

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
WELDED CONSTRUCTION, L.P., <i>et al.</i> , <sup>1</sup>	)	Case No. 18-12378 (KG)
	)	
Debtors.	)	(Jointly Administered)
	)	
	)	Related Docket Nos.: 518, 586, 659
	)	
	)	Objection Deadline: June 4, 2019 at 4:00 p.m. (ET)
	)	Hearing Date: June 12, 2019 at 10:00 a.m. (ET)

**SUMMARY COVER SHEET TO SECOND INTERIM APPLICATION OF  
BLANK ROME LLP, COUNSEL TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS, FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR  
THE PERIOD FROM JANUARY 1, 2019 THROUGH MARCH 31, 2019**

<i>Name of Applicant:</i>	<u>Blank Rome LLP</u>
<i>Authorized to provide professional services to:</i>	<u>Official Committee of Unsecured Creditors</u>
<i>Interim period for which compensation and reimbursement is sought:</i>	<u>January 1, 2019 through March 31, 2019</u>
<i>Interim amount of compensation sought as actual, reasonable, and necessary:</i>	<u>\$493,127.00</u>
<i>Interim amount of expense reimbursement sought as actual, reasonable, and necessary:</i>	<u>\$4,375.44</u>
<i>Petition date:</i>	<u>October 22, 2018</u>
<i>Date of retention:</i>	<u>October 30, 2018</u>
<i>Date of order approving employment:</i>	<u>December 6, 2018</u>
<i>Total compensation approved by interim order to date:</i>	<u>\$512,177.50</u>
<i>Total expenses approved by interim order to date:</i>	<u>\$3,308.62</u>

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Welded Construction, L.P. (5008) and Welded Construction Michigan, LLC (9830). The mailing address for each of the Debtors is 26933 Eckel Road, Perrysburg, OH 43551.



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<i>Total compensation paid to date:</i>	<u>\$791,826.92</u>
<i>Total expenses paid to date:</i>	<u>\$7,684.06</u>
<i>Blended rate in this application for all attorneys:</i>	<u>\$600.87</u>
<i>Blended rate in this application for all timekeepers:</i>	<u>\$587.48</u>
<i>Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed:</i>	<u>\$370,014.92</u>
<i>Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed:</i>	<u>\$4,375.44</u>
<i>Number of professionals included in this application:</i>	<u>9</u>
<i>Number of professionals in this application not included in staffing plan:</i>	<u>4</u>
<i>Difference between fees budgeted and compensation sought for this period:</i>	<u>Not applicable. See Exhibit C hereto.</u>
<i>Number of professionals billing fewer than 15 hours to the case during this period:</i>	<u>3</u>
<i>Are any rates higher than those approved or disclosed at retention?</i>	<u>Yes.</u>

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

Time expended on preparation and filing this interim fee application will be included in a subsequent Blank Rome monthly fee application.

**Summary of Monthly Fee Applications for Interim Application Period:<sup>2</sup>**

MONTHLY FEE APPLICATION		AMOUNTS REQUESTED		AMOUNTS AUTHORIZED TO BE PAID		20% FEES HOLDBACK REQUESTED
DATE FILED	PERIOD COVERED	FEES	EXPENSES	FEES	EXPENSES	
2/26/2019 D.I. 518	1/1/2019 – 1/31/2019 (Third Monthly)	\$176,342.50	\$2,802.42	\$141,074.00 (80%) D.I. 572	\$2,802.42 (100%) D.I. 572	\$35,268.50
3/27/2019 D.I. 586	2/1/2019 – 2/28/2019 (Fourth Monthly)	\$158,653.50	\$1,155.64	\$126,922.80 (80%) D.I. 652	\$1,155.64 (100%) D.I. 652	\$31,730.70
4/22/2019 D.I. 659	3/1/2019 – 3/31/2019 (Fifth Monthly)	\$158,131.00	\$417.38	\$126,504.80 (80%) D.I. 724	\$417.38 (80%) D.I. 724	\$31,626.20
<b>TOTALS:</b>		<b>\$493,127.00</b>	<b>\$4,375.44</b>	<b>\$394,501.60</b>	<b>\$4,375.44</b>	<b>\$98,625.40</b>

**Summary of Any Objections to Monthly Fee Applications:**

DATE FILED / DOCKET NO.	PERIOD COVERED	DATE OF OBJECTION	TOTAL FEES SUBJECT TO OBJECTION	TOTAL EXPENSES SUBJECT TO OBJECTION
2/26/2019 D.I. 518	1/1/2019 – 1/31/2019 (Third Monthly)	N/A – No Objection	N/A	N/A
3/27/2019 D.I. 586	2/1/2019 – 2/28/2019 (Fourth Monthly)	N/A – No Objection	N/A	N/A
4/22/2019 D.I. 659	3/1/2019 – 3/31/2019 (Fifth Monthly)	N/A – No Objection	N/A	N/A

<sup>2</sup> The following monthly fee applications may be collectively referred to in this interim fee application as the “*Monthly Fee Applications*”. The Monthly Fee Applications are incorporated herein by reference and made a part hereof.

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

In re:	)	Chapter 11
WELDED CONSTRUCTION, L.P., <i>et al.</i> , <sup>1</sup>	)	Case No. 18-12378 (KG)
Debtors.	)	(Jointly Administered)
	)	Related Docket Nos.: 518, 586, 659
	)	Objection Deadline: June 4, 2019 at 4:00 p.m. (ET)
	)	Hearing Date: June 12, 2019 at 10:00 a.m. (ET)

**SECOND INTERIM APPLICATION OF BLANK ROME LLP,  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, FOR COMPENSATION FOR SERVICES RENDERED  
AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE  
PERIOD FROM JANUARY 1, 2019 THROUGH MARCH 31, 2019**

This second interim fee application for compensation and reimbursement of expenses (this “*Interim Fee Application*”) is filed by Blank Rome LLP (“*Blank Rome*”) seeking entry of an order approving this Interim Fee Application and granting Blank Rome compensation for services rendered and reimbursement of expenses incurred as counsel to the Official Committee of Unsecured Creditors (the “*Committee*”) of the above-captioned debtors and debtors in possession (the “*Debtors*”) for the period from January 1, 2019 through and including March 31, 2019 (the “*Interim Application Period*”). In support of this Interim Fee Application, Blank Rome respectfully states as follows:

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Welded Construction, L.P. (5008) and Welded Construction Michigan, LLC (9830). The mailing address for each of the Debtors is 26933 Eckel Road, Perrysburg, OH 43551.

### **Jurisdiction**

1. Pursuant to 28 U.S.C. §§ 157 and 1334, this Court has jurisdiction to consider and grant the relief requested herein. A proceeding to consider and grant such relief is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 330 and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (collectively, the “*Bankruptcy Rules*”), DEL. BANKR. L.R. 2016-2, and the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, which was entered on November 15, 2018 [Docket No. 230] (the “*Administrative Order*”).

3. Pursuant to DEL. BANKR. L.R. 9013-1(f), Blank Rome consents to the entry of a final judgment or order with respect to the Interim Fee Application if it is determined that the United States Bankruptcy Court for the District of Delaware (the “*Court*”), absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

### **Background**

4. On October 22, 2018 (the “*Petition Date*”), the Debtors each filed a voluntary petition under chapter 11 the Bankruptcy Code. Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors continue to manage and operate their businesses and property as debtors in possession. No trustee or examiner has been appointed in these cases.

5. On October 30, 2018, the Office of United States Trustee for the District of Delaware (the “*U.S. Trustee*”) appointed the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code.

6. Following its formation, on October 30, 2018, the Committee selected Blank Rome as its counsel in these chapter 11 cases. The Committee also selected Teneo Capital LLC as its investment banker and financial advisor.

7. On December 6, 2018, upon prior application of the Committee [Docket No. 253] (the “*Blank Rome Employment Application*”), the Court entered the *Order Authorizing the Official Committee of Unsecured Creditors of Welded Construction, L.P., et al. to Retain and Employ Blank Rome LLP as its Counsel Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local R. 2014-1 Nunc Pro Tunc to October 30, 2018* [Docket No. 311].

8. On March 11, 2019, the Court entered an *Order Approving First Interim Fee Application of Professionals to the Official Committee of Unsecured Creditors for the Period from October 30, 2018 through December 31, 2018* [Docket No. 553] pursuant to which the Court approved interim allowance and payment of Blank Rome’s compensation totaling \$512,177.50 and reimbursement of expenses totaling \$3,308.62 for the interim period from October 30, 2018 through December 31, 2018.

9. Blank Rome did not receive, and is not holding, a retainer in connection with these chapter 11 cases. To date, Blank Rome has been paid \$799,510.98 by the Debtors in connection with Blank Rome’s previous monthly and interim fee applications.

10. With offices in New York, Pennsylvania, Delaware and other locations, Blank Rome is a nationally recognized law firm with extensive experience and expertise in bankruptcy and reorganization proceedings. The Committee has employed Blank Rome to represent it as

counsel and perform services for the Committee in connection with carrying out its fiduciary duties and responsibilities under the Bankruptcy Code consistent with section 1103(c) and other provisions of the Bankruptcy Code.

11. Presently, the professionals at Blank Rome having the primary day-to-day responsibility for this matter are Michael B. Schaedle, John E. Lucian, Josef W. Mintz, Jose F. Bibiloni, and paralegal Christopher A. Lewis. The Committee is aware that Blank Rome has drawn upon and will draw upon the knowledge and skills of other firm attorneys and paraprofessionals to provide services as the need arises.

### **Customary Disclosures, Budget and Staffing Plan**

12. This Interim Fee Application is supported by the following exhibits, which are attached hereto and patterned on *Appendix B – Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, Effective November 1, 2013* (the “**U.S. Trustee Guidelines**”):<sup>2</sup>

- (a) **Exhibit A** attached hereto contains a disclosure of “customary and comparable compensation” charged by Blank Rome’s professionals and paraprofessionals. As requested by Section C.3 of the U.S. Trustee Guidelines, Exhibit A provides a summary of the blended hourly rates during the Interim Application Period of the timekeepers (segregated by position) included in this Interim Fee Application compared to the average hourly rates for timekeepers in Blank Rome’s domestic United States offices in connection with non-bankruptcy engagements.
- (b) **Exhibit B** attached hereto contains a summary of timekeepers for Blank Rome for these chapter 11 cases during the Interim Application Period.
- (c) **Exhibit C** attached hereto contains the budget and staffing plan for Blank Rome for these chapter 11 cases during the Interim Application Period.

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<sup>2</sup> As set forth in the Blank Rome Employment Application, Blank Rome intends to make a reasonable effort to comply with the U.S. Trustee’s requests for information and additional disclosures as set forth in the U.S. Trustee Guidelines in connection with the Interim Fee Application and any monthly, interim and final fee applications to be filed by Blank Rome in these chapter 11 cases. The foregoing was based exclusively on the facts and circumstances of the Debtors’ chapter 11 cases and Blank Rome fully reserves the right to object to such requirements, or any other requirements contained in the U.S. Trustee Guidelines in future cases should it determine that it is appropriate to do so.

**Statement Pursuant to U.S. Trustee Guidelines**

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

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.

**Response:** No.

**Question:** If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?

**Response:** Not applicable. The Committee has negotiated a budget for its employed professionals' fees and expenses, including those of Blank Rome, with the Debtors and the Debtors' lenders as part of the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Secured Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Liens and Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, and (V) Modifying the Automatic Stay* [Docket No. 291].

**Question:** Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?

**Response:** No.

**Question:** Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.

**Response:** No.

**Question:** Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

**Response:** No.

**Question:** If the fee application includes any rate increases since retention: (i) Did your client review and approve those rate increases in advance? (ii) Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?



Response: This Fee Application includes rate increases effective as of January 1, 2019. See **Exhibit B** hereto. As disclosed in the Blank Rome Employment Application, the Committee understands that Blank Rome's billing rates are subject to periodic, typically yearly, adjustments to reflect economic and other conditions. The Committee has consented to such ordinary course rate increases. Blank Rome will disclose any future rate increases.

**Relief Requested**

14. Blank Rome submits this Interim Fee Application pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, DEL. BANKR. L.R. 2016-2 and the Administrative Order. By this Interim Fee Application, Blank Rome seeks entry of an order, approving this Interim Fee Application and granting Blank Rome (a) allowance and payment, to the extent not previously paid, of 100% of the compensation for actual and necessary professional services rendered during the Interim Application Period in the amount of \$493,127.00; and (b) allowance and payment, to the extent not previously paid, of 100% of its actual and necessary expenses incurred during the Interim Application Period in the amount of \$4,375.44, all in accordance with the terms of the Administrative Order.

**Summary of Fees During Interim Application Period**

15. The total number of hours expended by Blank Rome professionals and paraprofessionals in performing professional services for the Committee during the Interim Application Period was **839.40** hours at a blended billing rate of **\$587.48** per hour. The value of these services has been computed at the rates Blank Rome customarily charges for similar services provided to other clients.

16. A summary of the services rendered by each attorney and paraprofessional during the Interim Application Period is attached hereto as **Exhibit B**. A summary of the services rendered by Blank Rome categorized in accordance with the appropriate task codes is attached hereto as **Exhibit D**. Detailed chronological itemization of the services rendered by each attorney

and paraprofessional during the Interim Application Period, calculated by tenths of an hour and categorized in accordance with the appropriate task codes, are attached to the Monthly Fee Applications. Every effort has been made by Blank Rome to categorize daily time entries in accordance with the correct task code. However, in some instances, services overlap between task codes. Thus, some services may appear under more than one task code, although in no instance is a specific time entry recorded more than once.

**Actual and Necessary Costs and Expenses  
Incurred During Interim Application Period**

17. Reimbursement of expenses incurred during the Interim Application Period in the amount of \$4,375.44 is sought herein. A categorized summary of the actual and necessary costs and expenses incurred by Blank Rome on behalf of the Committee during the Interim Application Period is attached as **Exhibit E**. Pursuant to DEL. BANKR. L.R. 2016-2(e)(iii), Blank Rome charges no more than (i) \$0.10 per page for standard photocopies and (ii) actual cost for computer-assisted legal research. Blank Rome does not charge for outgoing or incoming facsimile transmissions. Blank Rome reserves the right to request, in subsequent fee applications, reimbursement of any additional expenses incurred during the Interim Application Period, as such expenses may not have been captured to date in Blank Rome's billing system.

**Blank Rome's Requested  
Compensation and Reimbursement Should Be Allowed**

18. Section 331 of the Bankruptcy Code provides for compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 1103 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary

expenses.” 11 U.S.C. § 330(a)(1). Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or 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 U.S.C. § 330(a)(3).

19. Blank Rome respectfully submits that the services for which it seeks compensation in this Interim Fee Application were, at the time rendered, necessary for and beneficial to the Committee and were rendered to protect and preserve the Committee’s rights. Blank Rome further believes that it performed the services for the Committee economically, effectively and efficiently, and the results obtained benefitted the Committee. Blank Rome further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Committee.

**Compliance with the Bankruptcy Code, the Bankruptcy Rules and Local Rules**

20. In accordance with DEL. BANKR. L.R. 2016-2, a summary schedule of hours and fees for each attorney and paraprofessional, as well as a summary the details of the hours and fees categorized by task code, is attached hereto at **Exhibit B** and **Exhibit D**, respectively. The undersigned submits that this Interim Fee Application complies with DEL. BANKR. L.R. 2016-2.

21. Blank Rome submits that the services rendered and expenses incurred were actual and necessary and that the compensation sought is reasonable and in accordance with the standards of section 330 of the Bankruptcy Code.

22. No agreement or understanding exists between Blank Rome and any other entity (other than members or employees of Blank Rome) for the sharing of compensation received or to be received for services rendered in or in connection with these cases.

**Notice**

23. In accordance with the Administrative Order, a copy of this Interim Fee Application, or notice hereof, has been served upon: (i) the Debtors; (ii) counsel to the Debtors; (iii) the Office of the United States Trustee for the District of Delaware; (iv) counsel to North American Pipeline Equipment Company, LLC; and (v) all parties requesting notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, Blank Rome respectfully requests entry of an order granting this Interim Fee Application and granting Blank Rome interim allowance and payment of compensation for professional services rendered as counsel to the Committee during the Interim Application Period in the sum of \$493,127.00, together with the interim allowance and payment of expenses incurred in the amount of \$4,375.44, and such other and further relief that the Court deems just, proper and necessary.

Dated: May 15, 2019  
Wilmington, Delaware

**BLANK ROME LLP**

/s/ Jose F. Bibiloni

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*Counsel to the Official Committee of Unsecured  
Creditors of Welded Construction, L.P., et al.*

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

In re:

WELDED CONSTRUCTION, L.P., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11

)  
) Case No. 18-12378 (KG)

)  
) (Jointly Administered)

)  
) Related Docket Nos.: 518, 586, 659

)  
) Objection Deadline: June 4, 2019 at 4:00 p.m. (ET)  
) Hearing Date: June 12, 2019 at 10:00 a.m. (ET)

**NOTICE OF SECOND INTERIM APPLICATION OF  
BLANK ROME LLP, COUNSEL TO THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS, FOR COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR  
THE PERIOD FROM JANUARY 1, 2019 THROUGH MARCH 31, 2019**

**PLEASE TAKE NOTICE** that on May 15, 2019, Blank Rome LLP (the “*Applicant*”), counsel to the Official Committee of Unsecured Creditors (the “*Committee*”) of the above-captioned debtors and debtors in possession (the “*Debtors*”), filed the *Second Interim Application of Blank Rome LLP, Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from January 1, 2019 Through March 31, 2019* (“*Interim Fee Application*”) with the United States Bankruptcy Court for the District of Delaware (the “*Bankruptcy Court*”), 824 N. Market Street, Wilmington, Delaware 19801, pursuant to the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 15, 2018 [Docket No. 230] (the “*Administrative Order*”).

**PLEASE TAKE FURTHER NOTICE** that the Interim Fee Application seeks entry of an order granting interim approval and allowance and authorization for payment by the Debtors, to the extent not previously paid, of the full amount of compensation, totaling \$493,127.00, and expense reimbursement, totaling \$4,375.44, sought in the Applicant’s monthly fee applications for the period covering January 1, 2019 through March 31, 2019.

**PLEASE TAKE FURTHER NOTICE** that, in accordance with the Administrative Order, any objection or response to the Interim Fee Application must be filed with the Bankruptcy Court and served upon the Notice Parties (as those parties are identified in the Administrative Order) on or before **June 4, 2019 at 4:00 p.m. (prevailing Eastern Time)**.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Welded Construction, L.P. (5008) and Welded Construction Michigan, LLC (9830). The mailing address for each of the Debtors is 26933 Eckel Road, Perrysburg, OH 43551.

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider the Interim Fee Application has been scheduled to be held before the Honorable Kevin Gross, United States Bankruptcy Judge, at the Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom #3, Wilmington, Delaware 19801 on **June 12, 2019 at 10:00 a.m. (prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTION TO THE INTERIM FEE APPLICATION IS TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY ENTER AN ORDER GRANTING THE RELIEF REQUESTED IN THE INTERIM FEE APPLICATION WITHOUT FURTHER NOTICE OR A HEARING.**

Dated: May 15, 2019  
Wilmington, Delaware

**BLANK ROME LLP**

/s/ Jose F. Bibiloni

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*Counsel to the Official Committee of Unsecured  
Creditors of Welded Construction, L.P., et al.*

**EXHIBIT A****CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES  
(JANUARY 1, 2019 THROUGH MARCH 31, 2019)**

Blank Rome's hourly rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled bankruptcy attorneys. In addition, Blank Rome's hourly rates for bankruptcy services are comparable to the rates charged by the firm for non-bankruptcy engagements staffed by professionals and paraprofessionals in Blank Rome's domestic United States offices, whether in court or otherwise, regardless of whether a fee application is required.

<b>CATEGORY OF TIMEKEEPER</b>	<b>BLENDED HOURLY RATES</b>	
	<b>NON-BANKRUPTCY ENGAGEMENTS ALL DOMESTIC OFFICES AS OF JANUARY 1, 2019<sup>1</sup></b>	<b>CURRENT INTERIM APPLICATION PERIOD</b>
Partner	\$790.00	\$767.27
Counsel	\$651.00	\$570.00
Associate	\$463.00	\$415.99
Paralegal	\$294.00	\$335.00
<b>Aggregated:</b>	<b>\$637.00 (average)</b>	<b>\$587.48 (blended)</b>

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<sup>1</sup> This column reflects the average billing rates, rounded to the nearest dollar, as of January 1, 2019, for current active timekeepers in connection with non-bankruptcy engagements.



**EXHIBIT B****SUMMARY OF TIMEKEEPERS INCLUDED IN THIS INTERIM FEE APPLICATION  
(JANUARY 1, 2019 THROUGH MARCH 31, 2019)**

NAME	POSITION	DEPARTMENT	DATE OF ADMISSION(S)	HOURS BILLED	FEES BILLED	HOURLY RATE		NUMBER OF RATE INCREASES SINCE RETENTION	FEES BILLED USING RATES DISCLOSED AT RETENTION
						In This Fee Application	During First Monthly Fee Application Period		
Michael B. Schaedle	Partner	Finance, Restructuring and Bankruptcy	Member of NY, PA, and NJ Bars since 1992	199.80	\$161,838.00	\$810.00	\$780.00	1	\$155,844.00
John E. Lucian	Partner	Finance, Restructuring and Bankruptcy	Member of MD Bar since 1998; Member of VA, DC and FL Bars since 1999; Member of PA Bar since 2004	151.00	\$107,965.00	\$715.00	\$690.00	1	\$104,190.00
Linsey L. Bozzelli	Partner	Corporate, M&A and Securities	Member of PA Bar since 2000	4.90	\$3,307.50	\$675.00	N/A	N/A	\$3,307.50
Gregory F. Vizza	Partner	Finance, Restructuring and Bankruptcy	Member of PA and NJ Bars since 2007	1.00	\$575.00	\$575.00	\$540.00	1	\$540.00
Josef W. Mintz	Of Counsel	Finance, Restructuring and Bankruptcy	Member of PA and NJ Bars since 2008; Member of DE Bar since 2011	143.30	\$81,681.00	\$570.00	\$535.00	1	\$76,665.50
Dominique A. Meyer	Associate	Insurance Recovery	Member of DE Bar since 2017; Member of NY Bar since 2018	14.70	\$7,350.00	\$500.00	N/A	N/A	\$7,350.00

NAME	POSITION	DEPARTMENT	DATE OF ADMISSION(S)	HOURS BILLED	FEES BILLED	HOURLY RATE		NUMBER OF RATE INCREASES	FEES BILLED USING RATES DISCLOSED
Matthew E. Kaslow	Associate	Finance, Restructuring and Bankruptcy	Member of NJ Bar since 2015; Member of PA Bar since 2016	30.40	\$12,920.00	\$425.00	\$355.00	1	\$10,792.00
Jose F. Bibiloni	Associate	Finance, Restructuring and Bankruptcy	Member of DE Bar since 2016; Member of PA Bar since 2017	252.00	\$103,320.00	\$410.00	\$355.00	1	\$89,460.00
Christopher A. Lewis	Paralegal	Finance, Restructuring and Bankruptcy	N/A	42.30	\$14,170.50	\$335.00	\$330.00	1	\$13,959.00
<b>TOTALS:</b>				<b>839.40</b>	<b>\$493,127.00</b>				<b>\$462,108.00</b>

**EXHIBIT C****BUDGET AND STAFFING PLAN FOR BLANK ROME LLP FOR THE INTERIM PERIOD FROM JANUARY 1, 2019 THROUGH MARCH 31, 2019****BUDGET:**

The Official Committee of Unsecured Creditors (“*Committee*”) has negotiated a budget for its employed professionals’ fees and expenses, including those of Blank Rome, with the Debtors and the Debtors’ lenders as part of the *Final Order (I) Authorizing the Debtors to Obtain Postpetition Secured Financing, (II) Authorizing the Use of Cash Collateral, (III) Granting Liens and Superpriority Administrative Expense Status, (IV) Granting Adequate Protection, and (V) Modifying the Automatic Stay* [Docket No. 291].

**STAFFING PLAN:**

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD <sup>1</sup>	AVERAGE HOURLY RATE
Partners	2	\$762.50
Counsel	1	\$570.00
Associates	1	\$410.00
Paralegals	1	\$335.00

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<sup>1</sup> This column reflects the professionals and paraprofessionals at Blank Rome having the primary day-to-day responsibility for this matter, as set forth in the Blank Rome Employment Application. Indeed, the timekeepers referenced in this staffing plan billed approximately 95% of the total compensation requested in this Interim Fee Application. As further set forth in the Blank Rome Employment Application and this Interim Fee Application, Blank Rome has drawn upon and will draw upon the knowledge and skills of other firm attorneys and paraprofessionals to provide services as the need arises.

**EXHIBIT D**

**SUMMARY AND DETAILS OF FEES REQUESTED IN  
THIS INTERIM FEE APPLICATION, CATEGORIZED BY TASK CODE  
(JANUARY 1, 2019 THROUGH MARCH 31, 2019)**

<b>TASK CODE</b>	<b>TASK DESCRIPTION</b>	<b>NUMBER OF HOURS</b>	<b>AMOUNT OF FEES</b>
<b>01</b>	Asset Sales / Disposition	137.60	\$94,746.00
<b>02</b>	Assumption and Rejection of Leases / Contracts	17.60	\$9,470.50
<b>03</b>	Avoidance Action Analysis	22.60	\$10,634.00
<b>05</b>	Business Operations	5.30	\$3,360.00
<b>06</b>	Case Administration (General)	31.00	\$17,312.50
<b>07</b>	Claims Administration and Objections	48.70	\$31,202.50
<b>08</b>	Creditors Committee	110.20	\$62,410.50
<b>09</b>	Employee Benefits and Pension	19.90	\$13,508.50
<b>12</b>	Executory Contracts / Leases	60.20	\$40,050.50
<b>13</b>	Fee Applications - Internal	56.40	\$23,220.50
<b>14</b>	Fee Applications – Others	16.10	\$6,645.00
<b>15</b>	Financing and Cash Collateral	9.50	\$5,293.50
<b>16</b>	Insurance Issues	47.60	\$27,830.00
<b>17</b>	Investigation of Company	186.60	\$102,935.50
<b>18</b>	Investigation of Liens	0.70	\$351.00
<b>19</b>	Litigation	41.10	\$28,363.00
<b>20</b>	Non-Working Travel (billed at ½ time)	1.70	\$1,291.50
<b>21</b>	Omnibus Court Hearing	19.60	\$10,656.00
<b>22</b>	Plan and Disclosure Statement	2.40	\$1,376.00
<b>24</b>	Relief from Stay and Adequate Protection	4.60	\$2,470.00
<b>TOTALS:</b>		<b>839.40</b>	<b>\$493,127.00</b>

**EXHIBIT E****SUMMARY OF EXPENSE REIMBURSEMENT REQUESTED, BY CATEGORY  
(JANUARY 1, 2019 THROUGH MARCH 31, 2019)**

<b>EXPENSE CATEGORY</b>	<b>SERVICE PROVIDER</b>	<b>TOTAL EXPENSES</b>
Reproduction of Documents	Parcels, Inc. / In-house	\$322.45
Local Courier Service	Parcels, Inc.	\$22.50
Legal Research	Westlaw / Lexis	\$3,229.52
Docket Searches	PACER	\$427.40
Travel	Train	\$311.00
Travel	Taxi	\$51.57
Travel	Parking	\$11.00
<b>TOTAL:</b>		<b>\$4,375.44</b>

**CERTIFICATE OF SERVICE**

I, Jose F. Bibiloni, hereby certify that on May 15, 2019, I served or caused to be served the foregoing *Second Interim Application of Blank Rome LLP, Counsel to the Official Committee of Unsecured Creditors, for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from January 1, 2019 Through March 31, 2019*, including notice thereof (the “**Notice**”), upon the following persons via U.S. first-class mail, postage fully pre-paid:

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Chief Restructuring Officer  
26933 Eckel Road  
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OFFICE OF THE UNITED STATES TRUSTEE  
FOR THE DISTRICT OF DELAWARE  
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Jane M. Leamy, Esq.  
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GIBSON, DUNN & CRUTCHER LLP  
Attn: Michael A. Rosenthal, Esq. and  
Matthew K. Kelsey, Esq.  
200 Park Avenue  
New York, New York 10166

I further certify that on May 15, 2019, I served or caused to be served the Notice upon the persons or entities listed on the attached service list via U.S. first-class mail, postage fully pre-paid.

/s/ Jose F. Bibiloni  
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