

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

In re

Medley LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

Hearing Date: TBD

Objection Deadline: November 4, 2021 at 4:00 p.m. (ET)

**SUMMARY OF SECOND INTERIM FEE APPLICATION OF KELLEY
DRYE & WARREN LLP FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED AS LEAD COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MEDLEY LLC FOR THE PERIOD
FROM JULY 1, 2021 THROUGH AND INCLUDING AUGUST 31, 2021**

Name of Applicant:	Kelley Drye & Warren LLP
Name of Client:	The Official Committee of Unsecured Creditors
Petition Date:	March 7, 2021
Retention Date:	June 4, 2021, <i>nunc pro tunc</i> to April 26, 2021 ²
Fee Period Covered by Application:	June 1, 2021 through August 31, 2021
Terms and Conditions of Employment:	Hourly. No retainer.
Monthly/Interim/Final:	Interim application under 11 U.S.C. § 331.

¹ The last four digits of the Debtor's taxpayer identification number are 7343. The Debtor's principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

² Kelley Drye was retained pursuant to an order entered by this Court on June 4, 2021. Docket No. 192.



Summary of Monthly Fee Applications for Interim Period:

Date Filed and Period		Requested		Approved/ Pending Approval		Holdback Fees Requested Fees (20%)
Date Filed	Period	Fees	Expenses	Fees (80%)	Expenses (100%)	
7/26/2021 Docket No. 281	6/1/2021- 6/30/2021	\$169,555.00	\$2,765.87	\$135,644 (Approved)	\$2,765.87	\$33,911.00
8/20/2021 Docket No. 341	7/1/2021- 7/31/2021	\$264,930.50	\$614.20	\$211,944.00 (Approved)	\$614.20	\$52,986.10
9/20/2021 Docket No. 375	8/1/2021- 8/31/2021	\$262,520.50	\$92.67	\$210,016.40 (Approved)	\$614.20	\$52,504.10
TOTALS:		\$697,006.00	\$3,472.96	\$561,077.76	\$3,472.96	\$139,401.20

COMPENSATION BY TIMEKEEPER

Name of Professional	Position with Applicant	Year of Law School Graduation	Hourly Billing Rate 2020	Total Billed Hours	Total Compensation
James S. Carr	Partner	1987	\$985.00	214.7	\$211,479.50
Whitney M. Smith	Partner	2006	\$720.00	81.3	\$58,536.00
Benjamin D. Feder	Special Counsel	2002	\$830.00	308.0	\$255,640.00
Camaron R. Argetsinger	Special Counsel	2006	\$725.00	5.3	\$3,842.50
Dana P. Kane	Special Counsel	1998	\$760.00	31.4	\$23,864.00
Sean T. Wilson	Associate	2014	\$655.00	139.4	\$91,307.00
Sean T. McLernon	Associate	2018	\$600.00	81.6	\$48,960.00
Marie M. Vicinanza	Paralegal	n/a	\$305.00	8.0	\$2,560.00
David Reith	Technical Services	n/a	\$320.00	0.5	\$160.00
Jon Walas	Technical Services	n/a	\$365.00	1.8	\$657.00
				872.0	\$697,006.00
			Blended Rate:		\$799.32

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration (1)	5.0	\$3,308.00
Pleading Review (2)	0.4	\$262.00
Retention Matters (Applications & Orders) (3)	21.8	\$17,321.00
Fee Matters (Applications & Orders) (4)	61.4	\$40,225.50
Financing/Cash Collateral (5)	85.7	\$61,710.50
Asset Analysis Recovery and Disposition (6)	41.6	\$30,034.50
Executory Contracts & Leases (7)	0.8	\$623.00
Avoidance Actions (8)	4.4	\$3,274.00
Claims Administration (Analysis & Objection) (9)	38.8	\$26,745.50
Disclosure Statement & Plan (10)	352.3	\$298,556.00
Committee & Creditor Communication (11)	115.1	\$97,284.50
Business Operations (12)	23.1	\$19,611.00
Court Hearings (13)	6.4	\$5,512.00
Employee Issues (15)	23.1	\$20,423.00
Meetings and Communications with Debtors (19)	25.1	\$23,592.00
Insider Investigation (20)	40.2	\$27,554.00
SEC Investigation (21)	26.8	\$20,969.50
Total	872.0	\$697,006.00
	Blended Rate:	\$799.32

EXPENSE SUMMARY

Expense Category	Total Expenses
Duplication	\$36.80
Discovery Services	\$1,272.80
Parking	\$48.00
Westlaw	\$2,115.36
Total	\$3,472.96

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**SECOND INTERIM FEE APPLICATION OF KELLEY DRYE & WARREN LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS LEAD COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF MEDLEY LLC FOR THE PERIOD FROM
JUNE 1, 2021 THROUGH AND INCLUDING AUGUST 31, 2021**

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated March 25, 2021 (the “Interim Compensation Order”)², Kelley Drye & Warren LLP (“Kelley Drye”) hereby submits its first interim fee application (the “Application”) for compensation for professional services rendered and reimbursement of expenses incurred as lead counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Medley LLC, the above-captioned debtor and debtor-in-possession (the “Debtor”), for the period from June 1, 2021 through and including August 31, 2021 (the “Application Period”). In support of its Application, Kelley Drye respectfully represents as follows:

BACKGROUND

1. On March 7, 2021 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with this Court. Since the Petition

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

² Docket No. 60.

Date, the Debtor has remained in possession of its assets, and has continued to operate and manage its business as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On April 22, 2021, the Office of the United States Trustee for the District of Delaware appointed a four-member Committee consisting of: (i) U.S. Bank National Association, as Indenture Trustee; (ii) Mr. Glenn Gardipee; (iii) Mr. James MacAyeal, and (iv) Mr. Carl Wegerer.³

3. The Committee selected Kelley Drye as its lead counsel and Potter Anderson & Corroon LLP as Delaware counsel. The Committee also selected FTI Consulting, Inc. as its financial advisor.

4. On May 14, 2021, Kelley Drye filed its application for an order authorizing the Committee to retain Kelley Drye as lead counsel effective as of April 26, 2021 (the “Retention Application”).⁴ On June 4, this Court entered an order approving the Retention Application.⁵

FEE STATEMENTS

5. The fee statements relating to the Application Period were attached as Exhibit A to each of Kelley Drye’s previously filed monthly fee applications. The fee statements contain daily time logs describing the time spent by each attorney and paraprofessional for the Application Period. To the best of Kelley Drye’s knowledge, this Application complies with

³ Docket No. 110.

⁴ Docket No. 159.

⁵ Docket No. 192.

Sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, Local Rule 2016-2, and the Interim Compensation Order.

6. On July 26, 2021, Kelley Drye filed its third monthly fee statement for compensation and reimbursement of expenses (the “Third Monthly Application”).⁶ By the Third Monthly Fee Application, Kelley Drye sought approval and payment of compensation of \$169,555.00 for the period of June 1, 2021 through June 30, 2021. Kelley Drye filed its certificate of no objection for the Third Monthly Application on August 17, 2021.⁷

7. On August 20, 2021, Kelley Drye filed its fourth monthly fee statement for compensation and reimbursement of expenses (the “Fourth Monthly Application”).⁸ By the Fourth Monthly Fee Application, Kelley Drye sought approval and payment of compensation of \$264,930.50 and \$614.20 in expenses for the period of July 1, 2021 through July 31, 2021. Kelley Drye filed its certificate of no objection for the Fourth Monthly Application on September 10, 2021.⁹

8. On September 20, 2021, Kelley Drye filed its fifth monthly fee statement for compensation and reimbursement of expenses (the “Fifth Monthly Application”).¹⁰ By the Fifth Monthly Fee Application, Kelley Drye sought approval and payment of compensation of \$262,520.50 and \$92.67 in expenses for the period of August 1, 2021 through August 31, 2021.

⁶ Docket No. 281

⁷ Docket No. 333

⁸ Docket No. 341

⁹ Docket No. 354

¹⁰ Docket No. 375

Kelley Drye filed its certificate of no objection for the Fourth Monthly Application on October 13, 2021.¹¹

ACTUAL AND NECESSARY EXPENSES

8. Summaries of actual and necessary expenses incurred by Kelley Drye during the Application Period were attached as Exhibit B to each of the previously filed monthly fee applications. Kelley Drye is under contract with providers of online legal research (*e.g.*, WESTLAW) and receives a discount from such providers. Kelley Drye passes such discount onto its clients by charging clients a pro-rated rate. Kelley Drye believes the rates it charges for online legal research are consistent with the market rates that the majority of law firms charge clients for such services.

SECOND INTERIM FEE APPLICATION

9. Pursuant to the Interim Compensation Order, Kelley Drye submits this Application seeking interim approval and allowance of compensation in the amount of \$697,006.00 and actual and necessary expenses in the amount of \$3,472.96, incurred during the interim period from June 1, 2021 through August 31, 2021.

10. Kelley Drye has not previously applied for payment of any fees or reimbursement of any disbursement during these cases, except for the monthly fee statements that it has submitted and filed with the Court. Kelley Drye does not hold a retainer in respect of its services as counsel to the Committee.

11. In accordance with section 504 of the Bankruptcy Code and 2016(a) of the Federal Rules of Bankruptcy Procedure, no agreement or understanding exists between Kelley

¹¹ Docket No. 423

Drye and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

NOTICE

12. In accordance with the Interim Compensation Order, notice of this Application has been provided to: (i) counsel to the Debtor; (ii) the United States Trustee; and (iii) any party that has requested notice pursuant to Bankruptcy Rule 2002. Because of the nature of the relief requested, the Committee respectfully submits that no further notice of the Application is necessary or required under the circumstances. exhibit

CONCLUSION

WHEREFORE, Kelley Drye respectfully requests: (i) allowance of interim compensation for necessary legal services rendered by Kelley Drye to the Committee in the sum of \$697,006.00 and reimbursement of expenses in the sum of \$3,472.96 that were incurred during the Application Period; (ii) payment of any 20% holdback that was withheld from payment under the monthly fee statements; and (iii) such other relief as this Court deems just and proper.

Dated: October 15, 2021

By: /s/ James S. Carr
James S. Carr (admitted *pro hac vice*)
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*Counsel to the Official Committee of Unsecured
Creditors of Medley LLC*

VERIFICATION

I, James S. Carr, pursuant to 28 U.S.C. § 1746, declare under penalty of perjury that the following statements are true and correct to the best of my knowledge and based on the information and records available to me:

a) I am a Partner with the applicant firm, Kelley Drye & Warren LLP (the “Firm”) and have been admitted to appear before this Court *pro hac vice* in the above-captioned chapter 11 case.

b) I am familiar with the work the Firm’s professionals performed on behalf of the Committee.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. L.R. 2016-2, and submit that the Application substantially complies with such rule.

/s/ James S. Carr
James S. Carr

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DRIE & WARREN LLP FOR ALLOWANCE OF COMPENSATION FOR
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INCURRED AS LEAD COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF MEDLEY LLC FOR THE PERIOD
FROM JUNE 1, 2020 THROUGH AND INCLUDING AUGUST 31, 2021**

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the “Committee”) in the chapter 11 cases of the above-captioned debtor and debtor in possession (the “Debtor”) filed the *Second Interim Application of Kelley Drie & Warren LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Lead Counsel to the Official Committee of Unsecured Creditors of Medley LLC for the Period from June 1, 2021 Through and Including August 31, 2021* (the “Application”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, are required to be filed on or before **November 4, 2021 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 North Market Street, Wilmington, Delaware 19801.

¹ The last four digits of the Debtor’s taxpayer identification number are 7343. The Debtor’s principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.

PLEASE TAKE FURTHER NOTICE that objections to the Application, if any, must be served upon and received by the following Application Recipients: (A) Morris James LLP, as Debtor’s counsel, 500 Delaware Avenue, Suite 1500, Wilmington, Delaware 19801, (Attn: Eric J. Monzo (emonzo@morrisjames.com) and Brya M. Keilson (bkeilson@morrisjames.com)); (B) Kelley Drye & Warren LLP, as Committee counsel, 3 World Trade Center, 175 Greenwich Street, New York, New York 10007, (Attn: James S. Carr (jcarr@kelleydrye.com), Benjamin D. Feder (bfeder@kelleydrye.com) and Sean T. Wilson (swilson@kelleydrye.com), and Potter Anderson & Corroon LLP, 1313 N. Market Street, 6th Floor, Wilmington, Delaware 19801, (Attn: Christopher M. Samis (csamis@potteranderson.com) and D. Ryan Slaugh (rslaugh@potteranderson.com)); (C) Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Wilmington, Delaware 19801 (Attn: Jane M. Leamy (jane.m.leafy@usdoj.gov)); (D) any party requesting notice of all proceedings; and (E) any other party designated by the Court (collectively, the “Application Recipients”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider this Application will be held before The Honorable Karen B. Owens at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom No. 3, Wilmington, Delaware 19801 on a date and time to be determined.

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PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.

Dated: October 15, 2021
Wilmington, Delaware

Respectfully submitted,

/s/ D. Ryan Slaugh

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D. Ryan Slaugh (No. 6325)
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-and-

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Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I, D. Ryan Slaugh, do hereby certify that on October 15, 2021, I caused a copy of the foregoing **Second Interim Application of Kelley Drye & Warren LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred as Lead Counsel to the Official Committee of Unsecured Creditors of Medley LLC for the Period from June 1, 2021 Through and Including August 31, 2021** to be served on the parties listed on the attached service list in the manners indicated.

/s/ D. Ryan Slaugh

D. Ryan Slaugh (No. 6325)

SERVICE LIST

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AMEX TRS Co., Inc.
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Top 20 Creditor
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Top 20 Creditor
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