

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

In re:)	
)	Chapter 11
)	
SOUTHCROSS ENERGY PARTNERS, L.P.,)	Case No. 19-10702 (MFW)
<i>et al.</i> ,)	
)	
Debtors. ¹)	Jointly Administered
)	
)	Obj. Deadline: August 30, 2019 at 4:00 p.m. (ET)
)	Hearing Date: September 18, 2019 at 10:30 a.m. (ET)
)	

**NOTICE OF FIRST INTERIM APPLICATION OF DAVIS POLK & WARDWELL LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD APRIL 1, 2019 THROUGH JUNE 30, 2019**

Name of applicant:	<u>Davis Polk & Wardwell LLP</u>
Authorized to provide professional services to:	<u>The above-captioned debtors and debtors in possession</u>
Date of retention:	<u>May 3, 2019 <i>nunc pro tunc</i> to</u> <u>April 1, 2019</u>
Interim period for which compensation and reimbursement are sought:	<u>April 1, 2019 through June 30, 2019</u>

¹ The debtors and debtors in possession in these Chapter 11 Cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southcross Energy Partners, L.P. (5230); Southcross Energy Partners GP, LLC (5141); Southcross Energy Finance Corp. (2225); Southcross Energy Operating, LLC (9605); Southcross Energy GP LLC (4246); Southcross Energy LP LLC (4304); Southcross Gathering Ltd. (7233); Southcross CCNG Gathering Ltd. (9553); Southcross CCNG Transmission Ltd. (4531); Southcross Marketing Company Ltd. (3313); Southcross NGL Pipeline Ltd. (3214); Southcross Midstream Services, L.P. (5932); Southcross Mississippi Industrial Gas Sales, L.P. (7519); Southcross Mississippi Pipeline, L.P. (7499); Southcross Gulf Coast Transmission Ltd. (0546); Southcross Mississippi Gathering, L.P. (2994); Southcross Delta Pipeline LLC (6804); Southcross Alabama Pipeline LLC (7180); Southcross Nueces Pipelines LLC (7034); Southcross Processing LLC (0672); FL Rich Gas Services GP, LLC (5172); FL Rich Gas Services, LP (0219); FL Rich Gas Utility GP, LLC (3280); FL Rich Gas Utility, LP (3644); Southcross Transmission, LP (6432); T2 EF Cogeneration Holdings LLC (0613); and T2 EF Cogeneration LLC (4976). The debtors' mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.



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Amount of compensation sought as actual, reasonable, and necessary:	<u>\$4,142,044.25²</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$25,851.64³</u>
Total allowed fees paid to date:	<u>\$3,313,635.40</u>
Total allowed expenses paid to date:	<u>\$25,851.64</u>
Blended rate in this application for all attorneys	<u>\$1,036.12</u>
Blended rate in this application for all timekeepers	<u>\$1,005.41</u>
Number of professionals included in this application	<u>33</u>
Number of professionals not included in staffing plan	<u>7</u>
If applicable, difference between fees budgeted in Exhibit D and compensation sought for this period	<u>N/A</u>
Number of professionals billing fewer than 15 hours to this application during this period	<u>8</u>
Any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed	<u>N/A⁴</u>

This is a(n): monthly X interim final application

Prior monthly applications filed:

² This amount reflects a reduction in fees in the amount of \$285,913.75 on account of the following: (a) \$19,361.25 for non-working travel time to comply with the UST Guidelines (as defined below); (b) \$259,447.50 of voluntary write-offs; and (c) \$7,105.00 for a clerical error in the April Application (as defined below) related to three timekeepers' billing rates.

³ This amount reflects a reduction in expenses in the amount of \$7,077.56 on account of the following: (a) \$3,170.75 for word processing, reproduction, and overtime meals charges to comply with the UST Guidelines; and (b) \$3,906.81 of voluntary write-offs.

⁴ A clerical error in billing rates for the *First Monthly Application of Davis Polk & Wardwell LLP For Allowance of Compensation For Services Rendered and Reimbursement of Expenses Incurred As Counsel to the Debtors and Debtors In Possession For the Period April 1, 2019 Through April 30, 2019* (the "**April Application**") was corrected and the actual billing rates charged to the Debtors reflect those amounts approved by the *Order Approving Application of Debtors For Authority To Employ and Retain Davis Polk & Wardwell LLP As Attorneys For the Debtors Nunc Pro Tunc To the Petition Date*.

Date Filed	Docket Number	Period Covered	Total Fees/Expenses	Approved Fees/Expenses⁵
6/3/19	245	4/1/19-4/30/19	\$1,791,971.75/\$11,652.23	\$1,433,577.40/\$11,652.23
6/27/19	345	5/1/19-5/31/19	\$1,679,305.25/\$9,936.16	\$1,343,444.20/\$9,936.16
7/23/19	391	6/1/19-6/3-/19	\$670,767.25/\$4,263.25	\$536,613.80/\$4,263.25

⁵ These amounts reflect 80% of the fees for professional services rendered and 100% of the actual necessary costs and expenses incurred.

PLEASE TAKE NOTICE that Davis Polk & Wardwell LLP (“**Davis Polk**”), counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”), files this first interim application for the allowance of compensation for services rendered and reimbursement of expenses incurred (the “**First Interim Fee Application**”) during the period April 1, 2019 through June 30, 2019 (the “**First Interim Fee Period**”) in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on May 6, 2019 [D.I. 191] (the “**Interim Compensation Order**”).⁶

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, objections, if any, to this First Interim Fee Application must be filed with the United States Bankruptcy Court for the District of Delaware and served on Davis Polk at the address set forth below and the Notice Parties so as to be **received by August 30, 2019 at 4:00 p.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that a hearing to consider this First Interim Fee Application will be held before the Honorable Mary F. Walrath, United States Bankruptcy Court Judge, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 1, Wilmington, Delaware 19801 on **September 18, 2019 at 10:30 a.m. (prevailing Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that (i) attached hereto as **Exhibit A** is a summary of compensation by each Davis Polk professional that worked on the above-captioned chapter 11 cases during the First Interim Fee Period, (ii) attached hereto as **Exhibit B** is a summary of compensation by project category for the First Interim Fee Period, (iii) attached hereto as **Exhibit C** is a summary of expenses incurred by Davis Polk during the First Interim Fee Period, (iv) attached hereto as **Exhibit D** is Davis Polk’s budget for the First Interim Fee Period, (v) attached hereto as **Exhibit E** is Davis Polk’s staffing plan for the First Interim Fee Period, and (vi) attached hereto as **Exhibit F** is the certification of Darren S. Klein in support of the First Interim Fee Application.

⁶ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

PLEASE TAKE FURTHER NOTICE THAT IF NO TIMELY OBJECTIONS ARE FILED TO THIS FIRST INTERIM FEE APPLICATION, THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE MAY ENTER AN ORDER GRANTING THIS FIRST INTERIM FEE APPLICATION WITHOUT A HEARING.

Dated: August 16, 2019
New York, New York

DAVIS POLK & WARDWELL LLP

/s/ Darren S. Klein

Marshall S. Huebner (admitted *pro hac vice*)

Darren S. Klein (admitted *pro hac vice*)

Steven Z. Szanzer (admitted *pro hac vice*)

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*Counsel to the Debtors and
Debtors in Possession*

EXHIBIT A**COMPENSATION BY PROFESSIONAL
APRIL 1, 2019 THROUGH JUNE 30, 2019**

Name of Professional Individual	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Partners				
Birnbaum, Harold	Partner; joined partnership in 2016; admitted New York 2009	\$1,585	18.9	\$29,956.50
Blanco, Maurice	Partner; joined partnership in 2008; admitted New York 2002	\$1,645	11.3	\$18,588.50
Huebner, Marshall S.	Partner; joined partnership in 2002; admitted New York 1994	\$1,645	90.1	\$148,214.50
Kim, Jinsoo H.	Partner; joined partnership in 2007; admitted New York 1996	\$1,645	13.4	\$22,043.00
Klein, Darren S.	Partner; joined partnership in 2016; admitted New York 2008	\$1,585	212.4	\$336,654.00
Moskowitz, Elliot	Partner; joined partnership in 2010; admitted New York 2002	\$1,645	212.7	\$349,891.50
Solomon, Jesse	Partner; joined partnership in 2016; admitted California 2008	\$1585	9.3	\$14,740.50
Partner Total:			568.1	\$920,088.50
Counsel				
Finelli, Jon	Counsel; joined Davis Polk 2018; admitted New York 2008	\$1,225	51.1	\$62,597.50
Szanzer, Steven Z.	Counsel; joined Davis Polk 2016; admitted New York 2001	\$1,225	642.0	\$786,450.00
Counsel Total:			693.1	\$849,047.50
Associates, Law Clerks and Legal Assistants				
Ariel, Donny	Associate; joined Davis Polk 2019; admitted New York 2016	\$1,010	294.9	\$297,849.00
Brockway, Henry	Associate; joined Davis Polk 2019; admitted New York 2019	\$645	14.4	\$9,288.00
Bullitt, Stockton	Associate; joined Davis Polk 2018; admitted New York 2019	\$645	119.5	\$77,077.50
Burke, Arthur M.T.	Associate; joined Davis Polk 2015; admitted New York 2016	\$1,010	151.5	\$153,015.00
Cheng, Katherine	Associate; joined Davis Polk 2015; admitted New York 2015	\$1,040	340.5	\$354,120.00
Cooper, Abigail Q.	Associate; joined Davis Polk 2017; admitted New York 2019	\$735	108.1	\$79,453.50
Donald, Cody	Associate; joined Davis Polk 2018; admitted New York 2019	\$645	6.1	\$3,934.50

Name of Professional Individual	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice	Hourly Billing Rate	Total Hours Billed	Total Compensation
Erickson, Jarret	Associate; joined Davis Polk 2018; admitted New York 2018	\$735	152.8	\$112,308.00
Green, Thomas S.	Associate; joined Davis Polk 2019; admitted New York 2016	\$1,010	120.7	\$121,907.00
Hines, Christian	Associate; joined Davis Polk 2018; admitted New York 2019	\$645	256.8	\$165,636.00
Holt, Christopher W.	Associate; joined Davis Polk 2018; admitted New York 2014	\$1,075	63.3	\$68,047.50
Kim, Samuel S.	Associate; joined Davis Polk 2017; admitted New York 2018	\$735	10.7	\$7,864.50
Lim, Soo	Associate; joined Davis Polk 2017; admitted New York 2018	\$735	88.1	\$64,753.50
Marzorati, Luca	Associate; joined Davis Polk 2018; admitted New York 2019	\$645	321.4	\$207,303.00
Massman, Stephanie	Associate; joined Davis Polk 2016; admitted New York 2017	\$1,010	120.7	\$11,009.00
Mehes, Adam	Associate; joined Davis Polk 2011; admitted New York 2011	\$1,075	195.2	\$209,840.00
Meyer, Daniel E.	Associate; joined Davis Polk 2018; admitted New York 2018	\$735	120.9	\$88,861.50
Obasaju, Victor	Associate; joined Davis Polk 2017; admitted New York 2018	\$735	54.7	\$40,204.50
Scarano, Matthew S.	Associate; joined Davis Polk 2017; admitted New York 2018	\$735	60.6	\$44,541.00
Schak, Benjamin M.	Associate; joined Davis Polk 2015; admitted New York 2014	\$1,075	166.5	\$178,987.50
Yaffe, Leah	Associate; joined Davis Polk 2018; admitted New York 2019	\$645	12.2	\$7,869.00
Giddens, Magali	Legal Assistant; joined Davis Polk 2019	\$425	187.2	\$79,560.00
Law, Elliot C.	Legal Assistant; joined Davis Polk 2009	\$425	16.8	\$7,140.00
Ramjas, Rana	Legal Assistant; joined Davis Polk 2019	\$425	4.0	\$1,700.00
Associates, Law Clerks and Legal Assistants Total:			2,877.8	\$2,392,269.50
TOTAL			4,139.0	\$4,161,405.50

Grand Total	\$4,161,405.50
Attorney Compensation	\$4,073,005.50
(less 50% discount for non-working travel time)	(\$19,361.25)
Total Attorney Compensation after Discount	\$4,053,644.25
Net Total	\$4,142,044.25
Total Attorney Hours	3,931.0
Blended Attorney Rate ¹	\$1,031.20
Total Hours for all Timekeepers	4,139.0
Blended Rate for all Timekeepers	\$1,000.74

¹ The Blended Attorney Rate includes Law Clerks who became barred attorneys during the First Interim Fee Period.

EXHIBIT B**COMPENSATION BY PROJECT CATEGORY
APRIL 1, 2019 THROUGH JUNE 30, 2019**

Project Category	Total Hours	Total Fees
Hearing Preparation	3.8	\$6,386.00
Business Operations	104.3	\$129,699.00
Asset Dispositions	928	\$927,464.00
Corporate Governance, Board Matters & Communications	72.8	\$100,105.00
Creditor/Equity Issues	171.1	\$206,787.50
Davis Polk Retention	31.7	\$32,631.50
Financing, Cash Collateral, and Adequate Protection	370.7	\$433,159.5
General Case Administration	205.8	\$206,427.50
Leases and Contracts	70.5	\$82,567.50
Litigation	1,547.1	\$1,472,609.50
Non-Davis Polk Retention and Fee Issues	88.6	\$93,625.50
Plan/Disclosure Statement	96.0	\$79,245.00
Preparation of Fee Statements/Applications and Budget	235.4	\$149,973.50
Regulatory and Environmental	38.5	\$42,921.50
Reporting	61.8	\$70,610.00
Non-Working Travel Time (50%)	18.7	\$19,283.75
Subtotal	4,129.5	\$4,149,149.25
Reduction		(\$7,105.00)
Net Total	4,129.5	\$4,142,044.25

EXHIBIT C**EXPENSE SUMMARY
APRIL 1, 2019 THROUGH JUNE 30, 2019**

Expense Category	Service Provider (if applicable)	Total Expenses
Word Processing & Secretarial	N/A	N/A
Computer Research	LexisNexis and Westlaw	\$15,202.38
In-House Reproduction at \$0.10 per page (Duplication/Printing)	N/A	\$1,158.10
Professional Services (mortgage search)	First American Title Insurance Co.	\$584.09
Postage, Courier, & Freight	<i>Metropolitan Delivery</i>	\$470.90
Travel Expenses	Various Providers	\$6,294.29
Business Meals	Various Providers	\$1,522.14
Outside Documents & Research	Restructuring Concepts/netDockets, PACER, and Courtlink	\$619.74
TOTAL		\$25,851.64

EXHIBIT D**BUDGET BY PROJECT CATEGORY
FOR APRIL 1, 2019 TO JUNE 30, 2019**

<u>Project Category</u>	<u>Estimated Hours</u>	<u>Estimated Fees</u>
Asset Dispositions	853 – 1042	\$835,000 – \$1,020,000
Business Operations	4 – 6	\$7,000 – \$10,000
Corporate Governance, Board Matters and Communications	71 – 87	\$100,000 – \$122,000
Creditor/Equityholder Issues	182 – 222	\$222,000 – \$270,000
DPW Retention	37 – 46	\$40,000 - \$48,000
Employee/Labor Issues	87 – 106	\$99,000 – \$121,000
Financing, Cash Collateral, Adequate Protection	356 – 435	\$419,000 – \$512,000
General Case Administration	221 – 271	\$221,000 – \$269,000
Hearing Preparation	102 – 125	\$128,000 – \$156,000
Leases and Contracts	48 – 58	\$57,000 – \$69,000
Litigation	1,515 – 1,852	\$1,444,000 – \$1,764,000
Non-DPW Retention and Fee Issues	88 – 108	\$93,000 – \$114,000
Non-Working Travel Time	25 – 30	\$34,000 – \$41,000
Plan/Disclosure Statement	90 – 110	\$70,000 – \$84,000
Preparation of Fee Statements/Applications and Budget	230 – 281	\$138,000 - \$167,000
Regulatory and Environmental	39 – 47	\$48,000 – \$58,000
Reporting	69 – 85	\$79,000 – \$96,000
Total	4,017 – 4,911	\$4,034,000 – \$4,921,000

EXHIBIT E**STAFFING PLAN BY TIMEKEEPER CATEGORY
FOR APRIL 1, 2019 TO JUNE 30, 2019**

Category of Timekeeper	Number of Timekeepers Expected To Perform Significant Work Across All Matters During the Budget Period	Average Hourly Rate¹
Partner	6	\$1,620
Counsel	2	\$1,225
Associate	15	\$913
Paraprofessional	1	\$425
Law School Graduates	2	\$645
Total:	26	\$1,060

¹ The Average Hourly Rate is a weighted blended rate based on the individual hourly rate of, and projected number of hours to be worked by, each timekeeper during the budget period.

EXHIBIT F

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

In re:

SOUTHCROSS ENERGY PARTNERS, L.P.,
et al.,

Debtors.¹

) Chapter 11

) Case No. 19-10702 (MFW)

) Jointly Administered

) **Obj. Deadline: August 30, 2019 at 4:00 p.m.**
) **(ET)**

**CERTIFICATION REGARDING FIRST INTERIM FEE APPLICATION OF
DAVIS POLK & WARDWELL LLP FOR ALLOWANCE OF COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD APRIL 1, 2019 THROUGH JUNE 30, 2019**

1. I am an attorney admitted to practice law in the State of New York and a partner at the law firm Davis Polk & Wardwell LLP (“**Davis Polk**”), located at 450 Lexington Avenue, New York, New York. I am familiar with the work performed on behalf of the Debtors by Davis Polk.

2. I have reviewed the *Notice of First Interim Application of Davis Polk & Wardwell LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses Incurred As Counsel to the Debtors and Debtors In Possession For the Period April*

¹ The debtors and debtors in possession in these Chapter 11 Cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southcross Energy Partners, L.P. (5230); Southcross Energy Partners GP, LLC (5141); Southcross Energy Finance Corp. (2225); Southcross Energy Operating, LLC (9605); Southcross Energy GP LLC (4246); Southcross Energy LP LLC (4304); Southcross Gathering Ltd. (7233); Southcross CCNG Gathering Ltd. (9553); Southcross CCNG Transmission Ltd. (4531); Southcross Marketing Company Ltd. (3313); Southcross NGL Pipeline Ltd. (3214); Southcross Midstream Services, L.P. (5932); Southcross Mississippi Industrial Gas Sales, L.P. (7519); Southcross Mississippi Pipeline, L.P. (7499); Southcross Gulf Coast Transmission Ltd. (0546); Southcross Mississippi Gathering, L.P. (2994); Southcross Delta Pipeline LLC (6804); Southcross Alabama Pipeline LLC (7180); Southcross Nueces Pipelines LLC (7034); Southcross Processing LLC (0672); FL Rich Gas Services GP, LLC (5172); FL Rich Gas Services, LP (0219); FL Rich Gas Utility GP, LLC (3280); FL Rich Gas Utility, LP (3644); Southcross Transmission, LP (6432); T2 EF Cogeneration Holdings LLC (0613); and T2 EF Cogeneration LLC (4976). The debtors’ mailing address is 1717 Main Street, Suite 5300, Dallas, TX 75201.

1, 2019 Through June 30, 2019 (the “**First Interim Fee Application**”) to certify to certain matters addressed in the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* entered on May 6, 2019 [D.I. 191] (the “**Interim Compensation Order**”).² The First Interim Fee Application covers the period April 1, 2019 through June 30, 2019 (the “**First Interim Fee Period**”).

3. I have reviewed the First Interim Fee Application, including each Monthly Fee Application relating to the First Interim Fee Period covered by the First Interim Fee Application, and I hereby certify that to the best of my knowledge such applications comply with the Interim Compensation Order and the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules. In addition, I hereby certify that, in accordance with the Interim Compensation Order, and in connection with preparing the First Interim Fee Application, Davis Polk has made a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures 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 November 1, 2013 (the “**U.S. Trustee Guidelines**”). Accordingly, Davis Polk responds to the questions identified in the U.S. Trustee Guidelines as follows:

Question 1: 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.

Answer: As disclosed in the *Application of Debtors for Authority to Employ and Retain Davis Polk & Wardwell LLP as Attorneys for the Debtors Nunc Pro Tunc to the Petition Date* (the “**Retention Application**”), Davis Polk has agreed to negotiated discounts off of its standard rates.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Interim Compensation Order.

Question 2: If the fees sought in the First Interim Fee Application as compared to the fees budgeted for the time period covered by the First Interim Fee Application are higher by 10% or more, did you discuss the reasons for the variation with the client?

Answer: The fees sought in the First Interim Fee Application do not exceed the fees budgeted.

Question 3: Have any of the professionals included in the First Interim Fee Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: As disclosed in the Retention Application, no.

Question 4: Does the First Interim Fee Application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?

Answer: The First Interim Fee Application includes time and fees related to reviewing or revising time records or preparing, reviewing, or revising invoices in connection with the preparation of Monthly Fee Applications relating to the First Interim Fee Period covered by the First Interim Fee Application. Davis Polk is seeking compensation for approximately 81.6 hours and \$41,306 in fees related to reviewing and revising time records with respect to the preparation of such fee applications.

Question 5: Does the First Interim Fee Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: The First Interim Fee Application includes time and fees related to reviewing time records to redact any privileged or other confidential information. Such charges are included in the time charges set forth in the response to question 4 and are not separately calculated.

Question 6: Did the First Interim Fee Application include any rate increases since retention in these cases:

Answer: No.

Question 7: Did the client agree when retaining Davis Polk to accept all future rate increases? If not, did Davis Polk inform the 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?

Answer: The client was informed regarding Davis Polk's rates and future rate increases as part of its approval of Davis Polk's retention application.

/s/ Darren S. Klein

Darren S. Klein (admitted *pro hac vice*)