

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

FIRST GUARANTY MORTGAGE
CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10584 (CTG)

(Jointly Administered)

Obj. Deadline: January 11, 2023 at 4:00 p.m. (ET)

Hearing Date: January 26, 2023 at 3:00 p.m. (ET)

FIRST INTERIM AND FINAL FEE APPLICATION
OF THOMPSON COBURN HAHN & HESSEN LLP FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FROM JULY 15, 2022 THROUGH NOVEMBER 6, 2022 (INCLUDING
THIRD MONTHLY PERIOD OF OCTOBER 1, 2022 – NOVEMBER 6, 2022)
SUMMARY COVER SHEET FOR FINAL FEE APPLICATION

Name of Applicant:	THOMPSON COBURN HAHN & HESSEN LLP
Name of client	Official Committee of Unsecured Creditors
Time period covered by this final application:	July 15, 2022 to November 6, 2022
Total compensation sought this final period:	\$1,150,192.00
Total expenses sought this final period:	\$777.05
Petition date:	June 30, 2022
Retention date:	September 14, 2022, <i>nunc pro tunc</i> to July 15, 2022
Date of order approving employment:	September 14, 2022
Total compensation approved by interim order to date:	\$0.00
Total expenses approved by interim order to date:	\$0.00

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: First Guaranty Mortgage Corporation (9575); and Maverick II Holdings, LLC (5621). The Debtors' mailing address is 5400 Tennyson Parkway, Suite 450, Plano, TX 75024.



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Total allowed compensation to date: \$706,932.40

Total allowed expenses to date: \$0.00

Blended rate in this final application for all attorneys: \$706.01

Blended rate in this final application for all timekeepers: \$691.93

Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed: \$417,038.00

Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed: \$0.00

This is a(n) ☐ monthly ☐ interim ☒ final application.

SUMMARY COVER SHEET FOR THIRD MONTHLY PERIOD

Name of Applicant:	THOMPSON COBURN HAHN & HESSEN LLP
Name of client	Official Committee of Unsecured Creditors
Time period covered by this interim application:	October 1 – November 6, 2022
Total compensation sought this interim period:	\$266,526.50
Total expenses sought this final period:	\$777.05
Petition date:	June 30, 2022
Retention date:	September 14, 2022 <i>nunc pro tunc</i> to July 15, 2022
Date of order approving employment:	September 14, 2022
Total compensation approved by interim order to date:	\$0.00
Total expenses approved by interim order to date:	\$0.00
Total allowed compensation to date:	\$706,932.40
Total allowed expenses to date:	\$00.00
Blended rate in this monthly period for all attorneys:	\$706.44
Blended rate in this monthly period for all timekeepers:	\$678.88
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$0.00
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed:	\$0.00
This is a(n) <input checked="" type="checkbox"/> monthly <input type="checkbox"/> interim <input type="checkbox"/> final application.	

Summary of Previously Filed Monthly Fee Applications for First Interim Period:

Date Filed [ECF No.]	Period Covered	Requested		<i>Approved</i>²		Total Fee & Expense Request
		<u>Fees</u>	<u>Expenses</u>	<u>Fees</u>	<u>Expense s</u>	
10/19/2022 [ECF No. 576]	7/15/22– 8/31/22	\$521,297.5 0	\$0.00	\$417,038.0 0	\$0.00	\$521,297.50
11/18/2022 [ECF No. 689]	9/1/22 – 9/30/22	\$362,368.0 0	\$0.00	\$289,894.4 0	\$0.00	\$362,368.00
	Total:	\$883,665.5 0	\$ 0.00	\$706,932.4 0	\$ 0.00	\$883,665.50

Summary of any Objections to Fee Applications

No formal objections have been filed regarding the monthly fee applications of Thompson Coburn Hahn & Hessen LLP.

² See Footnote 7.

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In re:

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**FIRST INTERIM AND FINAL FEE APPLICATION
OF THOMPSON COBURN HAHN & HESSEN LLP FOR ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FROM JULY 15, 2022 THROUGH NOVEMBER 6, 2022 (INCLUDING
THIRD MONTHLY PERIOD OF OCTOBER 1 – NOVEMBER 6, 2022)**

Thompson Coburn Hahn & Hessen LLP (“TCHH” or “Applicant”) submits this final application for the Court’s approval and allowance of its compensation for services rendered and reimbursement of expenses incurred as co-counsel to the Official Committee of Unsecured Creditors of First Guaranty Mortgage Corporation, *et al.* (the “Committee”) during the period of July 15, 2022 through November 6, 2022, pursuant to the provisions of sections 330 and 331 of Title 11, United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Court”) In accordance with the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated August 2, 2022 [Doc. No. 268] (the “Interim Compensation Order”), the aforementioned July 15, 2022 – November 6, 2022 time frame encompasses the First Interim Period from July 15, 2022 through September 30, 2022 (the “First Interim Period”), as well as the Third Monthly period from

³ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: First Guaranty Mortgage Corporation (9575); and Maverick II Holdings, LLC (5621). The Debtors’ mailing address is 5400 Tennyson Parkway, Suite 450, Plano, TX 75024.

October 1 – November 6, 2022 (the “Third Monthly Period” and together with the First Interim Period, the “Final Compensation Period”).

Applicant’s total time charges and out-of-pocket expenses for the Final Compensation Period amount to **\$1,150,192.00** and **\$777.05**, respectively. Applicant seeks final allowance of these amounts. As of the date of this application, Applicant has already received payment of \$417,038.00 in fees and \$00.00 in expenses, and is, therefore, due net balances of **\$733,154.00** and **\$777.05** respectively.

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the District of Delaware (the “Court”) 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. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and TCHH confirms its consent pursuant to Local Rule 9013-l(f) to the entry of a final order by the Court in connection with this Fee Application 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.

BACKGROUND AND CASE STATUS

2. On June 30, 2022 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code (the “Chapter 11 Cases”) with the Court. The Debtors continue to operate their business and manage their properties as debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No trustee or examiner has been appointed in these Chapter 11 Cases.

3. On July 14, 2022 (the "Formation Date"), the United States Trustee for Regions 3 & 9 appointed five of the Debtors' largest unsecured creditors to serve as members of the Committee. The Committee is presently comprised of the following members: (i) South Street Securities, (ii) Daiwa Capital Markets America Inc., (c) Maxwell Lending Solutions, Inc., (d) Sourcepoint, Inc., and (e) Lori Buckley, putative class action representative.

4. On July 15, 2022, the Committee interviewed proposed counsel and selected TCHH to serve as its lead counsel. Blank Rome LLP ("Blank Rome") was selected as Delaware counsel. On July 20, 2022, the Committee interviewed and selected Berkeley Research Group, LLC ("BRG") to serve as its financial advisor.

5. On August 18, 2022, TCHH submitted its retention application to the Court (ECF No. 349). On September 14, 2022, the Court issued its Order Authorizing Employment and Retention of Thompson Coburn Hahn & Hessen LLP as Counsel to the Official Committee of Unsecured Creditors, *Nunc Pro Tunc* to July 15, 2022 (ECF No. 455).

6. The attorneys at TCHH with primary responsibility for the representation of the Committee in these cases are Mark S. Indelicato, Mark T. Power and Joseph Orbach, each of whom is a member of the firm. Mr. Indelicato is a 1982 graduate of New York University, Stern School of Business and a 1985 graduate of Fordham University School of Law. Mr. Power is a 1985 graduate of George Washington University and a 1988 graduate of Boston College Law School. Mr. Orbach graduated in 2004 from Queens College, City University of New York and is a 2007 graduate of Fordham University School of Law. The legal careers of Mr. Indelicato, Mr. Power and Mr. Orbach have concentrated in the areas of bankruptcy and creditors' rights, with a substantial focus on representing creditors' committees in chapter 11 cases.

CUSTOMARY DISCLOSURES

The Interim Compensation Order requires, among other things, that professionals requesting compensation “... make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the *Guidelines For Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U. S. C. § 330 By Attorneys In Larger Chapter 11 Cases Effective as of November 1, 2013 ...*” (the “Appendix B Guidelines”). In compliance with the Appendix B Guidelines, this Application is supported by the following Exhibits:

- Exhibit A - TCHH invoices for the Third Monthly period, October 1 – November 6, 2022;
- Exhibit B TCHH expenses for the Third Monthly period, October 1 – November 6, 2022;
- Exhibit C Customary and Comparable Compensation Disclosures
- Exhibit D – (1) Summary of Compensation Requested by Professional Person
(2) Summary of Compensation Requested by Project Category; and
(3) Summary of Expense Reimbursement Requested by Category
- Exhibit E – Budget and Staffing Plan;
- Exhibit F Responses to Fee Guidelines Questionnaire;
- Exhibit G – Certification of Mark T. Power; and
- Exhibit H – Retention Order

SUMMARY OF TCHH’S SERVICES DURING THE CASES

7. On October 20, 2022 and November 18, 2022, TCHH filed its monthly fee applications covering the two monthly periods from July 15, 2022 to August 31, 2022 and from September 1, 2022 to September 30, 2022 (ECF No.’s 576, 689) (the “Prior Monthly Fee Applications”).

8. In support of this Final Fee Application, TCHH respectfully directs the Court to the Prior Monthly Fee Applications for a detailed discussion of the services rendered by TCHH from July 15, 2022 through September 30, 2022.

9. During the Third Monthly Period from October 1 – November 6, 2022, TCHH continued to provide a wide range of services, the details of which are set forth in the attached **Exhibit A**. Following is a broad overview of TCHH's services during the Third Monthly period:

(i) Plan and Disclosure Statement (Task Code 221875)

Applicant expended a total of 182.10 hours on services related to this category, for a total of \$141,505.50 in compensation. At the end of September 2022, the Committee agreed on the terms of a global settlement in these cases with the Debtors and the Debtors' DIP Lender. With the Ch. 11 plan confirmation hearing scheduled for October 31, during the Compensation Period Applicant focused on finalizing the plan and supplemental plan documents, identifying and resolving potential impediments to confirmation of the plan, such as addressing a potentially large contingent claim that could swamp the unsecured claims pool, addressing the shortfall in and finalizing the wind-down budget and resolving potential liquidation trust funding issues. Applicant reviewed and responded to plan confirmation issues raised by the U.S. Trustee as well as other parties' comments on the plan. Applicant held conference calls with team members and Debtors' counsel to discuss important confirmation issues, such as establishing a WARN Act claim reserve and reaching potential settlements resolving various confirmation issues and objections. Applicant reviewed and commented on proposed revisions to the plan, confirmation order and draft liquidating trust agreement. Applicant attended the confirmation hearing in person on October 31, engaging in a number of on-site negotiations to resolve objections and ensure Court approval of the plan. Following the confirmation hearing, Applicant continued working to ensure

the viability of the post-confirmation process and reviewed the proposed notice of plan effective date.

(ii) General (Task Code 221865)

TCHH expended a total of 78.90 hours on services related to this category, for a total of \$39,488.50 in compensation. Applicant's efforts during the Compensation Period focused on responding to potentially impactful motions filed by particular creditors, and in particular on developing an appropriate Committee response to a motion for relief from stay filed by a *qui tam* relator, the goal of which was to enable pursuit of potentially costly fraud litigation against the Debtor in the Delaware courts on behalf of the federal government. Ultimately, Applicant's response to the *qui tam* motion involved filing a joinder to the Debtor's existing objection. In each case, Applicant reviewed the relevant motions, provided summaries to the TCHH team, Committee professionals and Committee members, conducted legal research on relevant issues, held internal meetings and discussions about outstanding case issues and strategy, drafted Committee responses when necessary and maintained channels of communication with the Debtors' professionals.

(iii) Creditors' Committee (Task Code 221866)

Applicant expended a total of 42.9 hours on services related to this category, for a total of \$38,437.00 in compensation. While working to address potentially impactful motions and ensure the viability and confirmation of the proposed Chapter 11 plan, Applicant strove to keep the Committee abreast of developments through conference calls or, where appropriate, regular email updates. Internal discussions and interactions with external team members to address open issues were followed up by regular email reports to the Committee. Following extensive negotiation and revision, a final version of the Ch. 11 Plan & Disclosure Statement along with a recommendation to approve it were forwarded to the Committee for final approval. After plan confirmation, Applicant worked to finalize settlement arrangements and to ensure the workability of the post-

confirmation case structure, particularly the liquidation trust agreement and the appointment of a creditors representative on the plan oversight committee.

(iv) Professional Fees (Task Code 221872) -

Applicant expended a total of 30.8 hours on activities connected to this category, for a total of \$13,132.00 in compensation. In addition to reviewing for reasonableness the fee applications filed by other Committee professionals and Debtors' counsel, Applicant also drafted, revised, finalized and filed its first monthly fee application, and drafted its second monthly fee application and first interim/final fee application.

(v) Claims Administration (Task Code 221877) –

Applicant expended a total of 16.5 hours on activities connected with this category, for a total of \$14,029.00 in compensation. Applicant reviewed administrative expense claims filed by various claimants, and developed a response to the adversary complaint filed by the WARN act plaintiffs. Applicant reviewed communications between the DIP Lender and selected claimants regarding those claimants' application of collateral and alleged failure to timely liquidate loans, and met with team members to evaluate the effect of various filed claims upon the financial projections supporting plan feasibility.

(vi) Other Activities

TCHH expended a total of 28.90 hours, for which total compensation amounts to \$19,934.50, on the following activities, each of which required 14 hours or less:

(1) Investigation of Company (Task Code 221878) – 13.9 hrs., \$7,345.50

Applicant's efforts in this category focused on the Committee's draft motion for standing to pursue litigation related to unencumbered assets and potential third party claims. Applicant reviewed and revised the draft standing motion and also researched the ongoing DOJ investigation and potential claims connected to it.

(2) Employee Issues (Task Code 221876) – 3.2 hrs., \$1,493.00

Applicant analyzed the potential defenses to a substantial WARN act claim and the appropriate level of reserve, researched outstanding issues and potential pleadings that might be prepared and filed in connection therewith, exchanged emails with team members re quantifying the estates' potential exposure on the claim, and conducted internal team meetings to discuss legal strategy.

(3) Executory Contracts/Leases (Task Code 221869) – 2.6 hrs., \$2,776.50

Applicant reviewed objections to cure costs and motions for assumption/rejection of leases filed by certain creditor parties, and exchanged emails with internal and external team members regarding potential responses to these objections and motions.

(4) Sale of Assets (Task Code 221871) – 5.7 hrs., \$5,807.50

Applicant monitored the status of the asset sale process on an ongoing basis, reviewed related materials circulated by team members, reviewed the credit bid submitted by the DIP Lender, and evaluated sale motion objections filed by Fannie Mae and Freddie Mac, as well as by certain creditor parties.

(5) Avoidance Actions (Task Code 221873) – 1.1 hrs., \$429.00

Applicant's efforts during the Compensation Period continued to focus on developing and drafting the motion for standing to pursue litigation aimed at recovering unencumbered assets.

(6) Litigation (Task Code 221874) --.8 hrs., \$765.00

Under this category, Applicant reviewed correspondence from the Debtors and the DIP lender regarding issues with particular claims, exchanged emails with team members regarding potential sale bids, plan deadlines and completion of key administrative tasks related to upcoming Committee meetings.

(7) DIP/Cash Collateral (Task Code 221868) – 1.6 hrs., \$1,318.00

Applicant reviewed the Debtors' motion and related order to amend the DIP for additional funding and held internal meetings to discuss its provisions.

10. TCHH submits that the services it has rendered to the Committee have been necessary and in the best interests of creditors and the Debtors' estate, and have furthered the goals of all parties in interest.

APPLICANT'S INTERIM COMPENSATION

11. At the time this application is filed, TCHH will have received interim compensation in the aggregate amount of **\$417,038.00** representing 80% of fees and 100% of expenses for the combined First and Second Monthly Periods from July 15, 2022 to August 31, 2022. The total amount of unpaid fees is **\$733,154.00** (\$104,259.50 held back at 20% for July 15, 2022 – August 31, 2022 plus **\$628,894.50** which is 100% incurred for September 1, 2022 through November 6, 2022). The total amount of unpaid expenses amounts to **\$777.05**.

Monthly Fee Applications (First, Second & Third Monthly Periods):

Date Filed [ECF No.]	Period(s) Covered	Requested		Approved/Paid ⁴		Fees Held back
		Fees	Expenses	Fees	Expenses	
10/19/22 [576]	7/15/22 – 8/31/22	\$521,297.50	\$0.00	<i>\$417,038.00</i>	<i>\$ 0.00</i>	\$104,259.50
11/18/22 [689]	9/1/22 – 9/31/22	\$362,368.00	\$0.00	<i>\$289,894.40</i>	<i>\$ 0.00</i>	\$72,473.60
Total:		\$883,665.50	<i>\$ 0.00</i>	<i>\$706,932.40</i>	<i>\$ 0.00</i>	\$176,733.10

Third Monthly Period:

<u>Period Covered</u>	Requested		<i>Approved⁵</i>		Total Fees & Expenses
	Fees	Expenses	<i>Fees</i>	<i>Expense s</i>	

⁴ Italicized amounts represent 80% and 100%, respectively, of requested monthly fees and expenses as approved by the Interim Compensation Order.

⁵ See Footnote 7.

10/01/22 – 11/6/22	\$266,526.50	\$777.05	\$217,995.20	\$777.05	\$267,303.55
Total:	\$266,526.50	\$ 777.05	\$217,995.20	\$ 777.05	\$267,303.55

SUMMARY OF FINAL COMPENSATION AND EXPENSES

12. From July 14, 2022 through November 6, 2022, TCHH expended a total of 1,662.30 hours in representation of the Debtors, for which, at Applicant's usual hourly rates, the total time charges amount to **\$1,150,192.00**. Applicant believes this amount to be the fair and reasonable value of the legal services it has rendered. The Summary Cover Sheet and Exhibits **D-1** and **D-2** which follow also detail the total hours billed and the total amount billed by each individual who performed services on behalf of the Debtors throughout the entire representation.

13. In connection with its representation herein, TCHH's total out-of-pocket expenses amount to **\$777.05**. These expenses are summarized in Exhibits **B** and **D-3**.

14. TCHH reserves the right to amend this Final Fee Application (up to the date and time of the scheduled hearing on professional compensation), to include any fees and/or expenses incurred during the Final Application Period but which have not been included herein because either charges have not yet been posted in TCHH's billing system, or have not yet been billed by a third party vendor.

EVALUATION STANDARDS

15. Applicant is cognizant of the standards to be considered by the Court in evaluating Applicant's representation of the Debtors, as provided in 11 U.S.C. § 330(a), which standards include:

(a) Time Spent on Services. As detailed in the Interim Applications and this Final Fee Application, the results obtained by TCHH's efforts on behalf of the Committee justify the total hours expended. By application of TCHH's extensive experience and expertise in bankruptcy proceedings, Applicant was instrumental in

assisting the Debtors' in efforts to market and sell estate assets, including mortgage loans and mortgage servicing rights, and unexpired real property leases, resolving complex disputes with the Debtors warehouse lenders and FannieMae and FreddieMac, investigating and analyzing the multitude of financial and intercompany transactions between the Debtors and their majority shareholder, Pimco-controlled entities, and ultimately negotiating a consensual Chapter 11 Plan with the DIP Lender, successfully confirmed on October 31, 2022, which will provide the maximum possible level of financial recovery to all non-insider Creditor classes. Applicant, therefore, submits that all of its time expended herein is properly compensable.

(b) Rates Charged for Such Services. The hourly billing rate for each attorney and paraprofessional who performed the services on behalf of the Committee is set forth in detail in the Summary Cover Sheet and the tables which follow. Applicant further advises the Court that the hourly rates charged are no greater, and in most instances, less than those being charged by other regional firms in other bankruptcy cases. The rates charged herein are customarily charged by Applicant and other similar firms for equivalent work.

(c) Necessity of Services at the Time Rendered. Due to the nature and complexity of these proceedings, Applicant often was required to enlist the services of its more senior associates and partners. However, throughout its representation, Applicant made every effort to restrict the number of attorneys actively involved in the representation while at the same time assuring that the interests of the Committee were adequately represented. Applicant also utilized its paralegal staff to the fullest extent consistent with sound legal representation. Applicant's paraprofessional staff provides essential administrative and support services to and on behalf of TCHH's clients. Absent such paraprofessional assistance, substantial additional attorney time at higher hourly rates would have to be expended to ensure the smooth administration of the case.

(d) Reasonableness of Time Period. In order to best represent the Committee's interests, Applicant was required to become familiar with all aspects of the Debtors' operations and pre-petition financials. In many instances, Applicant was required to address issues on an expedited basis. Applicant believes that overall it conducted its representation in a timely and efficient manner.

(e) The Skill and Experience of the Professionals in the Bankruptcy Field. The major portion of Applicant's extensive practice is specialization in debtor-creditor relations. Applicant represents debtors' and/or creditors' interests in reorganizations, bankruptcies and common law compositions as well as trustees in chapter 7 and 11 proceedings. The individual attorneys performing the services for which Applicant seeks compensation are respected members of the Bar and are experts in the field of bankruptcy law and litigation. Applicant's attorneys have appeared in numerous proceedings under chapter 11 of the Bankruptcy Code before bankruptcy courts across the nation.

(f) Reasonableness of Compensation based on the Customary Compensation Charged by Comparably Skilled Practitioners in Other Cases. TCHH's efforts negotiating and reaching compromise with the various key parties involved in the Chapter 11 Cases contributed to development of the basic terms of the Debtors' Plan. As stated above, Applicant's rates charged herein are customarily charged by Applicant and other similar firms for equivalent work. Applicant believes that it provided the Committee with sound legal representation and submits that its requested compensation is warranted in light of the nature, extent and value of its services to the Committee and all parties in interest.

CONCLUSION

In summary, Applicant is currently owed final compensation and expenses in the aggregate amount of **\$733,931.05** representing (i) **\$104,259.50** held back at 20% of fees for the First Combined Monthly Period of July 15, 2022 to August 31, 2022; (ii) 100% of fees and 100% of expenses (or **\$362,368.00**) for the Second Monthly Period of September 1 – 31, 2022; and (iii) 100% of fees and 100% of expenses (or **\$267,303.55**) for the Third Monthly Period of October 1 to November 6, 2022. The total amount of unpaid expenses amount to **\$777.05**.

Applicant also requests that the Court approve Applicant's fees and expenses incurred after Plan Effective Date in connection with the preparation and filing of this final fee application and certain Committee administrative matters. Applicant estimates that the additional fees will be approximately \$15,000 and intends on filing prior to the final fee hearing a supplement detailing the amount of these fees.

WHEREFORE, TCHH respectfully requests that the Court enter an order: (a) fixing and allowing as final Applicant's compensation and expenses in the respective amounts **\$1,150,192.00** in fees and **\$777.05** in expenses for the services it provided to the Committee from July 15, 2022 through and including November 6, 2022, plus up to **\$15,000** for post-Plan Effective Date fees and expenses incurred in connection with the preparation and filing of this final fee application and certain Committee administrative matters; (b) authorizing and directing payment to TCHH of the unpaid balances of its fees in the amount of \$733,154.00 and its expenses of \$777.05, for a total

balance due of **\$733,931.05**, plus the post-Plan Effective Date fees awarded; and (c) providing such other and further relief as may be just and proper.

Dated: December 21, 2022

THOMPSON COBURN HAHN & HESSEN LLP

By: /s/ Mark T. Power

Mark T. Power

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*Co-Counsel to the Official Committee
of Unsecured Creditors*

**IN THE UNITED STATES BANKRUPTCY COURT
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SUMMARY COVER SHEET FOR FINAL FEE APPLICATION**

PLEASE TAKE NOTICE that, pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated August 2, 2022 [ECF No. 268] (the “Interim Compensation Order”) THOMPSON COBURN HAHN & HESSEN LLP (“TCHH” or the “Applicant”) hereby files its First Interim and Final Fee Application Request for the period of July 15, 2022 through and including November 6, 2022 (the “Final Fee Application”), including the third monthly period of October 1, 2022 through November 6, 2022 (the “Final Compensation Period”). By this Final Fee Application, Applicant seeks allowance and payment of final fees in the total amount of **\$1,150,192.00** and reimbursement of expenses in the amount of **\$777.05**, plus up to **\$15,000** for post-Plan Effective Date fees and expenses incurred in connection with the preparation and filing of this final fee application and certain Committee administrative matters. With respect to the Third Monthly Period, Applicant seeks allowance and

⁶ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: First Guaranty Mortgage Corporation (9575); and Maverick II Holdings, LLC (5621). The Debtors’ mailing address is 5400 Tennyson Parkway, Suite 450, Plano, TX 75024.

payment of fees in the amount of **\$266,526.50** and reimbursement of expenses in the amount of **\$777.05**.

As of the date of this Application, TCHH has already received payment of \$417,038.00 in fees, and is, therefore, due net balances of **\$733,154.00** and **\$777.05** respectively, plus up to **\$15,000** for post-Plan Effective Date fees and expenses incurred in connection with the preparation and filing of this final fee application and certain Committee administrative matters.

PLEASE TAKE NOTICE that, objections, if any, to the Application must be made in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 268] (the “Administrative Order”), and must be filed with the Clerk of the Bankruptcy Court, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801, and be served upon and received by: (i) counsel to the Debtors: (a) Dentons US LLP (Attn: Tania Moyron and Samuel Maizel (tania.moyron@dentons.com and σμαizel@dentons.com)) and (b) Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801 (Attn: Laura Davis Jones (ljones@pszjlaw.com)); (ii) counsel to Barclays Bank PLC, Hunton Andrews Kurth LLP, 200 Park Avenue, New York, NY 10166 (Attn: Peter S. Partee, Sr. (ppartee@huntonak.com) and Brian Clarke (brianclarke@huntonak.com)) and Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, Delaware, 19801 (Attn: Jeremy W. Ryan (jryan@potteranderson.com)); (iii) counsel to LVS II SPE XXXIV LLC, Greenberg Traurig, LLP (Attn: Nancy Peterman (PetermanN@gtlaw.com), John D. Elrod (ElrodJ@gtlaw.com), Joseph Davis (DavisJ@gtlaw.com), and Danny Duerdoth (duerdothD@gtlaw.com); (iv) the Office of the United States Trustee, 844 N. King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Benjamin Hackman (benjamin.a.hackman@usdog.gov)), and (v) counsel to the Official Committee of Unsecured

Creditors, (a) Thompson Coburn Hahn & Hessen LLP, 488 Madison Avenue, New York, NY 10022, Attn: Mark S. Indelicato (mindelicato@thompsoncoburn.com), Mark T. Power (mpower@thompsoncoburn.com) and Joseph Orbach (jorbach@thompsoncoburn.com); and (b) Blank Rome LLP, 1201 Market Street, Suite 800, Wilmington, DE 19801 Attn: Regina Stango Kelbon (regina.kelbon@blankrome.com), Victoria A. Guilfoyle (tori.guilfoyle@blankrome.com) and Lorenzo R. Thomas III (Lorenzo.thomas@blankrome.com) by no later than **4:00 p.m. (prevailing Eastern Time) on January 11, 2023.**

PLEASE TAKE FURTHER NOTICE that, a hearing to consider the First Interim and Final Fee Application will be held before the Honorable Craig T. Goldblatt at the United States Bankruptcy Court, 824 North Market Street, 3rd Floor, CR 7, Wilmington, Delaware 19801 on **January 26, 2023 at 3:00 PM.**

PLEASE TAKE FURTHER NOTICE THAT, IF NO OBJECTIONS ARE TIMELY FILED TO THE FIRST INTERIM FEE APPLICATION IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 21, 2022

BLANK ROME LLP

/s/ Regina Stango Kelbon

Regina Stango Kelbon (DE No. 5444)

Victoria Guilfoyle (DE No. 5183)

Lawrence R. Thomas III (DE No. 6935)

1201 Market Street, Suite 800

Wilmington, DE 19801

Telephone: (302) 425-6400

Facsimile: (302) 425-6464

Email: regina.kelbon@blankrome.com

tori.guilfoyle@blankrome.com

lorenzo.thomas@blankrome.com

*Delaware Counsel to the Official Committee of
Unsecured Creditors of First Guaranty Mortgage,
et al.*

-and-

**THOMPSON COBURN HAHN & HESSEN
LLP**

/s/ Mark T. Power

Mark S. Indelicato (*admitted pro hac vice*)

Mark T. Power (*admitted pro hac vice*)

Joseph Orbach (*admitted pro hac vice*)

488 Madison Avenue

New York, New York 10022

Telephone: (212) 478-7200

Facsimile: (212) 478-7400

E-mail: mindelicato@thompsoncoburn.com

mpower@thompsoncoburn.com

jorbach@thompsoncoburn.com

*Co-Counsel to the Official Committee of Unsecured
Creditors of First Guaranty Mortgage Corporation,
et al.*

EXHIBIT A

**TCHH Invoices for Third Monthly Period
October 1 - November 6, 2022**



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

Remit To:
P.O. Box 18379M
St. Louis, Missouri 63195

December 20, 2022
Invoice #3582573

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

ACH Instructions: (Not for Wire Transfer)
Account Name: Thompson Coburn LLP
Bank: U.S. Bank
ABA/Routing Number: 021052053
Account Number: 25657335
Please reference invoice number(s).

For Wire Transfer Instructions or Other Communications Please Contact:
488 Madison Avenue
New York, NY 10022
212-478-7200
AccountsReceivable@ThompsonCoburn.com

Federal Tax ID 43-0666662

For Legal Services Rendered in Connection With:
General
TC File: 71278 / 221865

10/03/22	A. Abramova	0.5	Call with M. Indelicato and draft email to BRG team re TIAA bank pleadings
10/03/22	D. Ullo	0.7	Review new documents on docket
10/04/22	A. Abramova	3.9	Review email updates received from BRG (.5), review new pleadings filed on docket (.2), review letters between debtors and customers and research cases (3.2)
10/04/22	M. Power	0.7	Review Qui Tom lift stay motion and J Schwartz summary of same for Committee
10/04/22	J. Schwartz	1.0	Review lift stay motion regarding Qui Tam complaint and provide summary for TCHH team regarding same (.7) and review PIMCO and Debtors letters to Customers bank regarding asset return demand (.3)
10/05/22	M. Power	0.6	Review Greenberg September invoice (.1), continues review Qui Tom lift stay motion (.5)
10/05/22	D. Ullo	0.5	Review new documents on docket
10/06/22	M. Power	3.0	Review customer letters; call Qui Tom counsel; review case law on claims act
10/10/22	J. Schwartz	0.7	Reviewing Order approving Plan and Disclosure Statement and Order approving Bidding Procedures and draft summary of important dates for TCHH team regarding same (.7)
10/13/22	A. Abramova	0.2	Review notes on update call with debtors' professionals
10/13/22	J. Schwartz	1.1	Review Sourcepoint motion for payment of administrative expense and emails with BRG regarding same (.4), and reviewing motions of administrative expense payment (.7)
10/14/22	M. Power	1.7	Review numerous admin claims motions; tex/call Tania Moyron re same
10/14/22	J. Schwartz	0.9	Reviewing administrative claim motions filed by various parties (.9)
10/18/22	M. Power	0.6	Email exchange with M. Delaney re Committee consenting to request for shortened notice
10/18/22	J. Schwartz	3.0	Call with M. Indelicato and M. Power regarding outstanding case

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Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

			issues (.5), legal research regarding issue preclusion and automatic stay applicability (.7), drafting joinder to Debtors' objection to automatic stay (.8), reviewing Debtors' objection to proof of claim for voting purposes (.6), and reviewing creditor objections to cure notice (.4)
10/18/22	D. Ullo	1.0	Meeting with team to discuss joinder motion, qui tam plaintiffs, notice of appointment re: trust, new claims
10/18/22	D. Ullo	1.1	Draft notice of appointment of creditor representative to trust
10/18/22	D. Ullo	2.0	Research re: subordination of punitive damages
10/18/22	D. Ullo	1.5	Research re: stay and issue preclusion
10/19/22	A. Abramova	0.8	Review pleadings filed on docket
10/19/22	D. Ullo	3.0	Research re: punitive damages, issue preclusion
10/20/22	D. Ullo	1.8	Review and summarize objections to Sale Summary
10/20/22	D. Ullo	2.2	Research re: joinder to debtors objection, punitive damages, preclusion defense to relief from stay
10/24/22	A. Abramova	2.8	Review motion for relief from stay (.3), review objection filed by debtors to motion for relief from stay (.5), review qui tam relator's response to debtors' objection and committee joinder, discuss same with M. Indelicato and J. Schwartz, and draft joinder (2)
10/24/22	M. Power	1.3	Review Debtor's objection to Qui Tom lift stay motion and email exchange with team re filing a joinder (1.0), review Blank Rome email reporting on continued 341 meeting (.3)
10/24/22	J. Schwartz	1.3	Reviewing Debtors' objection to Qui Tam lift stay motion (.2), reviewing Optimal Blue motion for relief from stay and discuss with A. Abramova regarding same (.4), and legal research regarding committee objections to relief from stay (.7)
10/24/22	D. Ullo	2.0	Research re: issue preclusion, relief from stay
10/24/22	D. Ullo	1.0	Review new filed objections and docket
10/25/22	A. Abramova	8.8	Draft joinder to debtors' objection to qui tam motion for stay (8.2) and discuss same with J. Schwartz (.6)
10/25/22	J. Schwartz	3.3	Legal research re application of automatic stay and preclusion issues (1.20), legal research re application of automatic stay and third party litigation effect on reorganization (.90), review draft joinder to objection re Qui Tam lift stay motion (.70), meeting with A. Abramova re joinder to objection re Qui Tam lift stay motion and comments (.50)
10/25/22	D. Ullo	1.0	Team meeting re: objections and plan confirmation strategy
10/25/22	D. Ullo	2.0	Research re: issue preclusion, relief from stay
10/25/22	D. Ullo	1.0	Review newly filed documents and proposed plan
10/26/22	A. Abramova	5.1	Edit joinder (4.2) and discuss same with M. Indelicato and J. Schwartz (.9)
10/26/22	M. Power	2.2	Review Qui Tam motion for relief from stay, debtors' response and review and revise our draft Joinder to Debtors' response and authorize filing of same

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Page 3

Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

10/26/22	J. Schwartz	1.2	Reviewing and revising joinder to Debtors objection re Qui Tam lift stay motion (.9), meeting with M. Indelicato re joinder and outstanding case issues (.3)
10/26/22	J. Schwartz	1.2	Reviewing FTI wind down budget report (.7), participate in call with BRG team re distribution analysis under plan and outstanding issues (.5)
10/26/22	D. Ullo	0.5	BRG call re new DIP financing proposal
10/26/22	D. Ullo	2.0	Review and summarize objections to combined disclosure statement and plan
10/27/22	A. Abramova	2.2	Review joinder and prepare for filing (.4), discuss outstanding issues with TCHH and Dentons teams (1.2), discuss plan objections with M. Indelicato and J. Schwartz (.3), review plan objections (.3)
10/27/22	M. Power	1.2	Call with Tania Moyron and Claude Montgomery re Pimco's issue with sale of IP assets and budget and funding issues and Mass Mutual stipulation (.8), review and sign off on shortened notice on Mass Mutual stipulation (.4)
10/27/22	J. Schwartz	1.7	Reviewing WARN Act Class Cert Motion and provide for M. Indelicato regarding same (.4), reviewing Committee Joinder to reviewing Committee joinder to Debtor objection to lift stay motion and provide final comments regarding same (.6), and reviewing Mass Mutual stipulation motion and discuss with M. Indelicato regarding same (.7)
10/27/22	D. Ullo	1.6	Review newly filed objections, provide summary to team, and review docket ahead of confirmation hearing
10/28/22	D. Ullo	1.5	Attend and take notes on Committee call
10/28/22	D. Ullo	1.5	Assist with document management, and review docket ahead of confirmation hearing

Total Hours 78.90

Amount For Services \$39,488.50

Expenses and Other Charges:

In addition to expenses, this section may include charges for Relativity data hosting and time-based fees for firm technology professionals.

11/08/22	For transportation expenses for Aleksandra Abramova on October 31, 2022 in New York, NY re AMTRAK to/from FGMC Confirmation Hearing in Wilmington, DE for AA and JTS VENDOR: Abramova, Aleksandra INVOICE#: 5505225311082021 DATE: 11/8/2022	\$456.00
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Amount For Expenses and Other Charges \$456.00

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December 20, 2022

Invoice #3582573

Page 4

Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
A. Abramova	24.30	\$390.00	\$9,477.00
M. Power	11.30	\$1,095.00	\$12,373.50
J. Schwartz	15.40	\$475.00	\$7,315.00
D. Ullo	27.90	\$370.00	\$10,323.00
Total All Timekeepers	78.90	\$500.49	\$39,488.50

TOTAL DUE	\$39,944.50
------------------	--------------------

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Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

December 20, 2022

Direct Correspondence To:

488 Madison Avenue
New York, NY 10022
212-478-7200
AccountsReceivable@ThompsonCoburn.com

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

Federal Tax ID 43-0666662

ACCOUNTS RECEIVABLE THIS MATTER AS OF December 20, 2022

Invoice Number	Invoice Date	Amount Billed	Amount Paid	Balance Due
3570425	10/18/22	\$178,432.50	\$142,746.00	\$35,686.50
3576468	11/16/22	\$31,657.50	\$0.00	\$31,657.50
			TOTAL:	<u>\$67,344.00</u>



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Federal Tax ID 43-0666662

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\$39,944.50

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Thompson Coburn LLP
P.O. Box 18379M
St. Louis, MO 63195

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Bank: U.S. Bank
ABA/Routing Number: 021052053
Account Number: 25657335

Please reference invoice number(s) with ACH or send an e-mail with the information to
AccountsReivable@ThompsonCoburn.com



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

Remit To:
P.O. Box 18379M
St. Louis, Missouri 63195

December 20, 2022
Invoice #3582574

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

ACH Instructions: (Not for Wire Transfer)
Account Name: Thompson Coburn LLP
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For Wire Transfer Instructions or Other Communications Please Contact:
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New York, NY 10022
212-478-7200
AccountsReceivable@ThompsonCoburn.com

Federal Tax ID 43-0666662

For Legal Services Rendered in Connection With:
Creditors Committee
TC File: 71278 / 221866

10/03/22	M. Indelicato	1.4	Teleconf with JS and AA re open issues and items to be addressed (.40); review emails from BRG and AA re TIAA motion and issues (.30); review same (.70)
10/03/22	M. Power	0.5	Review Claude Montgomery's letter to counsel to Customer's bank re failure to sell the repo mortgage loans in a commercially reasonable manner, review Eric Howe's letter to counsel to Customer's bank re same, forward same to BRG
10/04/22	A. Abramova	0.2	Draft email to Committee re update
10/04/22	M. Indelicato	0.3	Meet with AA re update to Committee and cancellation of 10/5 call and review issues re same (.30)
10/05/22	M. Indelicato	0.7	Review issues re motion for relief from stay
10/06/22	M. Indelicato	0.9	Review and respond to BRG emails re next steps and report for the Committee and address issues re same (.90)
10/07/22	A. Abramova	1.1	Draft email update for committee
10/07/22	M. Indelicato	0.9	Review and respond to emails on various matters related to the Plan, disclosure statement and timing of the sale process, and emails with J. Vizzini re same (.90)
10/07/22	M. Indelicato	0.3	Revise and edit update to the Committee (.30)
10/07/22	M. Indelicato	0.2	Review and respond to emails from AA and MTP re comments (.20)
10/07/22	M. Power	0.5	Review and comment on A. Abramova's draft update email to the Committee members forwarding the final version of the combined plan and disclosure statement and the Committee's recommendation letter supporting the plan (.6)
10/10/22	M. Indelicato	0.4	Teleconf with JS re email on time line and review time line and issues to be addressed (.40)
10/10/22	M. Indelicato	0.7	Email with BRG re open issues and items to address before closing, and review same (.70)

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Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

10/10/22	D. Reinhart	1.0	Calendar all upcoming deadlines related to plan confirmation and sale hearing (1.0).
10/11/22	A. Abramova	0.5	Draft email re update to committee
10/11/22	M. Indelicato	0.5	Review issues related to TIAA motion
10/11/22	M. Power	0.5	Email exchange with A Abramova and BRG re cancelling tomorrow's Committee call and providing an update by email; review and comment on her draft email to the Committee
10/12/22	M. Indelicato	1.2	Meet with AA and JS re issues on settlement, standing, TIAA and Qui Tam action (.50), email with T. Moyron re same and debtors' position (.10), review issues re potential Committee response (.60)
10/12/22	M. Power	0.9	Review TIAA's motion to compel, email exchange with Tania Moyron and M. Indelicato re update on responses to TIAA motion to compel and Wuxi Tam motion for stay relief to pursue whistleblower complaint,
10/13/22	M. Indelicato	0.6	Review issues to update Committee (.30), review sale update from BRG (.30)
10/13/22	M. Power	1.3	Review various (6x) motions for payment of alleged administrative expense claims
10/14/22	A. Abramova	0.3	Draft email to committee re BRG call
10/16/22	M. Indelicato	1.3	Review emails and documents in preparation for call with Dentons (.40), attend call with Dentons to address various open issues to get to confirmation (.60), email to AA re administrative claim list (.10), and review same (.20)
10/18/22	A. Abramova	0.2	Draft email update to committee
10/18/22	M. Indelicato	1.2	Meet with DU, AA and JS re outstanding issues (.20), update call with MTP re same (.50), review and respond to emails from AA re adjourning Committee meeting and update (.20), and review same (.30)
10/18/22	M. Power	0.6	Internal TCHH team call to discuss open action items in connection with plan confirmation, discussion with J. Schwartz re preparing joinder for the Qui Tam claim estimation and draft liquidating trust agreement
10/19/22	M. Indelicato	0.9	Meet with AA re voting issues raised by Sourcepoint (.20), review issues and teleconf and emails with counsel re same (.50), and revise and edit email to T. Moryon re same (.20)
10/19/22	M. Power	0.5	Email exchange with A. Abramova and M. Indelicato and BRG re canceling today's Committee call and comment on draft email to Committee with case update (.5)
10/21/22	A. Abramova	0.9	Review joinder to debtors' objection to claim (.4), draft email summary to committee (.5)
10/24/22	A. Abramova	0.5	Attend 341 meeting
10/24/22	M. Indelicato	0.2	Review update email from Blank Rome re 341 meeting
10/25/22	A. Abramova	1.8	Attend TCHH team meeting (1.4), draft agenda for meeting for

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December 20, 2022

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Page 3

Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

			committee call (.4)
10/25/22	M. Indelicato	1.3	Meet with MTP, JO, JS, AA and DU re strategy for 10/31 hearing and additional research re joinder, trust and plan (.80), review and edit email to Committee (.10), and begin review of updated wind-down budget (.40)
10/25/22	M. Power	0.6	Emails/call with Katherine Mullins re update on the sale process and potential assumption of Sourcepoint's agreement (.3), emails A Abramova re rescheduling full Committee call until Friday (.3)
10/26/22	A. Abramova	1.0	Call with BRG re updates from FTI (.5), draft agenda for committee call (.5)
10/26/22	M. Indelicato	0.8	Review FTI deck re updated wind-down analysis and budget (.60), meet with JS re same and update call with BRG (.20)
10/26/22	M. Power	1.3	Email exchange with A Abramova and Joe Vizzini re moving Committee call to Friday and review and comment on draft agenda (.3), review A Abramova's email to the Committee and their responses re postponing Committee call (.2), zoom call with BRG and TCHH team to discuss updated budget and projected recovery analysis from FTI (.8)
10/27/22	D. Reinhart	0.2	Respond to D. Ullo email request to set up ECF notification for FGMC case, set up email bounce from D. Reinhart inbox (.2).
10/28/22	A. Abramova	2.9	Review customers objection (1.1), call with M. Indelicato re same (.3), edit and send agenda to committee (.4), review confirmation order (.5), committee call (.6)
10/28/22	M. Indelicato	1.4	Review and respond to BRG emails re meeting with Waterfall (.30), review same in preparation for meeting (.50), attend Committee meeting (.60)
10/28/22	J. Orbach	0.6	Participation in final Committee update meeting re Plan Confirmation
10/28/22	M. Power	1.6	Emails with A Abramova re comments on update email to Committee and adding ballot results (.3), participate on weekly Committee update call (.80), email exchange with M Indelicato and BRG re update on our call with BRG and Pimco concerns about budget being too high (.5)
10/28/22	D. Reinhart	0.5	Participate in update committee conference call (.5).
10/28/22	J. Schwartz	0.6	Participate in Committee call (.6)
11/01/22	M. Power	0.6	Call/emails with A Abramova re postponing Wednesday's Committee call and review and comment on her draft email to the Committee
11/03/22	M. Power	2.3	Review and signoff on final version of LTA (.7), email exchange with Dentons, Greenberg and Hunton re scheduling calls to discuss MassMutual's initial settlement proposal (.6), review MassMutual settlement term sheet and discuss same with Paul Noring (1.0)
11/04/22	M. Power	3.1	Morning all hands call with Dentons, FTI, Greenberg, Pimco and BRG to discuss settlement offer received from MassMutual on MSRs and servicing advances and possible counteroffer (1.0), review email from Claude Montgomery and his draft markup of MassMutual term sheet

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December 20, 2022
 Invoice #3582574
 Page 4

Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

and email back comments on same (.8), review email from JR Smith (Hunton) with MassMutual's counteroffer to Debtors' offer and participate in multiple emails with FTI, Dentons and Pimco and BRG to discuss same (.5), all hands conference call with Hunton, Dentons and Greenberg to discuss MassMutual counter offer and try to reach a deal on same (.8)

11/05/22	M. Power	1.1	Review multiple email exchanges with Claude Montgomery and JR Smith re changes to draft settlement term sheet between Debtors and MassMutual and provide comments to drafts (.6), calls with Tania Moyron and then Eric Howe to confirm that the MassMutual settlement proceeds will be part of the waterfall between Cash Flow DIP Lender and the GUCs and issue with post-petition advances being partially Select Assets (.5)
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Total Hours	42.90
Amount For Services	\$38,437.00

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
A. Abramova	9.40	\$390.00	\$3,666.00
M. Indelicato	15.20	\$1,095.00	\$16,644.00
J. Orbach	0.60	\$725.00	\$435.00
M. Power	15.40	\$1,095.00	\$16,863.00
D. Reinhart	1.70	\$320.00	\$544.00
J. Schwartz	0.60	\$475.00	\$285.00
Total All Timekeepers	42.90	\$895.97	\$38,437.00

TOTAL DUE	\$38,437.00
------------------	--------------------

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Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

December 20, 2022

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
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488 Madison Avenue
New York, New York 10022

Direct Correspondence To:

488 Madison Avenue
New York, NY 10022
212-478-7200
AccountsReceivable@ThompsonCoburn.com

Federal Tax ID 43-0666662

ACCOUNTS RECEIVABLE THIS MATTER AS OF December 20, 2022

Invoice Number	Invoice Date	Amount Billed	Amount Paid	Balance Due
3570426	10/18/22	\$132,544.50	\$106,035.60	\$26,508.90
3576469	11/16/22	\$37,465.50	\$0.00	\$37,465.50
			TOTAL:	<u>\$63,974.40</u>



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

December 20, 2022

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
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488 Madison Avenue
New York, New York 10022

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St. Louis, MO 63195

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St. Louis, Missouri 63195

December 20, 2022
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Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

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Account Name: Thompson Coburn LLP
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488 Madison Avenue
New York, NY 10022
212-478-7200
AccountsReceivable@ThompsonCoburn.com

Federal Tax ID 43-0666662

For Legal Services Rendered in Connection With:
DIP/Cash Collateral
TC File: 71278 / 221868

10/30/22	M. Indelicato	0.9	Review motion, order and emails re changes to DIP for additional funding (.70), teleconference with J. Schwartz re same (.20)
10/30/22	J. Schwartz	0.4	Reviewing Motion to amend DIP and related order and call with M. Indelicato regarding same (.4)
11/02/22	J. Schwartz	0.3	Reviewing order in aid of confirmation approving amendment to DIP Agreement (.3)

Total Hours	1.60
Amount For Services	\$1,318.00

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
M. Indelicato	0.90	\$1,095.00	\$985.50
J. Schwartz	0.70	\$475.00	\$332.50
Total All Timekeepers	1.60	\$823.75	\$1,318.00

TOTAL DUE	\$1,318.00
------------------	-------------------

Invoice

Payment Due Upon Receipt



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

December 20, 2022

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

Direct Correspondence To:

488 Madison Avenue
New York, NY 10022
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Federal Tax ID 43-0666662

ACCOUNTS RECEIVABLE THIS MATTER AS OF December 20, 2022

Invoice Number	Invoice Date	Amount Billed	Amount Paid	Balance Due
3570428	10/18/22	\$65,782.50	\$52,626.00	\$13,156.50
			TOTAL:	<u>\$13,156.50</u>



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December 20, 2022

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\$1,318.00

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December 20, 2022
Invoice #3582576

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For Legal Services Rendered in Connection With:
Executory Contracts/Leases
TC File: 71278 / 221869

10/03/22	M. Power	1.5	Review TIAA lift stay motion and motion to compel assumption or rejection, email exchanges with Paul Noring and M. Indelicato re their observations on same
10/17/22	A. Abramova	0.1	Review objection to cure cost
10/17/22	M. Power	0.7	Review objections to cure statement filed by Sourcepoint and nes
10/18/22	M. Power	0.3	Review TIAA objection to cure amount

Total Hours	2.60	
Amount For Services		\$2,776.50

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
A. Abramova	0.10	\$390.00	\$39.00
M. Power	2.50	\$1,095.00	\$2,737.50
Total All Timekeepers	2.60	\$1,067.88	\$2,776.50

TOTAL DUE	\$2,776.50
------------------	-------------------

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December 20, 2022

Official Committee of Unsecured Creditors re First Guaranty
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New York, New York 10022

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212-478-7200
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Federal Tax ID 43-0666662

ACCOUNTS RECEIVABLE THIS MATTER AS OF December 20, 2022

Invoice Number	Invoice Date	Amount Billed	Amount Paid	Balance Due
3576471	11/16/22	\$781.50	\$0.00	\$781.50
			TOTAL:	<u>\$781.50</u>



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

December 20, 2022

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\$2,776.50

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December 20, 2022
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For Legal Services Rendered in Connection With:
Investigation of Liens
TC File: 71278 / 221870

Expenses and Other Charges:

In addition to expenses, this section may include charges for Relativity data hosting and time-based fees for firm technology professionals.

10/27/22	For search re lien charges and state local taxes re First Guaranty Mortgage Corporation (Virginia); VENDOR: CT Corporation//CT Lien Solutions INVOICE#: 03721787 DATE: 9/15/2022	\$51.40
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Amount For Expenses and Other Charges	\$51.40
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TOTAL DUE	\$51.40
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December 20, 2022

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ACCOUNTS RECEIVABLE THIS MATTER AS OF December 20, 2022

Invoice Number	Invoice Date	Amount Billed	Amount Paid	Balance Due
3570429	10/18/22	\$21,434.50	\$17,147.60	\$4,286.90
3576472	11/16/22	\$38,281.00	\$0.00	\$38,281.00
			TOTAL:	<u>\$42,567.90</u>



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December 20, 2022

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December 20, 2022
Invoice #3582578

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Mortgage Corporation Chapter 11 Bankruptcy
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488 Madison Avenue
New York, New York 10022

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Federal Tax ID 43-0666662

For Legal Services Rendered in Connection With:
Sale of Assets
TC File: 71278 / 221871

10/04/22	M. Indelicato	0.8	Review deck circulated by BRG related to sale of assets (.50); review emails re same (.30)
10/04/22	M. Power	1.0	Review Paul Noring email and Stratmor's CIM for the sale of the platform, email follow up questions to Paul Noring and review responses
10/13/22	M. Power	0.8	Email exchange and call with Paul During to discuss download from Stratmor re marketing and sales efforts
10/20/22	M. Indelicato	0.3	Review email re update on sale process
10/20/22	J. Schwartz	0.7	Review Fannie Mae and Freddie Mac objections to Debtors' sale motion (.4), and review TIAA Bank objection to sale motion (.3)
10/24/22	M. Indelicato	0.3	Review update email from Debtor and BRG re sale
10/24/22	M. Power	0.8	Email from Tim Cairns and review attached notice of cancellation of auction, review successful bid received from Greenberg
10/27/22	M. Indelicato	0.9	Teleconference with T. Mayron re update on sale process (.40), teleconference with M. Power re sale (.20), meeting with A. Abramova and J. Schwartz re issues (.30)
11/01/22	M. Power	0.1	Review Blank Rome's second monthly fee application

Total Hours	5.70	
Amount For Services		\$5,807.50

Invoice

Payment Due Upon Receipt

December 20, 2022
Invoice #3582578
Page 2

Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
M. Indelicato	2.30	\$1,095.00	\$2,518.50
M. Power	2.70	\$1,095.00	\$2,956.50
J. Schwartz	0.70	\$475.00	\$332.50
Total All Timekeepers	5.70	\$1,018.86	\$5,807.50

TOTAL DUE	\$5,807.50
------------------	-------------------

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December 20, 2022

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Mortgage Corporation Chapter 11 Bankruptcy
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New York, New York 10022

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Federal Tax ID 43-0666662

ACCOUNTS RECEIVABLE THIS MATTER AS OF December 20, 2022

Invoice Number	Invoice Date	Amount Billed	Amount Paid	Balance Due
3570430	10/18/22	\$49,214.00	\$39,371.20	\$9,842.80
3576473	11/16/22	\$33,352.50	\$0.00	\$33,352.50
			TOTAL:	<u>\$43,195.30</u>



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December 20, 2022

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December 20, 2022
Invoice #3582579

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Federal Tax ID 43-0666662

For Legal Services Rendered in Connection With:
Professional Fees
TC File: 71278 / 221872

10/03/22	D. Reinhart	2.0	Edits, revisions to TCHH first monthly fee application (2.0).
10/13/22	A. Abramova	0.3	Review BRG's fee application
10/17/22	M. Power	1.9	Review Denton's July monthly fee application for \$1.5MM (.1), multiple emails with D. Reinhart re combined July and August fee application and work on same (1.80)
10/17/22	D. Reinhart	1.5	Revise draft of first monthly fee application (1.4), emails M. Power re same (.1).
10/18/22	M. Power	1.8	Review and revise draft first monthly TCHH fee application (1.80)
10/18/22	D. Reinhart	2.5	Create Excel chart summarizing fee/hourly info from TCHH July-August invoices (1.7), add fee/hourly figures to latest version of monthly fee app draft (.7), email draft to M. Power for review (.1).
10/19/22	M. Power	0.5	Emails with Blank Rome and BRG re finalizing and filing BRG's first monthly fee application, review and sign off on notice for same
10/19/22	D. Reinhart	3.1	Cross-check fee/hourly figures in TCHH invoices against figures in fee app draft, correct where necessary (1.0), make selected textual edits (.3), email M. Power re omitting budget and trustee questionnaire exhibits from monthly and including in interim (.1), final revisions to fee application, PDF, compose and send transmittal email to Blank Rome (1.7).
10/20/22	D. Reinhart	1.3	Download as-filed TCHH first monthly fee application, combine parts and save to system (.2), download core 2002 service list in Excel and save to system (.1). emails M. Power, J. Williams re locating BRG monthly fee app for filing (.2), create draft second monthly fee app from template, begin revising, calendar objection date for first monthly fee app (.6), generate Excel time summary for preparation of Sept. fee app (.2).
10/21/22	D. Reinhart	1.3	Continue drafting TCHH second monthly fee application.
10/24/22	D. Reinhart	3.7	Continue drafting TCHH second monthly fee application (2.0),

Invoice

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December 20, 2022

Invoice #3582579

Page 2

Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

			incorporate fee and hourly numbers from current CMS figures (1.0), finalize draft and send to M. Power for review (.7).
10/25/22	D. Reinhart	2.7	Review and revise second monthly fee application (.7), begin framing 1st interim and final fee application (2.0).
10/26/22	D. Reinhart	1.6	Continue drafting 1st interim and final fee application (1.6).
10/27/22	D. Reinhart	3.9	Continue drafting and revising first interim and final fee application (3.7), download and circulate hearing agenda (.2).
10/28/22	D. Reinhart	2.2	Continue drafting and revising first interim and final fee application (2.2).
11/02/22	D. Reinhart	0.5	Edits to first interim and final fee application (.5).

Total Hours	30.80
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Amount For Services	\$13,132.00
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TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
A. Abramova	0.30	\$390.00	\$117.00
M. Power	4.20	\$1,095.00	\$4,599.00
D. Reinhart	26.30	\$320.00	\$8,416.00
Total All Timekeepers	30.80	\$426.36	\$13,132.00

TOTAL DUE	\$13,132.00
------------------	--------------------

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December 20, 2022

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
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New York, New York 10022

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ACCOUNTS RECEIVABLE THIS MATTER AS OF December 20, 2022

Invoice Number	Invoice Date	Amount Billed	Amount Paid	Balance Due
3570431	10/18/22	\$416.00	\$332.80	\$83.20
3576474	11/16/22	\$3,008.00	\$0.00	\$3,008.00
			TOTAL:	<u>\$3,091.20</u>



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December 20, 2022

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December 20, 2022
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For Legal Services Rendered in Connection With:
Avoidance Actions
TC File: 71278 / 221873

10/03/22 A. Abramova 1.1 Review motion for standing and complaint

Total Hours 1.10
Amount For Services \$429.00

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
A. Abramova	1.10	\$390.00	\$429.00
Total All Timekeepers	1.10	\$390.00	\$429.00

TOTAL DUE	\$429.00
------------------	-----------------

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December 20, 2022

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December 20, 2022
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For Legal Services Rendered in Connection With:
Litigation
TC File: 71278 / 221874

10/04/22	J. Orbach	0.3	Reviewing Debtors and PIMCO letters re Customer Bank issues and claims/counterclaims
10/10/22	M. Power	0.5	Email exchange with J Vinni, M Indelicato and P Noring re upcoming sale bid and plan deadlines and open issues remaining in case; emails with A Abramova re postponing Wednesday's Committee call
Total Hours			0.80
Amount For Services			\$765.00

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
J. Orbach	0.30	\$725.00	\$217.50
M. Power	0.50	\$1,095.00	\$547.50
Total All Timekeepers	0.80	\$956.25	\$765.00

TOTAL DUE	\$765.00
------------------	-----------------

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December 20, 2022

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December 20, 2022
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Federal Tax ID 43-0666662

For Legal Services Rendered in Connection With:
Plan and Disclosure Statement
TC File: 71278 / 221875

10/01/22	A. Abramova	1.1	Review amended plan (.4), call with Dentons and GT re amended plan (.5) and discuss same with M. Indelicato and J. Schwartz (.2)
10/01/22	M. Indelicato	1.9	Revise and edit Plan to address Committee settlement (1.30); teleconf with GT and Dentons to review open issues to finalize settlement (.60)
10/01/22	J. Schwartz	1.6	Reviewing PIMCO comments to Plan (.5); call with Debtors' counsel and PIMCO counsel regarding comments to Plan and outstanding issues (.6); call with M. Indelicato and A. Abramova regarding outstanding issues with Plan (.2); review Committee Letter in Support of Plan and provide for Debtors' counsel and PIMCO counsel regarding same (.3)
10/03/22	A. Abramova	2.5	Review amended plan (2.1) and call with M. Indelicato and J. Schwartz re same (.4)
10/03/22	M. Indelicato	2.6	Review latest draft of Plan and discuss potential changes (2x) with JS (.90); review additional changes (.70); teleconf with E. Howee re Committee and concerns of DIP lenders (.20); review GT changes (.60); teleconf with JS re same and issues (.20)
10/03/22	J. Orbach	0.4	High level review of plan changes and emails with M Power and M Indelicato re same
10/03/22	M. Power	2.5	Review M. Indelicato's markup of the Debtors' revised plan and disclosure statement and call Indelicato to discuss same, review revised combined plan and disclosure statement and email team with questions, review and comment on draft Committee recommendation letter, email team re including language in the DS order extending the Committee's challenge period, email exchange with Tania Moyron and Eric Howe re plan comments
10/03/22	J. Schwartz	8.1	Call with M. Indelicato and A. Abramova regarding plan and disclosure statement issues and review (.3), reviewing plan and disclosure statement and drafting comments regarding same (2.2),

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Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

			call with M. Indelicato regarding plan issues (.4), reviewing and revising plan and disclosure statement (3.4), call with M. Indelicato regarding plan issues (.6), draft additional revisions to Plan and Disclosure Statement regarding M. Indelicato comments (.7), reviewing PIMCO revised version of plan and revisions to Committee comments (.3), and calls with M. Indelicato regarding PIMCO comments to Plan (.2)
10/04/22	A. Abramova	0.2	Review changes to plan
10/04/22	M. Indelicato	2.2	Revise and edit latest draft of the Plan (1.40); several meetings with JS re issues and proposed changes (.80)
10/04/22	M. Power	2.8	Review Greenberg's proposed comments to the plan and disclosure statement (.4), review J Schwartz's email with team's comments to Greenberg's proposed changes and email team with my additional comments and questions (.50), email exchange with team re extending the challenge period until the plan effective date (.3), revised proposed extension language to Challenge Period to be included in the DS order (.7), review Ben Hackman's email with his questions on the disclosure statement (.3), email exchange with Tania Moyron, Eric Howe, and M. Indelicato re revisions to combined plan and disclosure statement and timing (.6)
10/04/22	J. Schwartz	3.9	Reviewing and revising plan regarding PIMCO comments and adding comments from M. Indelicato and M. Power regarding same (2.6) and reviewing PIMCO further comments to Plan and call with M. Indelicato regarding same (1.3)
10/05/22	M. Indelicato	2.8	Revise and edit latest draft Plan including GT and Denton's comments (1.30); teleconf with JS re same (.20); teleconf with JS and E. Howee re comments to Plan and issues (.70); teleconf with MTP re same (.10); review proposed comments from Customers' counsel and Barclay's counsel (.30); teleconf with C. Montgomery re release provisions (.10); review language (.10)
10/05/22	M. Power	3.2	Review Eric Howe's and Denton's mark up language to the combined plan and disclosure statements and email comments on same (.80), modify proposed release language and circulate same (.7), discussion with M Indelicato and J Schwartz re their call with Eric Howe (.2), draft and circulate language for the disclosure statement order extending the challenge period with respect to the Cash Flow DIP Lender and sign off on changes with Dentons and Greenberg (.70), email from Tania Moyron re Ben Hackman's comments (.2), separate email from Ben Hackman re his questions on the plan and disclosure statement and M Indelicato's response email (.4), review Freddie Mac's plan comments (.2)
10/05/22	J. Schwartz	2.6	Reviewing PIMCO comments to Plan and Disclosure Statement (1.6), call with M. Indelicato regarding Plan issues (.3), call with M. Indelicato and PIMCO counsel regarding Plan issues (.4), and call with M. Indelicato and M. Power regarding Plan issues (.3)
10/06/22	A. Abramova	1.6	Review edits to plan

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Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

10/06/22	M. Indelicato	0.6	Meet with JS and AA re changes to Plan and Disclosure order (.60)
10/06/22	M. Indelicato	1.5	Review and edit Plan and Disclosure order (1.5)
10/06/22	M. Indelicato	0.4	Review and respond to emails re Plan and Disclosure order comments and issues (.40)
10/06/22	M. Indelicato	0.4	Work with JS re Committee support letter (.40)
10/06/22	J. Schwartz	1.9	Reviewing disclosure statement order and exhibits and meeting with M. Indelicato regarding same (.6), reviewing revised draft of disclosure statement and plan (.7), and reviewing Committee letter in support of Plan and provide final copy for Debtors' counsel regarding same (.6)
10/07/22	M. Indelicato	0.4	Review order and provision related to settlement
10/07/22	M. Power	1.2	Quick review of final version of combined plan and disclosure statement
10/07/22	J. Schwartz	1.3	Reviewing order granting interim approval of Disclosure Statement (.3), reviewing solicitation package as approved by Court and discussion with A. Abramova regarding same (.6), and reviewing Notices of Non-Voting Status filed on docket (.4)
10/16/22	M. Power	1.0	Zoom Conference call with Dentons and Pachulski teams and M. Indelicato to discuss plan confirmation issues including WARN Act claim reserve issue and potential settlement, Tam Qui amended proof of claim for \$80MM and Debtors' proposed objection and status of Debtors' responses to the MassMutual and TIAA motions to compel assumption or rejection and the various notices of administrative expense claims, review Tania Moyron's summary chart of the asserted admin expense claims and M. Indelicato's email forwarding same to A. Abramova and J. Schwartz
10/17/22	M. Indelicato	2.4	Meet with MTP and teleconf with D. Galfus re creditor representative and oversight committee (.30), review plan supplement and teleconf with AA re same (.80), review debtors' motion to limit Qui Tam claim for plan voting purposes (.40), and review issues re same (.90)
10/17/22	M. Power	1.0	Review plan supplements filed by the Debtors Friday night, Review Tania Moyran's email response on Debtors' draft objection to Tan Qui \$80MM claim and the Committee submitting a joinder
10/17/22	J. Schwartz	1.9	Reviewing Plan Supplement and attachments (1.1), and reviewing Liquidating Trust Agreement (.8)
10/18/22	M. Indelicato	1.5	Review Trust agreement and confer with JS re issues
10/18/22	J. Schwartz	2.1	Reviewing Liquidating Trust Agreement and providing comments regarding same (.9), legal research regarding template liquidating trust agreements to use in FGMC case (.6), and reviewing and revising Notice regarding committee representative for oversight committee (.6)
10/19/22	A. Abramova	1.0	Review plan and voting record date information and discuss plan voting issues with M. Indelicato
10/19/22	M. Indelicato	1.3	Review issues raised by U.S. Trustee re concerns on the Plan (1.10),

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Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

			and meet with JS re same (.20)
10/19/22	M. Power	0.8	Review Tania Moyron's email response on issue with Committee members voting their full claim because the record date is before the bar date, email exchange with M. Indelicato re same, review Mass Mutual's objection to the cure statement
10/19/22	J. Schwartz	5.2	Reviewing pleadings and drafting Joinder to Debtors objection to Qui Tam proof of claim (4.4), and reviewing UST comments to Plan and meeting with M. Indelicato regarding same (.8)
10/20/22	M. Indelicato	0.8	Review Committee joinder to Debtors' motion to set claim for voting purposes (.60), and teleconf and emails with JS re same (.20)
10/20/22	J. Schwartz	6.3	Legal research and drafting joinder to Debtors objection to qui tam and provide draft for TCHH team regarding same (5.7), and reviewing liquidating trust agreement (.6)
10/21/22	M. Indelicato	0.3	Review changes to joinder of Debtors' motion to limit voting
10/24/22	M. Indelicato	2.3	Review Debtors' objection to Qui Tam motion for relief from the stay (.50), review Qui Tam response to voting objection (.60), teleconf with AA and JS re same and potential joinder (.30), teleconf with JS re liquidating trust agreement (.10), and begin review of same (.80)
10/24/22	J. Schwartz	3.8	Call with M. Indelicato regarding liquidating trust agreement (.1), review and revise liquidating trust agreement and provide comments for M. Indelicato and M. Power regarding same (3.4), and calls with A. Abramova and M. Indelicato regarding outstanding issues with Plan and Qui Tam (.3)
10/25/22	A. Abramova	1.0	Review additional language to the plan
10/25/22	M. Indelicato	2.5	Review and edit Trust agreement (1.40) and meet with JS re same (.30), meet with AA re Qui Tam motions, debtors' response and Qui Tam response (.20), and address property of the estate issue (.60)
10/25/22	J. Orbach	1.2	Internal team meeting re plan/confirmation issues including winddown budget and trust funding (1); Reviewing Debtors updated winddown budget (.20)
10/25/22	M. Power	2.0	Emails from Tania Moyron with proposed language for the confirmation order from the US and the IRS (.5), internal team meeting to discuss the plan confirmation issues, liquidating trust agreement and objections (1.0), review Joe Vizzini's email and FTI updated cash flow and liquidating trust proposed budget (.5)
10/25/22	J. Schwartz	1.8	Meeting with M. Indelicato re comments to liquidating trust agreement (.60), meeting with TCHH team re outstanding confirmation issues and strategy (1.20)
10/26/22	A. Abramova	0.7	Review plan documents
10/26/22	M. Power	0.7	Review limited objections to the plan filed by FNMA and Flagstar, review Ben Hackman's email with his point-by-point issues with the plan and discuss same with M Indelicato
10/26/22	J. Schwartz	1.7	Reviewing objections to plan and disclosure statement filed by various interested parties (1.7)

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Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

10/27/22	M. Indelicato	2.9	Review and comment on draft confirmation order (1.40), review draft plan changes and issues with the LTA (1.20), meeting with J. Schwartz re same (.30)
10/27/22	M. Power	0.9	Multiple emails with Dentons and Greenberg re revisions to confirmation order and plan supplement, begin review of same, discuss same with M Indelicato and J Schwartz
10/27/22	J. Schwartz	3.4	Call with TCHH and Dentons teams regarding outstanding Plan issues (1.2), meeting with M. Indelicato and A. Abramova regarding plan objections (.3), reviewing Lynx objection to plan (.3), reviewing U.S. Trustee objection to Plan and discuss with M. Indelicato regarding same (.7), reviewing BRG updated recovery analysis and discuss with M. Indelicato regarding same (.3), and reviewing confirmation hearing binder and provide instructions for D. Ullo regarding assembling documents for hearing (.6)
10/28/22	M. Indelicato	3.5	Review additional objections to confirmation (.60), teleconferences with J. Schwartz and A. Abramova and issues raised by customer (.30), review changes to LTA agreement (.90), review emails from J. Schwartz and M. Power re same (.30), review zip file and motion in preparation for confirmation hearing (1.40)
10/28/22	M. Power	5.2	Review ballot certification (.3), zoom call with Dentons to discuss Pimco's desire to holdoff on closing sale of IP assets and budget issues (.80), review, revise and circulate my comments to the revised drafts of the confirmation order and liquidating trust agreement and Greenberg's draft of the plan amendments (3.8), review, comment on and sign off on additional language to confirmation order requested by the IRS and USA (.3)
10/28/22	J. Schwartz	5.9	Reviewing confirmation order and provide comments regarding same (1.2), call with M. Indelicato regarding comments to confirmation order and revising confirmation order regarding same (.9), reviewing Cash Flow DIP Lender comments to confirmation order and calls with M. Indelicato regarding same (.5), reviewing M. Power comments to confirmation order, combine with other comments, and send cumulative redline to debtors' counsel regarding same (.8), reviewing M. Power comments regarding liquidating trust agreement (.3), reviewing Debtors' brief in support of confirmation (.9), reviewing Cash Flow DIP Lender additional comments to confirmation order (.2), reviewing Estrada voting declaration (.3), reviewing Samples and Meerovich declarations in support of confirmation (.6), and calls with M. Indelicato regarding outstanding comments to Plan and Disclosure Statement (.2)
10/29/22	M. Indelicato	2.8	Review LTA (.40), review and address email re proposed changes (.20), several teleconferences with M. Power re same (.20), review objections and issues to address at confirmation (.70), prepare for confirmation hearing (1.30)
10/29/22	M. Power	1.5	Draft and circulate revised language concerning the creditor representative for liquidating trust agreement, review Eric Howe

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Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

			response email and comments, call with Eric Howe to discuss the two different language proposals
10/29/22	J. Schwartz	2.5	Reviewing comments to confirmation order and plan and emails with M. Indelicato and M. Power regarding same (2.5)
10/30/22	M. Indelicato	7.3	Review affidavits and confirmation brief in support of plan (2.70), review objections and issues to address confirmation (1.30), review LTA and changes (.70), teleconference with BRG, M. Power and J. Schwartz to address changes to LTA, plan and confirmation order (.60), teleconference with T. Mayron re same (.20), teleconference with FTI, Dentons and GT re open issues (.80), review emails with changed documents re same (.80), teleconference with M. Power re same (.20)
10/30/22	M. Power	1.2	Draft and circulate suggested alternative language for liquidating trust agreement with respect to the creditor representative authority and email with Eric Howe signing off of same (.5), attention to numerous emails M Indelicato, Dentons and Greenberg re proposed revisions to the plan and confirmation order and call with M Indelicato to discuss (.70)
10/30/22	J. Schwartz	4.8	Calls with M. Indelicato regarding comments to plan and strategy (.4), call with Committee professionals regarding comments to Plan (.4), drafting comments to Plan regarding call with Committee professionals (.5), and reviewing and assembling all documents for 10.31 confirmation hearing (3.5)
10/31/22	A. Abramova	8.5	Prepare for confirmation hearing (4.5), attend confirmation hearing (4)
10/31/22	M. Indelicato	11.1	Review latest draft of the confirmation order and LTA agreement with comments from GT and Dentons (1.40), review affidavits in support of confirmation and potential questions (.60), review various objections and issues raised by Debtor in preparation for the confirmation hearing (.90), review and prepare for confirmation issues with the WARN claim and the Qui Tam claim (1.80), several teleconfs with Dentons and GT together and separately to negotiate final changes to the LTA, the Plan and the confirmation order (.90), review and analyze various emails with modified language (.90), review issues raised by Customers bank in objecting to confirmation (.40), attend confirmation hearing and negotiate various resolutions with the Debtor, DIP Lender and various objecting parties (3.50), review and discuss language on potential WARN settlement with JS (.40), review emails from E. Schnabel to address Customers objection (.30)
10/31/22	M. Power	8.5	Review and negotiate revised language in plan, confirmation order and liquidating trust agreement and two conference calls with Greenberg and Dentons and FTI to discuss same (4.0), attend in person confirmation hearing (4.0), review and comment on J Schwartz' draft language addressing WARN Act claim reserve language for the plan (.5)
10/31/22	J. Schwartz	8.7	Preparation for confirmation hearing reviewing confirmation documents and calls with Debtors counsel and Cash Flow DIP Lender

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Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

			counsel regarding same (4.0), attendance and participation in confirmation hearing (4.0), drafting plan language regarding WARN Act Claim reserve (.7)
11/01/22	A. Abramova	1.3	Review amended language to plan (.2), draft email update to committee on confirmation hearing (.8), review updated confirmation order (.3)
11/01/22	M. Power	3.2	Review J Schwartz's revised draft language for the Plan on the WARN Act claims reserve and green light sending to Dentons and Greenberg (.3), review Eric Howe's comments on draft Warn Claims reserve language and signoff on same (.3), emails with Jack Raisner and Rene Roupinian on draft reserve language (.2), call with Jack Raisner and Rene Roupinian to discuss how reserve works and walk through plan waterfall (.3), review Rene Roupinian's email with draft comments to the plan provisions (.2), emails with Eric Howe and Tania Moyron re comments on WARN Claims counsel's markup (.2), follow up emails with Jack Raisner to explain Eric Howe's comments and claims reserve process (.2), review, edit and circulate to E Howe, T Moyron and J Raisner comments to Rene Roupinian's markup (.5), follow up emails with Jack Raisner to explain same (.1), review and sign off on Eric Schnabel's plan language for Customer's Bank (.5), review Robert Richards' email and proposed revisions to the confirmation order and sign off on same (.5)
11/01/22	J. Schwartz	2.7	Further revisions to Plan regarding WARN settlement and provide for M. Indelicato regarding same (.6), reviewing Cash Flow DIP Lender revisions to WARN settlement (.2), reviewing revised confirmation order and emails with M. Indelicato and M. Power regarding same (.8), reviewing various orders re confirmation hearing objections (.8), reviewing WARN counsel's comments to WARN settlement and emails regarding same (.3)
11/02/22	A. Abramova	0.5	Review amended plan
11/02/22	M. Power	2.2	Morning call with Jack Raisner to discuss Eric Howe's comments and claims reserve process under plan (.3), draft email to Dentons and Greenberg confirming that WARN Claims counsel is onboard with revised plan language and forward proposed final language (.5), review numerous emails re cancellation of this morning's hearing and various counsel's signoff on revised plan and revised confirmation order (.4), review and sign off on revised plan and revised confirmation order and final version of the plan and discourse statement and email J. Schwartz confirming same (1.0)
11/02/22	J. Schwartz	1.3	Reviewing further revised plan and disclosure statement to reflect comments and settlements from confirmation order (.6), reviewing blacklined plan filed on docket (.3), and review confirmation order as entered by Bankruptcy Court on docket (.4)
11/03/22	M. Power	0.2	Email exchange with Tania Moyron re status of notice of effective date (.2):
11/06/22	M. Power	1.0	Review email exchanges with Claude Montgomery and JR Smith re

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Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

changes to draft settlement term sheet between Debtors and MassMutual (.4), texts with Tania Moyron re Committee signoff on term sheet (.1), review final draft of settlement term sheet with MassMutual and signoff on same (.5)

Total Hours	182.10
Amount For Services	\$141,505.50

Expenses and Other Charges:

In addition to expenses, this section may include charges for Relativity data hosting and time-based fees for firm technology professionals.

11/01/22	For local ground transportation Home (111 Worth) / Train (Moynihan Station) beginning October 31, 2022 re taxi to train station for confirmation hearing VENDOR: Schwartz, Jacob T. INVOICE#: 5506020511011921 DATE: 11/1/2022	\$19.86
11/01/22	For local ground transportation Moynihan (train station) / Home (111 Worth) beginning October 31, 2022 re taxi home from train station for confirmation hearing VENDOR: Schwartz, Jacob T. INVOICE#: 5506020511011921 DATE: 11/1/2022	\$21.79
11/01/22	For transportation expenses for Mark S. Indelicato on October 27, 2022 in Wilmington, DE re train to/from Delaware to attend Plan confirmation hearing (10/31/22) VENDOR: Indelicato, Mark S. INVOICE#: 5522745211151205 DATE: 11/15/2022	\$228.00
Amount For Expenses and Other Charges		\$269.65

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
A. Abramova	18.40	\$390.00	\$7,176.00
M. Indelicato	51.50	\$1,095.00	\$56,392.50
J. Orbach	1.60	\$725.00	\$1,160.00
M. Power	39.10	\$1,095.00	\$42,814.50
J. Schwartz	71.50	\$475.00	\$33,962.50
Total All Timekeepers	182.10	\$777.08	\$141,505.50

TOTAL DUE	\$141,775.15
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December 20, 2022

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

Direct Correspondence To:

488 Madison Avenue
New York, NY 10022
212-478-7200
AccountsReceivable@ThompsonCoburn.com

Federal Tax ID 43-0666662

ACCOUNTS RECEIVABLE THIS MATTER AS OF December 20, 2022

Invoice Number	Invoice Date	Amount Billed	Amount Paid	Balance Due
3570432	10/18/22	\$876.00	\$700.80	\$175.20
3576475	11/16/22	\$94,831.00	\$0.00	\$94,831.00
			TOTAL:	<u>\$95,006.20</u>



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

December 20, 2022

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

Direct Correspondence To:

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\$141,775.15

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P.O. Box 18379M
St. Louis, MO 63195

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December 20, 2022
Invoice #3582583

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
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For Legal Services Rendered in Connection With:
Employee Issues
TC File: 71278 / 221876

10/03/22	J. Zawadzki	0.1	Meeting M. Indelicato re priority treatment of WARN claims (.10)
10/17/22	M. Power	0.3	Email from Larry Manning re FTI's calculation of maximum exposure for the potential WARN Act claim and forward same to team
10/18/22	A. Abramova	2.8	Research WARN act (2.2), call with TCHH team re outstanding issues and pleadings we needs to file (.6)

Total Hours	3.20
Amount For Services	\$1,493.00

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
A. Abramova	2.80	\$390.00	\$1,092.00
M. Power	0.30	\$1,095.00	\$328.50
J. Zawadzki	0.10	\$725.00	\$72.50
Total All Timekeepers	3.20	\$466.56	\$1,493.00

TOTAL DUE	\$1,493.00
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December 20, 2022

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Mortgage Corporation Chapter 11 Bankruptcy
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488 Madison Avenue
New York, New York 10022

Direct Correspondence To:

488 Madison Avenue

New York, NY 10022

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ACCOUNTS RECEIVABLE THIS MATTER AS OF December 20, 2022

Invoice Number	Invoice Date	Amount Billed	Amount Paid	Balance Due
3570433	10/18/22	\$32,012.00	\$25,609.60	\$6,402.40
3576476	11/16/22	\$2,310.50	\$0.00	\$2,310.50
			TOTAL:	<u>\$8,712.90</u>



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December 20, 2022

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Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
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Mortgage Corporation Chapter 11 Bankruptcy
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488 Madison Avenue
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For Legal Services Rendered in Connection With:
Claims Administration
TC File: 71278 / 221877

10/04/22	M. Indelicato	1.2	Review letters from PIMCO and Debtors to Customers re issues on application of collateral and failure to liquidate loans (.60); meet with AA regarding research on potential claims (.20); review case found by AA (.40)
10/13/22	M. Indelicato	0.7	Review Sourcepoint claim (.30), teleconf and meeting with AA re same (.20), and emails with BRG re same (.20)
10/14/22	M. Indelicato	1.4	Review various administrative claims filed (1.10), teleconf with AA re creating list of claims (.10), emails with BRG re affect on Plan structure and validity of claims (.20)
10/17/22	A. Abramova	4.7	Review filed admin expense claims (4.2), review objection to claim (.2), review answer to WARN act class complaint (.3)
10/17/22	M. Indelicato	1.4	Review administrative claim list prepared by the Debtor and AA re issues (.60), meet with AA re same (.30), and review issues raised by warehouse lender (.50)
10/17/22	M. Power	0.6	Review notices of administrative expense claims filed by various claimants
10/17/22	D. Ullo	1.0	Review administrative claims chart and updates to docket
10/19/22	M. Indelicato	1.8	Review objection by Debtors to TIAA motion and meet with AA re same (.80), meet with JS re joinder to Debtors' objection to Qui Tam motion and issues (.40), and address issues (.60)
10/26/22	M. Indelicato	1.5	Meet with AA and JS re Joinder to Debtors' opposition to stay relief (.40), and revise and edit Joinder (2x) and meet with AA re comments (1.10)
10/27/22	M. Indelicato	1.5	Meeting with J. Schwartz re joinder to qui tam (.20), review same (.30), review WARN class certification motion (.60), review WARN pleadings (.80)
10/28/22	M. Indelicato	0.7	Review issues related to qui tam and WARN claim to address issues in preparation for confirmation

Invoice

Payment Due Upon Receipt

December 20, 2022
 Invoice #3582584
 Page 2

Official Committee of Unsecured Creditors re First Guaranty Mortgage Corporation Chapter 11 Bankruptcy

Total Hours	16.50
Amount For Services	\$14,029.00

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
A. Abramova	4.70	\$390.00	\$1,833.00
M. Indelicato	10.20	\$1,095.00	\$11,169.00
M. Power	0.60	\$1,095.00	\$657.00
D. Ullo	1.00	\$370.00	\$370.00
Total All Timekeepers	16.50	\$850.24	\$14,029.00

TOTAL DUE	\$14,029.00
------------------	--------------------

Invoice

Payment Due Upon Receipt



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

December 20, 2022

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

Direct Correspondence To:

488 Madison Avenue
New York, NY 10022
212-478-7200
AccountsReceivable@ThompsonCoburn.com

Federal Tax ID 43-0666662

ACCOUNTS RECEIVABLE THIS MATTER AS OF December 20, 2022

Invoice Number	Invoice Date	Amount Billed	Amount Paid	Balance Due
3570434	10/18/22	\$5,365.50	\$4,292.40	\$1,073.10
			TOTAL:	<u>\$1,073.10</u>



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

December 20, 2022

Direct Correspondence To:

488 Madison Avenue
New York, NY 10022
212-478-7200
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Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

Federal Tax ID 43-0666662

REMITTANCE COPY

PAYMENT DUE UPON RECEIPT

PLEASE REFERENCE INVOICE NUMBER WITH YOUR PAYMENT

Invoice # 3582584

\$14,029.00

Please remit this copy with your check to:

Thompson Coburn LLP
P.O. Box 18379M
St. Louis, MO 63195

FOR DOMESTIC/INTERNATIONAL WIRE TRANSFER INSTRUCTIONS

PLEASE CONTACT

AccountsReivable@ThompsonCoburn.com

ACH Instructions (United States only):

NOT FOR WIRE TRANSFER USE

Account Name: Thompson Coburn LLP
Bank: U.S. Bank
ABA/Routing Number: 021052053
Account Number: 25657335

Please reference invoice number(s) with ACH or send an e-mail with the information to
AccountsReivable@ThompsonCoburn.com



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

Remit To:
P.O. Box 18379M
St. Louis, Missouri 63195

December 20, 2022
Invoice #3582585

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

ACH Instructions: (Not for Wire Transfer)
Account Name: Thompson Coburn LLP
Bank: U.S. Bank
ABA/Routing Number: 021052053
Account Number: 25657335
Please reference invoice number(s).

For Wire Transfer Instructions or Other Communications Please Contact:
488 Madison Avenue
New York, NY 10022
212-478-7200
AccountsReceivable@ThompsonCoburn.com

Federal Tax ID 43-0666662

For Legal Services Rendered in Connection With:
Investigation of Company
TC File: 71278 / 221878

10/03/22	M. Indelicato	1.5	Review latest draft from AA on potential causes of action against third parties (1.5)
10/11/22	J. Schwartz	1.8	Reviewing draft complaint provided by A. Abramova (.6), reviewing Standing Motion provided by A. Abramova (.4), and legal research regarding DOJ investigation and potential claims (.8)
10/12/22	J. Schwartz	5.2	Reviewing and revising motion for standing (5.2)
10/13/22	J. Schwartz	3.2	Reviewing and revising standing motion regarding Committee challenge (1.9), and reviewing Complaint regarding Committee challenge and revising regarding same (1.3)
11/02/22	A. Abramova	2.2	Research false claims act

Total Hours 13.90

Amount For Services \$7,345.50

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
A. Abramova	2.20	\$390.00	\$858.00
M. Indelicato	1.50	\$1,095.00	\$1,642.50
J. Schwartz	10.20	\$475.00	\$4,845.00
Total All Timekeepers	13.90	\$528.45	\$7,345.50

TOTAL DUE

\$7,345.50

Invoice

Payment Due Upon Receipt



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

December 20, 2022

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

Direct Correspondence To:

488 Madison Avenue
New York, NY 10022
212-478-7200
AccountsReceivable@ThompsonCoburn.com

Federal Tax ID 43-0666662

ACCOUNTS RECEIVABLE THIS MATTER AS OF December 20, 2022

Invoice Number	Invoice Date	Amount Billed	Amount Paid	Balance Due
3570435	10/18/22	\$28,102.50	\$22,482.00	\$5,620.50
3576477	11/16/22	\$110,740.50	\$0.00	\$110,740.50
			TOTAL:	<u>\$116,361.00</u>



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

December 20, 2022

Direct Correspondence To:

488 Madison Avenue
New York, NY 10022
212-478-7200
AccountsReivable@ThompsonCoburn.com

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

Federal Tax ID 43-0666662

REMITTANCE COPY

PAYMENT DUE UPON RECEIPT

PLEASE REFERENCE INVOICE NUMBER WITH YOUR PAYMENT

Invoice # 3582585

\$7,345.50

Please remit this copy with your check to:

Thompson Coburn LLP
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St. Louis, MO 63195

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Account Number: 25657335

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AccountsReivable@ThompsonCoburn.com



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

Remit To:
P.O. Box 18379M
St. Louis, Missouri 63195

December 20, 2022
Invoice #3582586

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

ACH Instructions: (Not for Wire Transfer)
Account Name: Thompson Coburn LLP
Bank: U.S. Bank
ABA/Routing Number: 021052053
Account Number: 25657335
Please reference invoice number(s).

For Wire Transfer Instructions or Other Communications Please Contact:
488 Madison Avenue
New York, NY 10022
212-478-7200
AccountsReceivable@ThompsonCoburn.com

Federal Tax ID 43-0666662

For Legal Services Rendered in Connection With:
Non-Working Travel
TC File: 71278 / 221880

10/31/22	A. Abramova	5.0	Travel to Delaware for confirmation hearing
10/31/22	M. Power	2.5	Travel to and from New York Penn Station to Wilmington DE to attend confirmation hearing (@50%)
10/31/22	J. Schwartz	5.0	Travel to and from Delaware confirmation hearing (5.0)
Total Hours			12.50
Amount For Services			\$ -0-

TIME SUMMARY BY TIMEKEEPER

Timekeeper	Hours Worked	Billed Per Hour	Bill Amount
A. Abramova	5.00	\$ -0.00	
M. Power	2.50	\$ -0.00	
J. Schwartz	5.00	\$ -0.00	
Total All Timekeepers	12.50	\$ -0.00	

TOTAL DUE

\$ -0-

Invoice

Payment Due Upon Receipt



Thompson Coburn LLP dba Thompson Coburn Hahn & Hessen

December 20, 2022

Direct Correspondence To:

488 Madison Avenue
New York, NY 10022
212-478-7200
AccountsReivable@ThompsonCoburn.com

Official Committee of Unsecured Creditors re First Guaranty
Mortgage Corporation Chapter 11 Bankruptcy
c/o Thompson Coburn Hahn & Hessen LLP
488 Madison Avenue
New York, New York 10022

Federal Tax ID 43-0666662

REMITTANCE COPY

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PLEASE REFERENCE INVOICE NUMBER WITH YOUR PAYMENT

Invoice # 3582586

\$ -0-

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St. Louis, MO 63195

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Account Number: 25657335

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AccountsReivable@ThompsonCoburn.com

EXHIBIT BIn re First Guaranty Mortgage Corporation, et al. - Case No. 22-10584
Itemization of TCHH Expenses October 1 - November 6, 2022

Date	TKPR Name	Matter	Narrative	Amount
<u>147 - Searches</u>				
10/27/2022	Owens, Jennifer P.	221870 - Investigation of Liens	re lien charges and state local taxes re First Guaranty Mortgage Corporation (Virginia); VENDOR: CT Corporation//CT Lien Solutions INVOICE#: 03721787 DATE: 9/15/2022	\$51.40
SUBTOTAL.....				\$51.40
<u>425 - Local Ground Transportation</u>				
11/1/2022	Schwartz, Jake	221875 - Plan and Disclosure Statement	Home (111 Worth) / Train (Moynihan Station) beginning October 31, 2022 re taxi to train station for confirmation hearing VENDOR: Schwartz, Jacob T.	\$19.86
11/1/2022	Schwartz, Jake	221875 - Plan and Disclosure Statement	Moynihan (train station) / Home (111 Worth) beginning October 31, 2022 re taxi home from train station for confirmation hearing VENDOR: Schwartz, Jacob T.	\$21.79
SUBTOTAL.....				\$41.65
<u>389 - Transportation Expenses</u>				
11/8/2022	Abramova, Aleksandra	221865 - General	Aleksandra Abramova on October 31, 2022 in New York, NY re aMTRAK to/from FGMC Confirmation Hearing in Wilmington, DE for AA and JTS VENDOR: Abramova, Aleksandra	\$456.00
11/15/2022	Indelicato, Mark S.	221875 - Plan and Disclosure Statement	Mark S. Indelicato on October 27, 2022 in Wilmington, DE re train to/from Delaware to attend Plan confirmation hearing (10/31/22) VENDOR: Indelicato, Mark S.	\$228.00
SUBTOTAL.....				\$684.00
GRAND TOTAL.....				\$777.05

Exhibit C**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES
FOR FIRST AND FINAL INTERIM PERIOD**

Thompson Coburn Hahn & Hessen's hourly rates for bankruptcy services are comparable or less than the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Thompson Coburn Hahn & Hessen's hourly rates for bankruptcy services are comparable to the rates charged by the firm, and by comparably skilled practitioners in other firms, for complex corporate and litigation matters, whether in court or otherwise, regardless of whether a fee application is required.

<u>Category of Timekeeper</u> (as maintained by the Firm)	<u>Blended Hourly Rate</u>⁷	
	Billed Firm-wide for preceding calendar year	Billed In this Application
Partner	\$561.00	\$1,042.91
Associate	\$361.00	\$426.35
Paralegal	\$206.00	\$319.83
Aggregated:	\$495.00	\$691.93

⁷ Consistent with ¶ C.3 of the Appendix B Guidelines, the blended hourly rates set forth in Exhibit A are calculated by dividing the dollar value of hours billed by the number of hours billed for the relevant timekeepers during the applicable time period. Exhibit A also segregates the timekeepers applicable to this engagement by rank using the categories set forth in "Exhibit A" to the Appendix B Guidelines. The data for the "preceding year" is based on information from TCHH's last completed calendar year ending December 31, 2021.

In addition, as requested by ¶ C.3 of the Appendix B Guidelines, the blended hourly rates identified in Exhibit A for non-bankruptcy timekeepers at TCHH includes discounted or alternative engagements, other than pro bono engagements and engagements for clients who are employees or charitable organizations that are billed at materially discounted rates.

EXHIBIT D-1**COMPENSATION BY PROFESSIONAL PERSON**

Name of Professional	Position & Department	Year First Admitted	Billing Rate(s)	BILLED IN THIRD MONTHLY PERIOD (October 1 – November 6, 2022)		BILLED IN ENTIRE COMPENSATION (July 14 – November 6, 2022)		No. of Rate Increases Since Case Inception
				HOURS	FEES	HOURS	FEES	
Abramova, Aleksandra	Associate - (Bankruptcy & Restructuring))	2020	\$390	68.30	\$24,687.00	318.30	\$122,187.00	0
Figueiredo, Janine M.	Partner - (Bankruptcy & Restructuring)	2003	\$850	0.00	\$0.00	22.50	\$19,125.00	0
Grubman, Don. D.	Partner - (Securities & Tax)	1980	\$880	0.00	\$0.00	3.90	\$3,607.50	0
Indelicato, Mark S.	Partner - (Bankruptcy & Restructuring)	1986	\$1095	81.60	\$89,352.00	328.00	\$359,160.00	0
Orbach, Joseph	Partner (Bankruptcy & Restructuring)	2008	\$725	2.50	\$1,812.50	78.20	\$56,695.00	
Power, Mark T.	Partner - (Bankruptcy & Restructuring)	1989	\$1095	79.10	\$83,877.00	293.90	\$319,083.00	0
Schwartz, Jacob T.	Associate - (Bankruptcy & Restructuring)	2018	\$400	104.10	\$47,072.50	443.50	\$208,287.50	0
Wang, Jessica F..	Associate - (Corporations & Finance))	2018	\$475	0.00	\$0.00	2.00	\$950.00	0
Ullo, Danielle A.	Law Clerk (Bankruptcy & Restructuring)	Pending	\$370	28.90	10,693.00	110.00	\$40,700.00	
Zawadzki, Jeffrey	Associate - (Bankruptcy & Restructuring)	2004	\$690	.10	\$72.50	1.40	\$1,015.00	0
	Attorney Subtotal:	364.60	\$257,566.50	1,601.70	\$1,130,810.00	
Owens, Jennifer	Paralegal (Corporations & Finance))	N/A	\$300	0.00	0.00	.5	\$150.00	n/a
Reinhart, David	Paralegal – (Bankruptcy & Restructuring)	N/A	\$320	28.00	\$8,960.00	60.10	\$19,232.00	n/a
	Paraprofessional Subtotal:			28.00	\$8,960.00	60.60	\$19,382.00	
	TOTAL REQUESTED:			392.60	\$266,526.50	1,662.30	\$1,150,192.00	
Blended Rate for Attorneys				\$ 706.44		\$ 706.01		
Blended Rate for All Timekeepers				\$ 678.88		\$ 691.93		

EXHIBIT D-2**COMPENSATION BY PROJECT CATEGORY**

<u>Code</u>	Project Category <i>(as maintained by the Firm)</i>	THIRD MONTHLY PERIOD <i>(October 1, 2022 – November 6, 2022)</i>		ENTIRE/FINAL COMPENSATION PERIOD <i>(July 15, 2022 – November 6, 2022)</i>	
		<u>Hours</u>	<u>Fees</u>	<u>Total Hours</u>	<u>Total Fees Sought</u>
221865	General Administrative	78.90	\$39,488.50	365.90	\$249,578.50
221866	Creditors' Committee (Internal/Creditor Communications)	42.90	\$38,437.00	281.10	\$208,447.00
221867	Retentions	0.00	\$0.00	16.90	\$17,095.50
221868	DIP/Cash Collateral	1.60	\$1,318.00	89.00	\$67,100.50
221869	Executory Contracts/Leases	2.60	\$2,776.50	3.70	\$3,558.00
221870	Investigation of Liens	0.00	\$0.00	109.40	\$9,715.50
221871	Sales of Assets	5.70	\$5,807.50	121.80	\$88,336.00
221872	Professional Fees	30.80	\$13,132.00	41.50	\$16,556.00
221873	Avoidance Actions	1.10	429.00	1.1	429.00
221874	Litigation	0.80	765.00	0.80	\$765.00
221875	Plan and Disclosure Statement	182.10	141,505.50	302.90	\$237,212.50
221876	Employee Issues	3.20	\$1,493.00	44.00	\$35,815.50
221877	Claims Admin	16.50	\$14,029.00	21.40	\$19,394.50
221878	Investigation of Company	13.90	\$7,345.50	250.30	\$146,188.50
221880	Non-Working Travel	12.50	\$0.00	12.50	\$0.00
Total:		392.60	\$266,526.50	<u>1,662.30</u>	<u>\$1,150,192.00</u>

EXHIBIT D-3**EXPENSES BY CATEGORY⁸**

Code	Category/Description	Service Provider (if applicable)	Third Monthly Period	Entire/Final Compensation Period
CAR	Carfare	Vital Transportation, Inc.; Skyline Credit Ride, Inc.; taxi reimbursement	\$41.65	\$41.65
TRAV	Transportation	<i>[Attorney card reimbursement]</i>	\$684.00	\$684.00
UCC	UCC certification fees	CT Corporation	\$51.40	\$51.40
Total:			<u>\$ 777.05</u>	<u>\$ 777.05</u>

⁸ An itemized list of these expenses is included as Exhibit B to this fee application.

EXHIBIT E**Budget and Staffing Monthly Plan**Budget for 1st and Final Interim period (July 15, 2022 – November 6, 2022)

Matter		Estimated Hours	Estimated Fees (Avg \$700/hr)
	General/Case Administration	10	\$7,000
2.	Creditors' Committee	40	\$28,000
3.	Retentions	5	\$3,500
4.	Executory Contracts/Leases	20	\$14,000
5.	Financing/Cash Collateral	20	\$14,000
6.	Investigation of Liens	20	\$14,000
7.	Asset and Lease Sales	40	\$28,000
8.	Relief from Stay/Adeq Protection	5	\$3,500
9.	Professional Fees (Int'l)	20	\$14,000
10.	Professional Fees (Other)	5	\$3,500
11.	Avoidance Actions	NA	
12.	Litigation	NA	
13.	Plan & Disclosure Statement	200	\$140,000
14.	Employee Benefits and Pension Issues	10	\$7,000
15.	Claims Admin & Objection	50	\$35,000
16.	Investigation of Company (Asset Analysis and Recovery)	10	\$7,000
17.	Tax Matters	NA	
18.	Budgeting (Case)	3	\$2,100
19.	Non-Working Travel	NA	
Total:		458	\$320,600

EXHIBIT F

Responses to Fee Guidelines Questionnaire

RESPONSES TO FEE GUIDELINES QUESTIONNAIRE

The following is provided in response to the questions set forth in Section C.5 of the Guidelines:

Question	Response	Explanation
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.	No	N/A
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?	No	N/A
Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?	Yes	This application includes 26.30 hours for fee application preparation and related work.
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information?	No	N/A
<p>If the fee application includes any rate increases since retention:</p> <p>i. Did your client review and approve those rate increases in advance?</p> <p>ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA formal Ethics Opinion 11-458?</p>	N/A - this fee application does not include any rate increases.	N/A

EXHIBIT G

Certification

Mark T. Power, Esq.
Mark S. Indelicato, Esq.
THOMPSON COBURN HAHN & HESSEN LLP
488 Madison Avenue, Suite 1400
New York, New York 10022
(212) 478-7200 / (212) 478-7400 fax
mpower@thompsoncoburn.com
mindelicato@thompsoncoburn.com
Co-Counsel to the Official Committee of Unsecured Creditors

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

-----X
In re: Chapter 11

FIRST GUARANTY MORTGAGE Case No. 22-10584 (CTG)
CORPORATION, *et al.*,¹

(Jointly Administered)

Debtors.

Hearing Date: January 26, 2023 at 3:00 PM (ET)
Obj. Deadline: January 11, 2023 at 4:00 PM (ET)
-----X

CERTIFICATION OF MARK T. POWER

I, MARK T. POWER, hereby certify that:

1 I am a Member of the law firm of Thompson Coburn Hahn & Hessen LLP
("TCHH"), which maintains offices at 488 Madison Avenue, New York, New York 10022.

2 This certification is submitted in support of the foregoing First Interim and
Final Fee Application of Thompson Coburn Hahn & Hessen LLP for Allowance of
Compensation and Reimbursement of Expenses from July 15, 2022 through November 6,
2022 (including Third Monthly Period of October 1, 2022 – November 6, 2022) (the
"Application") as co-counsel to the Official Committee of Unsecured Creditors.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: First Guaranty Mortgage Corporation (9575); and Maverick II Holdings, LLC (5621). The Debtors' mailing address is 5800 Tennyson Parkway, Suite 450, Plano, TX 75024.

3 I have personally performed many of the services rendered by TCHH and am thoroughly familiar with all other services performed on behalf of the Debtors by the lawyers and paraprofessionals in my firm.

4 The facts contained in the Application are true and correct to the best of my knowledge, information and belief.

5 The fees and disbursements requested in the Application are in accordance with practices customarily employed by TCHH and generally accepted by TCHH's clients.

6 No agreement or understanding exists between TCHH and any other person, persons or parties to share in any compensation received in connection with these cases, except as with respect to the terms of partnership agreements with members of TCHH.

7 To the best of my knowledge, information and belief, the Application substantially complies with the Local Rules.

/s/ Mark T. Power

Mark T. Power

EXHIBIT H

Retention Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

FIRST GUARANTY MORTGAGE
CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 22-10584 (CTG)

(Jointly Administered)

Re. Docket No. 349; 447

**ORDER PURSUANT TO SECTION 327(A) OF THE BANKRUPTCY CODE, RULE 2014
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
AND LOCAL RULE 2014-1 FOR ENTRY OF AN ORDER AUTHORIZING
EMPLOYMENT AND RETENTION OF THOMPSON COBURN HAHN AND HESSEN
LLP AS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS, *NUNC PRO TUNC* TO JULY 15, 2022**

Upon the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) for entry of an order, pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Bankruptcy Rules 2014-1, authorizing the employment and retention of Thompson Coburn Hahn & Hessen LLP (“TCHH”) as counsel to the Committee *nunc pro tunc* to July 15, 2022, the date the Committee interviewed and selected TCHH, pursuant to the terms of the Application; and granting such other relief as is just and proper, all as more fully set forth in the Application; and the Court having reviewed the Application, and the Power Declaration; and the Court being satisfied with the representations made in the Application and the Power Declaration, and it appearing that notice of the Application has been given to the Office of the United States Trustee, counsel to the Debtors and other parties in interest and those entities filing notices of appearance pursuant to Bankruptcy Rule 2002 and that no further notice need be

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: First Guaranty Mortgage Corporation (9575); and Maverick II Holdings, LLC (5621). The Debtors’ mailing address is 5400 Tennyson Parkway, Suite 450, Plano, TX 75024.



2210584220914000000000006

given; and it appearing that this Court has jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these cases and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court being satisfied based upon the representations made in the Application and the Power Declaration that (i) the employment of TCHH is necessary and in the best interest of the Debtors' estate, (ii) TCHH serves no interest adverse to the Committee and the Debtors' estate, and (iii) TCHH is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code; and after due deliberation, and sufficient cause appearing therefor; it is hereby:

ORDERED, ADJUDGED, AND DECREED that:

1. The Application is GRANTED to the extent set forth herein.
2. Pursuant to section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014(a), and Local Bankruptcy Rules 2014-1, the Committee is authorized to employ and retain TCHH, effective *nunc pro tunc* to the July 15, 2022, to serve as its counsel in these Chapter 11 Cases, in accordance with the Application and this Order, to perform the services described in the Application.
3. TCHH shall make appropriate application to this Court, and shall be compensated, in accordance with the provisions of Bankruptcy Code sections 330 and 331, the applicable Bankruptcy Rules, the Local Rules and orders of this Court with respect to compensation of professionals. TCHH also intends to make a reasonable effort to comply with the U.S. Trustee's request for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013*, both in connection with

the Application and any interim and final fee applications to be filed by TCHH in these Chapter 11 Cases.

PROFESSIONAL COMPENSATION

4. During these Chapter 11 Cases, TCHH will file applications for allowance of compensation and reimbursement of actual and necessary expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, and any orders of this Court, for all services performed and expenses incurred as attorneys for the Committee.

5. Pursuant to section 328(a) of the Bankruptcy Code, the Committee may retain TCHH on any reasonable terms and conditions. *See* 11 U.S.C. § 328(a). The Committee and TCHH have agreed that TCHH will be paid its customary hourly rates for services rendered that are in effect from time to time, as set forth in the Power Declaration, and that it will be reimbursed according to TCHH's customary reimbursement policies. The Committee believes that the proposed terms of TCHH's retention are reasonable.


6. In addition to payment of TCHH's fees, TCHH will also seek reimbursement for actual, necessary expenses pursuant to section 330(a)(1)(B) of the Bankruptcy Code.

7. Prior to applying any increases in its hourly rates beyond the rates set forth, TCHH shall provide ten days' notice of any such increases to the Debtors, the United States Trustee, and the Committee and file such notice with the Court. TCHH acknowledges that the United States Trustee retains all rights to object to such rate increase, and the Court retains the right to review any rate increase.

8. The Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order.

9. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: September 14th, 2022
Wilmington, Delaware



CRAIG T. GOLDBLATT
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

I hereby certify that on December 21, 2022, I served or caused to be served the *First Interim and Final Fee Application of Thompson Coburn Hahn & Hessen LLP as Co-Counsel to the Official Committee of Unsecured Creditors of First Guaranty Mortgage Corporation, et al. for Compensation and Reimbursement of Expenses for the Period from July 15, 2022 Through October 31, 2022 (Including Third Monthly Period of October 1 Through November 6, 2022)*, to be made upon the Notice Parties (as defined in the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 268] listed on the attached Service List A, via first class mail and electronic mail.

I further certify that on December 21, 2022, a copy of the *Notice of Application* was served by CM/ECF upon those parties registered to receive such electronic notifications in these cases and upon all parties on the 2002 service list attached hereto as Service List B via first class mail or electronic mail, as indicated thereon.

Dated: December 21, 2022

/s/ Regina Stango Kelbon

Regina Stango Kelbon

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