

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

In re:

WOODBRIIDGE GROUP OF COMPANIES, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hearing Date: Jan. 10, 2018 at 10:00 a.m. (ET)
Obj. Deadline: Dec. 28, 2017 at 4:00 p.m. (ET)

**DEBTORS' MOTION FOR ENTRY OF AN ORDER
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS**

Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") hereby move the Court (this "Motion") for the entry of an order (the "Proposed Order"), substantially in the form attached hereto as Exhibit A, pursuant to sections 105(a) and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), establishing procedures for interim compensation and reimbursement of expenses for retained professionals in these chapter 11 cases. In support of this Motion, the Debtors respectfully state as follows:

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

JURISDICTION AND VENUE

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334(b) and 157, and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b), and pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory and legal predicates for the relief sought herein are sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-2.

BACKGROUND

2. On December 4, 2017 (the “Petition Date”), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”). Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are continuing to manage their financial affairs as debtors in possession. These Chapter 11 Cases are being jointly administered for procedural purposes pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these Chapter 11 Cases.

3. On December 14, 2017, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the official committee of unsecured creditors (the “Committee”) pursuant to section 1102 of the Bankruptcy Code.

4. Information regarding the Debtors’ history and business operations, capital structure and primary secured indebtedness, and the events leading up to the commencement of the Chapter 11 Cases can be found in the *Declaration of Lawrence R. Perkins in Support of the*

Debtors' Chapter 11 Petitions and Requests for First Day Relief (the "First Day Declaration") [Docket No. 12], filed on the Petition Date.²

THE PROFESSIONALS

5. The Debtors intend to file applications to retain, under section 327(a) of the Bankruptcy Code: (a) Gibson, Dunn & Crutcher LLP ("Gibson Dunn") as bankruptcy counsel; (b) Young Conaway Stargatt & Taylor, LLP ("YCST") as bankruptcy co-counsel; and (c) The Garden City Group, Inc. as administrative agent ("GCG").³ The Debtors may seek to retain additional professionals to assist them in the Chapter 11 Cases as the need arises. In addition, the Committee will likely retain counsel and may retain other professionals in connection with the provision of its duties (the "Committee Professionals," and together with Gibson Dunn, YCST, and GCG, and any other professionals retained by the Debtors after the Petition Date in connection with the Chapter 11 Cases, the "Professionals").

RELIEF REQUESTED

6. By this Motion, the Debtors request entry of the Proposed Order, substantially in the form attached hereto as Exhibit A, establishing an orderly, regular process for the allowance and payment of compensation and reimbursement for the Professionals. Entry of the Proposed Order would enable the Court, the U.S. Trustee, and all other interested parties in the Chapter 11 Cases to effectively monitor the Professionals' fees and expenses incurred in these cases.

² Capitalized terms used herein, but not otherwise defined, have the meanings given to them in the First Day Declaration.

³ The Debtors are requesting approval of specific compensation procedures for SierraConstellation Partners, LLC pursuant to that *Debtors' Motion for Entry of an Order Pursuant to Section 363 of the Bankruptcy Code Authorizing (I) the Engagement Letter between the Debtors and SierraConstellation Partners LLC and (II) Debtors' Employment of Lawrence R. Perkins as Chief Restructuring Officer Nunc Pro Tunc To The Petition Date*, filed contemporaneously herewith.

BASIS FOR RELIEF

7. Pursuant to section 331 of the Bankruptcy Code, all professionals retained under section 327 of the Bankruptcy Code are entitled to submit applications for interim compensation and reimbursement of expenses every 120 days or more often if the Court permits. In addition, section 105(a) of the Bankruptcy Code, which codifies the Court’s inherent equitable powers, authorizes the Court to issue any order “necessary or appropriate to carry out the provisions of [the Bankruptcy Code].”

8. Pursuant to sections 105(a) and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and Local Rule 2016-2, the Debtors propose that the monthly and quarterly payment of compensation and reimbursement of expenses of the Professionals (the “Compensation Procedures”) be permitted as follows:

- (a) No earlier than the 14th day of each month following the month for which compensation is sought, each Professional seeking interim allowance of its fees and expenses shall file an application (a “Monthly Fee Application”) for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month (the “Compensation Period”) and shall serve a copy of such Monthly Fee Application on each of the following parties (collectively, the “Notice Parties”) by first class mail: (i) the Debtors, 14225 Ventura Boulevard #100, Sherman Oaks, California 91423, Attn: Lawrence R. Perkins; (ii) proposed counsel for the Debtors, Gibson Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, California 90071, Attn: Samuel A. Newman, Esq., and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.;(iv) proposed counsel for the Committee; and (v) the United States Trustee for the District of Delaware (the “U.S. Trustee”), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.
- (b) All Monthly Fee Applications shall comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.
- (c) Each Notice Party shall have 14 days after service of a Monthly Fee Application to object thereto (the “Objection Deadline”) in accordance

with paragraph (d) below. If no objections are raised prior to the expiration of the Objection Deadline, the Professional submitting the Monthly Fee Application shall file a certificate of no objection with the Court, after which the Debtors shall be authorized to pay such Professional an amount equal to 80% of the fees and 100% of the expenses requested in its Monthly Fee Application (the “Maximum Interim Payment”). If an objection is properly filed pursuant to subparagraph (d) below, the Debtors shall be authorized to pay the Professional 80% of the fees and 100% of the expenses not subject to an objection (the “Actual Interim Payment”).

- (d) If any Notice Party objects to a Professional’s Monthly Fee Application, it must, on or before the expiration of the Objection Deadline, file with the Court and serve on such Professional and each Notice Party a written objection (the “Objection”) so as to be received on or before the Objection Deadline. Any such Objection shall identify with specificity the objectionable fees and/or expenses, including the amount of such objected to fees and/or expenses, and the basis for such Objection. Thereafter, the objecting party and the affected Professional may attempt to resolve the Objection on a consensual basis. If the parties are able to reach a resolution, the Debtors will be authorized to pay the Professional the agreed-upon amount. If the parties are unable to reach a resolution within 20 days after service of the Objection, the affected Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Interim Payment and the Actual Interim Payment made to such Professional (the “Incremental Amount”); or (ii) forgo payment of the Incremental Amount until the next Interim Fee Application hearing or final fee application hearing, at which time the Court will consider and rule on the Objection if so requested by the parties.
- (e) Beginning with the period from the Petition Date to and including February 28, 2018, and continuing at the conclusion of each three-month period thereafter during the pendency of the Chapter 11 Cases, each Professional shall file with the Court and serve on the Notice Parties a request (an “Interim Fee Application”), pursuant to section 331 of the Bankruptcy Code, for interim Court approval and allowance of any outstanding compensation for services rendered and reimbursement of expenses sought in the Monthly Fee Applications filed during such period (the “Interim Fee Period”). Each Interim Fee Application shall include a summary of the Monthly Fee Applications that are the subject of the request and any other information requested by the Court or required by the Local Rules. Each Interim Fee Application shall be filed with the Court and served on the Notice Parties by no later than 45 days (or the next business day if such day is not a business day) after the end of the applicable Interim Fee Period (the “Interim Fee Application Deadline”). The first Interim Fee Application Deadline shall be April 16, 2018, and the

first Interim Fee Application shall cover the Interim Fee Period from the Petition Date to and including February 28, 2018.

- (f) The first Monthly Fee Application submitted by each Professional may cover only the period from the Petition Date to and including February 28, 2018.
- (g) Objections to any Interim Fee Application shall be filed and served upon the affected Professional and the Notice Parties so as to be received no later than 14 days, or the next business day if such day is not a business day, following service of the applicable Interim Fee Application.
- (h) The Debtors shall request that the Court schedule a hearing on Interim Fee Applications at least once every three months or at such other intervals as the Court deems appropriate. Upon allowance by the Court of a Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Professional all requested fees (including the 20% holdback) and expenses not previously paid.
- (i) Any Professional that fails to file a Monthly Fee Application for a particular month may subsequently submit a consolidated Monthly Fee Application for such month or months.
- (j) The pendency of an Objection shall not disqualify a Professional from the future payment of compensation or reimbursement of expenses (that is not the subject of an Objection) pursuant to the Compensation Procedures.
- (k) Neither (i) the payment of, or the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses under the Compensation Procedures, nor (ii) the filing of, or the failure to file, an Objection to any Monthly Fee Application or Interim Fee Application, will bind any party in interest or the Court with respect to the allowance of interim or final applications for compensation for services rendered and reimbursement of expenses of Professionals. All fees and expenses paid to Professionals in accordance with the Compensation Procedures are subject to potential disgorgement until final allowance by the Court.
- (l) Service of the Monthly Fee Applications, Interim Fee Applications, final fee applications (collectively, the "Applications") and notices of hearings on the Applications (the "Hearing Notices") shall be limited as follows: (i) the Notice Parties shall be entitled to receive the Monthly Fee Applications, Interim Fee Applications, final fee applications, and Hearing Notices; and (ii) parties in interest requesting notice pursuant to Bankruptcy Rule 2002 shall be entitled to receive the Hearing Notices.

9. As described above, the Debtors request that the Court limit service of the

Applications to the Notice Parties. The Debtors further request that all other parties that have

filed a notice of appearance with the Clerk of the Court and requested notice of pleadings in the Chapter 11 Cases be entitled to receive only Hearing Notices. Serving the Applications and the Hearing Notices in the manner proposed herein will permit the parties most active in the Chapter 11 Cases to review and object to the Professionals' fees and will save unnecessary duplication and mailing expenses. All of the Applications will be filed with the Court and made available upon request to counsel for the Debtors or the Committee.

10. The Debtors further request that each member of the Committee be permitted to submit statements of expenses (excluding separate counsel fees and expenses of individual Committee members) and supporting vouchers to counsel for the Committee, and counsel for the Committee shall collect and file such requests for reimbursement in accordance with the foregoing procedures for monthly and quarterly interim compensation and reimbursement of the Professionals. Approval of the Compensation Procedures, however, will not authorize payment of such expenses to the extent that such authorization is unavailable under the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, applicable Third Circuit law, or the practices of the Court.

11. The procedures proposed herein will enable the Debtors to closely monitor costs of administration, manage their cash flow, and implement efficient cash management procedures. Moreover, the procedures will allow the Court and key parties-in-interest to ensure the reasonableness and necessity of the compensation and reimbursement sought by the Professionals.

12. In sum, the Debtors submit that the efficient administration of the Chapter 11 Cases will be significantly aided by establishing the foregoing interim compensation and expense

reimbursement procedures. Accordingly, based on the foregoing facts and authorities, the Debtors submit that the relief requested herein should be granted.

NOTICE

13. The Debtors have provided notice of this Motion to: (i) the U.S. Trustee; (ii) the DIP Lender and counsel thereto; (iii) those creditors holding the thirty (30) largest unsecured claims against the Debtors' estates (on a consolidated basis); (iv) counsel to the Committee, once appointed; and (v) all parties who have requested notice in the Chapter 11 Cases pursuant to Local Rule 2002-1. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

[Remainder of page intentionally left blank]

WHEREFORE, the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as the Court may deem just and proper.

Dated: Wilmington, Delaware
December 14, 2017

/s/ Allison S. Mielke

YOUNG CONAWAY STARGATT & TAYLOR, LLP

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Edmon L. Morton (No. 3856)
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Proposed Counsel to the Debtors and Debtors in Possession

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

In re:

WOODBRIIDGE GROUP OF COMPANIES,
LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Hearing Date: January 10, 2018 at 10:00 a.m. (ET)

Objection Deadline: December 28, 2017 at 4:00 p.m. (ET)

NOTICE OF MOTION

TO: (I) THE U.S. TRUSTEE; (II) COUNSEL TO THE DIP LENDER; (III) THOSE CREDITORS HOLDING THE THIRTY (30) LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS' ESTATES (ON A CONSOLIDATED BASIS); (IV) THE COMMITTEE OF UNSECURED CREDITORS; AND (V) ALL PARTIES THAT HAVE REQUESTED NOTICE IN THESE CHAPTER 11 CASES PURSUANT TO LOCAL RULE 2002-1.

PLEASE TAKE NOTICE that Woodbridge Group of Companies, LLC and its affiliated debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") have filed the attached *Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (the "Motion").

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be filed on or before **December 28, 2017 at 4:00 p.m. (ET)** (the "Objection Deadline") with the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801. At the same time, you must serve a copy of any response or objection upon the proposed undersigned counsel to the Debtors so as to be received on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE MOTION WILL BE HELD ON JANUARY 10, 2018 AT 10:00 A.M. (ET) BEFORE THE HONORABLE KEVIN J. CAREY IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

OF DELAWARE, 824 NORTH MARKET STREET, 5TH FLOOR, COURTROOM NO. 5,
WILMINGTON, DELAWARE 19801.

**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS TO THE
MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH
THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE
MOTION WITHOUT FURTHER NOTICE OR A HEARING.**

Dated: Wilmington, Delaware
December 14, 2017

/s/ Allison S. Mielke

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*Proposed Counsel to the Debtors and Debtors in
Possession*

EXHIBIT A

PROPOSED ORDER

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

In re:

WOODBIDGE GROUP OF COMPANIES, LLC,
et al.,¹

Debtors.

Chapter 11

Case No. 17-12560 (KJC)

(Jointly Administered)

Ref. Docket No. _____

**ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS**

Upon the *Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* (the "Motion")² filed by the above-captioned debtors and debtors in possession (collectively, the "Debtors"); and upon consideration of the Motion and all pleadings related thereto; and this Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and this Court having found that venue of these cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having determined that it may enter a final order consistent with Article III of the United States Constitution; and it appearing that notice of the Motion has been given as set forth in the Motion

¹ The last four digits of Woodbridge Group of Companies, LLC's federal tax identification number are 3603. The mailing address for Woodbridge Group of Companies, LLC is 14225 Ventura Boulevard #100, Sherman Oaks, California 91423. Due to the large number of debtors in these cases, for which the Debtors have requested joint administration, a complete list of the Debtors, the last four digits of their federal tax identification numbers, and their addresses are not provided herein. A complete list of such information may be obtained on the website of the Debtors' proposed noticing and claims agent at www.gardencitygroup.com/cases/WGC, or by contacting the proposed undersigned counsel for the Debtors.

² Capitalized terms used but not otherwise defined herein shall have the meaning given to them in the Motion.

and that such notice is adequate and no other or further notice need be given; and a hearing having been held to consider the relief requested in the Motion; and upon the record of the hearing on the Motion and all of the proceedings had before this Court; and this Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors, and all other parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Motion is GRANTED as set forth herein.
2. Except as may otherwise be provided in orders authorizing the retention of specific Professionals, all Professionals in the Chapter 11 Cases may seek monthly compensation in accordance with the following procedures:

- (a) No earlier than the 14th day of each month following the month for which compensation is sought, each Professional seeking interim allowance of its fees and expenses shall file an application (a "Monthly Fee Application") for interim allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month (the "Compensation Period") and shall serve a copy of such Monthly Fee Application on each of the following parties (collectively, the "Notice Parties") by first class mail: (i) the Debtors, 14225 Ventura Boulevard #100, Sherman Oaks, California 91423, Attn: Lawrence R. Perkins; (ii) proposed counsel for the Debtors, Gibson Dunn & Crutcher LLP, 333 South Grand Avenue, Los Angeles, California 90071, Attn: Samuel A. Newman, Esq., and Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 N. King Street, Wilmington, Delaware 19801, Attn: Sean M. Beach, Esq.; (iii) counsel for the DIP Lender, Buchalter, 1000 Wilshire Boulevard, Suite 1500, Los Angeles, CA 90017, Attn: William Brody, Esq.;(iv) proposed counsel for the Committee; and (v) the United States Trustee for the District of Delaware (the "U.S. Trustee"), J. Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. and Timothy J. Fox, Esq.
- (b) All Monthly Fee Applications shall comply with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

- (c) Each Notice Party shall have 14 days after service of a Monthly Fee Application to object thereto (the “Objection Deadline”) in accordance with paragraph (d) below. If no objections are raised prior to the expiration of the Objection Deadline, the Professional submitting the Monthly Fee Application shall file a certificate of no objection with this Court, after which the Debtors shall be authorized to pay such Professional an amount equal to 80% of the fees and 100% of the expenses requested in its Monthly Fee Application (the “Maximum Interim Payment”). If an objection is properly filed pursuant to subparagraph (d) below, the Debtors shall be authorized to pay the Professional 80% of the fees and 100% of the expenses not subject to an objection (the “Actual Interim Payment”).
- (d) If any Notice Party objects to a Professional’s Monthly Fee Application, it must, on or before the expiration of the Objection Deadline, file with this Court and serve on such Professional and each Notice Party a written objection (the “Objection”) so as to be received on or before the Objection Deadline. Any such Objection shall identify with specificity the objectionable fees and/or expenses, including the amount of such objected to fees and/or expenses, and the basis for such Objection. Thereafter, the objecting party and the affected Professional may attempt to resolve the Objection on a consensual basis. If the parties are able to reach a resolution, the Debtors will be authorized to pay the Professional the agreed-upon amount. If the parties are unable to reach a resolution within 20 days after service of the Objection, the affected Professional may either: (i) file a response to the Objection with this Court, together with a request for payment of the difference, if any, between the Maximum Interim Payment and the Actual Interim Payment made to such Professional (the “Incremental Amount”); or (ii) forgo payment of the Incremental Amount until the next Interim Fee Application hearing or final fee application hearing, at which time this Court will consider and rule on the Objection if so requested by the parties.
- (e) Beginning with the period from the Petition Date to and including February 28, 2018, and continuing at the conclusion of each three-month period thereafter during the pendency of the Chapter 11 Cases, each Professional shall file with the Court and serve on the Notice Parties a request (an “Interim Fee Application”), pursuant to section 331 of the Bankruptcy Code, for interim Court approval and allowance of any outstanding compensation for services rendered and reimbursement of expenses sought in the Monthly Fee Applications filed during such period (the “Interim Fee Period”). Each Interim Fee Application shall include a summary of the Monthly Fee Applications that are the subject of the request and any other information requested by the Court or required by the Local Rules. Each Interim Fee Application shall be filed with the Court and served on the Notice Parties by no later than 45 days (or the next business day if such day is not a business day) after the end of the applicable Interim Fee Period (the “Interim Fee Application Deadline”).

The first Interim Fee Application Deadline shall be April 16, 2018, and the first Interim Fee Application shall cover the Interim Fee Period from the Petition Date to and including February 28, 2018.

- (f) The first Monthly Fee Application submitted by each Professional may cover only the period from the Petition Date to and including February 28, 2018.
- (g) Objections to any Interim Fee Application shall be filed and served upon the affected Professional and the Notice Parties so as to be received no later than 14 days, or the next business day if such day is not a business day, following service of the applicable Interim Fee Application.
- (h) The Debtors shall request that this Court schedule a hearing on Interim Fee Applications at least once every three months or at such other intervals as this Court deems appropriate. Upon allowance by this Court of a Professional's Interim Fee Application, the Debtors shall be authorized to pay such Professional promptly all requested fees (including the 20% holdback) and expenses not previously paid.
- (i) Any Professional that fails to file a Monthly Fee Application for a particular month may subsequently submit a consolidated Monthly Fee Application for such month or months.
- (j) The pendency of an Objection shall not disqualify a Professional from the future payment of compensation or reimbursement of expenses (that is not the subject of an Objection) pursuant to the Compensation Procedures.
- (k) Neither (i) the payment of, or the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses under the Compensation Procedures, nor (ii) the filing of, or the failure to file, an Objection to any Monthly Fee Application or Interim Fee Application, will bind any party in interest or this Court with respect to the allowance of interim or final applications for compensation for services rendered and reimbursement of expenses of Professionals. All fees and expenses paid to Professionals in accordance with the Compensation Procedures are subject to potential disgorgement until final allowance by this Court.

3. Service of the Monthly Fee Applications, Interim Fee Applications, final fee applications, and Hearing Notices in the Chapter 11 Cases in the following manner is hereby authorized and approved: (i) the Notice Parties shall be entitled to receive the Monthly Fee Applications, Interim Fee Applications, final fee applications, and Hearing Notices; and (ii) all other parties that have filed a notice of appearance with the Clerk of this Court and requested

notice of pleadings in the Chapter 11 Cases shall be entitled to receive only the Hearing Notices. Notice of the Monthly Fee Applications, Interim Fee Applications, final fee applications, and Hearing Notices in the Chapter 11 Cases given in accordance with this paragraph is deemed sufficient and adequate notice thereof and in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

4. Each member of the Committee (from and after the date of appointment) is permitted to submit statements of expenses (excluding fees and expenses of Committee member's counsel), and seek reimbursement of those expenses in accordance with the procedures set forth herein for monthly and interim compensation.

5. In each Interim Fee Application and final fee application, all attorneys who have been or are hereafter retained pursuant to sections 327, 363, or 1103 of the Bankruptcy Code, unless such attorney is an ordinary course professional, shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.

6. For the avoidance of doubt, the payment and compensation of SierraConstellation Partners LLC is not governed by this Order, but shall be governed by separate order of this Court.

7. Nothing in this Order shall alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code.

8. All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, or otherwise, this Order shall be immediately effective and enforceable upon its entry.

10. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

11. This Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: _____
Wilmington, Delaware

KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE