

In re:)	Chapter 11
STAGE STORES, INC., <i>et al.</i> , ¹)	Case No. 20-32564 (DRJ)
Debtors.)	Jointly Administered
)	

Name of Applicant:	Cooley LLP	
Applicant's Role in case:	Co-Counsel to the Official Committee of Unsecured Creditors	
Date Order of Employment Signed:	July 2, 2020 (Docket No. 548)	
Time Period Covered in Application:	Beginning of Period	Ending of Period
	May 22, 2020	July 31, 2020
Time Period covered by prior applications:	N/A	N/A
Total amounts awarded in all prior applications:	N/A	
Total fees requested in this Application²:	\$394,426.90	
Total professional fees requested in this Application:	\$390,907.90	
Total actual professional hours covered by this Application:	506.1	
Average hourly rate for professionals:	\$772.39	
Total paraprofessional fees requested in this Application:	\$3,519.00	
Total actual paraprofessional hours covered by this Application:	13.8	
Average hourly rate for paraprofessionals:	\$255.00	
Reimbursable expenses sought in this application:	\$18.24	
Total to be Paid to Priority Unsecured Creditors:	Less than \$1 million	
Anticipated % Dividend to Priority Unsecured Creditors:	Unimpaired	

² Cooley has agreed that the standard hourly rates of all attorneys, legal assistants, and staff who provide services to the Committee in these cases will be adjusted to either the lesser of \$1,000/hour or a 15% discount off their standard hourly rates. Adjusted hourly rates have been rounded to the nearest dollar.

Total to be Paid to General Unsecured Creditors	\$600,000- \$1.2 million ³
Anticipated % Dividend to Unsecured Creditors:	Less than 6%
Date of confirmation hearing:	August 14, 2020
Indicate whether the plan has been confirmed.	Yes (D.I. 705)

Dated: September 17, 2020
New York, New York

By: /s/ Jay R. Indyke
Jay R. Indyke
Michael Klein
Evan Lazerowitz
COOLEY LLP
55 Hudson Yards
New York, New York 10001
Telephone: (212) 479-6000
Facsimile: (212) 479-6275
Email: jindyke@cooley.com
mklein@cooley.com
elazerowitz@cooley.com

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

³ The Disclosure Statement provides that the Debtors estimate, based on current assumptions, that the Distributable Cash as of the Effective Date will be between \$10 million and \$20 million. See *Disclosure Statement for the Amended Joint Chapter 11 Plan of Stages Stores Inc., and Specialty Retailers, Inc.* (Docket No. 535).

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
STAGE STORES, INC., <i>et al.</i> , ¹)	Case No. 20-32564 (DRJ)
Debtors.)	Jointly Administered
)	

**FIRST INTERIM APPLICATION OF COOLEY LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AS
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM MAY 22, 2020 THROUGH JULY 31, 2020**

THIS MOTION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE MOTION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE MOTION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE MOTION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

Cooley LLP (“**Cooley**”) as co-counsel to the Official Committee of Unsecured Creditors (the “**Committee**”) appointed in the above-captioned cases (the “**Chapter 11 Cases**”) of Stage Stores, Inc. and the affiliated debtors and debtors in possession (collectively, “**Stage Stores**” or

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900). The Debtors’ service address is: 2425 West Loop South, Houston, Texas 77027.

collectively, the “**Debtors**”) hereby files its first application for allowance of compensation for services rendered and necessary expenses incurred for the period from May 22, 2020 through July 31, 2020 (the “**First Interim Application Period**”), pursuant to sections 330 and 331 of the United States Bankruptcy Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2016-1 and 9013-1 of the Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (the “**Local Rules**”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 437] (the “**Interim Compensation Order**”). For the First Interim Application Period, Cooley seeks interim allowance of \$394,426.90 as fees for services rendered and \$18.24 as reimbursement of expenses incurred. In support of this application (the “**Application**”), Cooley submits the Declaration of Jay R. Indyke (the “**Indyke Declaration**”) attached hereto as **Exhibit 1** and a proposed order granting the Application attached hereto as **Exhibit 2**. In further support of this Application, Cooley respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider 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 Southern District of Texas*, dated May 24, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and Article III of the United States Constitution. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 330, 331 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rules 2016-1 and 9013-1 of the Local Rules.

BACKGROUND

A. Background

3. On May 10, 2020 (the “**Petition Date**”), the Debtors each filed a voluntary case under chapter 11 of the Bankruptcy Code in this Court. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases.

4. On May 20, 2020, the Office of the United States Trustee for the Southern District of Texas (the “**U.S. Trustee**”) appointed the Committee pursuant to Section 1102 of the Bankruptcy Code. The Committee consists of the following seven (7) members: (i) Seven Apparel Group, Inc.; (ii) Nike USA, Inc.; (iii) Specialty Store Services, Inc.; (iv) Adobe Systems, Inc.; (v) Enchante Accessories, Inc.; (vi) Skechers USA Inc.; and (vii) Regency Commercial Associates LLC.

B. The Committee’s Retention of Cooley

5. On May 22, 2020, the Committee held its initial meeting and, among other things, selected Cooley and Cole Schotz P.C. to serve as co-counsel to the Committee in these Chapter 11 Cases, subject to Court approval.

6. On July 2, 2020, the Court entered the *Order Authorizing the Employment and Retention of Cooley LLP as Co-Counsel to the Official Committee of Unsecured Creditors* [Docket No. 548] (the “**Retention Order**”), effective as of May 22, 2020.

7. The Retention Order authorizes the Debtors to compensate and reimburse Cooley in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any Orders entered in these cases.

C. Case Status

8. After the Petition Date, the Debtors undertook going out of business sales contemporaneous with seeking to sell their assets to maximize value for the benefit of their estates. Toward that end, the Committee worked with the Debtors to market their assets to numerous potential purchasers. Further, the Debtors, in extensive consultation with and the support of the Committee, have confirmed the Plan. As such, the Committee professionals in these cases are now working diligently with the Debtors towards an Effective Date. In addition, the Committee also conducted and recently completed its investigation into certain prepetition conduct pursuant to Section 1103 of the Bankruptcy Code. As of the date hereof, the Debtors and Committee are continue to (i) work diligently with potential purchasers for all or a set of the Debtors' assets and (ii) work with the Debtors to meet the conditions set forth in the Plan in order to reach an Effective Date.

**SUMMARY OF PROFESSIONAL COMPENSATION AND REIMBURSEMENT
OF EXPENSES REQUESTED**

9. Cooley seeks interim allowance of \$394,426.90 in fees calculated at the hourly billing rates² of Cooley's professionals who worked on this case, and \$18.24 in expenses actually and necessarily incurred by Cooley while providing services to the Committee during the First Interim Application Period. During the First Interim Application Period, Cooley attorneys and paraprofessionals expended a total of 519.9 hours for which compensation is requested.

10. During this First Interim Application Period, and as set forth in their respective retention applications, Cooley worked as lead and co-counsel and Cole Schotz worked as local and co-counsel in these cases. To avoid any duplication among the firms, the responsibilities

² Cooley has agreed that the standard hourly rates of all attorneys, legal assistants, and staff who provide services to the Committee in these cases will be adjusted to either the lesser of \$1,000/hour or a 15% discount off their standard hourly rates. Adjusted hourly rates have been rounded to the nearest dollar.

and division of labor described in its retention application at Paragraphs 9 and 10 continues to govern Cooley's scope of services to the Committee. *See* Application of the Official Committee of Unsecured Creditors of Stage Stores, Inc., *et al.*, for Entry of an Order Authorizing the Employment and Retention of Cooley LLP as Co-Counsel Effective as of May 22, 2020 (Docket No. 496).

11. Pursuant to the Interim Compensation Order, during these cases, Cooley has filed monthly fee statements and has received payment of 80% of fees and 100% of expenses for services rendered and expenses incurred from May 22, 2020 through June 30, 2020. As of the date of this Application, Cooley has not received payment of 80% of fees and 100% of expenses for services rendered and expenses incurred from July 1, 2020 through July 31, 2020. Further, Cooley has not received any objections to its monthly fee statements. A summary of the amounts paid to Cooley in accordance with the Interim Compensation Order for monthly fee statements relating to the First Interim Application Period is set forth as follows:

Period	Fees Incurred	Fees Paid	Expenses Incurred	Expenses Paid	Balance (Fees & Expenses)
May 22, 2020 through June 30, 2020	\$278,907.50	\$223,126.00	\$0.00	\$0.00	\$55,781.50
July 1, 2020 through July 31, 2020	\$115,519.40	\$0.00	\$18.24	\$0.00	\$115,537.64
Balance Owning:	\$394,426.90	\$223,126.00	\$18.24	\$0.00	\$171,319.14

12. Pursuant to this Application, Cooley now seeks payment of the twenty percent (20%) "hold-back" amounts in connection with its previously filed monthly fee statement for the period of May 22, 2020 through June 30, 2020; and one hundred percent (100%) of fees and expenses in connection with its previously filed monthly fee statement for the period of July 1, 2020 through July 31, 2020.

13. The fees charged by Cooley in these Chapter 11 Cases are billed in accordance with Cooley's agreed billing rates and procedures in effect during the First Interim Application Period. Cooley has agreed that the standard hourly rates of all attorneys, legal assistants, and staff who provide services to the Committee in these cases will be adjusted to either the lesser of \$1,000/hour or a 15% discount off their standard hourly rates. Adjusted hourly rates have been rounded to the nearest dollar. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a competitive national legal market.

14. Attached hereto as **Exhibit 3** is a summary breakdown of hours and amounts billed by timekeeper. The summary sheet lists those Cooley professionals, and paraprofessionals who have performed services for the Committee during the First Interim Application Period, the capacities in which each individual is employed by Cooley, the department in which each individual practices, the hourly billing rate charged by Cooley for services performed by such individual, the year in which each attorney was first licensed to practice law, where applicable, and the aggregate number of hours expended in this matter and fees billed therefor.

15. Attached hereto as **Exhibit 4** is a summary break down of hours and amounts billed by project category.

16. Cooley maintains computerized records of the time spent by all Cooley attorneys and paraprofessionals in connection with these Chapter 11 Cases. Copies of these computerized records were filed and served with Cooley's monthly fee statements in the format and by the procedure specified by the Interim Compensation Order. Copies of the monthly fee statements together with the time records are attached hereto as **Exhibit 5**.

17. Cooley reserves the right to request additional compensation for the First Interim Application Period to the extent that it is later determined that time or disbursement charges for services rendered or disbursements incurred during such time period have not yet been submitted.

SUMMARY OF SERVICES RENDERED

18. The following narrative provides a brief summary of the services rendered by Cooley on behalf of the Committee organized by project category. The summary that follows is not intended to be a detailed description of the work performed by Cooley during the First Interim Application Period, as those day-to-day services and the time expended in performing such services are fully set forth in the contemporaneous time records that are attached in Exhibit 5. Rather, the following summary attempts to highlight certain of those areas in which services were entered to the Committee.

A. Asset Disposition (B01)

Fees: \$8,140.70

Total Hours: 10.9

19. This category includes time expended by Applicant with respect to the disposition of the Debtors' assets. During the First Interim Application Period, Cooley spent time reviewing and analyzing the Debtors' insurance policies, conducting legal research on same and preparing a memorandum summarizing coverage issues. Cooley also spent time reviewing and analyzing potential preference claims and discussing the foregoing with the Committee and other interested parties.

B. Asset Analysis and Recovery (B02)

Fees: \$25,083.10

Total Hours: 32.2

20. This category includes time expended by Cooley conducting diligence on the Debtors' assets. During the First Interim Application Period, Cooley spent time (i) reviewing and analyzing the Debtors' going out of business motion and preparing a memorandum summarizing potential issues; (ii) reviewing financial reports, liquidator consulting agreement, and materials relating to the Debtors' prepetition marketing process and preparing a memorandum for the Committee's consideration; (iii) attending to issues concerning potential buyers of the Debtors' assets; (iv) reviewing letters of intent received from potential buyers; and (v) communicating with the Committee, the Debtors, estate professionals and other interested parties concerning the sale process, store closures, and budget issues.

C. Business Operations (B03)

Fees: \$31,209.60 Total Hours: 40.1

21. This category includes time spent by Cooley with respect to the Debtors' business operations. During the First Interim Application Period, Cooley spent time (i) reviewing and analyzing the Debtors' financials and budget variance reports, weekly sale reports, and schedules and statements of financial affairs; (ii) preparing a memorandum summarizing issues with the Debtors' business operations (iii) reviewing and analyzing corporate and financial materials prepared by the Committee's financial advisor; and (iv) communicating with the Committee, the Debtors, estate professionals and other interested parties regarding the foregoing

D. Case Administration (B04)

Fees: \$42,285.00 Total Hours: 53.0

22. This category includes time expended by Cooley on a variety of activities relating to the day-to-day management of these Chapter 11 Cases. Services rendered in this project category include, among other things, (i) regularly conferring with the Committee, the Debtors,

and other parties in interest regarding the status of the cases, (ii) reviewing bylaws and other organizational documents for the Committee, (iii) reviewing first day motions and other pleadings, (iv) drafting a non-disclosure agreement with the Debtors, (v) reviewing the Debtors' organizational materials, books, and records, (vi) reviewing and managing a critical dates calendar, (vii) monitoring the case docket, and (viii) attending to miscellaneous tasks that do not properly fall into any other project category.

E. Claims (B05)

Fees: \$10,393.30 Total Hours: 13.4

23. This category includes time expended by Cooley with respect to claims against the Debtors. During the First Interim Application Period, Cooley spent time (i) addressing creditors inquiries concerning claims; (ii) reviewing the Debtors' bar date motion; (iii) reviewing claims analysis; (iv) analyzing the memorandum concerning Wells Fargo liens; (v) reviewing complaint filed under Warn Act, conducting legal research in connection with complaint and preparing summary of findings; and (vi) communicating with the Committee, the Debtors, estate professionals and other interested parties regarding the foregoing.

F. Employee Benefits and Pensions (B06)

Fees: \$24,632.10 Total Hours: 33.0

24. This category includes time expended by Cooley with respect to employee matters of the Debtors. During the First Interim Application Period, Applicant spent time (i) reviewing and analyzing the Debtors' proposed key employee incentive plan ("KEIP") and key employee retention plan ("KERP"); (ii) preparing a memorandum on the KEIP and KERP for the Committee's consideration; (iii) reviewing and commenting on the proposed order approving the Debtors' KEIP/KERP; (iv) attending to KEIP/KERP negotiations and reviewing revised term

sheet; and (v) communicating with the Committee, the Debtors, estate professionals, and other interested parties regarding the foregoing.

G. Fee and Employment Applications (B07)

Fees: \$23,990.80 Total Hours: 40.8

25. This category includes time expended by Cooley regarding the retention and compensation of various professionals in the Debtors' bankruptcy proceedings. Cooley spent time during the First Interim Application Period, among other things, (i) drafting its retention application, (ii) reviewing the retention applications of other professionals filed in these Chapter 11 Cases, (iii) revising its retention application per the U.S. Trustee's comments; (iv) preparing a budget and staffing plan; (v) reviewing orders authoring the retention of estate professionals; (vi) drafting its first monthly fee statement; and (vii) communicating with the Committee, the Debtors, estate professionals, and other interested parties regarding the foregoing.

H. Fee and Employment Objections (B08)

Fees: \$24,750.80 Total Hours: 33.6

26. This category includes time expended by Cooley regarding objections to the retention and compensation of professionals in the Debtors' bankruptcy proceedings. During the First Interim Application Period, Cooley analyzed the retention application of the Debtors' proposed investment banker, PJ Solomon, L.P. and PJ Solomon Securities, LLC (collectively, "PJS") and raised certain issues related thereto. In connection with the proposed retention of PJS, Cooley spent time (i) reviewing the retention application, (ii) conducting legal research, (iii) communicating with the Debtors regarding the Committee' objections to the proposed retention of PJS, (iv) drafting an objection, (v) engaging in settlement discussions regarding certain terms

of the PJS retention, and (vi) reviewing and commenting on the proposed order authorizing the retention of PJS as the Debtors' investment banker.

I. Financing and Cash Collateral (B09)

Fees: \$19,491.30 Total Hours: 25.5

27. This category includes time expended by Cooley with respect to the Debtors' use of cash collateral. During the First Interim Application Period, Applicant spent time (i) reviewing the Debtors' cash collateral motion, (ii) analyzing, negotiating, and commenting on the Debtors' proposed budget, (iii) reviewing and revising an objection to the cash collateral motion, (iv) conducting legal research related thereto, (v) negotiating a settlement with the Debtors and their prepetition lenders with respect to the Debtors' use of cash collateral and proposed budget, (vi) reviewing the revised cash collateral order and budget, and (vii) communicating with the Committee, the Debtors, estate professionals and other interested parties regarding cash collateral and budget issues.

J. Litigation (B10)

Fees: \$68,047.40 Total Hours: 94.2

28. This category includes time expended by Cooley related to litigation matters. During the First Interim Application Period, Cooley spent significant time on the Committee's investigation of the facts and circumstances surrounding the Debtors' prepetition activities, including among other topics, its dividend payments since 2016 and the Gordman's acquisition. In connection with this investigation, Cooley (i) continued to formulate its litigation strategy with respect to possible claims arising from these topics of investigation, (ii) analyzed and compared its investigation against a summary of the special committee investigation and its findings conducted by the Debtors, (iii) conducted legal research with respect to such potential

claims and causes of action relating to the these topics of investigation (iv) participated in further meet and confer sessions with Debtors' counsel regarding the scope and timing of document productions in connection with these investigation, (v) reviewed and analyzed further documents produced by the Debtors in connection with such document requests, and (vi) communicated and coordinated with the Debtors' professionals regarding the topics of investigation and the related potential claims. Cooley further revised and completed its comprehensive memorandum summarizing the findings of the Committee's investigation of the aforementioned topics. .

K. Meetings (B11)

Fees: \$31,715.90 Total Hours: 37.3

29. This category includes time expended by Cooley preparing for and attending telephonic meetings with the Committee, the Debtors, estate professionals and other interested parties in connection with, *inter alia*, general case status, case strategy, the sale process, going out of business matters, KEIP and KERP matters, the Debtors' use of cash collateral and budget issues, the Debtors' proposed plan and disclosure statement, the investigation, wind down strategy, PJS retention issues, and potential preference actions.

L. Plan and Disclosure Statement (B12)

Fees: \$67,096.20 Total Hours: 84.2

30. This category includes time expended by Cooley in connection with the plan and disclosure statement. During the First Interim Application Period, Cooley spent significant time in this category attending to the finalization of the Debtors' proposed plan (the "**Plan**") in these cases. In connection therewith, Applicant (i) reviewed the order approving the disclosure statement, (ii) reviewed and commented on the (a) proposed confirmation order, (b) declaration in support of confirmation, (c) notice of effective date and (d)d the plan supplement, (iii)

analyzed various financial information in connection with the Plan and potential post-confirmation matters, (iv) attended to the selection of the Plan Administrator, (v) prepared for and attending court hearings in connection with the foregoing, and (vi) corresponded with the Committee, the Debtors, other interested parties regarding the foregoing. Under the Plan, the Committee successfully negotiated for material modifications to protect recoveries to general unsecured creditors and administrative creditors, certain liability protections to general unsecured creditors in the event estimated recoveries are not achieved, and separately, the right to select, in consultation with the Debtors, the Plan Administrator.

M. Leases and Executory Contracts (B18)

Fees: \$5,200.80

Total Hours: 6.7

31. This category includes time expended by Cooley with respect to the Debtors' leases and executory contracts. During the First Interim Application Period, Cooley spent time reviewing and analyzing the Debtors' rent deferral motion, preparing memorandum summarizing issues for the Committee's consideration, reviewing lease and executory contract rejection notices, and communicating with the Committee, the Debtors, estate professionals, the landlords, and interested parties regarding the foregoing.

N. Preparation For and Attendance at Court Hearings

Fees: \$12,185.90

Total Hours: 14.7

32. This category includes, among other things, time expended by Cooley with respect to preparation for and attendance (via telephonically and/or video conferencing) at the (i) May 27, 2020 hearing regarding the Debtors' rent deferral motion; (ii) June 10, 2020 hearing regarding the Debtors' use of cash collateral, going out of business motion, sale motion, and KERP matter; (iii) June 18, 2020 hearing regarding the Debtors' bar date motion and KEIP

matter; (iv) June 30, 2020 hearing regarding the Debtors' disclosure statement; and (v) July 31, 2020 status conference.

SUMMARY OF ACTUAL AND NECESSARY EXPENSES

33. During the First Interim Application Period, Cooley incurred \$18.24 in expenses on behalf of the Committee. It is Cooley's policy to charge its clients in all areas of practice for out-of-pocket expenses incurred in connection with the client's case. These customary items include, among other things, photocopying, facsimiles, travel, business meals, computerized research, postage, witness fees, and other fees related to trials and hearings. Internal costs or overhead cost and document production services (including regular secretarial and word processing time) will not be charged for separately. Cooley charges for these expenses in a manner and at rates consistent with charges made generally to its other clients. A summary of Cooley's expenses incurred during the First Interim Application Period is provided in **Exhibit 6**.

BASIS FOR THE RELIEF REQUESTED

34. Section 331 of the Bankruptcy Code provides for interim compensation of professionals not more than once every 120 days after the commencement of the cases (or more often as the court may permit) and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. *See* 11 U.S.C. § 331. Section 330 provides that a Court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1).

35. Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to . . . [a] professional person, the court shall consider the

nature, the extent, and the value of such services, taking into account all relevant factors, including –

- A. the time spent on such services;
- B. the rates charged for such services;
- C. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- D. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- E. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- F. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 .S.C. § 330(a)(3).

36. In determining the reasonableness of fees, courts routinely employ the twelve factors set forth by the Fifth Circuit in *Johnson v. Ga. Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974). These factors include: (1) the time and labor required; (2) the novelty and difficulty of the questions; (3) the skill requisite to perform the legal service properly; (4) the preclusion of employment by the attorney due to acceptance of the case; (5) the customary fee; (6) whether the fee is fixed or contingent; (7) time limitations imposed by client or the circumstances; (8) the amount involved and the results obtained; (9) the experience, reputation and ability of the attorneys; (10) the undesirability of the case; (11) the nature and length of the professional relationship with the client; and (12) awards in similar cases. *Id.* at 123 n.8. In *In re First Colonial Corp. of America*, 544 F.2d 1291, 1298-99 (5th Cir. 1977), *cert. denied*, 431 U.S. 904 (1977), the Fifth Circuit applied the *Johnson* factors to the analysis of fee awards in bankruptcy cases.

37. Under an analysis utilizing the *Johnson* factors and the standards customarily applied to fee awards under sections 330 and 331 of the Bankruptcy Code, Cooley submits that its request for compensation and reimbursement of expenses is reasonable and proper, and that such request should be allowed in the requested amount. Cooley devoted a substantial amount of time and effort addressing the numerous issues involved in these Chapter 11 Cases. Whenever possible, Cooley sought to minimize the costs of its services to the Committee by utilizing junior attorneys and paraprofessionals to handle the more routine aspects of case administration.

38. Cooley respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, believed to be necessary to effectively represent the Committee and the interests of the Debtors' estates and creditors, were performed economically, effectively and efficiently.

39. Further, Cooley submits that consideration of the relevant *Johnson* factors establishes that the compensation requested is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest:

- (a) *The Time and Labor Required.* The professional services rendered by Cooley on behalf of the Committee have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the many issues encountered with skill and dispatch. Cooley respectfully represents that the services rendered by it were performed efficiently, effectively and economically.
- (b) *The Novelty and Difficulty of Questions.* Although the issues in these Chapter 11 Cases were not particularly novel, many legal challenges have arisen in the course of these Chapter 11 Cases. Cooley's effective assistance has and will continue to maximize value for the benefit of the estate and its stakeholders and facilitate resolutions of such challenges.
- (c) *The Skill Required to Perform the Legal Services Properly.* Cooley believes that its recognized expertise in the area of insolvency proceedings and reorganization, particularly before this Court, have contributed to the efficient and effective administration of these Chapter 11 Cases.

- (d) *The Preclusion of Other Employment by Applicant Due to Acceptance of the Case.* Cooley's representation of the Committee has not precluded its acceptance of new clients. However, the issues that have arisen in these Chapter 11 Cases required attention on a continuing, and, at time, emergent, basis, requiring Cooley's professionals to commit significant portions of their time to these Chapter 11 Cases.
- (e) *The Customary Fee.* The fees sought herein are based upon Cooley's normal hourly rates for services of this kind. In fact, Cooley has agreed that the standard hourly rates of all attorneys, legal assistants, and staff who provide services to the Committee in these Chapter 11 Cases will be adjusted to either the lesser of \$1,000/hour or a 15% discount off their standard hourly rates. Cooley respectfully submits that the hourly rates of its professionals are not unusual given the time expended in attending to the representation of the Committee. Cooley's hourly rates and the fees requested herein are commensurate with fees Cooley has been awarded in other Chapter 11 Cases, as well as with fees charged by other attorneys of comparable experience.
- (f) *Whether the Fee is Fixed or Contingent.* The fees requested in this Application represent fees incurred based upon a fixed hourly rate basis, contingent upon the Court's approval of this Application.
- (g) *Time Limitations Imposed by Client or other Circumstances.* Cooley provided capable legal representation within the time limitations imposed under the unique circumstances of these Chapter 11 Cases. During these Chapter 11 Cases, there were numerous instances in which it was necessary for Cooley to deliver services on very short notice and under significant time constraints.
- (h) *The Amount Involved and Results Obtained.* For the reasons described above, Cooley respectfully submits that the amount of fees for which compensation is sought is reasonable under the circumstances given the numerous matters that had to be addressed.
- (i) *The Experience, Reputation and Ability of the Attorneys.* Cooley is a professional association whose 1,200 attorneys practice extensively in the fields of bankruptcy and corporate restructuring; litigation; real estate; tax; corporate, finance and business transactions; employment; environmental; intellectual property; and other phases of the law. Cooley has represented creditors, creditors' committees, claims administrators, and numerous other parties in cases before the Bankruptcy Courts for the Southern District of Texas as well as in various other Bankruptcy Courts throughout the country.
- (j) *The Undesirability of the Case.* Not applicable.
- (k) *Nature and Length of Professional Relationship.* Not applicable.
- (l) *Awards In Similar Cases.* As previously indicated, the fees sought herein are commensurate with fees Cooley has been awarded in other chapter 11 cases.

40. In addition, consistent with Section 331 of the Bankruptcy Code, this is Cooley's first and only interim fee application during the first 120 days since the Petition Date. *See* 11 U.S.C. § 331.

41. In sum, the services rendered by Cooley were necessary and beneficial to the Committee and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly, approval of the compensation for professional services and reimbursement of the expenses sought herein is warranted.

42. No previous application for the relief sought herein has been made to this or any other Court.

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WHEREFORE, Cooley respectfully requests that the Court:

- (a) approve the allowance of \$394,426.90 for compensation for professional services rendered to the Committee by Cooley during the period from May 22, 2020 through and including July 31, 2020;
- (b) approve the reimbursement of \$18.24 for Cooley's out-of-pocket expenses incurred in connection with the rendering of such services during the period from May 22, 2020 through and including July 31, 2020;
- (c) authorize and direct the Debtors to immediately pay to Cooley the unpaid portion of such allowed fees and expenses; and
- (d) award such other relief as the Court deems just and proper.

Respectfully submitted,

Dated: September 17, 2020
New York, NY

By: /s/ Jay R. Indyke
Jay R. Indyke
Michael Klein
Evan Lazerowitz
COOLEY LLP
55 Hudson Yards
New York, New York 10001
Tel: (212) 479-6000; Fax: (212) 479-6275
Email: jindyke@cooley.com
mklein@cooley.com
elazerowitz@cooley.com

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

EXHIBIT 1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
STAGE STORES, INC., <i>et al.</i> , ¹)	Case No. 20-32564 (DRJ)
Debtors.)	Jointly Administered
)	

**DECLARATION OF JAY R. INDYKE IN SUPPORT OF THE
FIRST INTERIM APPLICATION OF COOLEY LLP FOR
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AS
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM MAY 22, 2020 THROUGH JULY 31, 2020**

I, Jay R. Indyke, declare under penalty of perjury:

1. I am a partner in the Bankruptcy and Corporate Restructuring Group at Cooley LLP (“**Cooley**”), a law firm which employs approximately 1,200 attorneys and maintains an office for the practice of law at 55 Hudson Yards, New York, NY 10001. I am the lead attorney from Cooley which is currently serving as co-counsel for the Official Committee of Unsecured Creditors of Stage Stores, Inc., *et al.* (the “**Committee**”).

2. I have read the *First Interim Application of Cooley LLP for Allowance of Compensation for Services Rendered as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from May 22, 2020 through July 31, 2020* (the “**Application**”) filed contemporaneously herewith.² To the best of my knowledge, information, and belief, formed after reasonable inquiry, the statements contained in the Application are true and correct. In

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900). The Debtors’ service address is: 2425 West Loop South, Houston, Texas 77027.

² Capitalized terms used but not defined herein shall have the meanings assigned to them in the Application.

addition, I believe that the Application is in conformity with the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, Local Rules, this Court's orders and the U.S. Trustee Guidelines.

3. In connection therewith, I hereby certify that:

- a. The fees and disbursements sought in the Application are billed at rates customarily employed by Cooley *after* application of a negotiated and agreed upon adjustment of Cooley's rates which will be the lesser of \$1,000/hour or a 15% discount off our regular rates. In addition, none of the professionals seeking compensation varied their hourly rates based on the geographic location of the Debtors' cases;
- b. In providing a reimbursable expense, Cooley does not make a profit on that expense, whether the service is performed by Cooley in-house or through a third party;
- c. In accordance with Bankruptcy Rule 2016(a) and Bankruptcy Code Section 504, no agreement or understanding, other than the Cooley partnership agreement, as to the sharing of any compensation to be paid to Cooley in connection with these Chapter 11 Cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules and Local Rules; and
- d. All services for which compensation is sought were professional services on behalf of the Committee and not on behalf of any other person.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on September 17, 2020, in New York, NY.

By: /s/ Jay R. Indyke
Jay R. Indyke

EXHIBIT 2

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
STAGE STORES, INC., <i>et al.</i> , ¹)	
)	Case No. 20-32564 (DRJ)
Debtors.)	
)	Jointly Administered
)	

**ORDER GRANTING FIRST INTERIM APPLICATION OF COOLEY LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AS CO-COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR THE PERIOD FROM
MAY 22, 2020 THROUGH JULY 31, 2020
(Related Docket No. _____)**

Upon consideration of the *First Interim Application of Cooley LLP for Allowance of Compensation for Services Rendered as Co-Counsel to the Official Committee of Unsecured Creditors for the Period from May 22, 2020 through July 31, 2020* (the “**Application**”)² filed by Cooley; and this Court having jurisdiction over the Application; and due and adequate notice of the Application and the relief requested therein having been given under the circumstances and no other or further notice being required; and the Court having read and considered the Application, objections to Application, if any, and arguments of counsel, if any; and any objections to the Application having been resolved or overruled; and for good cause shown;

IT IS HEREBY ORDERED THAT:

1. The relief requested in the Application is hereby GRANTED as provided herein.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Stage Stores, Inc. (6900) and Specialty Retailers, Inc. (1900). The Debtors’ service address is: 2425 West Loop South, Houston, Texas 77027.

² Capitalized terms used but not defined herein shall have the meanings assigned to them in the Application.

2. Cooley is hereby awarded, on an interim basis, the allowance of \$394,426.90 for compensation for professional services and \$18.24 for reimbursement of expenses for the period of May 22, 2020 through July 31, 2020.

3. The Debtors are hereby authorized and directed to immediately pay Cooley the unpaid portion of such allowed fees and expenses.

Dated: _____, 2020

THE HONORABLE DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 3

SUMMARY OF TIMEKEEPERS INCLUDED IN THIS FEE APPLICATION

NAME	TITLE OR POSITION	DEPARTMENT GROUP, OR SECTION	DATE OF FIRST ADMISSION	HOURS BILLED IN THIS APPLICATION	STANDARD HOURLY RATE BILLED IN THIS APPLICATION	ADJUSTED HOURLY RATE BILLED IN THIS APPLICATION ¹	FEES BILLED IN THIS APPLICATION
Jay R. Indyke	Partner	Bankruptcy & Restructuring	1982	88.3	\$1,400	\$1,000	\$88,300.00
Michael Klein	Special Counsel	Bankruptcy & Restructuring	2005	54.5	\$1,015	\$862	\$46,979.00
Evan Lazerowitz	Associate	Bankruptcy & Restructuring	2013	167.9	\$875	\$743	\$124,749.70
Michael Coburn	Associate	Insurance	2016	2.8	\$875	\$743	\$2,080.40
Joseph Brown	Associate	Bankruptcy & Restructuring	2017	185.8	\$800	\$680	\$126,344.00
Katherine King	Summer Associate	Bankruptcy & Restructuring	-	6.8	\$425	\$361	\$2,454.80
Mollie Canby	Paralegal	Bankruptcy & Restructuring	-	13.8	\$300	\$255	\$3,519.00

¹ Cooley has agreed that the standard hourly rates of all attorneys, legal assistants, and staff who provide services to the Committee in these cases will be adjusted to either the lesser of \$1,000/hour or a 15% discount off their standard hourly rates. Adjusted hourly rates have been rounded to the nearest dollar.

EXHIBIT 4

**TASK CODE SUMMARY FROM
MAY 22, 2020 THROUGH JULY 31, 2020**

Task Code Categories		Billed Hours	Billed Amount
B01	Asset Analysis and Recovery	10.9	\$8,140.70
B02	Asset Disposition	32.2	\$25,083.10
B03	Business Operations	40.1	\$31,209.60
B04	Case Administration	53.0	\$42,285.00
B05	Claims	13.4	\$10,393.30
B06	Employee Benefits / Pensions	33.0	\$24,632.10
B07	Fee/Employment Applications	40.8	\$23,990.80
B08	Fee/Employment Objections	33.6	\$24,750.80
B09	Financing and Cash Collateral	25.5	\$19,491.30
B10	Litigation	94.2	\$68,047.40
B11	Meetings	37.3	\$31,715.90
B12	Plan and Disclosure Statement	84.2	\$67,096.20
B16	Business Analysis	0.3	\$204.00
B18	Leases and Executory Contracts	6.7	\$5,200.80
B19	Preparation For and Attendance at Court Hearings	14.7	\$12,185.90
	Total	519.9	\$394,426.90

EXHIBIT 5



June 25, 2020

Noel Runge
Committee Chair
Stage Stores, Inc. Official Committee of Unsecured
Creditors
c/o Nike USA, Inc.
27 Crimson King Drive
Bear, DE 19701

ATTORNEYS AT LAW

101 California
5th floor
San Francisco, CA
94111-5800
MAIN 415 693-2000
FAX 415 693-2222

www.cooley.com

Taxpayer ID Number
94-1140085

Palo Alto, CA
San Diego, CA
Los Angeles, CA
Broomfield, CO
Seattle, WA
New York, NY
Reston, VA
Washington, DC
Boston, MA
Shanghai, P. R. China
Beijing, P. R. China
Hong Kong
Singapore
London, United Kingdom
Brussels, Belgium

Invoice Number: 2191767

340938-201
Creditors Committee

For services rendered through May 31, 2020

Fees	\$	81,365.00
Total Due on Current Invoice	\$	81,365.00



340938-201

Creditors Committee

Invoice Number: 2191767

For services rendered through May 31, 2020 :

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
ASSET ANALYSIS AND RECOVERY				
05/25/20	Evan M. Lazerowitz	Review updated appraisals and financial reporting data	1.40	1,040.20
Task Total:			1.40	1,040.20
ASSET DISPOSITION				
05/22/20	Joseph W. Brown	Review GOB motion; notes re: same	0.90	612.00
05/24/20	Joseph W. Brown	Analyze possible objection to GOB motion and confer with E. Lazerowitz re: same	0.70	476.00
05/26/20	Joseph W. Brown	Review notes re: GOB sales motion (.2); draft issues list (.6); send to M. Klein and E. Lazerowitz for review (.1)	0.90	612.00
05/26/20	Joseph W. Brown	Review buyer outreach summary from PJS	0.20	136.00
05/26/20	Evan M. Lazerowitz	Call with Debtors' investment banker re: marketing process	0.50	371.50
05/26/20	Evan M. Lazerowitz	Review updated financial reporting in dataroom (1.5); review documents re: prepetition marketing process (1.0); prepare summary for Committee re: same (0.9)	3.50	2,600.50
05/26/20	Evan M. Lazerowitz	Review GOB issues list	0.40	297.20
05/26/20	Jay R. Indyke	Review sale process summary provided by PJS.	0.20	200.00
05/26/20	Jay R. Indyke	Emails with Debtor's counsel and Committee professionals on process update call.	0.20	200.00
05/27/20	Joseph W. Brown	Call with E. Lazerowitz re: GB sales timeline (.1); re: plan and case timeline (.1)	0.20	136.00
05/27/20	Joseph W. Brown	Review consultant agreement (.7); analyze and revise GOB issues list (.2); call with M. Klein and E. Lazerowitz re: same (.3); send to J. Indyke for review (.1); email with J. Indyke re: same (.1)	1.40	952.00
05/27/20	Jay R. Indyke	Call with Balasiano on sale process.	0.20	200.00


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Creditors Committee
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/27/20	Jay R. Indyke	Review and comment on rate structure regarding Gordon Brothers liquidation agreement.	0.20	200.00
05/27/20	Michael Aaron Klein	Review materials and confer with EL and JB re: open GOB sales issues	0.70	603.40
05/28/20	Joseph W. Brown	Conduct research re: potential buyer (.4); emails re: same with E. Lazerowitz and J. Indyke (.2)	0.50	340.00
05/28/20	Evan M. Lazerowitz	Analyze potential going concern bidders	1.30	965.90
05/29/20	Joseph W. Brown	Emails with team and Province re: Mason	0.10	68.00
05/30/20	Joseph W. Brown	Emails with J. Indyke re: GOB sales	0.30	204.00
05/30/20	Evan M. Lazerowitz	Call with J.Indyke, M.Klein, and J.Brown re: GOB motion	0.50	371.50
05/30/20	Jay R. Indyke	Review internal email from Brown relative to motion to approve Gordon Bros. as GOB consultant.	0.20	200.00
Task Total:			13.10	9,746.00

BUSINESS OPERATIONS

05/23/20	Joseph W. Brown	Review initial Province diligence list and notes re: same	0.60	408.00
05/24/20	Jay R. Indyke	Scan documents in PJS data room.	0.30	300.00
05/24/20	Jay R. Indyke	Review Province due diligence list.	0.20	200.00
05/24/20	Jay R. Indyke	Review certain info form data room, including CIM and appraisals.	0.50	500.00
05/25/20	Joseph W. Brown	Call with Province re: diligence list (.4); conduct initial review of Debtors' dataroom (.8)	1.20	816.00
05/25/20	Evan M. Lazerowitz	Call with Province re: initial case findings	0.50	371.50
05/26/20	Jay R. Indyke	Review new information in data room.	0.30	300.00
05/27/20	Joseph W. Brown	Multiple emails with Province team and Cooley team re: CC and financials analysis (.5); review preliminary analysis re: same (.2); additional emails with Cole Schotz and E. Lazerowitz on same (.1); confer with E. Lazerowitz on potential CC objection (.2)	1.00	680.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/27/20	Evan M. Lazerowitz	Review updated budget	0.50	371.50
05/27/20	Jay R. Indyke	Call with Huygens on financial update.	0.20	200.00
05/27/20	Joseph W. Brown	Emails with Cooley team re: same and financial position of the estate	0.30	204.00
05/31/20	Joseph W. Brown	Review and analyze Province 6/2 Committee Presentation	0.60	408.00
05/31/20	Jay R. Indyke	Review certain additional populated information in data room including KEIP and KERP data, business plan, litigants and claims.	0.80	800.00
Task Total:			7.00	5,559.00

CASE ADMINISTRATION

05/22/20	Evan M. Lazerowitz	Review bankruptcy docket (1.2); review upcoming deadlines in case (0.4); initial review of dataroom (1.0)	2.60	1,931.80
05/22/20	Jay R. Indyke	Call with Committee professionals on preliminary matters to address; discuss objection deadlines.	0.30	300.00
05/22/20	Jay R. Indyke	Email to Altman and McClelland with data room access contacts regarding scheduling 5/24 call.	0.10	100.00
05/22/20	Jay R. Indyke	Email to Committee with contact sheet and information on data access and "kick-off" call.	0.20	200.00
05/22/20	Jay R. Indyke	Email to Committee professionals regarding access to data room, kick-off call with Debtor and lease motion.	0.20	200.00
05/22/20	Jay R. Indyke	Call with Altman on lease motion status of scheduling initial download call and getting information and data room access.	0.20	200.00
05/22/20	Jay R. Indyke	Email to Debtor's counsel to schedule call of professionals on preliminary download.	0.10	100.00
05/22/20	Michael Aaron Klein	Initial discussions with team about case strategies and next steps, WIP and work streams; begin review of pending motions	2.30	1,982.60



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Creditors Committee

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/23/20	Joseph W. Brown	Multiple emails with Debtors' counsel re: revisions to NDA	0.40	272.00
05/23/20	Joseph W. Brown	Review and revise NDA (1.3); confer with E. Lazerowitz re: same (.1); send to J. Indyke and M. Klein for review (.1); send to Van Aalten and Alberto for review(.1)	1.60	1,088.00
05/23/20	Evan M. Lazerowitz	Revise NDA	0.40	297.20
05/23/20	Michael Aaron Klein	Review mark up of NDA and rent extension order	0.30	258.60
05/24/20	Jay R. Indyke	Email to Cole Schotz regarding division of responsibility on certain matters.	0.20	200.00
05/24/20	Jay R. Indyke	Email to Debtors professionals regarding weekly update calls.	0.10	100.00
05/24/20	Jay R. Indyke	Call with Huygens relative to diligence list (.1); call with Altman on scheduling update calls (.1).	0.20	200.00
05/24/20	Michael Aaron Klein	Emails re: WIP and work streams; contents of data room	0.20	172.40
05/24/20	Michael Aaron Klein	Prep for and participate in kick off call with Debtors' professionals	1.00	862.00
05/25/20	Jay R. Indyke	Review Robinson notes from call with Debtor's advisors and data room observations.	0.20	200.00
05/26/20	Joseph W. Brown	Emails with Cooley team re: Debtor calls	0.10	68.00
05/26/20	Joseph W. Brown	Review documents in dataroom re: appraisals and inventory (.8); re: financial information (.9); re: leases and rent (.5); notes re: same (.3):	2.50	1,700.00
05/26/20	Jay R. Indyke	Email exchange with Altman regarding topic for proposed sale update call and on status of discussions with LL's on motion to defer rent.	0.10	100.00
05/26/20	Jay R. Indyke	Email to Van Aalten on division of responsibilities.	0.10	100.00
05/26/20	Michael Aaron Klein	Confer with Indyke, Brown and Lazerowitz re: cash collateral, sale and GOB issues; review materials in support of same	1.40	1,206.80



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Creditors Committee

Invoice Number: 2191767

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/27/20	Joseph W. Brown	Review docket and NOAs for Committee professionals and recent updates	0.20	136.00
05/27/20	Joseph W. Brown	Committee correspondence re: 6/1 Committee call	0.10	68.00
05/27/20	Evan M. Lazerowitz	Review documents re: BOD and bankruptcy filing	1.50	1,114.50
05/27/20	Jay R. Indyke	Email to Committee on scheduling call for 6/1.	0.10	100.00
05/27/20	Jay R. Indyke	Call with Saccullo on scheduling case calls; update on sale process.	0.20	200.00
05/27/20	Jay R. Indyke	Email to Committee professionals on scheduling next Committee call.	0.10	100.00
05/27/20	Michael Aaron Klein	Confer with Indyke re: WIP and work streams	4.00	3,448.00
05/28/20	Joseph W. Brown	Call with J. Indyke and E. Lazerowitz re: GOB and Cash Collateral	0.30	204.00
05/28/20	Joseph W. Brown	Analyze property insurance with E. Lazerowitz (.2); committee correspondence re: same (.2)	0.40	272.00
05/28/20	Joseph W. Brown	Review docket notices (.1); conduct preliminary review of filings (debtor retention apps) (.3)	0.40	272.00
05/28/20	Joseph W. Brown	Emails with S. Carnes (CS) and A. Saccullo re: NDA revisions (.4); revise NDA per comments (.4); circulate revised NDA to A. Saccullo for review (.1); send revised NDA to J. Indyke for review (.1); emails re: same (.1)	1.10	748.00
05/28/20	Evan M. Lazerowitz	Attend to emergency matter re: renewal of insurance policies; correspond with Committee re: same	1.10	817.30
05/28/20	Evan M. Lazerowitz	Further revise NDA	0.40	297.20
05/28/20	Evan M. Lazerowitz	Call with J.Indyke, M.Klein, and J.Brown re: case status	0.40	297.20
05/29/20	Joseph W. Brown	Finalize NDA and email revised NDA to Debtors' counsel for review (.2); emails with Debtors' counsel re: same (.2); update J. Indyke and M. Klein re: same (.1); further review NDA (.3)	0.80	544.00


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Creditors Committee
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/29/20	Joseph W. Brown	Conduct preliminary review of Debtors' documents responsive to UCC document requests	0.80	544.00
05/29/20	Evan M. Lazerowitz	Correspond with Committee members re: NDA	0.30	222.90
05/29/20	Evan M. Lazerowitz	Review additional documents re: lease rejections and updated financial records	1.50	1,114.50
05/30/20	Joseph W. Brown	Revise NDA per Committee member comment(.1); summarize and send to Committee for execution (.2)	0.30	204.00
05/30/20	Joseph W. Brown	Emails with S. Carnes re: NDA and bylaws execution and follow-ups	0.20	136.00
05/30/20	Michael Aaron Klein	Review emails and confer with Brown re: NDA and GOB order	0.40	344.80
05/30/20	Michael Aaron Klein	Update call with team re: GOB sales	0.40	344.80
05/31/20	Joseph W. Brown	Revise NDA per additional comments from Committee Members	0.20	136.00
05/31/20	Joseph W. Brown	Review committee correspondence re: upcoming call and recent filings	0.20	136.00
05/31/20	Jay R. Indyke	Email to Committee to reschedule 6/1 Committee call to 6/2.	0.10	100.00
Task Total:			30.30	23,740.60

EMPLOYEE BENEFITS/PENSIONS

05/26/20	Joseph W. Brown	Emails with Cooley team re: KEIP/KERP and review	0.20	136.00
05/27/20	Joseph W. Brown	Review and preliminary analysis re: KEIP/KERP motion	0.80	544.00
05/27/20	Evan M. Lazerowitz	Extensive review and analysis of KERP/KEIP motion	2.70	2,006.10
05/27/20	Jay R. Indyke	Review emergency motion on KEIP and KERP programs.	0.40	400.00
05/27/20	Michael Aaron Klein	Review and analyze KEIP/KERP	0.50	431.00


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/28/20	Joseph W. Brown	Analyze comparable special purpose payments in retail cases (.9); send draft analysis to E. Lazerowitz for review (.1); confer with E. Lazerowitz re: same (.2)	1.20	816.00
05/28/20	Joseph W. Brown	Review and analyze KEIP/KERP and notes from E. Lazerowitz re: same (.6); review related documents re: same (.3); call with Province team re: next steps on same (.3)	1.20	816.00
05/29/20	Evan M. Lazerowitz	Extensive analysis of updated KERP/KEIP programs; prepare memorandum re: same	2.10	1,560.30
05/30/20	Joseph W. Brown	Review and analyze Province KEIP/KERP overview	0.30	204.00
05/30/20	Jay R. Indyke	Review internal analysis of KEIP/KERP.	0.30	300.00
05/30/20	Joseph W. Brown	Call with team re: same and KEIP/KERP analysis	0.20	136.00
05/30/20	Joseph W. Brown	Summarize and send questions to/emails with Province	0.20	136.00
05/31/20	Joseph W. Brown	Emails with team re: KEIP/KERP analysis	0.30	204.00
05/31/20	Jay R. Indyke	Review KEIP/KERP analysis from Province.	0.20	200.00
Task Total:			10.60	7,889.40

FEE/EMPLOYMENT APPLICATIONS

05/22/20	Joseph W. Brown	Multiple emails with M. Klein and J. Indyke re: Stage retention and background	0.30	204.00
05/24/20	Jay R. Indyke	Review Province and Emerald presentations for Committee.	0.40	400.00
05/26/20	Mollie N. Canby	Emails re conflicts	0.10	25.50
05/26/20	Mollie N. Canby	Review committee appointment notice (.1); draft Cooley's retention app (.5)	0.60	153.00
05/27/20	Mollie N. Canby	Review email re JPM and Wells disclosures	0.10	25.50
05/28/20	Evan M. Lazerowitz	Review and analyze Debtors' retention applications	1.50	1,114.50
05/28/20	Evan M. Lazerowitz	Review initial draft of Cooley retention application	0.60	445.80
05/28/20	Mollie N. Canby	Draft Cooley's retention application	3.30	841.50



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Creditors Committee

Invoice Number: 2191767

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/29/20	Joseph W. Brown	Review and notes on initial draft Cooley retention application	0.70	476.00
05/29/20	Joseph W. Brown	Review and summarize Debtors' professionals retention applications (1.7); confer with E. Lazerowitz re: same (.2); revise and send summaries to J. Indyke for review (.2); forward summaries to S. Carnes (CS) for review (.1)	2.20	1,496.00
05/29/20	Mollie N. Canby	Review email re fee structure	0.10	25.50
05/29/20	Mollie N. Canby	Draft Cooley's retention application (2.8); emails with E. Lazerowitz and J. Brown re same (.2)	3.00	765.00
05/30/20	Joseph W. Brown	Update J. Indyke re: retention application (.1); confer with E. Lazerowitz on conflicts on same (.1); review and revise application and related materials (.6)	0.80	544.00
05/30/20	Jay R. Indyke	Review summaries of draft retention applications for Debtor's professionals and note comments.	0.20	200.00
Task Total:			13.90	6,716.30

FINANCING AND CASH COLLATERAL

05/22/20	Joseph W. Brown	Review cash collateral motion and confer with E. Lazerowitz on potential issues re: same	0.80	544.00
05/23/20	Joseph W. Brown	Analyze cash collateral issues list (.3); multiple emails with E. Lazerowitz re: CC issues (.3)	0.60	408.00
05/24/20	Joseph W. Brown	Review Cash Collateral issues from E. Lazerowitz (.1); emails with team re: same (.2)	0.30	204.00
05/24/20	Joseph W. Brown	Multiple emails re: credit agreement review	0.40	272.00
05/24/20	Joseph W. Brown	Review cash collateral notes ahead of call with Debtors' professionals (.3); emails with Cooley team re: same and discussion items for call (.2); call with Debtors' professionals (.8)	1.30	884.00
05/24/20	Evan M. Lazerowitz	Prepare initial issues list re: cash collateral	2.30	1,708.90


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Creditors Committee
Invoice Number: 2191767

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/25/20	Joseph W. Brown	Multiple emails with E. Lazerowitz and J. Indyke re: cash collateral issues list (.4); review correspondence with Committee re: same (.1)	0.50	340.00
05/25/20	Evan M. Lazerowitz	Revise cash collateral issues list	1.20	891.60
05/25/20	Evan M. Lazerowitz	Correspond with lenders' counsel re: lien perfection documents	0.50	371.50
05/25/20	Jay R. Indyke	Review and assess cash collateral bullet point issues.	0.20	200.00
05/26/20	Evan M. Lazerowitz	Research re: liens on certain prepetition assets	1.50	1,114.50
05/26/20	Evan M. Lazerowitz	Initial review of lien perfection documents	2.10	1,560.30
05/28/20	Joseph W. Brown	Multiple emails with J. Indyke and E. Lazerowitz re: cash collateral issues and case strategy	0.40	272.00
05/28/20	Evan M. Lazerowitz	Review documents re: prepetition forbearances	1.40	1,040.20
05/28/20	Jay R. Indyke	Review email from Van Aalten regarding cash collateral issues.	0.20	200.00
05/31/20	Joseph W. Brown	Review, correspondence and notes re: draft cash collateral objection ahead of 6/2 Committee call	0.60	408.00
05/31/20	Michael Aaron Klein	Review and comment on cash collateral objection	0.70	603.40
Task Total:			15.00	11,022.40

LITIGATION

05/27/20	Joseph W. Brown	Analyze and confer with E. Lazerowitz re: potential investigation targets	0.30	204.00
Task Total:			0.30	204.00

MEETINGS

05/22/20	Joseph W. Brown	Prepare for and attend call with Cooley and CS teams re: initial tasks and Lease motion	0.50	340.00
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340938-201
Creditors Committee
Invoice Number: 2191767

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/22/20	Evan M. Lazerowitz	Initial call with UCC professionals to discuss case status	0.40	297.20
05/22/20	Jay R. Indyke	Internal calls with Committee on organizational matters and FA interviews.	1.00	1,000.00
05/24/20	Evan M. Lazerowitz	Call with Debtors' and UCC's professionals	0.50	371.50
05/24/20	Jay R. Indyke	Call with Debtor and Committee professionals.	0.70	700.00
05/26/20	Jay R. Indyke	Call with Debtors team on sale process and update on real estate matter.	0.50	500.00
05/28/20	Jay R. Indyke	Call with CS and Province on cash collateral and sale issues.	0.80	800.00
05/30/20	Jay R. Indyke	Call with Brown and Klein regarding presentation for 6/1 Committee call and addressing motions coming up for hearing on GOB sales and retention programs.	0.30	300.00
05/31/20	Jay R. Indyke	Call with Province team on GOB sales and employee retention programs.	0.50	500.00
05/31/20	Joseph W. Brown	Prepare for and call with Cooley and Province teams re: same, GOB sales and next steps	0.60	408.00
Task Total:			5.80	5,216.70

PLAN AND DISCLOSURE STATEMENT

05/22/20	Joseph W. Brown	Review Stage plan and disclosure statement (1.8); confer with Lazerowitz re: same (.2)	2.00	1,360.00
05/23/20	Jay R. Indyke	Review filed Plan and Disclosure Statement.	1.40	1,400.00
05/27/20	Joseph W. Brown	Review disclosure statement notice	0.20	136.00
05/27/20	Evan M. Lazerowitz	Review and analyze proposed chapter 11 plan and disclosure statement	2.50	1,857.50
Task Total:			6.10	4,753.50

LEASES AND EXECUTORY CONTRACTS

05/22/20	Joseph W. Brown	Review lease motion re: potential issues and objection	0.70	476.00
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Invoice Number: 2191767

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/24/20	Joseph W. Brown	Review and analyze lease order from Debtors (.2); emails with J. Indyke re: same (.1)	0.30	204.00
05/24/20	Evan M. Lazerowitz	Prepare summary of rent extension motion for Committee	0.70	520.10
05/24/20	Jay R. Indyke	Review redline of proposed order on rent extension motion.	0.20	200.00
05/25/20	Joseph W. Brown	Review lease objections in other matters to compare (.5); confer with E. Lazerowitz re: same (.2)	0.70	476.00
05/25/20	Evan M. Lazerowitz	Call with Committee member re: rent extension motion	0.40	297.20
05/25/20	Jay R. Indyke	Call with Wittman of Regency on LL issues in case.	0.60	600.00
05/25/20	Jay R. Indyke	Email to Lehane representing several LL's regarding position on emergency motion on rent.	0.10	100.00
05/26/20	Evan M. Lazerowitz	Review notice of rejection of contracts	0.50	371.50
05/27/20	Joseph W. Brown	Review rejection notice of executory contracts (.2); emails with E. Lazerowitz and Cooley team re: same (.1)	0.30	204.00
05/27/20	Joseph W. Brown	Review order extending lease performance	0.20	136.00
Task Total:			4.70	3,584.80

PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS

05/26/20	Joseph W. Brown	Emails with S. Carnes (Cole Schotz) re: upcoming notices and court dates (.2); review docket re: same (.2)	0.40	272.00
05/27/20	Evan M. Lazerowitz	Telephonically attend court hearing	0.70	520.10
05/27/20	Jay R. Indyke	Appearance before Court on hearing on rent payment motion.	0.50	500.00
05/27/20	Jay R. Indyke	Prepare for 5/24 hearing.	0.30	300.00
05/31/20	Jay R. Indyke	Review transcript from 5/27 hearing on lease payment deferral motion.	0.30	300.00
Task Total:			2.20	1,892.10



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Creditors Committee

Invoice Number: 2191767

Total Fees **\$81,365.00**

Fee Summary:

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Jay R. Indyke	Partner	1000	14.90	14,900.00
Michael Aaron Klein	Special Counsel	862	11.90	10,257.80
Evan M. Lazerowitz	Associate	743	38.40	28,531.20
Joseph W. Brown	Associate	680	38.00	25,840.00
Mollie N. Canby	Paralegal	255	7.20	1,836.00

Total: **\$81,365.00**



June 25, 2020

Noel Runge
Committee Chair
Stage Stores, Inc. Official Committee of Unsecured
Creditors
c/o Nike USA, Inc.
27 Crimson King Drive
Bear, DE 19701

340938-201
Creditors Committee

ATTORNEYS AT LAW

101 California
5th floor
San Francisco, CA
94111-5800
MAIN 415 693-2000
FAX 415 693-2222

www.cooley.com

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94-1140085

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Beijing, P. R. China
Hong Kong
Singapore
London, United Kingdom
Brussels, Belgium

Invoice Number: 2191767

REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 5/31/2020-Invoice No. 2191767:

Fees	\$	81,365.00
Total Due on Current Invoice	\$	81,365.00

Cooley LLP
101 California Street, 5th floor
San Francisco, CA 94111-5800

**When making electronic payments please provide invoice number(s)
and send remittance advice to AR@cooley.com**

Invoices are due and payable upon receipt. Any unpaid balance after 30 days may
accrue late charges.



July 8, 2020

Noel Runge
Committee Chair
Stage Stores, Inc. Official Committee of Unsecured
Creditors
c/o Nike USA, Inc.
27 Crimson King Drive
Bear, DE 19701

ATTORNEYS AT LAW

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5th floor
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94111-5800
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Palo Alto, CA
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Beijing, P. R. China
Hong Kong
Singapore
London, United Kingdom
Brussels, Belgium

Invoice Number: 2196645

340938-201
Creditors Committee

For services rendered through June 30, 2020

Fees	\$	197,542.50
Total Due on Current Invoice	\$	197,542.50



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Creditors Committee

Invoice Number: 2196645

For services rendered through June 30, 2020 :

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
ASSET ANALYSIS AND RECOVERY				
06/02/20	Joseph W. Brown	Identify D&O policies for review	0.20	136.00
06/03/20	Joseph W. Brown	Review all insurance policies on dataroom (1.8); draft summaries re: same (.4); conduct research re: same (.3); revise and email summaries to J. Indyke (.2)	2.70	1,836.00
06/08/20	Joseph W. Brown	Emails with M. Klein and M. Coburn re: insurance (.1); call with M. Coburn re: insurance review (.2)	0.30	204.00
06/08/20	James Michael Coburn	Discussed D&O coverage w/ J. Brown.	0.40	297.20
06/08/20	Michael Aaron Klein	Review insurance policies; confer with Brown and Coburn re: same	0.80	689.60
06/09/20	James Michael Coburn	Reviewed D&O policies and coverage; drafted summary of coverage; sent summary to J. Brown.	2.30	1,708.90
06/09/20	Joseph W. Brown	Review M. Coburn insurance analysis and comments (.2); emails re: same with E. Lazerowitz and team (.1)	0.30	204.00
06/12/20	James Michael Coburn	Review D&O analysis sent to J. Indyke.	0.10	74.30
06/14/20	Jay R. Indyke	Review preliminary analysis of D&O coverage.	0.10	100.00
06/15/20	Evan M. Lazerowitz	Review documents re: surety bonds and LC proceeds	0.50	371.50
06/23/20	Jay R. Indyke	Review preliminary reports on high level preference analysis.	0.20	200.00
06/23/20	Jay R. Indyke	Review 90-day potential exposure update from Province.	0.10	100.00
Task Total:			8.00	5,921.50
ASSET DISPOSITION				
06/01/20	Joseph W. Brown	Review and analyze GOB diligence from Province	0.50	340.00



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Creditors Committee

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/01/20	Joseph W. Brown	Prepare for and attend call with Debtors' professionals re: sale update (.2); follow-up emails with Debtors' counsel re: same and 6/10 hearing (.2)	0.40	272.00
06/01/20	Joseph W. Brown	Call with M. Klein re: GOB sales (.2); review and analyze comparable fee-based consultant agreements (.9); send summary to J. Indyke for review (.2)	1.30	884.00
06/01/20	Evan M. Lazerowitz	Review liquidator consulting agreement and prepare summary of same	1.30	965.90
06/02/20	Jay R. Indyke	Review list provided by Gordon Bros. of augment vendors.	0.10	100.00
06/03/20	Joseph W. Brown	Review and analyze supplemental Gordon brothers decl. (.3) and Hilco decl. (.3) re: GOB sales; follow-up e-mail re: joint venture with J. Indyke and Cooley team (.2)	0.80	544.00
06/03/20	Jay R. Indyke	Review internal info generated by J. Brown on augment caps.	0.10	100.00
06/03/20	Evan M. Lazerowitz	Review and comment on liquidator's consulting agreement	2.10	1,560.30
06/04/20	Jay R. Indyke	Review augment language in GOB consulting agreement and email team on same.	0.20	200.00
06/04/20	Jay R. Indyke	Review Texas Taxing Authorities objection to store closing motion.	0.10	100.00
06/08/20	Joseph W. Brown	Diligence potential interested parties in sale process	0.30	204.00
06/08/20	Joseph W. Brown	Review PJS buyer outreach	0.10	68.00
06/08/20	Joseph W. Brown	Prepare for and attend call with PJS and Debtors' counsel re: sale update (.3); emails with Cooley team re: same (.1); review business plans and Province analysis re: same (.5)	0.90	612.00
06/08/20	Jay R. Indyke	Review purchase economics on potential growing concern deal and Province analysis of same.	0.30	300.00
06/08/20	Jay R. Indyke	Email to Committee on status of asset sale process.	0.20	200.00


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Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/08/20	Jay R. Indyke	Review updated sale process contact log from PJS and do certain diligence on named potential bidders.	0.30	300.00
06/08/20	Jay R. Indyke	Email to Province on diligence on potential going concern bidder.	0.10	100.00
06/08/20	Michael Aaron Klein	Review PJS sale process update; confer with Indyke re: same	0.30	258.60
06/08/20	Evan M. Lazerowitz	Review interested party contact log	0.30	222.90
06/09/20	Jay R. Indyke	Email exchange with Wittman on asset sale process and bidders.	0.10	100.00
06/10/20	Jay R. Indyke	Review proposed final order approving GOB sales and consulting agreement.	0.20	200.00
06/15/20	Evan M. Lazerowitz	Call with J.Altman and Debtors' professionals re: sale process	0.40	297.20
06/18/20	Joseph W. Brown	Review IOI received from potential bidder	0.20	136.00
06/18/20	Michael Aaron Klein	Review and analyze IOI received and bona fides of potential bidder	0.40	344.80
06/18/20	Evan M. Lazerowitz	Review LOI from prospective bidder	0.50	371.50
06/19/20	Jay R. Indyke	Review IOI received from 3rd party regarding potential going concern interest.	0.20	200.00
06/22/20	Jay R. Indyke	Email to Committee with sale process update.	0.20	200.00
06/23/20	Jay R. Indyke	Review letter from Fox to Sussberg regarding Wells position relative to IOI on potential going concern transaction.	0.10	100.00
06/23/20	Joseph W. Brown	Review Province's summary of sale process update per BRG	0.10	68.00
06/29/20	Jay R. Indyke	Call with Debtors' advisors regarding sale process update.	0.20	200.00
06/29/20	Evan M. Lazerowitz	Call with Debtors' professionals re: sale process	0.30	222.90
Task Total:			12.60	9,772.10

BUSINESS OPERATIONS

06/01/20	Joseph W. Brown	Review Stage BOD Board Comp Feb 2020 update	0.30	204.00
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Creditors Committee

Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/01/20	Jay R. Indyke	Review draft presentation from Province to Committee and note comments.	0.40	400.00
06/01/20	Jay R. Indyke	Review final Province deck circulated to Committee.	0.20	200.00
06/01/20	Jay R. Indyke	Scan additional information populated in data room.	0.30	300.00
06/03/20	Joseph W. Brown	Review PLCC agreement in dataroom	0.20	136.00
06/04/20	Jay R. Indyke	Review certain additional posted information in data room.	0.30	300.00
06/05/20	Evan M. Lazerowitz	Review updated financial and accounting information in dataroom	1.30	965.90
06/08/20	Jay R. Indyke	Review 2020 pro forma business plan.	0.30	300.00
06/08/20	Evan M. Lazerowitz	Review and comment on go-forward business plan	1.20	891.60
06/17/20	Jay R. Indyke	Review 2021 proforma business plan.	0.30	300.00
06/17/20	Jay R. Indyke	Email to Committee on Debtors' expectations on filing SOFAs and schedules on 6/19.	0.10	100.00
06/17/20	Jay R. Indyke	Review Province update deck for Committee call.	0.30	300.00
06/19/20	Joseph W. Brown	Conduct preliminary review of Debtors' SOFAs and Schedules	0.70	476.00
06/19/20	Evan M. Lazerowitz	Extensive review of Schedules and SOFAs	3.50	2,600.50
06/20/20	Joseph W. Brown	Correspondence with Cooley team re: schedules and SOFAs review	0.10	68.00
06/20/20	Jay R. Indyke	Review email from Huygens on budget to actual analysis.	0.10	100.00
06/20/20	Jay R. Indyke	Review certain portions of SOFA's and schedules filed by Debtors.	0.80	800.00
06/20/20	Evan M. Lazerowitz	Analyze Schedules and SOFAs	1.10	817.30
06/21/20	Joseph W. Brown	Correspondence with Province team re: SOFAs and Schedules	0.20	136.00
06/22/20	Joseph W. Brown	Attend weekly sale update from PJS team	0.20	136.00
06/22/20	Joseph W. Brown	Continue to review SOFAs and Schedules (.6); emails with E. Lazerowitz re: same (.2); call with Province re: same (.4); emails with Province team re: initial analysis (.1)	1.30	884.00


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/22/20	Jay R. Indyke	Review amended schedules filed for edits.	0.20	200.00
06/22/20	Evan M. Lazerowitz	Call with M.Robinson, N.Smith, and J.Brown re: schedules	0.50	371.50
06/23/20	Jay R. Indyke	Review report from Province on update with Debtor's financial advisor on sales process and budget.	0.10	100.00
06/23/20	Joseph W. Brown	Review and revise SoFAs analysis re: preferences with E. Lazerowitz and Province team	0.70	476.00
06/23/20	Evan M. Lazerowitz	Review and revise presentation to Committee re: schedules	0.60	445.80
06/24/20	Jay R. Indyke	Email to J. Cox of BRG with fee estimates for w/e 6/20 for budget.	0.10	100.00
06/24/20	Evan M. Lazerowitz	Call with M.Robinson, N.Smith, and J.Brown re: schedules	0.50	371.50
06/29/20	Michael Aaron Klein	Review budget variance report	0.20	172.40
06/29/20	Joseph W. Brown	Review and analyze budget notes and receipts information from Province i/c/w business performance	0.30	204.00
06/29/20	Evan M. Lazerowitz	Call with N.Smith and M.Robinson re: Schedules	0.50	371.50
06/30/20	Joseph W. Brown	Review Province SoFAs and SOALs analysis (.3); comments and edits re: same (.1); review SOFAs and bar date order re: same (.3)	0.70	476.00
06/30/20	Jay R. Indyke	Review budget variance report from Province through 6/20.	0.10	100.00
06/30/20	Evan M. Lazerowitz	Extensive revisions to memo to Committee re: Schedules	1.10	817.30
Task Total:			18.80	14,621.30

CASE ADMINISTRATION

06/01/20	Joseph W. Brown	Correspondence with Cooley team re: extensions on motions (.1); with Debtors' counsel re: same	0.20	136.00
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Creditors Committee
Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/01/20	Joseph W. Brown	Follow-up with Committee Members re: NDA/bylaws signatures (.2); emails with S. Carnes re: same (.1); review fully executed NDA	0.40	272.00
06/01/20	Jay R. Indyke	Call with Altman on employee retention programs and GOB sales issues.	0.30	300.00
06/01/20	Jay R. Indyke	Email to Altman regarding employee retention programs and GOB sales motion and extensions on same.	0.10	100.00
06/01/20	Jay R. Indyke	Email to Province on KEIP proposal and augment portion of GOB sales motion and extensions on same.	0.10	100.00
06/02/20	Michael Aaron Klein	Confer with Brown re: workstreams; review revised cash collateral objection	0.30	258.60
06/02/20	Jay R. Indyke	Emails to Van Aalten and Huygens on preparation for today's Committee call.	0.20	200.00
06/02/20	Evan M. Lazerowitz	Review and revise objections to second day motions	1.30	965.90
06/02/20	Evan M. Lazerowitz	Attend preparatory call (0.4); and Committee call (0.8)	1.20	891.60
06/03/20	Michael Aaron Klein	Emails with team re: D&O policy, lien review, KEIP/KERP claims, and potential dividends	0.20	172.40
06/05/20	Michael Aaron Klein	Review emails and confer with Brown and Lazerowitz re: KEIP/KERP objection, status of GOB sales and issues associated therewith	0.40	344.80
06/05/20	Joseph W. Brown	Emails with S. Carnes and Cooley team re: upcoming hearings and deadlines	0.20	136.00
06/05/20	Joseph W. Brown	Revise issues list for Debtors (.6); call with Province and Cooley teams (.4); draft email to Debtors re: same (.4); emails with Province and CS re: confirming same (.2); send to Debtors' counsel (.1); emails with Debtors' counsel on same (.1)	1.80	1,224.00
06/07/20	Michael Aaron Klein	Call with Indyke, Lazerowitz and Brown re: next steps in sale process, prepetition activity investigation and PJS retention	0.70	603.40
06/07/20	Evan M. Lazerowitz	Call with J.Indyke, M.Klein, and J.Brown re: case status and upcoming issues	0.70	520.10


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Creditors Committee
Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/07/20	Jay R. Indyke	Review email from Carnes to Committee with draft objection to Equity Committee and pending motion summaries.	0.40	400.00
06/09/20	Evan M. Lazerowitz	Review proposed orders for 6/10 hearing	0.50	371.50
06/12/20	Jay R. Indyke	Email to Committee to schedule 6/17 Committee call.	0.10	100.00
06/12/20	Jay R. Indyke	Email to Committee professionals on scheduling next Committee call and ongoing discussions with Debtor on Plan, retentions, and KEIP.	0.20	200.00
06/15/20	Joseph W. Brown	Draft summary for Committee re: PJS and KEIP (.4); send to J. Indyke for review (.1)	0.50	340.00
06/15/20	Joseph W. Brown	Revise committee management documents (.2) and emails with J. Indyke re: same (.2)	0.40	272.00
06/15/20	Evan M. Lazerowitz	Call with J.Indyke and J.Brown re: case status	0.30	222.90
06/15/20	Evan M. Lazerowitz	Call with Province and Cole Schotz teams re: case status	0.50	371.50
06/16/20	Michael Aaron Klein	Call with Brown re: WIP and work streams between now and Plan confirmation	0.30	258.60
06/16/20	Joseph W. Brown	Review and revise summary communication and materials for Committee ahead of 6/17 call	1.40	952.00
06/16/20	Jay R. Indyke	Review proposed write-up to Committee on KEIP settlement and PJS retention and not comments.	0.20	200.00
06/16/20	Jay R. Indyke	Proposed modifications to email update to Committee and meeting agenda.	0.30	300.00
06/16/20	Jay R. Indyke	Provide comments on draft email to Committee on items for agenda for 6/17 call.	0.40	400.00
06/16/20	Jay R. Indyke	Review email from Brown to Altman confirming KEIP settlement, Plan comments and issues on PJS retention.	0.10	100.00
06/16/20	Evan M. Lazerowitz	Review and revise presentation to Committee for 6/17 call	0.40	297.20
06/17/20	Evan M. Lazerowitz	Call with J.Indyke re: committee update	0.40	297.20
06/17/20	Evan M. Lazerowitz	Correspond with Committee re: agenda for 6/17 call	0.50	371.50


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Creditors Committee
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/17/20	Jay R. Indyke	Review summary report form Section 341 meeting.	0.10	100.00
06/19/20	Jay R. Indyke	Call with Westport on case status.	0.20	200.00
06/20/20	Joseph W. Brown	Review committee communication per J. Indyke comments (.2); send to Committee (.1)	0.30	204.00
06/20/20	Jay R. Indyke	Attention to communicating to Committee on resolution of PJS retention application, and results of 6/18.	0.10	100.00
06/22/20	Michael Aaron Klein	Workstream and plan process update meeting	0.50	431.00
06/22/20	Jay R. Indyke	Call with S. Fox regarding Wells position on sale process and Plan.	0.80	800.00
06/22/20	Evan M. Lazerowitz	Meeting with J.Indyke, M.Klein and J.Brown re: case status	0.50	371.50
06/23/20	Jay R. Indyke	Email to Committee regarding update on sale process, information from statements and schedules, Plan and Disclosure Statement items and scope of investigations.	0.50	500.00
06/25/20	Michael Aaron Klein	Confer with Indyke and team re: discussions with Debtors about investigation and revisions to Plan	0.40	344.80
06/30/20	Jay R. Indyke	Email to Committee with amended Plan and Disclosure and highlighting key revisions; and with budget variance report.	0.40	400.00
Task Total:			18.80	15,130.50

CLAIMS

06/10/20	Joseph W. Brown	Review 6/18 hearing notice and update case calendar (1.); committee correspondence re: same (.1) review Bar date motion re: same (.4)	0.60	408.00
06/12/20	Jay R. Indyke	Call with Dundon on 507(a)(4) claims asserted.	0.20	200.00
06/18/20	Evan M. Lazerowitz	Review correspondence from creditor re: priority claims	0.30	222.90


340938-201
Creditors Committee
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/18/20	Jay R. Indyke	Review proposed revised order on claims bar date.	0.10	100.00
06/19/20	Joseph W. Brown	Review Bar date memo and notes from S. Carnes i/c/w 6/18 hearing summary (.3); draft Committee Communication re: same (.3) and send to J. Indyke for review	0.60	408.00
06/19/20	Evan M. Lazerowitz	Review update to Committee re: bar date	0.50	371.50
06/24/20	Joseph W. Brown	Emails with J. Indyke and team re: claims analysis and communications with Debtors' re: same	0.20	136.00
06/30/20	Jay R. Indyke	Review Province estimate of general unsecured claims for Disclosure Statement.	0.10	100.00
Task Total:			2.60	1,946.40

EMPLOYEE BENEFITS/PENSIONS

06/01/20	Michael Aaron Klein	Attn to KEIP/KERP issues	0.30	258.60
06/01/20	Evan M. Lazerowitz	Review and revise proposed order on KEIP	1.50	1,114.50
06/02/20	Jay R. Indyke	Review board cap update materials from WTW regarding compensation plans.	0.20	200.00
06/02/20	Evan M. Lazerowitz	Correspond with J. Altman re: order approving KEIP program	0.50	371.50
06/03/20	Joseph W. Brown	Review KEIP KERP back-up documents from Debtors	0.70	476.00
06/03/20	Joseph W. Brown	Emails from Debtors re: KEIP issues (.1); with team re: same (.2)	0.30	204.00
06/03/20	Evan M. Lazerowitz	Review detailed information re: pre- and post-petition employee benefit programs and bonus programs	1.40	1,040.20
06/04/20	Jay R. Indyke	Review proposed allocation to KEIP program and email comments.	0.20	200.00
06/04/20	Jay R. Indyke	Call with H. Duran on Committee position on KEIP/KERP.	0.20	200.00
06/04/20	Jay R. Indyke	Call with Altman on KEIP issues.	0.20	200.00
06/04/20	Evan M. Lazerowitz	Extensive revisions to proposal to Debtors re: KERP-KEIP issues	1.10	817.30



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/04/20	Evan M. Lazerowitz	Call with M.Robinson, N.Smith, and J.Brown re: KERP/KEIP	0.50	371.50
06/04/20	Joseph W. Brown	Review additional information from Province team re: KEIP/KERP (.4); revise KEIP/KERP issues for objection (.4); calls re: same with Province team (.9); emails with Province and Cooley teams on proposal (.7)	2.40	1,632.00
06/05/20	Evan M. Lazerowitz	Call with J.Indyke, M.Robinson, N.Smith, and J.Brown re: KERP/KEIP	0.50	371.50
06/05/20	Jay R. Indyke	Modify KEIP proposal language to Debtor.	0.10	100.00
06/05/20	Jay R. Indyke	Review revised proposal on KEIP to suggest to Debtor and note comments.	0.20	200.00
06/06/20	Joseph W. Brown	Emails with Province and Debtors' counsel re: KEIP issues	0.30	204.00
06/07/20	Joseph W. Brown	Review KEIP issues (.1); call with Debtors' counsel to resolve same (.6); follow-up call with Province team (.2); summary of call to J. Indyke and Cooley team (.2)	1.10	748.00
06/07/20	Jay R. Indyke	Review email from J. Brown regarding discussions with Debtor on KEIP.	0.10	100.00
06/08/20	Joseph W. Brown	Review and analyze Debtors' KEIP proposal (.2); emails re: same with Province team (.3); emails with J. Indyke re: same; call with M. Robinson re: disbursements (.1); follow-up emails with Debtors' counsel re: confer on proposal(.1)	0.90	612.00
06/08/20	Joseph W. Brown	Email Debtors' counsel re: KEIP issues	0.10	68.00
06/08/20	Jay R. Indyke	Review email from Altman regarding Debtor's response on Committee KEIP proposal.	0.10	100.00
06/08/20	Evan M. Lazerowitz	Review and analyze amended KEIP proposal	0.60	445.80
06/09/20	Joseph W. Brown	Prepare for and call with M. Klein re: KEIP Disbursement metrics and going concern sale (.3); revise issue list (.2); pre-call with Province (.4); meet and confer with Debtors' counsel re: KEIP (.6)	1.50	1,020.00
06/09/20	Joseph W. Brown	Summarize KEIP term sheet anticipated from Debtors for J. Indyke and Province team	0.20	136.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/09/20	Michael Aaron Klein	Review and analyze proposed KEIP resolution and confer with JB re: same	0.40	344.80
06/09/20	Jay R. Indyke	Review email from J. Brown with KEIP negotiation update.	0.10	100.00
06/10/20	Evan M. Lazerowitz	Review and analyze KEIP proposal	0.50	371.50
06/10/20	Jay R. Indyke	Review proposed order approving motion on KERP and rescheduling hearing on KEIP.	0.10	100.00
06/13/20	Joseph W. Brown	Review and analyze proposed KEIP term sheet (.3); emails with Province team re: same (.1)	0.40	272.00
06/14/20	Joseph W. Brown	Prepare for and call with Province team re: KEIP term sheet (.4); summary of remaining issues to J. Indyke and M. Klein for review (.2)	0.60	408.00
06/14/20	Michael Aaron Klein	Review and analyze changes to KEIP metrics; confer with Brown re: same	0.30	258.60
06/15/20	Joseph W. Brown	Emails with Debtors' counsel re: finalizing KEIP term sheet	0.20	136.00
06/15/20	Joseph W. Brown	Emails with M. Klein re: KEIP response (.1); draft and respond to Debtors' counsel re: KEIP Proposal (.3)	0.40	272.00
06/15/20	Jay R. Indyke	Review responding email from Brown to Altman regarding revision to term sheet on KEIP.	0.10	100.00
06/15/20	Jay R. Indyke	Review current draft of KEIP negotiation term sheet.	0.20	200.00
06/15/20	Evan M. Lazerowitz	Review and revise updated KEIP proposal	1.20	891.60
06/16/20	Joseph W. Brown	Review UST objection re: KEIP (.3); summarize for J. Indyke and M. Klein (.1)	0.40	272.00
06/16/20	Jay R. Indyke	Review list response to Debtor's motion to approve KEIP.	0.10	100.00
06/16/20	Jay R. Indyke	Review KEIP settlement language from Province for report and respond with comments.	0.20	200.00
06/16/20	Evan M. Lazerowitz	Review UST objection to KEIP	0.40	297.20
06/17/20	Joseph W. Brown	Review KEIP Term sheet and Order to be filed (.2); emails with Debtors re: same (.2); review Debtors' KEIP reply (.2)	0.60	408.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/17/20	Evan M. Lazerowitz	Review correspondence to and from PJS re: retention (0.5) and Debtors reply ISO same (0.2)	0.70	520.10
06/18/20	Jay R. Indyke	Review Debtors reply in support of KEIP program.	0.10	100.00
06/18/20	Jay R. Indyke	Review final revisions to term sheet on KEIP and redlined order.	0.20	200.00
Task Total:			22.40	16,742.70

FEE/EMPLOYMENT APPLICATIONS

06/01/20	Joseph W. Brown	Emails with M. Canby re: revisions to retention application draft	0.20	136.00
06/01/20	Joseph W. Brown	Review and revise retention application	1.30	884.00
06/01/20	Mollie N. Canby	Emails re fee structure and update language in retention application of Cooley	0.30	76.50
06/02/20	Joseph W. Brown	Further revise fee application (.6); emails with M. Canby re: same (.2)	0.80	544.00
06/02/20	Joseph W. Brown	Emails with J. Indyke re: retention applications and employment agreements	0.20	136.00
06/02/20	Mollie N. Canby	Review mark up of Cooley's retention application and emails with J Brown re same	0.30	76.50
06/02/20	Mollie N. Canby	Revisions to Cooley's retention application	0.80	204.00
06/02/20	Jay R. Indyke	Review and revise draft retention application fee form.	0.30	300.00
06/03/20	Joseph W. Brown	Further review retention application per J. Indyke comments (.3); emails with M. Canby re: additional information and revisions (.3); review M. Canby revisions and revise (.2)	0.80	544.00
06/03/20	Mollie N. Canby	Add details to certain conflict disclosures in Indyke Declaration	0.20	51.00
06/03/20	Jay R. Indyke	Email exchange with BRG on weekly fee estimate.	0.10	100.00
06/04/20	Joseph W. Brown	Review exec. contracts rejection notice	0.20	136.00
06/04/20	Joseph W. Brown	Revise retention application and circulate to J. Indyke for review (.6); obtain additional conflicts reports i/c/w same (.3)	0.90	612.00


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/04/20	Joseph W. Brown	Review Debtors' co-counsel retention application	0.30	204.00
06/05/20	Jay R. Indyke	Review Reimer and Bransteen invoice for May time, redacted.	0.10	100.00
06/06/20	Joseph W. Brown	Revise Cooley retention application per J. Indyke comments (.2); circulate revised retention application (.1)	0.30	204.00
06/06/20	Jay R. Indyke	Review email from Dachelet on PJS fee structure.	0.10	100.00
06/06/20	Jay R. Indyke	Further edits to retention application.	0.10	100.00
06/07/20	Joseph W. Brown	Emails re: retention application and to CS re: same	0.10	68.00
06/07/20	Jay R. Indyke	Review email counterproposal to Wells on cash collateral.	0.10	100.00
06/08/20	Jay R. Indyke	Email to BRG with fee estimate for week ending 6/6 for budget.	0.10	100.00
06/10/20	Joseph W. Brown	Emails with M. Canby re: ancillary retention materials	0.20	136.00
06/10/20	Mollie N. Canby	Emails with J Brown re preparation of budget and staffing plan	0.20	51.00
06/11/20	Mollie N. Canby	Emails re budget prep	0.10	25.50
06/11/20	Joseph W. Brown	Revise retention application and ancillary documents (.4); emails with S. Carnes re: same (.1)	0.50	340.00
06/13/20	Joseph W. Brown	Correspondence with J. Indyke and team re: employment applications	0.20	136.00
06/14/20	Joseph W. Brown	Draft and revise additional Cooley employment application materials (.8); send draft materials to J. Indyke for review (.1); emails with S. Carnes re: filing and UST review on same (.2)	1.10	748.00
06/15/20	Joseph W. Brown	Review and analyze A&G retention application i/c/w leases (.6); emails with Province team re: same (.2)	0.80	544.00
06/15/20	Joseph W. Brown	Revise application materials and send to J. Indyke for review ahead of UST review	0.30	204.00
06/15/20	Mollie N. Canby	Emails re budget prep	0.10	25.50


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/15/20	Evan M. Lazerowitz	Review and revise initial budget	0.70	520.10
06/15/20	Evan M. Lazerowitz	Review A&G Realty application	1.10	817.30
06/16/20	Michael Aaron Klein	Review A&G retention and compare comp structure and payment metrics in light of PJS retention and KEIP metrics	0.30	258.60
06/16/20	Joseph W. Brown	Summary update to J. Indyke and M. Klein re: A&G Realty retention application i/c/w PJS issues	0.20	136.00
06/16/20	Jay R. Indyke	Review Debtor's application to retain A&G as real estate consultants.	0.30	300.00
06/16/20	Mollie N. Canby	Review emails re Cooley budget/staffing plan	0.10	25.50
06/17/20	Jay R. Indyke	Email to J. Cox with firm fee total for week ending 6/13 for budget.	0.10	100.00
06/17/20	Jay R. Indyke	Review CTG invoice for 5/31-6/13.	0.10	100.00
06/22/20	Mollie N. Canby	Review UST comments and revise Cooley's proposed retention order	0.40	102.00
06/22/20	Mollie N. Canby	Review emails re UST comments to Cooley's retention order	0.10	25.50
06/22/20	Joseph W. Brown	Review UST comments to Cooley application (2); emails with M. Canby and CS teams re: revisions to same (.2); review, revise, and send to J. Indyke for review (.2)	0.60	408.00
06/22/20	Jay R. Indyke	Review US Trustee comments on retention applications.	0.10	100.00
06/22/20	Mollie N. Canby	Review Cooley's as filed retention app	0.10	25.50
06/24/20	Jay R. Indyke	Review May time and expense records for correct categorization.	0.40	400.00
06/26/20	Jay R. Indyke	Review COC regarding P.J. Solomon revised order of retention.	0.10	100.00
Task Total:			15.80	10,404.50

FEE/EMPLOYMENT OBJECTIONS

06/04/20	Joseph W. Brown	Review summary from D. Dechelet re: PJS retention	0.10	68.00
06/12/20	Michael Aaron Klein	Confer with Brown re: modifications to PJS retention	0.30	258.60



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/12/20	Joseph W. Brown	Prepare for Debtors' meet and confer re: PJS retention (.2); review application and notes re: same (.2)	0.40	272.00
06/15/20	Joseph W. Brown	Call with Province team re: PJS retention (.4); draft proposal to Debtors' counsel re: same (.3); send to J. Indyke and M. Klein for review (.1)	0.80	544.00
06/15/20	Jay R. Indyke	Email with Brown on proposal to revise PJS retention terms.	0.10	100.00
06/16/20	Joseph W. Brown	Revise PJS retention proposal to Debtors (.3); emails with Province junior team re: same (.2) send to CS and P. Huygens (Province) for review (.1); emails with Debtors' counsel re: same (.2); follow-up with Province team re: comps evidence requested (.1)	0.90	612.00
06/17/20	Michael Aaron Klein	Review PJS comps and confer with Brown re: same	0.40	344.80
06/17/20	Joseph W. Brown	Conduct research re: PJS retention (1.8); draft objection re: same (4.3); commence drafting Huygens declaration re: same (.7)	6.80	4,624.00
06/17/20	Joseph W. Brown	Call with P. Huygens and Province team re: PJS objection	0.20	136.00
06/17/20	Joseph W. Brown	Call with Province team re: PJS fee comps for Debtors (.2); review and analyze comps (.3); send to Debtors counsel for review i/c/w proposal (.1); multiple emails with Province team re: comps and Huygens declaration (.3)	0.90	612.00
06/18/20	Joseph W. Brown	Prepare and revise settlement proposals (.8); multiple emails and calls with PJS counsel re: same (.7)	1.50	1,020.00
06/18/20	Joseph W. Brown	Multiple emails with Cooley and Province teams re: settlement proposal from PJS counsel (1.3); call with P. Huygens and Province team on response to same (.2); call with J. Indyke and Province team re: counter-proposal and response (.4)	1.90	1,292.00
06/18/20	Joseph W. Brown	Complete initial draft of PJS objection (.9); draft Huygens declaration (1.2)	2.10	1,428.00


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/18/20	Joseph W. Brown	Send revised copies of PJS objection materials to E. Lazerowitz with summary for Committee	0.20	136.00
06/18/20	Joseph W. Brown	Revise PJS Objection papers per Cooley comments (1.7); calls with M. Klein re: comments on same (.5); revise Huygens declaration per (.8); call with Province team re: comments on same (.4)	3.20	2,176.00
06/18/20	Michael Aaron Klein	Review and revise PJS objection; numerous calls and emails re: same and settlement of same	2.50	2,155.00
06/18/20	Evan M. Lazerowitz	Extensive correspondence with Province and J.Brown re: PJS retention	0.90	668.70
06/18/20	Evan M. Lazerowitz	Call with Province team re: PJS retention	0.50	371.50
06/18/20	Evan M. Lazerowitz	Extensive revisions to, and research ISO, objection to PJS retention	2.10	1,560.30
06/18/20	Evan M. Lazerowitz	Call with counsel to PJS re: retention	0.50	371.50
06/18/20	Jay R. Indyke	Call with Province on PJS retention negotiations.	0.30	300.00
06/18/20	Jay R. Indyke	Call with Brown on status of PJS negotiations on fee.	0.20	200.00
06/18/20	Jay R. Indyke	Review revised limited objection to PJS retention and draft declaration of Province in support and note comments.	0.30	300.00
06/18/20	Jay R. Indyke	Review draft limited objection to PJS retention and note comments.	0.40	400.00
06/18/20	Jay R. Indyke	Review comp on i-banker fees to show to Debtors.	0.20	200.00
06/19/20	Joseph W. Brown	Review and analyze PJS settlement terms (.2); conduct research re: same (.3)	0.50	340.00
06/19/20	Joseph W. Brown	Multiple emails with T. Labuda (PJS counsel) re: settlement proposal (.6); calls with T. Labuda (.3) with E. Lazerowitz (.2) re: same	1.10	748.00
06/19/20	Michael Aaron Klein	Review emails and confer with team re: PJS negotiations	0.50	431.00
06/19/20	Jay R. Indyke	Review emails regarding negotiations on attempted resolution of PJS retention application.	0.80	800.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/19/20	Jay R. Indyke	Call with Province on PJS retention negotiations.	0.30	300.00
06/19/20	Evan M. Lazerowitz	Call with Province team re: PJS retention	0.50	371.50
06/19/20	Evan M. Lazerowitz	Extensive correspondence with J.Brown and Province re: PJS retention	1.10	817.30
06/20/20	Evan M. Lazerowitz	Review email to Committee re: PJS settlement	0.20	148.60
06/21/20	Joseph W. Brown	Review revised order (.2); emails with Debtors' counsel (.1) and Committee circulating same (.1)	0.40	272.00
06/22/20	Joseph W. Brown	Confirm Committee sign-off on revised retention order to Debtors, PJS	0.10	68.00
06/22/20	Jay R. Indyke	Review revised proposed order on PJS retention reflecting agreement with Committee.	0.10	100.00
06/26/20	Joseph W. Brown	Review final PJS retention order i/c/w settlement (.2); emails with J. Indyke re: same (.1)	0.30	204.00
Task Total:			33.60	24,750.80

FINANCING AND CASH COLLATERAL

06/01/20	Joseph W. Brown	Analysis and comments to E. Lazerowitz re: draft cash collateral objection (.3); call with E. Lazerowitz and J. Indyke re: same (.3); call with S. Carnes with comments on same (.4)	1.00	680.00
06/01/20	Joseph W. Brown	Call with S. Carnes re: motion to seal (.1); review rules re: same (.1)	0.20	136.00
06/01/20	Jay R. Indyke	Call with Lazerowitz and Brown on cash collateral objection.	0.30	300.00
06/01/20	Jay R. Indyke	Review and note comments on draft cash collateral objection.	0.40	400.00
06/01/20	Evan M. Lazerowitz	Weekly call with Debtors (0.4); call with J.Indyke, M.Klein and J.Brown re: financing issues (0.4); call with Province team re: same (0.5); call with S.Carnes re: same (0.3)	1.60	1,188.80
06/02/20	Joseph W. Brown	Review Committee correspondence and revised draft Cash Collateral objection	0.40	272.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/02/20	Joseph W. Brown	Review and analyze CC issues summary from S. Van Aalten (.3); pre-call to Committee call with Cooley and CS teams (.4); prepare for and attend Committee call (.8); follow-up call on issues summary (.4)	1.90	1,292.00
06/02/20	Joseph W. Brown	Call with M. Klein re: lien review and investigation	0.30	204.00
06/02/20	Jay R. Indyke	Review draft asks to Wells on cash collateral.	0.20	200.00
06/03/20	Jay R. Indyke	Review further revised objection to cash collateral provided to Committee for review.	0.30	300.00
06/03/20	Jay R. Indyke	Review Huygens draft affidavit in support of cash collateral objection.	0.20	200.00
06/03/20	Jay R. Indyke	Review preliminary responses from Wells on cash collateral negotiating points.	0.10	100.00
06/05/20	Jay R. Indyke	Call with Huygens and Van Aalten on cash collateral issues.	0.50	500.00
06/05/20	Jay R. Indyke	Call with Van Aalten on cash collateral response to demands from Wells.	0.30	300.00
06/06/20	Joseph W. Brown	Review cash collateral settlement proposal	0.20	136.00
06/06/20	Jay R. Indyke	Review Wells response regarding cash collateral negotiation.	0.10	100.00
06/08/20	Joseph W. Brown	Review Committee correspondence re: cash collateral	0.10	68.00
06/08/20	Joseph W. Brown	Review cash collateral objection update from S. Van Aalten	0.10	68.00
06/08/20	Jay R. Indyke	Review email to Committee on proposed resolution on cash collateral.	0.10	100.00
06/08/20	Jay R. Indyke	Review proposals and counter-proposals on cash collateral with lenders.	0.20	200.00
06/08/20	Evan M. Lazerowitz	Review and analyze amended cash collateral settlement offer	0.70	520.10
06/09/20	Joseph W. Brown	Review cash collateral issues re: objection and committee correspondence re: same	0.20	136.00
06/09/20	Jay R. Indyke	Review revised cash collateral budget.	0.10	100.00
06/09/20	Jay R. Indyke	Review certain revisions negotiated to cash collateral order	0.10	100.00


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/10/20	Jay R. Indyke	Review email exchanges between Debtor, Committee and Wells on revisions to cash collateral order and budget.	0.30	300.00
06/16/20	Joseph W. Brown	Call with S. Carnes re: cash collateral budget	0.10	68.00
Task Total:			10.00	7,968.90

LITIGATION

06/02/20	Jay R. Indyke	Email to team relative to seeking D&O insurance policies and responses to questions on dividends.	0.10	100.00
06/04/20	Evan M. Lazerowitz	Review SEC filings re: potentially avoidable payments	0.60	445.80
06/05/20	Evan M. Lazerowitz	Review D&O insurance policies; summarize same	1.20	891.60
06/09/20	Michael Aaron Klein	Prepare outline of investigation topics and timeline for analysis and pursuit of potential estate claims	0.80	689.60
06/09/20	Evan M. Lazerowitz	Review summary of Debtors' insurance policies	0.40	297.20
06/15/20	Michael Aaron Klein	Continue diligence of publicly available information for development of insider investigation topics	1.20	1,034.40
06/17/20	Michael Aaron Klein	Further confs with Brown and Indyke re: investigation of prepetition conduct of company and its management	2.00	1,724.00
06/17/20	Evan M. Lazerowitz	Initial review of documents re: prepetition actions	1.50	1,114.50
06/17/20	Evan M. Lazerowitz	Call with Province team re: case update	0.30	222.90
06/22/20	Joseph W. Brown	Draft preliminary investigation issues list for Debtors (.5); send to J. Indyke for review (.1); emails with and revise issue list per M. Klein (.2)	0.80	544.00
06/22/20	Michael Aaron Klein	Review and revise list of additional topics for insider investigation; confer with Brown re: same	0.30	258.60
06/22/20	Jay R. Indyke	Review 2004 motion of C. Peters.	0.10	100.00
06/22/20	Evan M. Lazerowitz	Prepare list of investigation topics	1.60	1,188.80


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/23/20	Jay R. Indyke	Email to Sussberg suggesting call to resolve dispute on investigations.	0.10	100.00
06/23/20	Jay R. Indyke	Email exchange with Sussberg on Committee request on conducting investigation.	0.10	100.00
06/23/20	Jay R. Indyke	Email exchange with Altman on scheduling call on investigation topics.	0.10	100.00
06/23/20	Jay R. Indyke	Emails with team on litigation investigation areas.	0.20	200.00
06/23/20	Joseph W. Brown	Email preliminary investigation list to Debtors' counsel (.2); call with Debtors' counsel re: same and investigation procedure (.3)	0.50	340.00
06/23/20	Evan M. Lazerowitz	Call with J.Altman re: investigation topic s	0.70	520.10
06/24/20	Michael Aaron Klein	Emails and calls re: dispute with Debtors over insider investigation; research 1103 cases in support of same	1.60	1,379.20
06/24/20	Jay R. Indyke	Call with Sussberg on investigations.	0.10	100.00
06/24/20	Jay R. Indyke	Email to team on discussions with Sussberg on investigations.	0.10	100.00
06/24/20	Jay R. Indyke	Call with Klein relative to dispute with Debtor on investigation.	0.20	200.00
06/24/20	Evan M. Lazerowitz	Prepare informal document demands ISO investigation	2.50	1,857.50
Task Total:			17.10	13,608.20

MEETINGS

06/01/20	Joseph W. Brown	Prepare for and attend call with Province re: GOB and KEIP/KERP diligence items	0.80	544.00
06/01/20	Jay R. Indyke	Call with Province regarding deck for Committee, employee retention programs and GOB sales issues.	0.70	700.00
06/01/20	Jay R. Indyke	Call with Debtors advisors for weekly update call and on sale process.	0.30	300.00
06/02/20	Michael Aaron Klein	Review Province deck in advance of today's Committee call	0.40	344.80


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/02/20	Jay R. Indyke	Committee call to review Province deck, discuss budget, cash collateral, sale process et al.	0.80	800.00
06/02/20	Jay R. Indyke	Committee professional pre-call on agenda items for Committee.	0.40	400.00
06/02/20	Jay R. Indyke	Follow-up call with Committee professionals on cash collateral "want list" and objection.	0.40	400.00
06/03/20	Jay R. Indyke	Call with lenders and Debtor on financing negotiation points.	0.80	800.00
06/05/20	Jay R. Indyke	Call with Province on KEIP adjustment counterproposal.	0.40	400.00
06/07/20	Joseph W. Brown	Call with J. Indyke and M. Klein re: PJS, investigation and DC/Plan review	0.70	476.00
06/07/20	Jay R. Indyke	Call with Klein, Brown and Lazerowitz addressing open issues on employee programs, Plan, i-banker retention and investing firms.	0.50	500.00
06/08/20	Jay R. Indyke	Call with Debtor's advisors on sale process update.	0.30	300.00
06/12/20	Jay R. Indyke	Call with Lazerowitz and Brown on Plan, PJS retention, potential investigations and KEIP.	0.40	400.00
06/12/20	Jay R. Indyke	Call with Lazerowitz and Brown regarding discussions with Kirkland on Plan, Debtor retention-applications and KEIP.	0.30	300.00
06/15/20	Joseph W. Brown	Prepare for and meet & confer with Debtors' counsel re: PJS, Plan and extensions (.6); summary email re: same to Cooley team (.1)	0.70	476.00
06/15/20	Joseph W. Brown	Call with J. Indyke and E. Lazerowitz re: KEIP,PJS and Plan/DS issues (.5); with CS re: same and planning for 6/17 Committee call (.5)	1.00	680.00
06/15/20	Joseph W. Brown	Weekly call with Debtors professionals and sale update on same	0.30	204.00
06/15/20	Jay R. Indyke	Pre-call with Lazerowitz and Brown on Plan, KEIP & PJS retention application.	0.50	500.00
06/15/20	Jay R. Indyke	Call with Committee professionals regarding preparing for Committee call on Wednesday and developments on case issues.	0.50	500.00


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Creditors Committee
Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/15/20	Jay R. Indyke	Weekly update call with PJS and Debtors professionals regarding sale process.	0.30	300.00
06/16/20	Joseph W. Brown	Call with Province team re: investigation and upcoming tasks	0.30	204.00
06/17/20	Joseph W. Brown	Prepare for (.2) and attend 6/18 Committee call (.8)	1.00	680.00
06/17/20	Joseph W. Brown	Call with J. Indyke and E. Lazerowitz re: 6/18 Committee call	0.30	204.00
06/17/20	Joseph W. Brown	Review final Committee Correspondence re: 6/18 call	0.20	136.00
06/17/20	Evan M. Lazerowitz	Committee call	1.00	743.00
06/17/20	Jay R. Indyke	Conference call of Committee to discuss Province deck, Plan, KEIP and PJS retention.	0.80	800.00
06/17/20	Jay R. Indyke	Call with Lazerowitz and Brown regarding agenda for Committee call and coverage of 6/18 hearing.	0.30	300.00
06/19/20	Joseph W. Brown	Call with P. Huygens/ Province team, J. Indyke and E. Lazerowitz re: PJS settlement terms	0.30	204.00
06/22/20	Joseph W. Brown	Call with J. Indyke, M. Klein, and E. Lazerowitz re: investigation, Plan issues from Lenders	0.60	408.00
06/22/20	Jay R. Indyke	Call with Debtor's professionals regarding update on sale process.	0.30	300.00
06/22/20	Jay R. Indyke	Internal call with respect to Plan and Disclosure Statement issues and investigations.	0.60	600.00
06/22/20	Evan M. Lazerowitz	Weekly call with Debtors' professionals	0.30	222.90
06/23/20	Jay R. Indyke	Call with Debtors team on investigation inquiries of Committee.	0.30	300.00
06/24/20	Joseph W. Brown	Prepare for and call with Province team re: SoFAs and Schedules analysis and summary for Committee	0.40	272.00
06/29/20	Joseph W. Brown	Call with Province team re: sales performance	0.20	136.00
06/30/20	Joseph W. Brown	Call with E. Lazerowitz re: Plan solicitation version	0.20	136.00



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Creditors Committee

Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
Task Total:			17.60	14,970.70

PLAN AND DISCLOSURE STATEMENT

06/03/20	Joseph W. Brown	Analyze and notes re: plan and disclosure statement documents	0.60	408.00
06/08/20	Joseph W. Brown	Confer with E. Lazerowitz re: DS/Plan issues	0.20	136.00
06/10/20	Michael Aaron Klein	Review DS and Plan and confer with Lazerowitz re: open issues with same	1.40	1,206.80
06/10/20	Joseph W. Brown	Call with E. Lazerowitz re: 6/10 hearing, plan/DS issues and potential upcoming objections (.5); revise DS issues list (.2)	0.70	476.00
06/10/20	Evan M. Lazerowitz	Review and revise plan and disclosure statement	1.50	1,114.50
06/11/20	Michael Aaron Klein	Confer with Indyke re: Plan and DS; review same	1.90	1,637.80
06/11/20	Jay R. Indyke	Call with Klein on Disclosure Statement and Plan.	0.20	200.00
06/12/20	Evan M. Lazerowitz	Call with J.Altman and J.Brown re: Plan	0.50	371.50
06/12/20	Evan M. Lazerowitz	Call with J.Indyke and J.Brown re: plan	0.40	297.20
06/12/20	Evan M. Lazerowitz	Review and revise plan and disclosure statement	1.50	1,114.50
06/12/20	Michael Aaron Klein	Attn to amended Plan and DS	1.30	1,120.60
06/12/20	Joseph W. Brown	Analyze issues with DS and Plan (.8); confer with E. Lazerowitz re: Plan comments (.4); meet and confer with Debtors' counsel re: same (.4)	1.60	1,088.00
06/12/20	Jay R. Indyke	Review internal email on Plan points.	0.10	100.00
06/14/20	Joseph W. Brown	Review and notes re: J. Indyke plan and DS comments	0.30	204.00
06/14/20	Jay R. Indyke	Review and note comments on Plan and Disclosure Statement.	1.80	1,800.00
06/15/20	Joseph W. Brown	Review marked-up plan from E. Lazerowitz and J. Indyke	0.40	272.00
06/15/20	Michael Aaron Klein	Review revised Plan and DS language	0.60	517.20



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Creditors Committee

Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/16/20	Michael Aaron Klein	Further review of proposed changes to the Plan; confer with team re: DS objection and extension of objection deadline	1.80	1,551.60
06/16/20	Michael Aaron Klein	Begin preparing information requests in support of insider investigation	1.40	1,206.80
06/16/20	Jay R. Indyke	Review email exchange between Wells and Debtor regarding Disclosure Statement.	0.10	100.00
06/16/20	Jay R. Indyke	Call with Altman and Plan and Disclosure Statement issues.	0.30	300.00
06/16/20	Jay R. Indyke	Call with S. Fox rep Wells Fargo on Plan issues.	0.40	400.00
06/16/20	Evan M. Lazerowitz	Draft update to Committee re: plan process	0.70	520.10
06/16/20	Evan M. Lazerowitz	Prepare initial comments to plan and disclosure statement	3.50	2,600.50
06/17/20	Evan M. Lazerowitz	Review objection to disclosure statement	0.20	148.60
06/17/20	Jay R. Indyke	Email to Altman raising issue on timing of Disclosing Statement hearing given expected filing time line on schedules and see response.	0.10	100.00
06/17/20	Jay R. Indyke	Email exchange with Dundon relative to plan treatment of priority claims.	0.10	100.00
06/18/20	Joseph W. Brown	Review preliminary plan and disclosure statement issue list for Debtors' counsel (.2); emails with E. Lazerowitz and Debtors' counsel re: same (.2)	0.40	272.00
06/18/20	Michael Aaron Klein	Review emails and confer with Indyke re: Plan and DS issues list	0.30	258.60
06/18/20	Jay R. Indyke	Review email from employee claimant's representative regarding certain Plan treatment issues.	0.10	100.00
06/18/20	Evan M. Lazerowitz	Prepare issues list re: plan and disclosure statement and send same to Debtors	1.10	817.30
06/18/20	Jay R. Indyke	Email comments on memo to Debtor regarding Committee requested revisions to Plan and Disclosure Statement.	0.20	200.00
06/18/20	Jay R. Indyke	Review Byzantine objection to Disclosure Statement.	0.10	100.00



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Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/19/20	Joseph W. Brown	Review debtors preliminary response to Committee plan issues	0.10	68.00
06/19/20	Joseph W. Brown	Review communication from lender counsel re: plan issues and comments	0.20	136.00
06/19/20	Michael Aaron Klein	Confer with EL and JI re: revised liquidating plan structure; prepare Plan insertion language in support of same	0.80	689.60
06/19/20	Michael Aaron Klein	Conduct diligence on potential acquiror of assets that submitted IOI	1.20	1,034.40
06/19/20	Evan M. Lazerowitz	Review Wells Fargo's comments to Plan	0.70	520.10
06/20/20	Jay R. Indyke	Review email from Fox regarding Wells position on Plan and Disclosure Statement.	0.20	200.00
06/20/20	Jay R. Indyke	Review email from Altman responding with preliminary thoughts on comments on Plan and Disclosure Statement.	0.10	100.00
06/22/20	Jay R. Indyke	Call with Debtors and Wells' counsel on Plan issues.	0.50	500.00
06/22/20	Evan M. Lazerowitz	Extensive revisions to plan and disclosure statement	2.50	1,857.50
06/22/20	Evan M. Lazerowitz	Call with Debtors and lenders re: plan	0.50	371.50
06/23/20	Michael Aaron Klein	Review and comment on statement w/r/t Disclosure Statement	1.30	1,120.60
06/23/20	Jay R. Indyke	Email to Committee on extension of time provided for Committee response to Disclosure Statement.	0.10	100.00
06/23/20	Jay R. Indyke	Review draft of Committee response on Disclosure Statement and note comments.	0.40	400.00
06/23/20	Joseph W. Brown	Emails with Debtors' counsel re: Committee objection deadline w/r/t Disclosure Statement	0.10	68.00
06/23/20	Joseph W. Brown	Review and revise disclosure statement reservation of rights with E. Lazerowitz (.5); correspondence with Cooley team (.1) and Committee re: timing and filing same (.1)	0.70	476.00
06/23/20	Evan M. Lazerowitz	Prepare and revise limited objection to disclosure statement	3.50	2,600.50



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Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/25/20	Joseph W. Brown	Multiple emails re: revised DS and Plan with J. Indyke and E. Lazerowitz (.3); review and analyze revised Plan and DS materials (.8); review and revise DS objection i/c/w same (.3)	1.40	952.00
06/25/20	Evan M. Lazerowitz	Further revise limited objection to disclosure statement	0.60	445.80
06/25/20	Evan M. Lazerowitz	Extensive revisions to plan and disclosure statement	2.50	1,857.50
06/26/20	Joseph W. Brown	Call with J. Indyke, M. Klein and E.Lazerowitz re: DS objection (.5); review revise DS objection (.1)	0.60	408.00
06/26/20	Joseph W. Brown	Review and revise DS objection (.3); emails with local counsel re: filing and deadline re: same (.2)	0.50	340.00
06/26/20	Joseph W. Brown	Call with Debtors' counsel re: DS issues and objection deadline (.3); emails to Debtors counsel re: latter (.1)	0.40	272.00
06/26/20	Michael Aaron Klein	Review revised Plan and DS and confer with Indyke and Lazerowitz re: same	0.70	603.40
06/26/20	Jay R. Indyke	Review draft amended limited objection to Disclosure Statement.	0.10	100.00
06/26/20	Jay R. Indyke	Call with Debtor's counsel on revisions to Disclosure Statement.	0.30	300.00
06/26/20	Jay R. Indyke	Review email from Kirkland with proposed revisions to Plan and Disclosure Statement.	0.50	500.00
06/26/20	Jay R. Indyke	Call with team on Debtor revisions to Plan and Disclosure Statement.	0.70	700.00
06/26/20	Evan M. Lazerowitz	Calls with Cooley and Province teams (0.5) and Debtors (0.5) re: plan and disclosure statement	1.00	743.00
06/26/20	Evan M. Lazerowitz	Review further amended plan and disclosure statement and revise same	3.40	2,526.20
06/27/20	Joseph W. Brown	Review revised DS and Plan from Debtors' counsel	0.70	476.00
06/28/20	Michael Aaron Klein	Emails and calls with EL and JI re: modifications to DS	0.30	258.60



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Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/28/20	Joseph W. Brown	Review revised DS comments from E.Lazerowitz (.2); emails with J. Indyke and E.Lazerowitz re: DS issues (.2); review correspondence with Debtors' counsel re: same (.1)	0.50	340.00
06/28/20	Evan M. Lazerowitz	Review and revise further amended plan and disclosure statement with additional changes and issues	2.20	1,634.60
06/28/20	Jay R. Indyke	Review further revisions to Plan and Disclosure Statement from Debtor and report to team on same.	0.70	700.00
06/28/20	Jay R. Indyke	Review further modified language on Plan and Disclosure Statement.	0.10	100.00
06/29/20	Joseph W. Brown	Review landlord DS objection	0.20	136.00
06/29/20	Joseph W. Brown	Conduct quick research re: expungement and claims issues in plan (.3); multiple emails with J. Indyke and E. Lazerowitz re: same (.4); emails with debtors' counsel i/c/w same (.2)	0.90	612.00
06/29/20	Joseph W. Brown	Review further revised DS/plan from Debtors (.4); multiple emails re: comments to same with E. Lazerowitz and J. Indyke (.7)	1.10	748.00
06/29/20	Joseph W. Brown	Call with Kirkland team re: plan/DS comments (.2); review revised plan from Debtors' counsel (.3)	0.50	340.00
06/29/20	Jay R. Indyke	Review further revisions to Plan and Disclosure Statement from Debtor and respond on same.c	0.70	700.00
06/29/20	Jay R. Indyke	Call with Altman regarding revisions to Disclosure Statement.	0.20	200.00
06/29/20	Jay R. Indyke	Email to Lazerowitz regarding drafting separate protective Committee reservation of rights on Disclosure Statement.	0.10	100.00
06/29/20	Jay R. Indyke	Review Brookfield objection to Disclosure Statement.	0.20	200.00
06/29/20	Jay R. Indyke	Email exchange with Altman on request to modify certain language in Plan and Disclosure Statement.	0.50	500.00


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Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/29/20	Evan M. Lazerowitz	Extensive revisions to amended plan; revise limited objection to disclosure statement; extensive communications with Debtors re: same	3.40	2,526.20
06/30/20	Joseph W. Brown	Review further revised plan, DS, propose order (.6); emails with J. Indyke and E. Lazerowitz re: debt paydown and budget (.3); review information from Province re: same (.2); emails with Debtors' counsel re: same (.2); review redline on recent changes and Committee sign-off w/r/t DS (.3)	1.60	1,088.00
06/30/20	Jay R. Indyke	Email exchange with Altman regarding final issues for Disclosure Statement hearing.	0.10	100.00
06/30/20	Jay R. Indyke	Review filed versions of Plan, Disclosure Statement and proposed order approving same.	1.50	1,500.00
06/30/20	Evan M. Lazerowitz	Review final versions of plan and DS	0.80	594.40
Task Total:			67.70	53,683.50

BUSINESS ANALYSIS

06/02/20	Joseph W. Brown	Review and notes on Province 6/2 discussion materials i/c/w GOB and KEIP/RP	0.30	204.00
Task Total:			0.30	204.00

LEASES AND EXECUTORY CONTRACTS

06/04/20	Joseph W. Brown	Review landlord verified statements	0.30	204.00
06/06/20	Jay R. Indyke	Review Notice of Register of certain executory contracts.	0.10	100.00
06/12/20	Joseph W. Brown	Review docket re: A&G references and filing of retention application	0.20	136.00
06/15/20	Joseph W. Brown	Review lease extension order (.2); call with Landlord counsel re: same (.2); send summary of key information ordered and filed to date i/c/w same (.1)	0.50	340.00
06/18/20	Jay R. Indyke	Review Notice of rejection of certain executory contracts.	0.10	100.00



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Creditors Committee

Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/26/20	Jay R. Indyke	Review Notice of rejection of certain executory contracts.	0.10	100.00
06/30/20	Jay R. Indyke	Review Debtor's Notice of rejection of executory contracts.	0.10	100.00

Task Total: 1.40 1,080.00

PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS

06/08/20	Joseph W. Brown	Review 6/10 hearing witness list and exhibits filed by CS	0.40	272.00
06/08/20	Evan M. Lazerowitz	Review witness and exhibit list	0.30	222.90
06/09/20	Joseph W. Brown	Emails with Cooley team re: 6/10 hearing agenda (.1); review docket re: same (.2); call with E. Lazerowitz re: same (.1); review redlines to proposed orders ahead of hearing (.4)	0.80	544.00
06/10/20	Joseph W. Brown	Review 6/10 hearing agenda (.1); emails with J. Indyke and team re: same and coverage on issues (.2)	0.30	204.00
06/10/20	Jay R. Indyke	Review agenda for today's court hearing.	0.10	100.00
06/10/20	Jay R. Indyke	Attend hearing on final order on cash collateral, GOB sales, KERP, etc.	1.00	1,000.00
06/10/20	Jay R. Indyke	Review Notice of reset hearing on motion to approve bar date.	0.10	100.00
06/18/20	Joseph W. Brown	Prepare for (.4) and attend 6/18 hearing (.6)	1.00	680.00
06/18/20	Jay R. Indyke	Review filed agenda for today's court hearing.	0.10	100.00
06/18/20	Jay R. Indyke	Video-hearing on bar date and KEIP motion.	0.40	400.00
06/19/20	Jay R. Indyke	Email to Altman relative to scheduling of status conference with court.	0.10	100.00
06/20/20	Jay R. Indyke	Review Notice of 6/24 status conference.	0.10	100.00
06/23/20	Jay R. Indyke	Review Notice of cancellation of status conference.	0.10	100.00
06/26/20	Jay R. Indyke	Review Notice of Witness list filed for Disclosure Statement hearing by Debtors.	0.10	100.00
06/30/20	Jay R. Indyke	Attend video hearing on approval of Disclosure Statement.	1.50	1,500.00



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Invoice Number: 2196645

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/30/20	Jay R. Indyke	Review agenda for 6/30 court hearing.	0.10	100.00
06/30/20	Evan M. Lazerowitz	Prepare for and attend hearing re: disclosure statement	1.50	1,114.50
Task Total:			8.00	6,737.40

Total Fees **\$197,542.50**

Fee Summary:

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Jay R. Indyke	Partner	1000	46.20	46,200.00
Michael Aaron Klein	Special Counsel	862	28.80	24,825.60
Evan M. Lazerowitz	Associate	743	84.00	62,412.00
Joseph W. Brown	Associate	680	90.20	61,336.00
James Michael Coburn	Associate	743	2.80	2,080.40
Mollie N. Canby	Paralegal	255	2.70	688.50

Total: **\$197,542.50**



July 8, 2020

Noel Runge
Committee Chair
Stage Stores, Inc. Official Committee of Unsecured
Creditors
c/o Nike USA, Inc.
27 Crimson King Drive
Bear, DE 19701

ATTORNEYS AT LAW

101 California
5th floor
San Francisco, CA
94111-5800
MAIN 415 693-2000
FAX 415 693-2222

www.cooley.com

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340938-201
Creditors Committee

Invoice Number: 2196645

REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 6/30/2020-Invoice No. 2196645:

Fees	\$	197,542.50
Total Due on Current Invoice	\$	197,542.50

Outstanding Balance from prior Invoices as of 7/8/2020 **(May not reflect recent payments)**

<u>Invoice Number</u>	<u>Invoice Date</u>	<u>Balance</u>	<u>Late Charges</u>	<u>Balance Due</u>
2191767	6/25/2020	81,365.00	0.00	81,365.00

Total Outstanding Balance from prior Invoices (Disregard if paid) **\$ 81,365.00**

Total Amount Due on Current and Prior Invoices. **\$ 278,907.50**



340938-201
Creditors Committee

Invoice Number: 2196645

Cooley LLP
101 California Street, 5th floor
San Francisco, CA 94111-5800

**When making electronic payments please provide invoice number(s)
and send remittance advice to AR@cooley.com**

Invoices are due and payable upon receipt. Any unpaid balance after 30 days may
accrue late charges.



August 14, 2020

Noel Runge
Committee Chair
Stage Stores, Inc. Official Committee of Unsecured
Creditors
c/o Nike USA, Inc.
27 Crimson King Drive
Bear, DE 19701

ATTORNEYS AT LAW

101 California
5th floor
San Francisco, CA
94111-5800
MAIN 415 693-2000
FAX 415 693-2222

www.cooley.com

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Hong Kong
Singapore
London, United Kingdom
Brussels, Belgium

Invoice Number: 2209582

340938-201
Creditors Committee

For services rendered through July 31, 2020

Fees	\$	115,519.40
Chargeable costs and disbursements	\$	18.24
Total Due on Current Invoice	\$	115,537.64



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Creditors Committee

Invoice Number: 2209582

For services rendered through July 31, 2020 :

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
ASSET ANALYSIS AND RECOVERY				
07/10/20	Jay R. Indyke	Email to Province relative to analysis of potential preference claims.	0.20	200.00
07/13/20	Joseph W. Brown	Emails with P. Huygens (Province), J. Indyke and S. Van Aalten re: preference analysis	0.20	136.00
07/14/20	Jay R. Indyke	Review email from Province regarding preference analysis	0.10	100.00
07/21/20	Evan M. Lazerowitz	Call with Province team re: asset analysis	0.40	297.20
07/27/20	Evan M. Lazerowitz	Review and revise Committee discussion materials	0.60	445.80
Task Total:			1.50	1,179.00
ASSET DISPOSITION				
07/01/20	Jay R. Indyke	Call with Altman relative to sale process.	0.20	200.00
07/03/20	Jay R. Indyke	Call with Debtor's counsel and Wells regarding sales process.	0.30	300.00
07/06/20	Joseph W. Brown	Prepare for and attend weekly call with PJS re: sale process	0.20	136.00
07/06/20	Jay R. Indyke	Call with PJS and Kirkland with update on sale process.	0.20	200.00
07/07/20	Jay R. Indyke	Call with Peress of Hilco/Streambank regarding sale process.	0.30	300.00
07/13/20	Joseph W. Brown	Weekly Call with PJS and Debtors' counsel re: sale process	0.20	136.00
07/14/20	Jay R. Indyke	Review updated store closure schedule	0.10	100.00
07/20/20	Michael Aaron Klein	Review status of sale process for IP and remnant assets	0.20	172.40
07/20/20	Jay R. Indyke	Email to Altman to schedule call on potential piecemeal asset sale	0.10	100.00
07/20/20	Jay R. Indyke	Review emails from Altman and Van Aalten regarding proposed sale of termination right on Netjets lease	0.10	100.00


340938-201
Creditors Committee
Invoice Number: 2209582

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/24/20	Jay R. Indyke	Review with Lift Solutions relative to purchase back of forklifts	0.20	200.00
07/28/20	Michael Aaron Klein	Review and analyze latest acquisition proposal	0.30	258.60
07/28/20	Joseph W. Brown	Review and analyze Stage offer (.3) and emails with Cooley team (.2) with Debtors and lenders re: same (.2)	0.70	476.00
07/28/20	Jay R. Indyke	Review email from Fox with comments on 3rd party proposal	0.10	100.00
07/28/20	Jay R. Indyke	Call with Huygens on budget and Plan	0.20	200.00
07/28/20	Jay R. Indyke	Email exchange with Fox on 3rd party proposal	0.10	100.00
07/28/20	Jay R. Indyke	Review 3rd party offer on purchase of assets and circulate to Committee professionals	0.40	400.00
07/28/20	Evan M. Lazerowitz	Call with Debtors' and lenders' counsel re: Jetall bid	0.50	371.50
07/28/20	Evan M. Lazerowitz	Review and analyze Jetall bid	1.50	1,114.50
07/29/20	Jay R. Indyke	Email to Committee relative to 3rd party proposal on going concern acquisitions	0.60	600.00
Task Total:			6.50	5,565.00

BUSINESS OPERATIONS

07/01/20	Michael Aaron Klein	Review supplemental insurance order	0.20	172.40
07/01/20	Michael Aaron Klein	Review emergency premium financing motion	0.40	344.80
07/01/20	Michael Aaron Klein	Review and comment on SOFA / Schedules memo; confer with Brown re: same	0.60	517.20
07/01/20	Jay R. Indyke	Reporting to BRG regarding estimated professional fees for week ending 6/27 for budget.	0.10	100.00
07/01/20	Jay R. Indyke	Review draft memo on SOFA and schedules for Committee and comments on same.	0.30	300.00
07/01/20	Evan M. Lazerowitz	Review and analyze motion to enter into premium financing arrangement	1.10	817.30
07/01/20	Evan M. Lazerowitz	Call with J.Indyke re: insurance motion	0.20	148.60


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/01/20	Evan M. Lazerowitz	Call with J.Altman re: insurance premium financing motion	0.40	297.20
07/01/20	Evan M. Lazerowitz	Call with M.Robinson and N.Smith re: schedules/sofas	0.50	371.50
07/01/20	Joseph W. Brown	Conduct expedited research re: premium financing i/c/w emergency motion	0.40	272.00
07/01/20	Joseph W. Brown	Call with Province team re: SoFAs and SoALs summary (.3); revise re: same (.2)	0.50	340.00
07/01/20	Joseph W. Brown	Review emergency motion re: premium financing arrangement (.4); emails with Cooley team re: analysis on same (.3); confer with E. Lazerowitz re: response on same (.2); call with Debtors' counsel re: necessity of motion (.2)	1.10	748.00
07/02/20	Jay R. Indyke	Review draft revised order on insurance premium financing.	0.10	100.00
07/02/20	Joseph W. Brown	Review and revise SOFAs and SoALs summary (.6); circulate to J. Indyke for review and comment (.1); emails with Province re: same (.2); committee correspondence from Province re: same (.1)	1.00	680.00
07/03/20	Jay R. Indyke	Review revised deck from Province on SOFA and schedules.	0.20	200.00
07/07/20	Joseph W. Brown	Review and comments to Province re: budget analysis (.3); confer with E. Lazerowitz (.1); call with N. Smith (Province) re: implementing same (.2); emails with E. Lazerowitz and J. Indyke re: revised budget analysis (.2); follow-up emails with M. Robinson (Province) (.1)	0.90	612.00
07/07/20	Evan M. Lazerowitz	Review and revise budget update for Committee	0.50	371.50
07/08/20	Joseph W. Brown	Review Province final budget update and correspondence to Committee	0.20	136.00
07/08/20	Joseph W. Brown	Emails with J. Indyke and E. Lazerowitz (.1) and Province team (.1) re: budget analysis	0.20	136.00
07/08/20	Jay R. Indyke	Review Province budget update for Committee.	0.10	100.00
07/08/20	Evan M. Lazerowitz	Review Debtors' budget updates	0.70	520.10


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/15/20	Joseph W. Brown	Review Province Budget Update (.2) and confer re: same with Province team and J. Indyke (.1)	0.30	204.00
07/17/20	Joseph W. Brown	Emails with J. Indyke and Province team re: budget update	0.20	136.00
07/17/20	Michael Aaron Klein	Review budget to actual update	0.20	172.40
07/17/20	Jay R. Indyke	Review Province deck for Committee with budget update and note comments	0.20	200.00
07/24/20	Jay R. Indyke	Review June balance sheet	0.10	100.00
07/28/20	Joseph W. Brown	Review revised Committee update from Province team re: budget and sales performance (.2); emails with J. Indyke and Province team re: same (.2)	0.40	272.00
07/28/20	Jay R. Indyke	Review revised updated deck circulated by Province to Committee	0.10	100.00
07/28/20	Jay R. Indyke	Review Province deck for Committee with update on budget, operations and preference analysis	0.30	300.00
07/28/20	Jay R. Indyke	Email to Province team with questions on delay for Committee and to schedule pre-call	0.10	100.00
07/30/20	Jay R. Indyke	Review email from Robinson of Province on issues on budget	0.20	200.00
07/30/20	Jay R. Indyke	Call with Van Aalten on budget issues	0.20	200.00
07/30/20	Jay R. Indyke	Review email from Province regarding frustration with BRG on updated budget	0.10	100.00
07/30/20	Evan M. Lazerowitz	Call with Debtors' professionals re: budget	0.50	371.50
07/31/20	Evan M. Lazerowitz	Review and analyze updated cash collateral budget	1.60	1,188.80
07/31/20	Jay R. Indyke	Email to BRG and Kirkland on status of wind-down budget	0.10	100.00
Task Total:			14.30	11,029.30

CASE ADMINISTRATION

07/13/20	Jay R. Indyke	Email exchange with Sterling Factors on case status and Plan	0.20	200.00
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/16/20	Joseph W. Brown	Review docket and upcoming court events/deadlines	0.20	136.00
07/20/20	Jay R. Indyke	Review email from Van Aalten Committee regarding extension of challenge deadline with respect to lenders and regarding proposed Netjets sale interest	0.10	100.00
07/21/20	Jay R. Indyke	Review and respond to email from counsel for Adobe regarding case status	0.20	200.00
07/21/20	Mollie N. Canby	Review docket for filing of 1st MFSs for committee professionals	0.10	25.50
07/22/20	Joseph W. Brown	Confer with Committee Member re: rejection dates (.2); review Debtors' GOB update and analysis re: same and update Committee Member re: same (.5); confer with N. Smith (Province) on additional information for Committee Member (.2); review summary from Province re: same (.1)	1.00	680.00
07/23/20	Jay R. Indyke	Email to Committee regarding scheduling call for 7/28	0.10	100.00
07/23/20	Jay R. Indyke	Email to Committee chair regarding proposing Committee call for 7/28	0.10	100.00
07/24/20	Jay R. Indyke	Call with Balasiano relative to Plan Administration positions and resignation from Committee	0.10	100.00
07/24/20	Jay R. Indyke	Call with Saccullo on wind-down issues	0.20	200.00
07/28/20	Michael Aaron Klein	Confer with JB and EL re: status of next steps in light of latest acquisition proposal	0.20	172.40
07/28/20	Jay R. Indyke	Email to Altman to schedule call on case status	0.10	100.00
07/30/20	Jay R. Indyke	Emails with both Altman and Committee professionals on scheduling call on wind-down	0.20	200.00
07/30/20	Jay R. Indyke	Email to Altman with follow-up on request with Debtors for call on wind-down	0.10	100.00
07/31/20	Jay R. Indyke	Email exchange with Wittman of Regency reacting to information from status conference	0.10	100.00
07/31/20	Jay R. Indyke	Email to Committee with details on court status conference and new Plan Supplement	0.70	700.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/31/20	Jay R. Indyke	Call with S. Fox relative to developments from status conference	0.20	200.00
Task Total:			3.90	3,413.90

CLAIMS

07/02/20	Evan M. Lazerowitz	Research re: priority of customer claims	1.50	1,114.50
07/12/20	Jay R. Indyke	Review email from Dundon to Altman regarding treatment and assessment of Harris and Crosby class claims	0.10	100.00
07/14/20	Michael Aaron Klein	Review and analyze Wells lien review memo	0.60	517.20
07/14/20	Jay R. Indyke	Review lien review memo prepared by Cole Schotz and note comments	0.80	800.00
07/15/20	Jay R. Indyke	Review email from Van Aalten to Committee on lien review analysis and recommendation	0.10	100.00
07/15/20	Jay R. Indyke	Review responding email from Altman to Duncan regarding class claims	0.10	100.00
07/17/20	Joseph W. Brown	Review adversary complaint re: WARN claims (.4); conduct research i/c/w same (.9); pull cases and summarize research (.4); emails with J. Indyke re: same (.2)	1.90	1,292.00
07/17/20	Jay R. Indyke	Further emails between Dundon and Altman on Harris and Crosby class claims	0.10	100.00
07/18/20	Joseph W. Brown	Continue to review case law re: WARN claims	0.60	408.00
07/19/20	Jay R. Indyke	Review certain case law on WARN claims relating to equitable relief, possible stay violation	0.20	200.00
07/20/20	Joseph W. Brown	Call with M. Klein re: WARN claims (.2); emails with J. Indyke re: same (.1); conduct research i/c/w same and send case law summary to J. Indyke for review (1.2); confer with E. Lazerowitz re: same (.2)	1.70	1,156.00
07/21/20	Michael Aaron Klein	Review case law and confer with Brown re: WARN Act adversary proceedings and impact of the automatic stay; review BK rules and local rules in furtherance of same	1.60	1,379.20



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/21/20	Joseph W. Brown	Draft notice to Committee re: upcoming Bar Date	0.30	204.00
07/21/20	Joseph W. Brown	Emails with J. Indyke (.1) and J. Altman at K&E re: WARN complaint (.1)	0.20	136.00
07/21/20	Jay R. Indyke	Email to Westport relative to filing claim and process for recalculation of claim	0.10	100.00
07/22/20	Joseph W. Brown	Correspondence with Debtors' counsel re: WARN claim	0.20	136.00
07/22/20	Joseph W. Brown	Revise and send update to Committee re: bar date	0.30	204.00
07/23/20	Jay R. Indyke	Review additional correspondence between putative class claimants and Kirkland on filing claims	0.20	200.00
07/24/20	Jay R. Indyke	Review Wilson and Muir motion for payment of administrative expense claim	0.10	100.00
07/29/20	Jay R. Indyke	Review email from KCC on intake for Harris and Crosby class claims	0.10	100.00
Task Total:			10.80	8,446.90

FEE/EMPLOYMENT APPLICATIONS

07/02/20	Michael Aaron Klein	Review GT retention application	0.30	258.60
07/02/20	Mollie N. Canby	Review local rules and procedures and interim comp procedures order re fee app prep	0.30	76.50
07/02/20	Mollie N. Canby	Emails with group re monthly fee statement prep	0.30	76.50
07/02/20	Joseph W. Brown	Review local rules and interim comp. order re: monthly fee statement (.3); emails with E. Lazerowitz and M. Canby i/c/w preparation of same (.2), with local counsel re: same (.1)	0.60	408.00
07/02/20	Joseph W. Brown	Review Grant retention application and emails re: same with M. Klein	0.30	204.00
07/03/20	Jay R. Indyke	Review CTG invoice for services 6/14 to 6/27.	0.10	100.00
07/03/20	Jay R. Indyke	Review orders entered approving retention of counsel.	0.10	100.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/06/20	Joseph W. Brown	Emails with M. Warner (Cole Schotz) re: fee application preparation and filing (.1); emails with E. Lazerowitz and M. Canby re: preparation of May/June statement (.2)	0.30	204.00
07/06/20	Joseph W. Brown	Emails with Debtors' counsel re: A&G retention order (.3); review and analyze redlined order (.3); correspondence with J. Indyke and E. Lazerowitz on review of same (.1)	0.70	476.00
07/06/20	Mollie N. Canby	Follow up with E Lazerowitz and J Brown re monthly fee statement prep	0.20	51.00
07/06/20	Jay R. Indyke	Review draft revised retention order for A&G Realty.	0.10	100.00
07/06/20	Jay R. Indyke	Review firm June time and expense records for current categorization.	0.80	800.00
07/06/20	Evan M. Lazerowitz	Review and revise A&G retention order	0.80	594.40
07/07/20	Jay R. Indyke	Review Wells sign-off on increase in budget for PJS for two months.	0.10	100.00
07/08/20	Jay R. Indyke	Email to J. Cox of BRG with weekly fee estimate for budget.	0.10	100.00
07/08/20	Jay R. Indyke	Review Riemer and Braunstein invoice for June.	0.10	100.00
07/09/20	Joseph W. Brown	Review interim compensation order (.1); emails with J. Indyke re: same (.1)	0.20	136.00
07/09/20	Joseph W. Brown	Confer with M. Canby re: preparing first monthly fee statement	0.10	68.00
07/09/20	Mollie N. Canby	Draft Cooley's 1st monthly fee statement	1.70	433.50
07/09/20	Mollie N. Canby	Emails re monthly fee statement prep	0.10	25.50
07/10/20	Jay R. Indyke	Review Winstead fees for Wells for June.	0.10	100.00
07/10/20	Mollie N. Canby	Finalize draft of Cooley's 1st monthly fee statement	0.40	102.00
07/13/20	Joseph W. Brown	Review and revise first monthly fee statement draft (.4); send copy to J. Indyke for review (.1)	0.50	340.00
07/14/20	Joseph W. Brown	Emails with E. Lazerowitz and J. Indyke re: 1st monthly fee statement filing (.2); finalize and send to Cole Schotz for review and filing (.2)	0.40	272.00


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/14/20	Jay R. Indyke	Review and comment on draft narrative for firm's first monthly fee statement	0.30	300.00
07/15/20	Joseph W. Brown	Revise first monthly fee application (.2); emails with J. Indyke and S. Carnes re: filing same (.1)	0.30	204.00
07/15/20	Mollie N. Canby	Revise Cooley's 1st MFS	0.50	127.50
07/15/20	Mollie N. Canby	Emails re revising Cooley's 1st MFS	0.10	25.50
07/15/20	Jay R. Indyke	Email to Cox with info for professional fee budget reserve	0.10	100.00
07/17/20	Joseph W. Brown	Review Cole Schotz comments and revisions to Cooley fee application (.1); emails with M. Canby and S. Carnes (CS) re: same (.1)	0.20	136.00
07/17/20	Mollie N. Canby	Emails with Cole Schotz re filing monthly fee statement	0.10	25.50
07/17/20	Mollie N. Canby	Review email from Cole Schotz re filing of 1st MFS	0.10	25.50
07/21/20	Jay R. Indyke	Review first monthly fee statement for Province	0.20	200.00
07/21/20	Jay R. Indyke	Review Cole Schotz 1st monthly fee statement	0.20	200.00
07/22/20	Jay R. Indyke	Email to BRG with updated fee estimate for budget through 7/18	0.10	100.00
07/23/20	Jay R. Indyke	Review CTG invoice for period 6/28-7/11	0.10	100.00
07/29/20	Jay R. Indyke	Email to BRG with information for professional fee budget escrow for week ending 7/25	0.10	100.00

Task Total: 11.10 6,870.00

FINANCING AND CASH COLLATERAL

07/01/20	Jay R. Indyke	Review Debtor's emergency motion to authorize entry into premium financing agreement for insurance policies.	0.30	300.00
07/01/20	Jay R. Indyke	Call with Lazerowitz on emergency motion on insurance premiums financing.	0.20	200.00

Task Total: 0.50 500.00



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LITIGATION				
07/01/20	Evan M. Lazerowitz	Correspond with J.Altman re: investigation	0.30	222.90
07/01/20	Joseph W. Brown	Emails with Debtors' counsel re: investigation progress	0.10	68.00
07/02/20	Michael Aaron Klein	Attention to status of investigation	0.20	172.40
07/02/20	Joseph W. Brown	Multiple emails with Debtors' counsel and E. Lazerowitz re: investigation progress	0.20	136.00
07/07/20	Michael Aaron Klein	B10 --- Prepare for meet and confer with K&E	0.40	344.80
07/07/20	Joseph W. Brown	Call with K. King re: Gordman's document requests and review (.5); emails with J.Indyke on review re: same (.2)	0.70	476.00
07/07/20	Evan M. Lazerowitz	Call with J.Brown re: plan investigation	0.50	371.50
07/08/20	Michael Aaron Klein	Meet and confer re: investigation	0.70	603.40
07/08/20	Joseph W. Brown	Prepare for and call with Debtors' counsel re: investigation i/c/w Gordman's acquisition and dividends (.8); follow-up call with E. Lazerowitz (.1)	0.90	612.00
07/08/20	Jay R. Indyke	Call with Lazerowitz regarding download on call with Debtor's counsel on investigating potential claims.	0.20	200.00
07/08/20	Katherine M. King	Attend meet and confer re Stage Stores investigation	0.80	288.80
07/08/20	Evan M. Lazerowitz	Call with J.Altman and Debtors' counsel re: plan investigation	0.80	594.40
07/08/20	Evan M. Lazerowitz	Review Debtors' presentation re: plan investigation	0.60	445.80
07/09/20	Michael Aaron Klein	Further review of materials in support of prepetition dividend investigation	0.60	517.20
07/10/20	Joseph W. Brown	Download Debtors' initial production (.2); respond to Debtors' counsel i/c/w same (.1); conduct initial review of production (.4); draft and send summary to J. Indyke and M. Klein (.2)	0.90	612.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/10/20	Joseph W. Brown	Emails with debtors' counsel re: document productions i/c/w dividends (.2); call with J. Fombonne (Kirkland) re: same (.2)	0.40	272.00
07/10/20	Michael Aaron Klein	Review documents produced by K&E; confer with JB re: same	1.50	1,293.00
07/10/20	Michael Aaron Klein	Confer with Indyke re: substance of K&E presentation on insider investigation	0.20	172.40
07/10/20	Jay R. Indyke	Review deliverables form Kirkland for investigation regarding dividend payments, other claims.	0.40	400.00
07/10/20	Jay R. Indyke	Call with Klein on Debtor's investigation report.	0.20	200.00
07/10/20	Evan M. Lazerowitz	Extensive review of Debtors' production ISO plan investigation	2.60	1,931.80
07/12/20	Jay R. Indyke	Review Kirkland investigation presentation	0.40	400.00
07/13/20	Joseph W. Brown	Conduct document review re: Debtors' production (.4); call with E. Lazerowitz and K. King re: review (.3)	0.70	476.00
07/13/20	Evan M. Lazerowitz	Review documents ISO investigation	1.60	1,188.80
07/13/20	Evan M. Lazerowitz	Call with K.King and J.Brown re: investigation	0.50	371.50
07/14/20	Katherine M. King	Review documents re dividend distribution	2.20	794.20
07/14/20	Evan M. Lazerowitz	Review documents ISO investigation	1.60	1,188.80
07/15/20	Katherine M. King	Review documents re dividend distribution and highlight key documents	3.00	1,083.00
07/15/20	Joseph W. Brown	Confer with K. King re: Debtor document review (.2); review key Board materials and Kirkland presentation re: same (.6)	0.80	544.00
07/16/20	Katherine M. King	Complete review of documents re dividend distribution	0.80	288.80
07/16/20	Michael Aaron Klein	Review materials and confer with Indyke re: insider investigations	1.80	1,551.60
07/16/20	Joseph W. Brown	Review key document identified by K. King re: Debtors' document production and notes re: same (.5); emails with K. King re: same (.1)	0.60	408.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/16/20	Joseph W. Brown	Correspondence with J. Indyke re: Debtors' document production and investigation into claims	0.30	204.00
07/16/20	Evan M. Lazerowitz	Continue reviewing documents ISO investigation	2.60	1,931.80
07/17/20	Jay R. Indyke	Review WARN Act complaint	0.20	200.00
07/17/20	Evan M. Lazerowitz	Review documents ISO investigation and prepare list of additional document demands	1.30	965.90
07/17/20	Evan M. Lazerowitz	Call with J.Brown and K.King re: investigation	0.40	297.20
07/18/20	Joseph W. Brown	Continue to review key documents identified from Debtors' production i/c/w investigation	0.60	408.00
07/20/20	Michael Aaron Klein	Update on investigation	0.60	517.20
07/20/20	Joseph W. Brown	Prepare for and call with Debtors' counsel re: document productions (.2); emails re: same (.1); follow-up call with K. King re: same (.1)	0.40	272.00
07/20/20	Joseph W. Brown	Confer with E. Lazerowitz re: distribution payments (.2); emails with Province team re: same (.2)	0.40	272.00
07/20/20	Jay R. Indyke	Call with Klein, Brown and Lazerowitz regarding status of D&O investigations	0.40	400.00
07/20/20	Evan M. Lazerowitz	Review additional documents re: investigation	1.50	1,114.50
07/20/20	Evan M. Lazerowitz	Call with J.Indyke, M.Klein and J.Brown re: investigation	0.50	371.50
07/21/20	Joseph W. Brown	Review Gordman's sale documents re: D&O investigation	0.80	544.00
07/21/20	Evan M. Lazerowitz	Review additional documents re: investigation	1.10	817.30
07/22/20	Evan M. Lazerowitz	Review Debtors' communications re: additional document production	0.30	222.90
07/23/20	Joseph W. Brown	Emails with Debtors' counsel re: document production	0.20	136.00
07/23/20	Evan M. Lazerowitz	Review documents ISO investigation	0.60	445.80
07/24/20	Joseph W. Brown	Attempt to download Debtors' production re: investigation (.2); emails with Debtors' counsel re: corrupt production (.1); download production (.1)	0.40	272.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/24/20	Joseph W. Brown	Review distribution and dividend summary from Province (.2); comments re: revisions same to N. Smith (Province) (.2)	0.40	272.00
07/24/20	Joseph W. Brown	Commence reviewing Debtors' 7-24 document production i/c/w investigation	1.20	816.00
07/27/20	Joseph W. Brown	Conduct review of documents produced i/c/w investigation (1.8); summary of investigation process and progress to J. Indyke (.4)	2.20	1,496.00
07/27/20	Evan M. Lazerowitz	Review and revise investigation analysis of revolver availability	0.80	594.40
07/27/20	Evan M. Lazerowitz	Review key documents ISO investigation	1.70	1,263.10
07/28/20	Joseph W. Brown	Continue to review documents i/c/w investigation (.9); notes and outline for memo re: same (.4)	1.30	884.00
07/28/20	Jay R. Indyke	Review email from J. Brown regarding status of D&O claims investigation and findings	0.30	300.00
07/28/20	Evan M. Lazerowitz	Review and analyze key documents ISO investigation memorandum	1.40	1,040.20
07/29/20	Joseph W. Brown	Continue review of Debtors' produced documents (1.4); commence drafting investigation memorandum (4.7)	6.10	4,148.00
07/30/20	Michael Aaron Klein	Review and comment on investigation memo	2.30	1,982.60
07/30/20	Joseph W. Brown	Continue to draft investigation memo (6.7); confer with M.Klein and E. Lazerowitz re: comments and edits to same (1.2); revise (1.8); draft exhibits and appendices (.4); send final draft to J. Indyke for review (.2)	10.30	7,004.00
07/30/20	Evan M. Lazerowitz	Review and revise investigation memo (2.5); Call with J.Brown re: same (0.5)	3.00	2,229.00
07/31/20	Joseph W. Brown	Revise investigation memorandum (2.1); conduct further document review (1.2); confer with Province (.2) and review information from Province re: same (.2)	3.70	2,516.00
07/31/20	Evan M. Lazerowitz	Additional revisions to investigation memorandum	0.90	668.70
07/31/20	Jay R. Indyke	Review and comment on draft investigation memo for Committee	1.40	1,400.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
Task Total:			76.80	54,235.20
MEETINGS				
07/06/20	Joseph W. Brown	Call with J. Indyke and E. Lazerowitz re: sale process, PJS retention, and receipts on closing sales.	0.30	204.00
07/06/20	Jay R. Indyke	Call with Kirkland, Wells and PJs regarding continued potential engagement of PJS on sale process.	0.30	300.00
07/06/20	Jay R. Indyke	Call with J. Brown and E. Lazerowitz with updates on sale process and need for update on budget to actual.	0.30	300.00
07/06/20	Evan M. Lazerowitz	Weekly call with Debtors' professionals	0.30	222.90
07/06/20	Evan M. Lazerowitz	Call with J.Indyke and J.Brown re: case status	0.40	297.20
07/13/20	Jay R. Indyke	Weekly sales process update call with Debtors	0.20	200.00
07/13/20	Evan M. Lazerowitz	Weekly update call re: sale process	0.30	222.90
07/14/20	Joseph W. Brown	Prepare for and call with Province, CS and J. Indyke re: Preference Analysis and receipts update	0.50	340.00
07/14/20	Jay R. Indyke	Call with Province and Cole Schotz regarding sale process, preference analysis and budget	0.50	500.00
07/14/20	Evan M. Lazerowitz	Call with Committee professionals re: case status	0.50	371.50
07/17/20	Joseph W. Brown	Call with K. King and E. Lazerowitz re: investigation and key documents identified	0.30	204.00
07/20/20	Joseph W. Brown	Weekly update from PJS re: sale process	0.20	136.00
07/20/20	Joseph W. Brown	Call with J. Indyke, M. Klein and E. Lazerowitz re: investigation progress and next steps	0.40	272.00
07/20/20	Jay R. Indyke	Call with PJS and Kirkland with weekly update call on sale process	0.20	200.00
07/21/20	Joseph W. Brown	Prepare for and call with Province team re: Preference Analysis	0.40	272.00
07/22/20	Jay R. Indyke	Call with Debtor on asset sale process	0.40	400.00


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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/22/20	Evan M. Lazerowitz	Call with Debtors' counsel re: asset sales	0.40	297.20
07/23/20	Joseph W. Brown	Call with Cooley, Province and CS teams re: Plan Supplement and upcoming tasks	0.70	476.00
07/23/20	Jay R. Indyke	Call with Committee professionals on Plan, Plan supplement, wind-down, investigations	0.70	700.00
07/27/20	Jay R. Indyke	Weekly sales update call with PJS	0.20	200.00
07/27/20	Evan M. Lazerowitz	Weekly update call with Debtors' investment banker	0.30	222.90
07/28/20	Joseph W. Brown	Prepare for (.2) and attend 7/28 Committee Call (1)	1.20	816.00
07/28/20	Jay R. Indyke	Call with Committee on sale process update, update on sales and budget, investigations and Plan	1.00	1,000.00
07/28/20	Jay R. Indyke	Call with Debtor and Wells on 3rd party offer	0.50	500.00
07/28/20	Jay R. Indyke	Call with Province regarding questions on deck and preparation for Committee call	1.00	1,000.00
07/28/20	Evan M. Lazerowitz	Committee call	0.70	520.10
07/28/20	Evan M. Lazerowitz	Professionals pre-call for Committee call	0.60	445.80
07/30/20	Joseph W. Brown	Call with Cooley, Province, K&E and BRG re: budget analysis and sale process	0.60	408.00
07/30/20	Jay R. Indyke	Call with Debtor's advisors on wind-down budget and sale process update	0.50	500.00
Task Total:			13.90	11,528.50

PLAN AND DISCLOSURE STATEMENT

06/24/20	Evan M. Lazerowitz	Further revise disclosure statement	0.60	445.80
07/01/20	Michael Aaron Klein	Review emails re: status of DS and Plan revisions	0.30	258.60
07/01/20	Jay R. Indyke	Review filed amended Chapter 11 Plan and Disclosure Statement.	0.20	200.00
07/01/20	Jay R. Indyke	Review further edits to Plan, Disclosure Statement and proposed order approving Disclosure Statement.	0.10	100.00
07/01/20	Joseph W. Brown	Review entered order approving disclosure statement	0.30	204.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/02/20	Joseph W. Brown	Review amended plan summary, dates and deadlines (.3) and correspondence from E. Lazerowitz to Committee summarizing same (.1)	0.40	272.00
07/03/20	Evan M. Lazerowitz	Review service copies of plan and disclosure statement	0.50	371.50
07/04/20	Jay R. Indyke	Review Debtor's plan solicitation package including cover letter.	0.20	200.00
07/10/20	Jay R. Indyke	Call with Van Aalten on Plan issues and Debtor performance.	0.30	300.00
07/13/20	Jay R. Indyke	Call with J. Beck, shareholder, on Plan	0.30	300.00
07/22/20	Joseph W. Brown	Multiple emails with Cooley, CS and Province teams re: plan supplement	0.30	204.00
07/22/20	Jay R. Indyke	Review email from Robinson regarding Plan Administrator.	0.10	100.00
07/23/20	Jay R. Indyke	Email exchange with Fox on Plan Administrator selection	0.10	100.00
07/23/20	Evan M. Lazerowitz	Call with Committee counsel re: plan	0.60	445.80
07/27/20	Jay R. Indyke	Call with S. Fox relative to case disposition and Plan	0.70	700.00
07/27/20	Jay R. Indyke	Email to Committee relative to selection of Plan Administrator and with information on proposed candidate	0.30	300.00
07/29/20	Jay R. Indyke	Email exchange with Fox regarding proposed compensation for PA	0.10	100.00
07/29/20	Jay R. Indyke	Call with S. Balasiano, proposed PA, on compensation structure	0.20	200.00
07/29/20	Jay R. Indyke	Email exchange with Fox on fees for proposed Plan Administrator (.1); email to Proposed PA on fee statement (.1)	0.20	200.00
07/29/20	Jay R. Indyke	Email to Debtor and lenders on proposed compensation structure for PA	0.10	100.00
07/29/20	Jay R. Indyke	Email exchange with Balasiano on proposed compensation for PA role	0.10	100.00
07/29/20	Jay R. Indyke	Email exchange with J. Robinson on Committee recommendation for Plan Administrator	0.10	100.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/30/20	Jay R. Indyke	Email exchanges with Fox regarding acceptance of Committee recommendation for PA	0.10	100.00
07/31/20	Michael Aaron Klein	Review plan supplement and confer with EL re: potential modifications to same	0.60	517.20
07/31/20	Joseph W. Brown	Multiple emails with Debtors' re: executory contracts and claims i/c/w plan supplement review	0.20	136.00
07/31/20	Joseph W. Brown	Review and analyze Plan Supplement draft (.4); emails with J. Indyke re: same (.2); confer with E. Lazerowitz re: comments to same (.2)	0.80	544.00
07/31/20	Evan M. Lazerowitz	Review and revise plan supplement	2.10	1,560.30
07/31/20	Jay R. Indyke	Review draft Plan Supplement and note comments	0.30	300.00
07/31/20	Jay R. Indyke	Email exchanges with Balasiano, proposed PA, and Robinson of K&E on revisions to Plan Supplement	0.20	200.00
Task Total:			10.40	8,659.20

LEASES AND EXECUTORY CONTRACTS

07/15/20	Jay R. Indyke	Review Notice of Rejection of certain executory controls	0.10	100.00
07/17/20	Joseph W. Brown	Review notice of lease and executory contract rejection; review case calendar re: same	0.20	136.00
07/17/20	Jay R. Indyke	Review certain declarations filed for non-payment of rental obligations for certain leases	0.10	100.00
07/17/20	Jay R. Indyke	Review Debtor's Notice of rejection of certain executory contracts	0.10	100.00
07/23/20	Jay R. Indyke	Review HC Anchorage Motion to Compel performance of post-date obligations	0.10	100.00
Task Total:			0.60	536.00

PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/01/20	Jay R. Indyke	Review audio transcript of 6/30 hearing.	0.30	300.00
07/02/20	Evan M. Lazerowitz	Prepare for (0.2) and attend (0.3) hearing re: insurance motion	0.50	371.50
07/03/20	Jay R. Indyke	Review audio transcript of 7/2 hearing.	0.10	100.00
07/15/20	Evan M. Lazerowitz	Prepare for and monitor hearing re: landlord lift-stay motions	2.30	1,708.90
07/30/20	Jay R. Indyke	Review Notice of 7/31 status conference	0.10	100.00
07/31/20	Joseph W. Brown	Prepare for (.2) and attend status conference re: Jetall offer (.5)	0.70	476.00
07/31/20	Jay R. Indyke	Attend status conference	0.50	500.00
Task Total:			4.50	3,556.40

Total Fees **\$115,519.40**

Fee Summary:

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Jay R. Indyke	Partner	1000	27.20	27,200.00
Michael Aaron Klein	Special Counsel	862	13.80	11,895.60
Evan M. Lazerowitz	Associate	743	45.50	33,806.50
Joseph W. Brown	Associate	680	57.60	39,168.00
Mollie N. Canby	Paralegal	255	3.90	994.50
Katherine M. King	Other Timekeepers	361	6.80	2,454.80

For costs and disbursements recorded through July 31, 2020 :

Document Preparation 18.24

Total Costs **\$18.24**

Total: **\$115,537.64**



August 14, 2020

Noel Runge
Committee Chair
Stage Stores, Inc. Official Committee of Unsecured
Creditors
c/o Nike USA, Inc.
27 Crimson King Drive
Bear, DE 19701

ATTORNEYS AT LAW

101 California
5th floor
San Francisco, CA
94111-5800
MAIN 415 693-2000
FAX 415 693-2222

www.cooley.com

Taxpayer ID Number
94-1140085

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Invoice Number: 2209582

REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 7/31/2020-Invoice No. 2209582:

Fees	\$	115,519.40
Chargeable costs and disbursements	\$	18.24
Total Due on Current Invoice	\$	115,537.64

Outstanding Balance from prior Invoices as of 8/14/2020 (*May not reflect recent payments*)

<u>Invoice Number</u>	<u>Invoice Date</u>	<u>Balance</u>	<u>Late Charges</u>	<u>Balance Due</u>
2191767	6/25/2020	81,365.00	0.00	81,365.00
2196645	7/08/2020	197,542.50	0.00	197,542.50
Total Outstanding Balance from prior Invoices (Disregard if paid)				\$ 278,907.50

Total Amount Due on Current and Prior Invoices. \$ 394,445.14



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Creditors Committee

Invoice Number: 2209582

Cooley LLP
101 California Street, 5th floor
San Francisco, CA 94111-5800

**When making electronic payments please provide invoice number(s)
and send remittance advice to AR@cooley.com**

Invoices are due and payable upon receipt. Any unpaid balance after 30 days may
accrue late charges.

EXHIBIT 6

**EXPENSE SUMMARY FROM
MAY 22, 2020 THROUGH JULY 31, 2020**

Expense	Billed Amount
Document Preparation	\$18.24
TOTAL:	\$18.24