3 During the Compensation Period, Cozen spent 20.90 hours (\$12,066) providing services  
4 under the BKY 314 – Claims Administration and Objections task code, including: (i) conducting  
5 research related to claims asserted by employees; (ii) reviewing / investigating claims alleged by  
6 certain creditors; (iii) reviewing and commenting on mechanics lien statements; and (iv) drafting  
7 cure notices and coordinating with co-counsel regarding revising and service of same.

8 **F. BKY 315 – Employee Benefits/Pensions.**

9 During the Compensation Period, Cozen spent 40.10 hours (\$26,563) providing services  
10 under the BKY 315 – Employee Benefits/Pensions task code, including: (i) reviewing and revising  
11 employee termination agreement; (ii) researching and drafting memoranda on retention /severance  
12 plans; (iii) reviewing and comments on welfare services schedules; and (iv) drafting an action by  
13 the authorized representative to expand eligibility under the wrap plan to cover transitional welfare  
14 services period.

15 **G. BKY 316 – Fee/Employment Applications.**

16 During the Compensation Period, Cozen spent 136.50 hours (\$76,679) providing services  
17 under the BKY 316 – Fee/Employment Applications task code, including: (i) drafting and revising  
18 employment applications for Debtors' professionals and preparing additional documents related  
19 thereto; (ii) researching the issue of success fees in the Ninth Circuit; (iii) drafting and revising  
20 responses to objections to retention applications; and (iv) preparing monthly fee statements and  
21 related documents.

22 **H. BKY 318 – Post-Petition Financing/Cash Collateral.**

23 During the Compensation Period, Cozen spent 14.20 hours (\$10,161) providing services  
24 under the BKY 318 – Post-Petition Financing/Cash Collateral task code, including: (i) reviewing  
25 / analyzing cash flow models; (ii) reviewing a proposed DIP Term Sheet and preparing analysis of  
26 same; (iii) drafting a revised DIP Term Sheet and corresponding with counsel for proposed lender  
27 related to same; and (iv) researching Ninth Circuit case law regarding allowed / disallowed terms  
28 in DIP financing agreements.

**I. BKY 319 - Litigation.**

During the Compensation Period, Cozen spent 85.30 hours (\$45,252.50) providing services under the BKY 319 – Litigation task code, including: (i) researching the issue of tortious interference and related cause of action; (ii) reviewing / revising / commenting on a draft temporary restraining order and related documents; (iii) reviewing of discovery requests propounded by the Official Committee of Unsecured Creditors and prepare responses to same; and (iv) researching and preparing memoranda related to causes of action stemming from purchase agreement.

**J. BKY 320 – Plan and Disclosure Statement**

During the Compensation Period, Cozen spent .60 hours (\$459) providing services under the BKY 320 – Plan and Disclosure Statement Travel task code, including drafting a list of action items needed to get through the confirmation of a Plan.

**K. BKY 322 – Tax Issues.**

During the Compensation Period, Cozen spent 5.50 hours (\$3,574.50) providing services under the BKY 322 – Tax Issues task code, including: (i) reviewing materials related to potential tax issues; (ii) research related to tax issues resulting from Canadian business operations; (iii) participation in teleconferences with management regarding potential tax issues; and (iv) drafting correspondence related to tax issues.

**L. BKY 323 - Valuation.**

During the Compensation Period, Cozen spent 48.30 hours (\$39,562.50) providing services under the BKY 323 – Valuation task code, including: (i) reviewing materials related to alleged value of software license sought by Debtors' parent; (ii) preparing and negotiating terms of proposed intellectual property licenses; (iii) drafting memoranda outlining intellectual property issues; and (iv) researching CFIUS issues and corresponding with potential purchaser's counsel regarding same.

**M. BKY 324 – Corporate Governance and Board Matters.**

During the Compensation Period, Cozen spent 49.80 hours (\$30,033.50) providing services under the BKY 324 – Corporate Governance and Board Matters task code, including: (i) reviewing directors and officers insurance policies and corresponding with counsel for the special committee

1 regarding same; (ii) participating in board of directors teleconferences; (iii) researching issues  
 2 related to retention / payment of board professionals; and (iv) participating in teleconferences with  
 3 members of the special committee and their counsel.

4 **N. BKY 325 – Travel.**

5 During the Compensation Period, Cozen spent 18 hours (\$9,040.00) providing services  
 6 under the BKY – 325 Travel task code, including: (i) working travel for meeting with Debtors’  
 7 representatives / reviewing corporate records at Debtors’ corporate headquarters in Tampa,  
 8 Florida; and (ii) working travel for auction of Debtors’ assets in Las Vegas, Nevada.

9 **O. BKY 326 - Budgeting.**

10 During the Compensation Period, Cozen spent 1.60 hours (\$1,008) providing services  
 11 under the BKY – 326 Budgeting task code, including: (i) reviewing and commenting on draft  
 12 financial model.

13 **P. BKY 327 – Real Estate.**

14 During the Compensation Period, Cozen spent 2.1 hours (\$1,323) providing services under  
 15 the BKY 327 – Real Estate task code, including: (i) researching the issue of Stub Rent in the Ninth  
 16 Circuit; and (ii) reviewing commercial warehouse lease and commenting on same.

17 **Q. BKY 328 – Reporting.**

18 During the Compensation Period, Cozen spent 11.80 hours (\$7,112) providing services  
 19 under the BKY – 328 Reporting task code, including: (i) reviewing and commenting on materials  
 20 prepared for US Trustee for initial debtor interview; (ii) communicating with clients regarding  
 21 responding to US Trustee document requests; and (iii) reviewing draft statements of financial  
 22 affairs and corresponding with clients regarding same.

23 **R. BKY 329 – Meetings and Communications with Creditors.**

24 During the Compensation Period, Cozen spent 56.80 hours (\$35,277.50) providing services  
 25 under the BKY 329 – Meeting and Communications with Creditors task code, including: (i)  
 26 communicating on numerous occasions with counsel for SingPost; (ii) preparing for and attending  
 27 the 341 meeting of creditors; (iii) communicating with various unsecured creditors regarding case  
 28

status; and (iv) participating in teleconferences with counsel for the official committee of unsecured creditors.

**S. BKY 330 – Non-Working Travel.**

During the Compensation Period, Cozen spent 89.80 hours (\$49,735) providing services under the BKY 330 – Non-Working Travel task code, including: (i) travelling on numerous occasions to the Debtors' headquarters in Tampa, Florida for meetings with management; (ii) travelling on numerous occasions to Las Vegas, Nevada for hearings, auctions and other meetings; and (iii) travelling on numerous occasions to New York, New York for meetings with counsel for the purchaser of Jagged Peak, Inc.'s assets. All time billed to this matter was billed at 50% of the actual time incurred.

**T. BKY 331 – Utilities.**

During the Compensation Period, Cozen spent .80 hours (\$488) providing services under the BKY 331 Travel task code, including: (i) communicating with the Debtors' representatives on adequate assurance payments to utility providers; and (ii) communicating with the Debtors' representatives about forms of payment to utility providers.

**U. BKY 332 – Assumption/Rejection of Leases and Contracts.**

During the Compensation Period, Cozen spent 41.30 hours (\$24,417.50) providing services under the BKY 332 – Assumption/Rejection of Leases and Contracts task code, including: (i) reviewing and discussing termination agreement with clients and discussions regarding next steps; (ii) reviewing and discussing cancellation agreement with Hosea Project Movers with client and discussions regarding next steps; (iii) reviewing warehouse lease and commenting on same; and (iv) drafting motion to extend deadline to assume / reject commercial lease.

**V. BKY 333 – Meeting/Teleconferences with Debtors' Professionals.**

During the Compensation Period, Cozen spent 15.00 hours (\$9,433) providing services under the BKY 333 Meeting/Teleconferences with Debtors' Professionals task code, including: (i) participating in numerous calls between Debtors' professionals discussing open issues and tasks to be completed before and after sale of the Debtors' assets.

1 **W. BKY 335 – Prepare for/Attend Court Hearings.**

2 During the Compensation Period, Cozen spent 10.9 hours (\$6,867) providing services  
3 under the BKY 335 Prepare for/Attend Court Hearings task code, including: (i) preparing for and  
4 attending the first day hearings in Las Vegas, Nevada.

5 **X. BKY 336 – Draft/Revise Discovery Requests/Responses.**

6 During the Compensation Period, Cozen spent 12 hours (\$6,218) providing services under  
7 the BKY 336 – Draft/Revise Discovery Requests/Responses task code, including: (i) reviewing  
8 document requests from counsel for the special committee; and (ii) compiling / reviewing  
9 documents requested by third parties.

10 **Y. BKY 337 – Review of/Analyze Pleadings.**

11 During the Compensation Period, Cozen spent 2.60 hours (\$1,598) providing services  
12 under the BKY 337 – Review of/Analyze Pleadings task code, including: (i) revising the bid  
13 procedures order; and (ii) reviewing various orders entered by the Court.

14 **Z. BKY 338 – Draft/Revise Pleadings.**

15 During the Compensation Period, Cozen spent 209.10 hours (\$110,461) providing services  
16 under the BKY 338 – Draft/Revise Pleadings task code, including: drafting, discussing, revising  
17 and finalizing numerous motions and related documents such as first day pleadings, employment  
18 applications, compensation applications, suggestions of bankruptcy, sale motions and other  
19 pleadings filed during the pendency of the Debtors' chapter 11 bankruptcy proceedings.

20 The foregoing professional services performed by Cozen were necessary and appropriate  
21 to the administration of the Chapter 11 Cases and were in the best interests of Debtors and the  
22 estates. Compensation for the foregoing services as requested is commensurate with the  
23 complexity, importance, and nature of the problems, issues, and tasks involved. The professional  
24 services were performed expeditiously, thoroughly, and in an efficient manner. See Francella  
25 Decl., ¶ 10.

26 The majority of the services performed by Cozen were rendered by attorneys in the  
27 Business Restructuring and Bankruptcy Department. Cozen's attorneys have had a preeminent  
28

1 practice in this area and enjoy a strong reputation throughout the United States for their expertise  
2 in complex financial reorganizations and restructurings of troubled entities. See Id., ¶ 11.

3 Cozen submits that the services it has provided to Debtors during the Compensation Period  
4 were reasonable and necessary under the circumstances of the Chapter 11 Cases and that the  
5 compensation of such fees to Cozen is appropriate and should be allowed. See Id., ¶ 12.

6 Cozen charges Debtors \$0.25 per page for scanning and photocopying, and all other costs  
7 at the actual cost, without any profit on such expenses. See Id., ¶ 14.

8 Cozen submits that the expenses that it has incurred and paid in rendering legal services to  
9 Debtors during the Compensation Period are reasonable and necessary under the circumstances of  
10 these Chapter 11 Cases, and that the reimbursement to Cozen for such expenses is appropriate and  
11 should be allowed. See Id., ¶ 15.

## 12 VII.

### 13 **THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

14 Section 331 provides that a professional employed under Section 327 may apply to the  
15 Court “not more than 120 days after an order for relief in a case under this title, or more often if  
16 the court permits, for such compensation for services rendered before the date of such an  
17 application or reimbursement for expenses incurred before such date as is provided under Section  
18 330 of this title.” 11 U.S.C. §331. 120 days have passed since the Petition Date and, thus, this  
19 Application is proper at this time. The Court may allow and disburse the requested compensation  
20 and reimbursements following notice and a hearing.

21 Section 330 provides that a court may award a professional employed pursuant to Section  
22 327 “reasonable compensation for actual and necessary services rendered . . . and reimbursement  
23 for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330(a)(3) elaborates that “[i]n  
24 determining the amount of reasonable compensation to be awarded to [a] . . . professional person,  
25 the court shall consider the nature, the extent, and the value of such services, taking into account  
26 all relevant factors, including” each of the following:

- 27 (A) the time spent on such services;
- 28 (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

Whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title. 11 U.S.C. § 330(a)(3).

“A customary review of a fee application under § 330 starts with a determination of the ‘lodestar,’ by multiplying a reasonable number of hours expended by a reasonable hourly rate.” Unsecured Creditors’ Committee v. Puget Sound Plywood, Inc., 924 F.2d 955, 960 (9th Cir. 1991); In re Yermakov, 718 F.2d 1465, 1471 (9th Cir. 1983). In addition, a bankruptcy court examines the circumstances and manner in which services are performed and results achieved to determine a reasonable fee. See Roberts, Sheridan & Kotel, P.C. v. Bergen Brunswig Drug Co. (In re Mednet), 251 B.R. 103, 108 (B.A.P. 9th Cir. 2000). Such examination includes a review of the following factors: (a) Were the services authorized? (b) Were the services necessary or beneficial to the administration of the estate at the time they were rendered? (c) Are the services adequately documented? (d) Are the fees required reasonable, taking into consideration the factors set forth in section 330(a)(3)? and (e) In making the determination, the court must consider whether the professional exercised reasonable billing judgment. Id.; see also Leichty v. Neary (In re Strand), 375 F.3d 854, 860 (9th Cir. 2004).

Here, Cozen respectfully submits that the services for which it seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for and beneficial to Debtors’ orderly administration of its estate and its rehabilitation and reorganization effort. See Francella Decl., ¶ 16. Cozen worked to anticipate and respond to Debtors’ needs and assist in Debtors’ Chapter 11 process, and such services and expenditures were necessary to and in the best interests of Debtors’ estate. See Id., ¶ 17. Accordingly, Cozen further submits that the

1 compensation requested herein is reasonable in light of the nature, extent, and value of such  
2 services to Debtors', their estates, and all parties-in-interest, and thus approval of the Application  
3 is warranted.

4 **VIII.**  
5 **CONCLUSION**

6 WHEREFORE, Cozen respectfully requests that the Court enter an order pursuant to  
7 Sections 330 and 331 of the Bankruptcy Code:

8 1. For the Compensation Period, allowing Cozen fees in the amount of \$29,435.53, plus  
9 reimbursement of actual and necessary expenses in the amount \$1,089,837.50, for a total request  
10 of **\$1,119,273.03**;

11 2. Authorizing and directing Debtor to pay to Cozen all unpaid fees and expenses for the  
12 Compensation Period as allowed by the Court; and

13 3. Granting such other and further relief as is just and proper.

14 DATED this 14<sup>th</sup> day of January 2020.

15 **COZEN O'CONNOR**

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