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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 GARMAN TURNER  
 GORDON LLP, AS LOCAL 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  
 Garman Turner Gordon LLP

Capacity	Chapter 11 Nevada Counsel
Compensation Period	September 16, 2019 – December 31, 2019
Total Fees and Costs Previously Awarded	\$0
First Interim Fees Requested	\$289,586.00
First Interim Costs Requested	\$10,588.05
Total Fees and Costs Requested	<b>\$300,174.05</b>
Fees and Costs Paid Per Interim Comp. Order	\$208,424.30
Number of Hours	620.10
Blended Rate	\$448.99 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

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**FIRST INTERIM FEE APPLICATION OF GARMAN TURNER GORDON LLP, AS  
 LOCAL COUNSEL FOR DEBTORS, FOR THE ALLOWANCE OF COMPENSATION  
 FOR PROFESSIONAL SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES**

Garman Turner Gordon LLP ("GTG"), local counsel for Jagged Peak, Inc. ("Jagged Peak"), Trade Global North America Holding, Inc. ("TradeGlobal North America") and Trade Global LLC ("TradeGlobal" or, collectively with Jagged Peak and TradeGlobal North America,

the “Debtors”), debtors and debtors-in-possession, respectfully submit their 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 GTG for Debtors in the Chapter 11 Cases, and for reimbursement of their actual and necessary expenses incurred therein.

This Application is made and based upon the following Memorandum of Points and Authorities, the declarations of Mark M. Weisenmiller, Esq. (the “Weisenmiller Declaration”) and Jeremy Rosenthal (the “Rosenthal Declaration”) both filed concurrently herewith, the papers and pleadings on file herein, judicial notice of which is respectfully requested pursuant to Federal Rule of Evidence 201, 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	\$289,586.00
First Interim Costs Requested	\$10,588.05
Total Fees and Costs Requested	<b>\$300,174.05</b>
Fees and Costs Paid Per Interim Comp. Order	\$208,424.30
Number of Hours	620.10
Blended Rate	\$448.99per 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 United States Trustee Guidelines*, as well as in accordance with Bankruptcy Rule 2016 and Local Rule 2016.

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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.

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

3. Pursuant to this Application, GTG requests allowance of compensation of \$289,586.00 and reimbursement of expenses of \$10,588.05, for a total of **\$300,174.05**, in connection with services provided during the Compensation Period. During the Compensation Period, GTG’s attorneys expended a total of 620.10 hours for which compensation is sought. A billing summary is attached hereto as **Exhibit 1**. See id., ¶ 4.

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

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

6. The fees charged by GTG in these Chapter 11 Cases are billed in accordance with its existing procedures in effect during the Compensation Period. GTG submits that its fees are reasonable in light of 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 id., ¶ 7.

### III. JURISDICTION AND VENUE

7. On September 16, 2019 (the “Petition Date”), Debtors filed their voluntary petitions for relief under Chapter 11 of the Bankruptcy Code, thereby commencing the above-captioned cases (the “Chapter 11 Cases”). See ECF No. 1.

8. Debtors continue to operate their businesses and manage their properties as debtor and debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

9. No request has been made for the appointment of a trustee or examiner.

10. An unsecured creditors committee has been appointed.

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

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

13. Pursuant to Local Rule 9014.2, GTG 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.

#### IV. **JURISDICTION AND VENUE**

14. On October 15, 2019, Debtor filed the application to employ GTG as Debtors' Nevada bankruptcy counsel, *nunc pro tunc* to the Petition Date, which was granted by entry of an order of the Court on December 6, 2019. See ECF No. 86 (the "GTG Employment Application") and ECF No. 357 (the "Order Employing GTG").

15. GTG'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 Weisenmiller Decl., ¶ 7.

16. There is no agreement or understanding between GTG 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.

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## V.

**TASKS PERFORMED DURING THE COMPENSATION PERIOD**

During the Compensation Period, GTG performed a wide range of actual and necessary services, which are summarized below by task category and itemized in detail in the attached exhibits. See Weisenmiller Decl., ¶ 9.

**A. 01 & 02: Retention and Compensation of Debtor's Professionals.**

During the Compensation Period, GTG spent 90.2 hours (\$30,355.00) preparing, revising, and/or conforming the various applications to employ estate professionals, supporting declarations and exhibits, attending the hearings on the applications, as well as preparing, revising and/or circulating for approval orders approving the employment applications. See ECF Nos. 86-92, 108-109, 112-113, 116-117, 122-124, 139-140, 146-148, 184, 357-362 & 364-365.

**B. 03: General Bankruptcy Matters/Case Administration.**

During the Compensation Period, GTG spent 16.7 hours (\$7,302.50) for case administration and general bankruptcy matters, including reviewing and finalizing Debtors' periodic reports [ECF Nos. 178-179] and monthly operating reports [ECF Nos. 214 & 347-349], addressing notice, service, and scheduling matters, communications with the UST and other parties-in-interest regarding case administration matters, and case strategy and analysis.

**C. 04: Petition/Schedules/Statements/First Days Motions.**

During the Compensation Period, GTG spent 89.4 hours (\$48,206.50) preparing, revising, and/or conforming the Debtors' first day motions [ECF Nos. 7-12], supporting declarations and exhibits, attended the hearings on the first day motions on September 19 and October 31, 2019, and prepared and/or revised and circulated for approval the orders approving Debtors' first day motions [ECF Nos. 47-50, 61-62, & 256-258]. GTG also prepared, revised, conformed, and/or amending Debtors' schedules and statements. See e.g., ECF Nos. 185-187, & 190.

**D. 05: Cash Collateral & DIP Financing.**

During the Compensation Period, GTG spent 6 hours (\$2,310) preparing a preliminary draft debtor-in-possession financing motion, analyzing a term sheet for debtor-in-possession financing, and negotiating and providing comments with respect to a debtor-in-possession

1 financing term sheet.

2 **E. 08: 363 Use, Sale or Lease of Property.**

3 During the Compensation Period, GTG spent 396.4 hours (\$186,324.00) negotiating the  
4 terms of and drafting, revising, and/or conforming the asset purchase agreements, bidding  
5 procedures, assumption and assignment procedures, motion to sell substantially all of Debtors'  
6 assets, and supporting exhibits. See ECF No. 131-132. GTG also participated in the live auction  
7 and attended the hearings on the sale motion. Further, GTG negotiated, prepared, and/or  
8 conformed to local practice the interim and final orders approving the sale procedures and sale.  
9 See ECF Nos. 198, & 343-346.

10 **F. 09: Executory Contracts and Leases.**

11 During the Compensation Period, GTG billed 18.2 hours (\$7,046.00) preparing, revising,  
12 and/or conforming Debtors' stipulation rejecting a certain lease and motion and order approving  
13 the stipulation [ECF Nos. 110-111], and attended the hearing on the same. GTG also prepared,  
14 revised, and/or conformed to local practice a motion to extend the time to assume or reject certain  
15 leases [ECF Nos. 394-395], the related order shortening time request [ECF Nos. 396-398],  
16 reviewed and analyzed various executory contracts and leases, and negotiated with counsel various  
17 matters regarding Debtors' executory contracts and leases.

18 **G. 10: Claims Administration & Litigation.**

19 During the Compensation Period, GTG spent 3.2 hours (\$2,286.00) responding to a  
20 claimant's email inquiry regarding the sale orders and sale closing.

21 **H. 11: Business Operations and Governance.**

22 During the Compensation Period, GTG spent .6 hours (\$231.00) communicating with a  
23 vendor regarding payment instructions, reviewing the Court's order approving Debtors' bank  
24 accounts motion, and emailing the client regarding the same.

25 **I. 16: Litigation/Contested Matters.**

26 During the Compensation Period, GTG spent 14.50 hours (\$5,409.50) reviewing, revising,  
27 and/or conforming Debtors' adversary complaint and motion for temporary restraining order [ECF  
28 Nos. 1-4 in Adversary Proceeding No. 19-01107-mkn (the "Adversary Proceeding")],



communicating with chambers regarding a hearing on the temporary restraining order motion, preparing a voluntary dismissal of the Adversary Proceeding [ECF No. 8 in the Adversary Proceeding], and conducting research and analysis of related issues.

**J. 18: Committees.**

During the Compensation Period, GTG spent .3 hours (\$115.50) communicating with the Official Committee of Unsecured Creditors (the “Committee”) appointed in the Chapter 11 Cases regarding the Committee’s proposal to meet and discuss various issues in the Chapter 11 Cases.

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

The majority of the services performed by GTG were rendered by attorneys in the Business Restructuring and Bankruptcy Department. GTG’s attorneys have had a preeminent practice in this area and enjoy a strong reputation in the State of Nevada and the Southwest for their expertise in complex financial reorganizations and restructurings of troubled entities. See id., ¶ 11.

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

**VI.  
ACTUAL AND NECESSARY DISBURSEMENTS**

GTG has incurred and paid out-of-pocket expenses totaling \$10,588.05 during the Compensation Period. The items for which expense reimbursement are being sought are not included in GTG’s overhead, and are not, therefore, a part of the hourly rates charged by GTG. Included in GTG’s general overhead, and thus not charged as an expense to the client, are long-distance calls, conference calls using GTG’s internal conference network, and the vast majority of the cost of electronic legal research using Westlaw. See id., ¶ 13.

1 GTG charges Debtors \$0.25 per page for scanning and photocopying, and all other costs at  
2 the actual cost, without any profit on such expenses. See id., ¶ 14.

3 GTG submits that the expenses that it has incurred and paid in rendering legal services to  
4 Debtors during the Compensation Period are reasonable and necessary under the circumstances of  
5 these Chapter 11 Cases, and that the reimbursement to GTG for such expenses is appropriate and  
6 should be allowed. See id., ¶ 15.

7 **VII.**  
8 **THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

9 Section 331 provides that a professional employed under Section 327 may apply to the  
10 Court “not more than 120 days after an order for relief in a case under this title, or more often if  
11 the court permits, for such compensation for services rendered before the date of such an  
12 application or reimbursement for expenses incurred before such date as is provided under Section  
13 330 of this title.” 11 U.S.C. §331. More than 120 days have passed since the Petition Date and,  
14 thus, this Application is proper at this time. The Court may allow and disburse the requested  
15 compensation and reimbursements following notice and a hearing.

16 Section 330 provides that a court may award a professional employed pursuant to Section  
17 327 “reasonable compensation for actual and necessary services rendered . . . and reimbursement  
18 for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330(a)(3) elaborates that “[i]n  
19 determining the amount of reasonable compensation to be awarded to [a] . . . professional person,  
20 the court shall consider the nature, the extent, and the value of such services, taking into account  
21 all relevant factors, including” each of the following:

- 22 (A) the time spent on such services;
- 23 (B) the rates charged for such services;
- 24 (C) whether the services were necessary to the administration of,  
25 or beneficial at the time at which the service was rendered  
toward the completion of, a case under this title;
- 26 (D) whether the services were performed within a reasonable  
27 amount of time commensurate with the complexity,  
28 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, GTG 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 estates and its rehabilitation and reorganization effort. See Weisenmiller Decl., ¶ 16. GTG 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’ estates. See id., ¶ 17. Accordingly, GTG further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to Debtors, its estate, and all parties-in-interest, and thus approval of the Application is warranted.

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**VIII.**  
**CONCLUSION**

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

1. For the Compensation Period, allowing GTG fees in the amount of \$289,586.00, plus reimbursement of actual and necessary expenses in the amount \$10,588.05, for a total request of **\$300,174.05;**

2. Authorizing and directing Debtors to pay to GTG all unpaid fees and expenses for the Compensation Period as allowed by the Court; and

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

DATED this 14th day of January, 2020.

GARMAN TURNER GORDON LLP

By: /s/ Mark M. Weisenmiller

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