

**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	Chapter 11
	:	
<i>In re</i>	:	Case No. 20-10418 (MEW)
	:	
JCK LEGACY COMPANY, et al.,	:	(Jointly Administered)
	:	
Wind- Down Debtors.¹	:	Related Docs. 937, 938, 939, 940,
	:	941, 942, 943, 944, 945, 946, 947, 948
-----	X	

**ORDER GRANTING SECOND INTERIM AND FINAL
 APPLICATIONS FOR ALLOWANCE OF COMPENSATION, AND
 REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon consideration of: (i) *Seventh Monthly and Final Application of Berkeley Research Group, LLC for Compensation for Services Rendered and Reimbursement of Expenses as Co-Financial Advisor to the Official Committee of Unsecured Creditors During the Period from February 26, 2020 Through September 30, 2020* [Docket No. 942]; (ii) *Second Interim and Final Fee Application of Deloitte & Touche LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Independent Auditor to the Debtors for the Period from February 13, 2020 Through September 30, 2020* [Docket No. 940]; (iii) *Final Fee Application of Dundon Advisers LLC as Financial Advisor to the Official Committee of Unsecured Creditors for Services and Disbursements for the Period of February 26, 2020 Through September 30, 2020* [Docket No. 945] (iv) *Second and Final Fee Application of Ernst & Young LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Tax Services Provider to the Debtors for the Period from February 13, 2020 Through September 30, 2020*

¹ The Wind-Down Debtors in these chapter 11 cases and the last four characters of each Wind-Down Debtor's tax identification number are: JCK Legacy Company (0478) and Herald Custom Publishing of Mexico, S. de R.L. de C.V. (5UZ1). The location of the Plan Administration Trustee's service address for purposes of these chapter 11 cases is: 1201 W. Peachtree Street, NW, Suite 500, Atlanta, Georgia 30309.



[Docket No. 943]; (v) *Application of Evercore Group L.L.C., for Second Interim and Final Allowance of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred as Investment Banker for the Debtors for the Period from February 13, 2020 Through and Including July 31, 2020* [Docket No 947]; (vi) *Final Fee Application of FTI Consulting, Inc. for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Restructuring Manager for the Period February 13, 2020 Through September 30, 2020* [Docket No. 944]; (vii) *Second and Final Application of Groom Law Group, Chartered as Special Counsel to the Debtors for (I) Interim Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from June 1, 2020 through September 30, 2020; and (II) Final Allowance of All Pre-Confirmation Date Compensation and Expenses* [Docket No. 937]; (viii) *Second Interim and Final Application of Kurtzman Carson Consultants LLC as Administrative Advisor for the Debtors for Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from February 13, 2020 Through and Including September 30, 2020* [Docket No. 939]; (ix) *Final Application of Moelis & Company LLC for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Investment Banker for the Official Committee of Unsecured Creditors for the Period from March 9, 2020 to and Including September 30, 2020* [Docket No. 941] (x) *Second Interim and Final Fee Application of Skadden, Arps, Slate, Meagher & Flom LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Debtors for (I) the Second Interim Compensation Period of June 1, 2020 Through and Including September 30, 2020, and (II) the Final Compensation Period of February 13, 2020 Through and Including September 30, 2020* [Docket No. 938]; (xi) *Second Interim and Final Fee Application of Stroock & Stroock &*

*Lavan LLP, Counsel to the Official Committee of Unsecured Creditors of JCK Legacy Company, et al., for Interim Allowance of Compensation and for Reimbursement of Expenses for Services Rendered During (I) the Second Interim Fee Period from June 1, 2020 through and including September 30, 2020, and (II) the Final Fee Period from February 26, 2020 Through and Including September 30, 2020 [Docket No. 948]; and (xii) Second and Final Application of Togut, Segal & Segal LLP as Co-Counsel for the Wind-Down Debtors, for (I) Interim Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from June 1, 2020 Through May 31, 2020; and (II) Final Allowance of All Pre-Effective Date Compensation and Expenses [Docket No. 946] (collectively, the “**Applications**”) for professional services rendered and expenses incurred; and notice of the applications having been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(6) and (c)(2) and the Order Granting Debtors’ Motion for Order Pursuant to Bankruptcy Code Sections 105(a) and 331, Bankruptcy Rule 2016, and Local Bankruptcy Rule 2016-1 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered on March 11, 2020 [Docket No. 176]; and no objection to the Applications having been filed; and upon the certificate of no objection filed on November 17, 2020 [Docket No. 985] and after due deliberation and sufficient cause having been shown therefor, it is hereby;*

ORDERED that the Applications are GRANTED to the extent set forth herein; and it is further

ORDERED that the compensation and reimbursement of expenses sought pursuant to the Applications are awarded in the amounts set forth on the attached Schedule A and Schedule B; and it is further

ORDERED that the Plan Administration Trustee² or the Wind-Down Debtors, as applicable, consistent with the Debtors' past practices, are authorized and directed to pay or cause to be paid, from the Seller Retained Professional Fees Escrow, the Committee Retained Professionals Fees Escrow, or the Wind-Down Budget Escrow, as applicable, the amounts fixed and awarded hereby to each of the professionals, as set forth in columns (7) and (9) on the attached Schedule A and columns (3) and (5) of Schedule B, to the extent not yet paid; and it is further

ORDERED that this Order shall be deemed a separate order for each professional and the appeal of any order with respect to any professional shall have no effect on the authorized fees and expenses of any other professional; and it is further

ORDERED that this Court shall retain jurisdiction over any and all matters arising from or related to the interpretation and/or implementation of this Order.

Dated: New York, New York
November 19, 2020

s/Michael E. Wiles

HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE

² Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the *First Amended Joint Chapter 11 Plan of Distribution of JCK Legacy Company and its Affiliated Debtors and Debtors in Possession* [Docket No. 867, Ex. A].

Case No. 20-10418 (MEW)

CURRENT INTERIM FEE PERIOD

Schedule A

June 1, 2020 through and including September 30, 2020

Case Name: JCK Legacy Company, *et al.*

(1) Applicant	(2) Date/Doc. No. of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid ¹	(8) Interim Expenses Requested	(9) Expenses to be Paid ²
Berkeley Research Group, LLC <i>Financial Advisor to the Official Committee of Unsecured Creditors</i>	10/29/2020 Docket No. 942	\$40,341.00	\$40,341.00	\$40,341.00	\$0.00	\$40,341.00	\$0.00	\$0.00
Deloitte & Touche LLP <i>Independent Auditor to the Debtors</i>	10/29/2020 Docket No. 940	\$386,070.00	\$386,070.00	\$386,070.00	\$0.00	\$386,070.00	\$0.00	\$0.00
Dundon Advisers LLC <i>Co-Financial Advisor to the Official Committee of Unsecured Creditors</i>	10/29/2020 Docket No. 945	\$23,905.00	\$23,905.00	\$23,905.00	\$0.00	\$23,905.00	\$70.00	\$70.00

¹ Total fees to be paid for the current interim fee period to the extent not previously paid.

² Expenses to be paid for the current interim fee period to the extent not previously paid.

(1) Applicant	(2) Date/Doc. No. of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid ¹	(8) Interim Expenses Requested	(9) Expenses to be Paid ²
Ernst & Young LLP <i>Tax Services Provider to the Debtors</i>	10/29/2020 Docket No. 943	\$502,821.50	\$502,821.50	\$502,821.50	\$0.00	\$502,821.50	\$0.00	\$0.00
Evercore Group, L.L.C. ³ <i>Investment Banker and Financial Advisor to the Debtors</i>	10/29/2020 Docket No. 947	\$3,765,312.50	\$3,765,312.50	\$3,765,312.50	\$0.00	\$3,765,312.50	\$23,791.99	\$23,791.99
FTI Consulting, Inc. ⁴ <i>Restructuring Management Advisor to the Debtors</i>	10/29/2020 Docket No. 944	\$1,253,885.50	\$1,253,885.50	\$1,253,885.50	\$0.00	\$1,253,885.50	\$6,566.39	\$6,566.39

³ This is Evercore Group, L.L.C.'s second application for interim allowance of compensation and reimbursement of expenses. The second interim fee period runs from June 1, 2020 through and including July 31, 2020.

⁴ FTI Consulting, Inc. served as Financial Advisor to the Debtors from the Petition Date through February 22, 2020, and currently serves as Restructuring Management Advisor to the Debtors, effective as of February 23, 2020, pursuant to the *Order (I) Authorizing the Employment and Retention of FTI Consulting, Inc. Effective Nunc Pro Tunc to the Petition Date, (II) Approving the Terms of FTI's Employment and Retention, (III) Designating Sean M. Harding as Chief Restructuring Officer, and (IV) Granting Related Relief* [Docket No. 241].

(1) Applicant	(2) Date/Doc. No. of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid ¹	(8) Interim Expenses Requested	(9) Expenses to be Paid ²
Groom Law Group, Chartered <i>Special Employee Benefits Counsel to the Debtors</i>	10/29/2020 Docket No. 937	\$160,411.00	\$160,411.00	\$160,411.00	\$0.00	\$160,411.00	\$70.00	\$70.00
Kurtzman Carson Consultants LLC <i>Administrative Advisor to the Debtors</i>	10/29/2020 Docket No. 939	\$10,743.15	\$10,743.15	\$10,743.15	\$0.00	\$10,743.15	\$0.00	\$0.00
Moelis & Company LLC⁵ <i>Investment Banker for the Official Committee of Unsecured Creditors</i>	10/29/2020 Docket No. 941	\$3,217,500.00	\$3,217,500.00	\$3,217,500.00	\$0.00	\$3,217,500.00	\$18,182.27	\$18,182.27
Skadden, Arps, Slate, Meagher & Flom LLP <i>Counsel to the Debtors</i>	10/29/2020 Docket No. 938	\$4,026,604.50	\$4,026,604.50	\$4,026,604.50	\$0.00	\$4,026,604.50	\$44,966.15	\$44,966.15

⁵ The Moelis & Company LLC final fee application only set forth final fee and expense amounts and did not break-down the portion of such fees and expenses incurred in the second interim fee period of June 1, 2020 through and including September 30, 2020. Accordingly, for the avoidance of doubt, the interim fee and expense amounts set forth above for Moelis & Company LLC are comprised of the fees and expenses incurred during the second interim fee period and not included in Moelis & Company LLC's first interim fee application [Docket No. 591].

(1) Applicant	(2) Date/Doc. No. of Application	(3) Interim Fees Requested on Application	(4) Fees Allowed	(5) Fees to be Paid for Current Fee Period	(6) Fees to be Paid for Prior Fee Period(s) (if any) (i.e., Holdback Release)	(7) Total Fees to be Paid ¹	(8) Interim Expenses Requested	(9) Expenses to be Paid ²
Stroock & Stroock & Lavan LLP <i>Counsel for the Official Committee of Unsecured Creditors</i>	10/29/2020 Docket No. 948	\$2,580,926.50	\$2,580,926.50	\$2,580,926.50	\$0.00	\$2,580,926.50	\$36,599.41	\$36,599.41
Togut, Segal & Segal LLP <i>Co-counsel to the Debtors</i>	10/29/2020 Docket No. 946	\$740,263.50	\$740,263.50	\$740,263.50	\$0.00	\$740,263.50	\$6,167.87	\$6,167.87
Committee Member Expenses	10/29/2020 Docket No. 948	N/A	N/A	N/A	N/A	N/A	\$803.15	\$803.15

DATE ON WHICH ORDER WAS SIGNED: 11/19/2020

INITIALS: MEW USBJ

Case No. 20-10418 (MEW)

FINAL FEE APPLICATION TOTALS

Schedule B

Various Fee Periods⁸

Case Name: JCK Legacy Company, *et al.*

(1) Applicant	(2) Total Fees Requested for Final Period	(3) Total Fees To Be Paid For Final Period	(4) Total Expenses Requested for Final Period	(5) Total Expenses To Be Paid For Final Period
Berkeley Research Group, LLC <i>Financial Advisor to the Official Committee of Unsecured Creditors</i> 2/26/2020 - 9/30/2020	\$2,019,267.19	\$2,019,267.19	\$6,339.47	\$6,339.47
Deloitte & Touche LLP <i>Independent Auditor to the Debtors</i> 2/13/2020 - 9/30/2020	\$1,367,787.00	\$1,367,787.00	\$1,788.60	\$1,788.60
Dundon Advisers LLC <i>Co-Financial Advisor to the Official Committee of Unsecured Creditors</i> 2/26/2020 - 9/30/2020	\$97,761.37	\$97,761.37	\$140.00	\$140.00
Ernst & Young LLP <i>Tax Services Provider to the Debtors</i> 2/13/2020 - 9/30/2020	\$1,481,211.00	\$1,481,211.00	\$0.00	\$0.00
Evercore Group, L.L.C. <i>Investment Banker and Financial Advisor to the Debtors</i> 2/13/2020 - 7/31/2020	\$4,340,312.50	\$4,340,312.50	\$29,674.03	\$29,674.03

⁸ Dates for which compensation for services rendered and reimbursement of expenses incurred have been awarded on a final basis are indicated in Column 1.

(1) Applicant	(2) Total Fees Requested for Final Period	(3) Total Fees To Be Paid For Final Period	(4) Total Expenses Requested for Final Period	(5) Total Expenses To Be Paid For Final Period
FTI Consulting, Inc.⁹ <i>Restructuring Management Advisor to the Debtors</i> 2/13/2020 – 9/30/2020	\$3,098,883.50	\$3,098,883.50	\$44,205.65	\$44,205.65
Groom Law Group, Chartered <i>Special Employee Benefits Counsel to the Debtors</i> 2/13/2020 - 9/30/2020	\$546,894.75	\$546,894.75	\$4,132.33	\$4,132.33
Kurtzman Carson Consultants LLC <i>Administrative Advisor to the Debtors</i> 2/13/2020 - 9/30/2020	\$58,309.35	\$58,309.35	\$0.00	\$0.00
Moelis & Company LLC <i>Investment Banker for the Official Committee of Unsecured Creditors</i> 3/9/2020 - 9/30/2020	\$3,645,000.00	\$3,645,000.00	\$74,192.59	\$74,192.59
Skadden, Arps, Slate, Meagher & Flom LLP <i>Counsel to the Debtors</i> 2/13/2020 - 9/30/2020	\$8,208,293.25	\$8,208,293.25	\$690,090.96	\$690,090.96
Stroock & Stroock & Lavan LLP <i>Counsel for the Official Committee of Unsecured Creditors</i> 2/26/2020 - 9/30/2020	\$7,194,817.82	\$7,194,817.82	\$98,450.34	\$98,450.34

⁹ FTI Consulting, Inc. served as Financial Advisor to the Debtors from the Petition Date through February 22, 2020, and subsequently served as Restructuring Management Advisor to the Debtors, effective as of February 23, 2020, pursuant to the *Order (I) Authorizing the Employment and Retention of FTI Consulting, Inc. Effective Nunc Pro Tunc to the Petition Date, (II) Approving the Terms of FTI's Employment and Retention, (III) Designating Sean M. Harding as Chief Restructuring Officer, and (IV) Granting Related Relief* [Docket No. 241].

(1) Applicant	(2) Total Fees Requested for Final Period	(3) Total Fees To Be Paid For Final Period	(4) Total Expenses Requested for Final Period	(5) Total Expenses To Be Paid For Final Period
Togut, Segal & Segal LLP <i>Co-counsel to the Debtors</i> 2/13/2020 - 9/30/2020	\$2,357,068.50	\$2,357,068.50	\$34,676.66	\$34,676.66
Committee Member Expenses 2/13/2020 – 9/30/2020	N/A	N/A	\$2,404.71	\$2,404.71

DATE ON WHICH ORDER WAS SIGNED: 11/19/2020

INITIALS: MEW USBJ