

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

In re: APPHARVEST PRODUCTS, LLC., <i>et al.</i> ¹ Debtors.	)))))))	Chapter 11 Case No. 23-90745 (CML) (Jointly Administered)
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**SUMMARY COVER SHEET TO THE
FIRST AND FINAL FEE APPLICATION OF JEFFERIES LLC
AS INVESTMENT BANKER TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE FEE PERIOD FROM JULY 23, 2023 THROUGH SEPTEMBER 14, 2023**

Name of Applicant:	Jefferies LLC (“Jefferies”)	
Applicant’s Role in Case:	Investment Banker to the Debtors and Debtors in Possession	
Docket No. of Employment Order(s):	Docket No. 438 (the “Retention Order”) (September 12, 2023, effective as of July 23, 2023)	
Nature of Fee Arrangement	Monthly and Transaction Fees	
Interim Application () No. Final Application (X)	First and Final	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	7/23/2023	9/14/2023
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? Yes		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? Yes		
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? Yes		
Do expense reimbursements represent actual and necessary expenses incurred? Yes		

¹ The Debtors in this chapter 11 case, together with the last four digits of the Debtors’ federal tax identification number, are: AppHarvest Operations, Inc. (5929), AppHarvest, Inc. (2965), AppHarvest Farms, LLC (7067), AppHarvest Morehead Farm, LLC (1527), AppHarvest Richmond Farm, LLC (0632), AppHarvest Berea Farm, LLC (3140), AppHarvest Pulaski Farm, LLC (2052), AppHarvest Development, LLC (None), Rowan County Development, LLC (0700), AppHarvest Technology, Inc. (4868), AppHarvest Products, LLC (5929), and AppHarvest Foundation, LLC (None). The Debtor’s service address is 500 Appalachian Way, Morehead, KY 40351.

Compensation Breakdown for Time Period Covered by this Application	
Total fees requested in this Application:	\$4,084,244.52 ²
Total expense reimbursements requested in this Application:	\$34,478.00
Total fees and expenses requested in <u>this</u> Application:	\$4,118,722.52
Total fees awarded in all <u>prior</u> Applications:	\$0.00
Total expenses awarded in all <u>prior</u> Applications:	\$0.00
Plan Status: On September 14, 2023, after a hearing before the United States Bankruptcy Court for the Southern District of Texas (the “<u>Court</u>”), the Court entered the <i>Order Approving the Debtors’ Disclosure Statement and Confirming the Amended Joint Plan of Liquidation of AppHarvest Products, LLC and its Debtor Affiliates</i> [Docket No. 471], confirming the <i>Second Amended Joint Plan of Liquidation of AppHarvest Products, LLC and Its Debtor Affiliates</i> [Docket No. 458] (the “<u>Plan</u>”). The effective date of the Plan has not yet occurred.	
Primary Benefits: Jefferies was retained as investment banker to the Debtors in these Chapter 11 Cases. In this role, Jefferies (i) advised the Debtors on process and strategy issues related to the bankruptcy; (ii) prepared analyses and participated in discussions with the Debtors, creditors, other relevant professionals, and potential investors and lenders as well as their respective advisors; (iii) ran various marketing processes for the sale of the Debtors’ assets; and (iv) conducted a marketing process to solicit interest in debtor in possession financing.	

² Certain of the sale transactions giving rise to Jefferies’ earned M&A Transaction Fees (as defined in the Engagement Agreement) have closed or will close post-Confirmation Date (as defined in the Plan). The Plan authorizes the Debtors to pay these post-Confirmation Date fees without Court approval. Notwithstanding the foregoing, Jefferies details each such sale transaction herein and seeks approval from the Court to the extent this Court deems such approval necessary. Either way, such M&A Transaction Fees will not be paid until the relevant sale transaction closes.

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

In re:

APPHARVEST PRODUCTS, LLC., *et al.*¹

Debtors.

)
) Chapter 11
)
) Case No. 23-90745 (CML)
)
) (Jointly Administered)
)

**FIRST AND FINAL FEE APPLICATION OF JEFFERIES LLC
AS INVESTMENT BANKER TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE FEE PERIOD FROM JULY 23, 2023 THROUGH SEPTEMBER 14, 2023**

If you object to the relief requested, you must respond in writing. Unless otherwise directed by the Court, you must file your response electronically at <https://ecf.txsb.uscourts.gov/> within twenty-one days from the date this application was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one from the date this application was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

Jefferies LLC (“Jefferies”), the investment banker for the above-captioned debtors and debtors in possession (the “Debtors”) in the above-captioned chapter 11 cases (these “Chapter 11 Cases”), hereby submits its first and final fee application (this “Final Application”) for the allowance of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection with such services from July 23, 2023 to and including September 14, 2023 (the “Final Application Period”), and in support thereof states as follows:

¹ The Debtors in this chapter 11 case, together with the last four digits of the Debtors’ federal tax identification number, are: AppHarvest Operations, Inc. (5929), AppHarvest, Inc. (2965), AppHarvest Farms, LLC (7067), AppHarvest Morehead Farm, LLC (1527), AppHarvest Richmond Farm, LLC (0632), AppHarvest Berea Farm, LLC (3140), AppHarvest Pulaski Farm, LLC (2052), AppHarvest Development, LLC (None), Rowan County Development, LLC (0700), AppHarvest Technology, Inc. (4868), AppHarvest Products, LLC (5929), and AppHarvest Foundation, LLC (None). The Debtor’s service address is 500 Appalachian Way, Morehead, KY 40351.

Jurisdiction, Venue And Statutory Predicates

4. The United States Bankruptcy Court for the Southern District of Texas (this “Court”) has jurisdiction over this Final Application pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Final Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

5. The statutory and legal bases for the relief requested herein are §§ 327(a), 328(a), and 1107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”), and the Procedures for Complex Cases in the Southern District of Texas.

Background

6. On July 23, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition with this Court for relief under the Bankruptcy Code.

7. On August 7, 2023, the Debtors filed an application to employ and retain Jefferies as their investment banker under §§ 327(a) and 328 of the Bankruptcy Code, pursuant to the terms and subject to the conditions of that certain engagement letter (the “Engagement Agreement”) between Jefferies and the Debtors dated as of June 9, 2023 [Docket No. 159] (the “Retention Application”).² A copy of the Engagement Agreement was annexed to the Retention Application as Exhibit A.

8. On September 12, 2023, the Court entered the Retention Order, attached hereto as **Exhibit A**, granting the Retention Application. [Docket No. 438]. The Retention Order, among

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Retention Application.

other things, authorized the Debtors to pay, reimburse, and indemnify Jefferies in accordance with the terms and conditions of, and at the times specified in, the Engagement Agreement, subject to application to the Court.

9. The Retention Order approved the payment of the following fees and expenses to Jefferies:

- a. **Monthly Fee.** A monthly fee (each, a “Monthly Fee”) equal to \$125,000 per month until the termination of the Engagement Agreement. The first Monthly Fee shall be payable as of June 9, 2023, and each subsequent Monthly Fee shall be payable in advance on each monthly anniversary thereafter. Following the payment of four (4) full Monthly Fees to Jefferies under the Engagement Agreement, an amount equal to 50% of all Monthly Fees actually paid to Jefferies thereafter shall be credited once, without duplication, against any Restructuring Fee and/or M&A Transaction Fee (each as defined below), if any, subsequently payable to Jefferies.
- b. **Debt Financing Fee.** Promptly upon the closing of each Financing involving Debt, the Debtors shall pay to Jefferies a fee (the “Debt Fee”) to be determined according to the following schedule:
 - i. 1.50% of the aggregate gross proceeds from any debtor-in-possession financing;
 - ii. 2.00% of the aggregate gross proceeds from any secured debt financing; and
 - iii. 3.50% of the aggregate gross proceeds from any junior or unsecured debt financing.
- c. **M&A Transaction Fee.** Promptly upon closing of an M&A Transaction, a fee equal to 2.00% of Transaction Value, subject in all cases to a minimum fee of \$2,250,000 (the “M&A Transaction Fee”). Notwithstanding the above, in the event that the Debtors consummate an M&A Transaction that is a sale leaseback transaction (i) with Mastronardi Produce-USA, Inc., W. P. Carey Inc., and/or any affiliate or subsidiary of the foregoing and/or (ii) with any party to whom the Debtors were first introduced, directly or indirectly, or who was first contacted by EF Hutton, a division of Benchmark Investments, LLC (a “Sale Leaseback Transaction”), then the M&A Transaction Fee payable on account of such Sale Leaseback Transaction shall be equal to \$1,000,000.
- d. **Expenses.** In addition to any fees that may be paid to Jefferies under the Engagement Agreement, whether or not any Transaction occurs, the Debtors will reimburse Jefferies, reasonably promptly upon receipt of an invoice

therefor, for all reasonable out-of-pocket expenses (including (i) the reasonable fees and expenses of its counsel, and (ii) the reasonable fees and expenses of any other independent experts retained by Jefferies with the Debtors' consent) incurred by Jefferies and its designated affiliates in connection with the engagement contemplated under the Engagement Agreement.

The Retention Application also provided for Equity Financing, Opinion, and Restructuring Fees.

However, under the circumstances, Jefferies is not seeking payment of those herein.

10. On September 12, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [Docket No. 435] (the "Interim Compensation Order"), setting forth the procedures for Court-approved professionals to serve monthly fee statements (each, a "Monthly Fee Statement") on certain parties that include a detailed statement of services rendered and expenses incurred by each professional for that particular month. Pursuant to the Interim Compensation Order, Jefferies was entitled to receive payment of 80% of its requested fees and 100% of its requested expenses for services rendered for the Final Application Period through each Monthly Fee Statement.

11. On September 14, 2023, the Court entered the *Order Approving the Debtors' Disclosure Statement and Confirming the Amended Joint Plan of Liquidation of AppHarvest Products, LLC and its Debtor Affiliates* [Docket No. 471] (the "Confirmation Order"), confirming the *Second Amended Joint Plan of Liquidation of AppHarvest Products, LLC and Its Debtor Affiliates* [Docket No. 458] (the "Plan"). The effective date of the Plan has not yet occurred.

12. Pursuant to the Plan, final fee applications of Debtors' professionals shall be filed no later than forty-five (45) days after entry of the Confirmation Order. Accordingly, Jefferies now files this Final Application.

Relief Requested

13. Jefferies seeks entry of an order, substantially in the form attached hereto (the "Proposed Order"), (a) granting final allowance and compensation for professional services

rendered to the Debtors during the Final Application Period in the aggregate amount of \$4,084,244.52, (b) granting final allowance for reimbursement of the actual and necessary expenses incurred by Jefferies in connection with the rendition of such services in the aggregate amount of \$34,478.00, and (c) directing payment of all such allowed compensation and expenses, less any amounts previously paid for such compensation and expenses.

14. Pursuant to the terms of the Retention Application, Engagement Agreement, and the Retention Order, during the Final Application Period Jefferies earned certain Monthly Fees, a Debt Financing Fee, and multiple M&A Transaction Fees.

15. With respect to the Monthly Fees, under the Engagement Agreement, Jefferies earned two (2) Monthly Fees during the Final Application Period totaling \$250,000.00 on account of the August 9, 2023 and September 9, 2023 Monthly Fees.³

16. With respect to the Debt Financing Fee, during the Final Application Period, Jefferies earned \$432,750.00 on account of that certain Total Loan Commitment detailed in the DIP Financing Order [Docket No. 297] ($1.5\% \times 28,850,000.00$).

17. With respect to the M&A Transaction Fees, during the Final Application Period, Jefferies earned total M&A Transaction Fees in the amount of \$3,401,900.00 on account of:⁴

- (i) \$2,263,594.52, which became payable on the consummation of the Richmond and Morehead transaction ($2.0\% \times \$113,180,000.00$ in transaction value);
- (ii) \$1,078,000.000, which will become payable on the consummation of the Somerset transaction ($2.0\% \times \$53,900,000.00$ in transaction value);
- (iii) \$48,000.00, which will become payable on the consummation of the Morehead North transaction ($2.0\% \times \$2,400,000.00$ in transaction value);

³ Pursuant to the terms of the Engagement Agreement, Jefferies earned a total of four (4) total Monthly Fees on account of the June, July, August, and September 2023 Monthly Fees. Therefore, no crediting was required under the express terms of the Engagement Agreement. In accordance with the Plan, Jefferies will seek post-confirmation payment of the October Monthly Fee from the Debtors or the Plan Administrator, as applicable.

⁴ The sales were approved pursuant to sale orders at Docket Nos. 413 and 432. *See also* notice of closing at Docket No. 518.

- (iv) \$6,300.00, which will become payable on the consummation of the 100 Lake Park Drive (Log Cabin) transaction (2.0%*\$315,000.00 in transaction value);
- (v) \$2,000.00, which became payable on the consummation of the Brand Name / Trademarks transaction (2.0%*\$100,000.00 in transaction value);
- (vi) \$3,600.00, which became payable on the consummation of the Robotics Assets transaction (2.0%*\$180,000.00 in transaction value); and
- (vii) Unknown amount, which will become payable on the consummation of the Red Sea transaction (2.0%*total dollar amount of transaction value).

With respect to the above sales, the Richmond and Morehead, Brand Name / Trademarks, and Robotics Assets transactions have already closed. The remaining transactions are expected to close after the filing of this Final Application.⁵

18. Accordingly, the total compensation earned by Jefferies during these Chapter 11 Cases is as follows:

Total Monthly Fees (\$125,000 / Month for August and September 2023):	\$250,000.00
Total Debt Financing Fee:	\$432,750.00
M&A Transaction Fees:	
Richmond and Morehead Transaction:	\$2,263,594.52\$1,078,000.00
Somerset Transaction:	\$48,000.00
Morehead North Transaction:	\$6,300.00
100 Lake Park Drive (Log Cabin) Transaction:	\$2,000.00

⁵ As noted *supra* n.4, certain of the sale transactions giving rise to Jefferies' earned M&A Transaction Fees have closed or will close post-Confirmation Date. The Plan authorizes the Debtors to pay these post-Confirmation Date fees without Court approval because post-Confirmation Date is technically beyond the Final Application Period provided under the Plan. See Plan at Art. II.C.1. Notwithstanding the foregoing, Jefferies details each such sale transaction herein and seeks approval from the Court to the extent this Court deems such approval necessary. Either way, such M&A Transaction Fees will not be paid until the relevant transaction closes.

Additionally, the amount of the M&A Transaction Fee on account of the Red Sea transaction is yet unknown. To the extent such amount becomes known prior to the hearing on this Final Application, Jefferies will file a supplement to this Final Application to disclose such amount.

Brand Name / Trademarks Transaction:	\$3,600.00
Robotics Assets Transaction:	Unknown amount
Red Sea Transaction:	\$3,401,494.52
Total M&A Transaction Fees:	
Total Fees Earned:	\$4,084,244.52

19. During the Final Application Period, Jefferies filed one Monthly Fee Statement on September 14, 2023. *See Notice of First Consolidated Monthly Fee Statement of Jefferies LLC, Investment Banker to the Debtors and Debtors in Possession, for Compensation for Services Rendered and Reimbursement of Expenses Incurred for the Period from July 23, 2023 through August 31, 2023* [Docket No. 476] (the “First Monthly Fee Statement”), which is attached hereto as **Exhibit B-1**. Through the First Monthly Fee Statement, Jefferies requested the following:

Date Submitted	Period Covered	Requested			Outstanding
		Fees	Expenses	Total	
9/14/2023 [Docket No. 476]	7/23/2023 – 8/31/2023	\$432,750.00 ⁶	\$21,884.30	454,634.30	\$86,550.00

20. All services for which compensation is requested by Jefferies were performed during the Final Application Period on behalf of the Debtors. During the Final Application Period, Jefferies performed significant services on behalf of the Debtors, including, but not limited to, the following:

- (a) **Chapter 11 Plan:** Jefferies assisted the Debtors in analyzing, structuring, negotiating, and effecting the Plan. Jefferies professionals spent significant time on telephonic meetings and correspondence with the Debtors, its legal counsel and other advisors, creditors, and other parties in interest on a variety of topics.
- (b) **Financing:** Jefferies assisted the Debtors in designing and implementing a process to solicit DIP financing proposals. Jefferies prepared marketing materials and identified

⁶ Pursuant to the Retention Order, the Debtors were authorized to pay the Monthly Fee to Jefferies without a prior Fee statement or application. *See Retention Order*, at ¶ 5.

and contacted parties to encourage submission of financing proposals. Jefferies professionals spent time on telephonic meetings and correspondence with the Debtors, its legal counsel and other advisors, and potential lenders on a variety of topics including, but not limited to: (i) preparation of the necessary presentations and analyses utilized as part of due diligence, (ii) creating and managing a data room for interested parties, (iii) maintaining an ongoing dialogue including conducting calls to discuss diligence, as well as (iv) providing the Debtors with analysis and advice to assist in negotiations in order to solicit financing for the duration of the Debtors' Chapter 11 Cases.

- (c) **Sale Process:** Jefferies assisted the Debtors in designing and implementing a sale process and bidding procedures. Jefferies provided the Debtors analysis and advice to assist in negotiations with potential bidders in order to maximize the value to the Debtors' estates. Jefferies prepared marketing materials and identified and contacted potential bidders to encourage and solicit bids for the Debtors' assets. Jefferies professionals spent time on telephonic meetings and correspondence with the Debtors and potential buyers on a variety of topics including, but not limited to: (i) preparing the necessary presentations and analyses utilized as part of due diligence, (ii) providing all relevant parties, including potential buyers, with detailed updates on, among others, bid procedures and other milestones related to the Chapter 11 Cases, (iii) participating in discussions and coordinating with interested buyers, in addition to negotiating non-disclosure agreements, (iv) facilitating extensive external due diligence conducted by interested buyers and maintaining an ongoing dialogue including conducting calls and meetings to discuss proposals, (v) creating and managing a data room for interested buyers, (vi) reviewing indications of interest and bids and negotiating bids into an acceptable framework, and (vii) analyzing and comparing both quantitative and qualitative aspects of the proposals. Jefferies' efforts aided in the ultimate consummation of the sale of the Debtors' Assets.
- (d) **Assistance with General Bankruptcy:** Jefferies participated in regular planning sessions and other periodic meetings with the Debtors' management, its legal counsel, and its other advisors, concerning process and strategy issues related to the bankruptcy. Jefferies has participated in numerous telephonic meetings and presented materials regarding the bankruptcy process and strategic issues to the Board of Directors. Jefferies professionals also worked with the Debtors' advisors to prepare court filings.
- (e) **Business and Due Diligence:** Jefferies professionals spent significant time in various telephonic meetings and correspondence with the Debtors, creditors, other relevant professionals, and potential investors and lenders. Accordingly, this service category incorporates all matters related to participating in discussions with the Debtors, creditors, other relevant professionals, and potential investors and lenders, which include, but are not limited to: (i) participating in diligence meetings, board meetings and in-court hearings; (ii) preparing necessary analyses utilized in the aforementioned meetings and presentations; (iii) participating in status update calls with the Debtors' management team, creditors, and other relevant professionals; (iv) providing all relevant parties with detailed updates; and (v) creating and managing a data room for

the Debtors' prospective financing sources and otherwise facilitating external due diligence conducted by prospective investors and financing sources.

- (f) **Creditor Communication:** Jefferies participated in various telephonic meetings with the various lenders and their advisors, as well as advisors to creditors, during the Final Application Period. Jefferies' continued participation in these meetings was essential to coordinating the process, facilitating communication, and sharing case updates and developments with all stakeholders involved.
- (g) **Debtor Communication:** Jefferies participated in various telephonic meetings and communication with the Debtors and their other restructuring professionals during the Final Application Period. Additionally, Jefferies attended virtual court hearings as part of the Debtors' Chapter 11 Cases.
- (h) **General and Administrative Case-Related Services:** General and administrative case-related services include the preparation of employment and fee applications, tracking hours and expenses, review of relevant case-related documents, and other administrative tasks of the case.

21. Although Jefferies, in line with market convention, does not bill by the hour, Jefferies kept track of its post-petition time in half-hour increments in accordance with the Retention Order. Time records for the Final Application Period are attached hereto as **Exhibit B-1** for the period in the First Monthly Fee Statement and **Exhibit B-2** for the period from September 1, 2023 through September 14, 2023. Jefferies professionals spent approximately 1,037.0 hours providing investment banking services to the Debtors during the Final Application Period. A summary of hours by category and professional is attached hereto as **Exhibit C**.

22. The fees charged by Jefferies have been billed in accordance with the Engagement Agreement as modified by the Retention Order and are comparable to those fees charged by Jefferies for professional services rendered in connection with similar chapter 11 cases and non-bankruptcy matters. Jefferies submits that such fees are reasonable based upon the customary compensation charged by similarly skilled practitioners in comparable bankruptcy cases and non-bankruptcy matters in the competitive national investment banking market.

Actual and Necessary Disbursements By Jefferies

23. As set forth in greater detail in the expense detail attached hereto as **Exhibit D**, Jefferies incurred \$34,478.00 of out-of-pocket expenses relating to its professional services to the Debtors during the Final Application Period. These charges were Jefferies' out-of-pocket costs paid to third parties related to this engagement, which costs are not incorporated into Jefferies' aggregate fees. Jefferies has maintained detailed records of actual and necessary expenses incurred during the Final Application Period. With respect to Jefferies' legal expenses in connection with these Chapter 11 Cases, copies of the legal invoices are attached to this Final Application. Additionally, a summary of these expenses by category is attached hereto as **Exhibit E**.

Basis For Relief

24. Section 328(a) of the Bankruptcy Code allows a professional to obtain prior court approval of the terms of its retention. *See* 11 U.S.C. § 328(a). Under section 328(a) of the Bankruptcy Code, a professional may avoid uncertainty by obtaining (i) advance court approval of compensation terms agreed to with the estate, and (ii) a court's finding that such terms are "reasonable" in advance of the professional's providing related services. *See In re Nat'l Gypsum Co.*, 123 F.3d 861, 862–63 (5th Cir. 1997). Section 328(a) of the Bankruptcy Code explicitly contemplates court approval of contingent fees. *See* 11 U.S.C. § 328(a) ("The trustee . . . with the court's approval, may employ or authorize the employment of a professional person . . . on any reasonable terms and conditions of employment, including . . . on a fixed or percentage fee basis, or on a contingent fee basis.").

25. If a court has entered an order authorizing a professional's employment that "expressly and unambiguously states specific terms and conditions (*e.g.*, specific hourly rates or contingency fee arrangements) that are being approved pursuant to the first sentence of Section

328(a),” the court is constrained to apply only the “improvident” standard of § 328(a) of the Bankruptcy Code in any later review of such professional’s requested compensation. *Zolfo, Cooper & Co. v. Sunbeam- Oster Co., Inc.*, 50 F.3d 253, 261 (3d Cir. 1995).

26. Under the § 328(a) standard, a bankruptcy court wishing to render a previously approved fee arrangement “improvident” must find that there have been “developments not capable of being anticipated at the time of the fixing of the terms and conditions” of the engagement. 11 U.S.C. § 328(a). It is not enough that developments in a case are simply unforeseen. *Daniels v. Barron (In re Barron)*, 225 F.3d 583, 585 (5th Cir. 2000).

27. Section 330 of the Bankruptcy Code, moreover, provides that a court may award a professional employed under § 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). Section 330 of the Bankruptcy Code also sets forth the following non-exclusive 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 U.S.C. § 330(a)(3). *See also In re XO Commc'ns, Inc.*, 398 B.R. 106, 113 (Bankr. S.D.N.Y. 2008) (stating that, “in considering a transaction fee, courts recognize that certain of these factors do not apply, such as ‘time spent’ or the ‘rates charged’”) (quoting *In re Intelogic Trace, Inc.*, 188 B.R. 557, 559 (Bankr. W.D. Tex. 1995) (“When we examine ‘success fees,’ some of these considerations drop away, such as the ‘time spent’ or the ‘rates charged.’”).

28. Here, the Retention Order approved Jefferies’ compensation under § 328(a) of the Bankruptcy Code as to all parties except the U.S. Trustee, which retained the right to review Jefferies’ compensation based on the reasonableness standard of § 330.

29. Each component of Jefferies’ compensation earned during the Final Application Period was earned under the terms of the Court-approved Engagement Agreement, as modified by the Retention Order. Jefferies submits that the services it performed on behalf of the Debtors, as summarized above and as more fully described in Jefferies’ time records, were necessary for and beneficial to the Debtors’ estates. Moreover, Jefferies’ services were consistently performed in a timely, expert, and considered manner commensurate with the complexity and importance of the issues involved. Accordingly, approval of the compensation for professional services and reimbursement of the expenses sought herein is warranted.

Jefferies requests entry of the Proposed Order, (a) granting final allowance and compensation for professional services rendered to the Debtors during the Final Application Period in the aggregate amount of \$4,084,244.52, (b) granting final allowance for reimbursement of the actual and necessary expenses incurred by Jefferies in connection with the rendition of such services in the aggregate amount of \$34,478.00, and (c) directing payment of all such allowed compensation and expenses, less any amounts previously paid for such compensation and expenses (including without limitations, any amounts paid post-Confirmation Date, including amounts paid by the Plan Administrator (as defined in the Plan)).

Dated: October 27, 2023

Respectfully submitted,

/s/ Richard W. Morgner
Richard W. Morgner
Managing Director and Joint Global Head of
Debt Advisory & Restructuring
Jefferies LLC

Certificate of Service

I certify that on October 27, 2023, I caused a copy of the foregoing document to be served via the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Vienna F. Anaya

Vienna F. Anaya

Exhibit A

Retention Order

ENTERED

September 12, 2023

Nathan Ochsner, Clerk

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

In re:

APPHARVEST PRODUCTS, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 23-90745 (DRJ)

(Jointly Administered)

(Docket No. 159)

**ORDER (I) AUTHORIZING RETENTION
OF JEFFERIES LLC AS INVESTMENT BANKER TO THE
DEBTORS IN POSSESSION PURSUANT TO SECTIONS 327(A)
AND 328, EFFECTIVE AS OF JULY 23, 2023; (II) WAIVING CERTAIN
TIME-KEEPING REQUIREMENTS; AND (III) GRANTING RELATED RELIEF.**

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”), (a) authorizing the Debtors to retain and employ Jefferies LLC (“Jefferies”) as their investment banker pursuant to the terms and subject to the conditions of the Engagement Agreement, which is annexed to the Application as Exhibit A, as modified by this Order, (b) waiving and modifying certain of the timekeeping requirements, and (c) granting related relief, all as more fully set forth in the Application; and upon the Morgner Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this

¹ The Debtors in this chapter 11 case, together with the last four digits of the Debtors’ federal tax identification number, are: AppHarvest Operations, Inc. (5929), AppHarvest, Inc. (2965), AppHarvest Farms, LLC (7067), AppHarvest Morehead Farm, LLC (1527), AppHarvest Richmond Farm, LLC (0632), AppHarvest Berea Farm, LLC (3140), AppHarvest Pulaski Farm, LLC (2052), AppHarvest Development, LLC (None), Rowan County Development, LLC (0700), AppHarvest Technology, Inc. (4868), AppHarvest Products, LLC (5929), and AppHarvest Foundation, LLC (None). The Debtors’ service address is 500 Appalachian Way, Morehead, KY 40351.

² Capitalized terms used and not defined herein have the meanings ascribed to them in the Application.

proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Application and opportunity for a hearing on the Application were appropriate and no other notice need be provided; and this Court having reviewed the Application; and this Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. Pursuant to sections 327(a) and 328 of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, the Debtors are hereby authorized to retain and employ Jefferies as their investment banker in these chapter 11 cases as of the Petition Date, pursuant to the terms and subject to the conditions set forth in the Engagement Agreement attached to the Application as Exhibit A, as modified by this Order.

2. Except to the extent set forth herein, the Engagement Agreement (together with all annexes thereto), as modified by this Order, including without limitation the Fee and Expense Structure, are approved pursuant to sections 327(a) and 328(a) of the Bankruptcy Code, and the Debtors are authorized and directed to perform their payment, reimbursement, contribution, and indemnification obligations and their non-monetary obligations in accordance with the terms and conditions, and at the times specified, in the Engagement Agreement. Subject to Paragraph 3 of this Order, all compensation and reimbursement of expenses payable under the Engagement Agreement shall be subject to review only pursuant to the standards set forth in section 328(a) of

application filed on notice to parties in interest in these chapter 11 cases under the procedures set forth in any order establishing procedures for compensation and reimbursement of expenses of professionals, except that the Debtors are authorized to pay the Monthly Fee to Jefferies each month when required under the Engagement Agreement without a prior fee statement or application; *provided that* Jefferies shall file interim fee applications with time entries and requests for reimbursement that comply with Bankruptcy Local Rule 2016-1, except as otherwise expressly set forth in this Order, pursuant to the deadlines and other procedures set forth in any order establishing procedures for compensation and reimbursement of expenses of professionals.

6. In the event that, during the pendency of these chapter 11 cases, Jefferies requests reimbursement for any attorneys' fees and/or expenses, the invoices and supporting time records from such attorneys shall be included in Jefferies' own fee applications, and such invoices and time records shall be in compliance with Bankruptcy Local Rule 2016-1 and subject to approval of the Court under the standards of sections 330 and 331 of the Bankruptcy Code, without regard to whether such attorney has been retained under section 327 of the Bankruptcy Code. Notwithstanding the foregoing, Jefferies shall only be reimbursed for any legal fees incurred in connection with these cases to the extent permitted under applicable law and the decisions of the Court. Jefferies shall not seek reimbursement from the Debtors' estates for any fees or expenses incurred in defending any of Jefferies' fee applications in these chapter 11 cases.

7. The indemnification, contribution, and reimbursement provisions included in Schedule A to the Engagement Agreement are approved, subject to the following modifications, applicable during the pendency of these chapter 11 cases:

- (a) Indemnified Persons (as that term is defined in Schedule A to the Engagement Agreement) shall not be entitled to indemnification, contribution, or reimbursement pursuant to the Engagement Agreement for claims arising from services other than

the services provided under the Engagement Agreement, unless such services are approved by the Court;

- (b) Notwithstanding anything to the contrary in the Engagement Agreement, the Debtors shall have no obligation to indemnify any person or entity or provide contribution or reimbursement to any person or entity for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen from that person's or entity's gross negligence, willful misconduct, fraud, self-dealing, breach of fiduciary duty (if any) or bad faith, or (ii) for a contractual dispute in which the Debtors allege breach of the obligations of Jefferies or another Indemnified Person under the Engagement Agreement unless the Court determines that indemnification, contribution, or reimbursement would be permissible under applicable law, or (iii) settled prior to a judicial determination as to sub-clauses (i) or (ii) above, but determined by the Court, after notice and a hearing, to be a claim or expense for which that person should not receive indemnity, contribution, or reimbursement under the terms of the Engagement Agreement as modified by this Order;
- (c) If, during the pendency of these chapter 11 cases, the indemnification provided in Schedule A to the Engagement Agreement is held unenforceable by reason of the exclusions set forth in paragraph (b) above, and Jefferies or another Indemnified Person makes a claim for the payment of any amounts by the Debtors on account of the Debtors' contribution obligations, then the limitations on Jefferies' contribution obligations set forth in the fifth paragraph of Schedule A shall not apply;³ and
- (d) If, before the earlier of (i) the entry of an order confirming a chapter 11 plan in these chapter 11 cases (that order having become a final order no longer subject to appeal) and (ii) the entry of an order closing these chapter 11 cases, Jefferies or another Indemnified Person believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution, or reimbursement obligations under the Engagement Agreement (as modified by this Order), including, without limitation, the advancement of defense costs, Jefferies must file an application before the Court and the Debtors may not pay any such amounts before the entry of an order by the Court approving the payment; *provided, however*, that for the avoidance of doubt, this subparagraph (d) is intended only to specify the period of time under which this Court shall have jurisdiction over any request for fees and expenses for indemnification, contribution, or reimbursement and not a provision limiting the duration of the Debtors' obligation to indemnify Jefferies or any other Indemnified Person. All parties in interest, including the U.S. Trustee, shall retain the right to object to any

³ For the avoidance of doubt, the fifth paragraph of Schedule A to the Engagement Agreement is the paragraph that begins, "If, for any reason. . ."

request for indemnification, contribution, or reimbursement by Jefferies or any other Indemnified Person pursuant to the applicable standards set forth herein.

8. To the extent that there may be any inconsistency between the terms of the Application, the Morgner Declaration, the Engagement Agreement, and this Order, the terms of this Order shall govern.

9. The Debtors are authorized and empowered to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application.

10. Notwithstanding anything in the Application, Morgner Declaration or the Engagement Agreement to the contrary, to the extent that Jefferies uses the services of independent contractors, subcontractors or employees of foreign affiliates or subsidiaries (collectively, the “Contractors”) in these chapter 11 cases, Jefferies shall (i) pass-through the cost of such Contractors to the Debtors at the same rate that Jefferies pays the Contractors, (ii) seek reimbursement for actual costs only, (iii) ensure that the Contractors are subject to the same conflict checks as required for Jefferies, and (iv) file with the Court such disclosures required by Bankruptcy Rule 2014.

11. To the extent the Debtors wish to expand the scope of Jefferies services beyond those services set forth in the Engagement Agreement or this Order, the Debtors shall be required to seek further approval from this Court. The Debtors shall file notice of any proposed additional services and any underlying engagement agreement with the Court and serve such notice on the U.S. Trustee, the Committee, and any party requesting notice under Bankruptcy Rule 2002. If no party files an objection within 14 days of the Debtors filing such notice, the additional services and any underlying engagement agreement may be approved by the Court by further order without further notice or hearing.

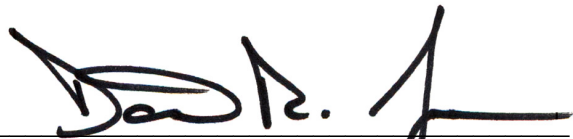
12. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the requirements of Bankruptcy Rule 6004(a) and the Bankruptcy Local Rules are satisfied by such notice.

13. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

14. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application.

15. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: September 12, 2023.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit B-1

**FIRST MONTHLY FEE STATEMENT
JULY 23, 2023 – AUGUST 31, 2023**

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

In re:

APPHARVEST PRODUCTS, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 23-90745 (DRJ)

(Jointly Administered)

**NOTICE OF FIRST CONSOLIDATED MONTHLY FEE
STATEMENT OF JEFFERIES LLC, INVESTMENT BANKER TO THE
DEBTORS AND DEBTORS IN POSSESSION, FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD FROM JULY 23, 2023 THROUGH AUGUST 31, 2023**

Name of Applicant:	Jefferies LLC
Applicant's Role:	Investment Banker to the Debtors and Debtors in Possession
Date of Retention Order:	September 12, 2023, effective as of July 23, 2023 [Docket No. 438] ²
Period for which Fees and Expenses were Incurred:	July 23, 2023 through and including August 31, 2023
Total Fees Incurred:	\$557,750.00 ³
Amount of Fees Requested for Payment in this Statement:	\$346,200.00 (80% of \$432,750.00) ⁴

¹ The Debtors in this chapter 11 case, together with the last four digits of the Debtors' federal tax identification number, are: AppHarvest Operations, Inc. (5929), AppHarvest, Inc. (2965), AppHarvest Farms, LLC (7067), AppHarvest Morehead Farm, LLC (1527), AppHarvest Richmond Farm, LLC (0632), AppHarvest Berea Farm, LLC (3140), AppHarvest Pulaski Farm, LLC (2052), AppHarvest Development, LLC (None), Rowan County Development, LLC (0700), AppHarvest Technology, Inc. (4868), AppHarvest Products, LLC (5929), and AppHarvest Foundation, LLC (None). The Debtors' service address is 500 Appalachian Way, Morehead, KY 40351.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Order (I) Authorizing Retention of Jefferies LLC as Investment Banker to the Debtors and Debtors in Possession Pursuant to Sections 327(a) and 328, Effective as of July 23, 2023; (II) Waiving Certain Time-Keeping Requirements; and (III) Granting Related Relief* [Docket No. 438] (the "**Retention Order**").

³ This amount is on account of (a) the August 2023 Monthly Fee in the amount of \$125,000.00 and (b) the \$432,750.00 Debt Financing Fee on account of that certain Total Loan Commitment, as defined in and approved pursuant to the *Final Order (I) Authorizing Post-Petition Financing Secured by Senior Liens, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Adequate Protection, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 297] (the "**DIP Financing Order**") (\$28,850,000.00 * 1.5% = \$432,750.00).

⁴ The \$346,200.00 of compensation requested is on account of 80% of the Debt Financing Fee referenced above. Pursuant to the Retention Order, the Debtors are authorized to pay Jefferies its Monthly Fee each month when required

Holdback of Fees Incurred (20%):	\$86,550.00
Total Expenses Requested for Payment in this Statement:	\$21,884.30
Total Fees (80%) and Expenses (100%) Requested for Payment:	\$368,084.30

under the Engagement Letter without a prior fee application. Accordingly, Jefferies is not, by this Monthly Fee Statement (as defined below), requesting payment of the Monthly Fee earned during the Application Period (as defined below). Jefferies, however, will seek approval of such Monthly Fee in its interim and final fee application(s) in these cases.

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 435], each party receiving notice of the monthly fee statement will have until 4:00 p.m. (Prevailing Central Time), 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon the expiration of such 14-day period, the Debtor is authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

1. Pursuant to sections 328, 330, and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the **Bankruptcy Rules**”), Rule 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “**Bankruptcy Local Rules**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 435] (the “**Interim Compensation Order**”), Jefferies LLC (“Jefferies”), as investment banker for the Debtors and Debtors-in-Possession, files this First Monthly Fee Statement (the “**Monthly Fee Statement**”) for the period from July 23, 2023 through August 31, 2023 (the “**Application Period**”).

2. Jefferies incurred fees for reasonable and necessary services rendered in the amount of \$557,750.00 (the “**Fees**”)⁵ and out-of-pocket expenses in the amount of \$21,884.30 (the “**Expenses**”)⁶ during the Application Period.

3. Pursuant to the Interim Compensation Order, Jefferies requests payment of eighty percent (80%) of its Debt Financing Fee (\$346,200.00) and one hundred percent (100%) of its

⁵ As noted above, this amount is on account of (a) the August 2023 Monthly Fee in the amount of \$125,000.00 and (b) the \$432,750.00 Debt Financing Fee on account of that certain Total Loan Commitment, as defined in and approved pursuant to the *Final Order (I) Authorizing Post-Petition Financing Secured by Senior Liens, (II) Authorizing the Debtors to Use Cash Collateral, (III) Granting Adequate Protection, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [Docket No. 297] (the “**DIP Financing Order**”) (\$28,850,000.00 * 1.5% = \$432,750.00).

⁶ The expense reimbursements requested herein may not include certain expenses incurred by Jefferies during the Application Period but not processed as of the date hereof. Any such expenses will be included in Jefferies’ final fee application.

Expenses (\$21,884.30) incurred during the Application Period for a total requested amount of \$368,084.30.

4. A summary of the time expended by Jefferies' professionals by project category is attached hereto as **Exhibit A**. A summary of time expended by Jefferies' professionals by professional is attached as hereto as **Exhibit B**. Additionally, Jefferies kept track of its post-petition time in half-hour increments in accordance with the Retention Order. Such time records are attached hereto as **Exhibit C**. A summary of Jefferies' out-of-pocket expenses by category for the Application Period is attached hereto as **Exhibit D**. Finally, Jefferies' expense detail for the Application Period is attached hereto as **Exhibit E**.

5. Pursuant to the Interim Compensation Order, notice of this Monthly Fee Statement will be served by first-class US mail or by electronic transmission upon: (i) proposed counsel to the Debtors: (a) Sidley Austin LLP, 787 Seventh Avenue, New York, New York 10019, Attn: Jeri Leigh Miller, (jeri.miller@sidley.com), and (b) Jackson Walker LLP, 1401 McKinney Street, Suite 1900, Houston, TX 77010, Attn: Vienna Anaya (vanaya@jw.com) and Emily Meraia (emeraia@jw.com); (ii) the U.S. Trustee, 515 Rusk St., Suite 3516, Houston, Texas 77001, Attn: Jana Whitworth (jana.whitworth@usdoj.gov) and Vianey Garza (vianey.garza@usdoj.gov); (iii) proposed counsel to the Committee, McDermott Will & Emery LLP, One Vanderbilt Avenue, New York, New York 10017, Attn: Kristin Going (kgoing@mwe.com); and (iv) any party in interest that submits a request to be included as one of the Notice Parties under these Compensation Procedures (collectively, the "**Compensation Notice Parties**").

6. Although every effort has been made to include all fees and expenses incurred in the Application Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Application Period.

Jeffries reserves the right to make further application to the Court for allowance of such fees and expenses not included herein. Subsequent Monthly Fee Statements will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, and the Interim Compensation Order.

Dated: September 14, 2023

JEFFERIES LLC

/s/ Richard Morgner

Richard Morgner
Managing Director

Exhibit A**FIRST CONSOLIDATED MONTHLY FEE STATEMENT OF
JEFFERIES LLC****Summary of Hours by Project Category
July 23, 2023 – August 31, 2023****Jefferies LLC**Summary of Hours by Category
July 23, 2023 - August 31, 2023

Category Code #		Hours
1	Case Administration / General	10.5
2	Sale Process	375.0
3	Creditor Communication	45.0
4	Debtor Communication	113.0
5	DIP Financing	20.5
6	Testimony Preparation / Attend Court Hearings	79.0
7	Plan of Reorganization	-
8	Travel	20.0
9	Due Diligence / Analysis	88.5
10	Business Plan	-
11	Process Update and Case Strategy	151.5
Total		903.0

Exhibit B**FIRST CONSOLIDATED MONTHLY FEE STATEMENT OF
JEFFERIES LLC****Summary of Hours by Professional
July 23, 2023 – August 31, 2023****Jefferies LLC**Summary of Hours by Professional
July 23, 2023 - August 31, 2023

Name	Position	Hours
Richard Morgner	Co-Head / Managing Director, Debt Advisory & Restructuring	91.0
Philip Engel	Senior Vice President, Debt Advisory & Restructuring	150.5
Jarett Bienenstock	Associate, Debt Advisory & Restructuring	153.0
Tyler Kim	Associate, Debt Advisory & Restructuring	175.5
Cecilia Gong	Analyst, Debt Advisory & Restructuring	172.0
Derk van der Erve	Head / Managing Director, Agriculture	19.0
Teus Jan van Ekeren	Vice President, Agriculture	74.5
Stephen Gavalas	Managing Director, Industrials	16.5
Conor Larkin	Vice President, Industrials	36.0
Christopher Hanley	Managing Director, Consumer	15.0
Total		903.0

Exhibit C

**FIRST CONSOLIDATED MONTHLY FEE STATEMENT OF
JEFFERIES LLC**

Time Detail

July 23, 2023 – August 31, 2023

Date	Banker	Comments	Hours	Category
07/24/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
07/24/23	Richard Morgner	Call with potential buyer	0.5	2
07/24/23	Richard Morgner	Review DIP credit agreement	1.0	5
07/24/23	Richard Morgner	Review DIP declaration (Rich Morgner)	1.0	6
07/25/23	Richard Morgner	Review bidding procedures declaration (Rich Morgner)	1.0	6
07/25/23	Richard Morgner	Review first day court filings	1.0	9
07/25/23	Richard Morgner	Review DIP comps	1.0	6
07/25/23	Richard Morgner	Review DIP credit agreement summary	1.0	5
07/25/23	Richard Morgner	Call with potential buyer	0.5	2
07/25/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
07/25/23	Richard Morgner	Call with potential buyer	0.5	2
07/25/23	Richard Morgner	Call with Sidley re: Testimony Preparation (Rich Morgner)	0.5	6
07/25/23	Richard Morgner	First Day Hearing (Virtual)	1.0	6
07/26/23	Richard Morgner	Call with potential buyer	0.5	2
07/26/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
07/26/23	Richard Morgner	Call with potential buyer	0.5	2
07/26/23	Richard Morgner	Call with potential buyer	0.5	2
07/26/23	Richard Morgner	Call with potential buyer	0.5	2
07/26/23	Richard Morgner	Call with potential buyer	0.5	2
07/26/23	Richard Morgner	Call with potential buyer	0.5	2
07/26/23	Richard Morgner	Review bidding procedures declaration (Rich Morgner)	2.0	6
07/27/23	Richard Morgner	Review bidding procedures	1.5	9
07/27/23	Richard Morgner	Call with potential buyer	0.5	2
07/27/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
07/27/23	Richard Morgner	Call with potential buyer	0.5	2
07/27/23	Richard Morgner	Call with potential buyer	0.5	2
07/27/23	Richard Morgner	Call with potential buyer	0.5	2
07/27/23	Richard Morgner	Call with potential buyer	0.5	2
07/27/23	Richard Morgner	Call with potential buyer	0.5	2
07/28/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
07/28/23	Richard Morgner	Review process update materials	1.0	11
07/28/23	Richard Morgner	Internal Call re: sale process	0.5	2
07/31/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
07/30/23	Richard Morgner	Review process update materials	1.0	11
07/31/23	Richard Morgner	Internal call re: sale process	0.5	2
July 23, 2023 - July 31, 2023 Hours for Richard Morgner			25.0	
07/24/23	Philip Engel	Debtor advisor daily standing call	0.5	4
07/24/23	Philip Engel	Call with potential buyer	0.5	2
07/24/23	Philip Engel	Review DIP credit agreement	1.0	5
07/24/23	Philip Engel	Review DIP budget	2.0	5
07/24/23	Philip Engel	Review DIP credit agreement summary	1.0	5
07/24/23	Philip Engel	Review DIP declaration (Rich Morgner)	1.0	6
07/25/23	Philip Engel	Review bidding procedures declaration (Rich Morgner)	1.0	6
07/25/23	Philip Engel	Review DIP comps	1.0	6
07/25/23	Philip Engel	Review first day court filings	2.5	9
07/25/23	Philip Engel	Call with potential buyer	0.5	2
07/25/23	Philip Engel	Debtor advisor daily standing call	0.5	4
07/25/23	Philip Engel	Call with potential buyer	0.5	2
07/25/23	Philip Engel	Call with Sidley re: Testimony Preparation (Rich Morgner)	0.5	6
07/25/23	Philip Engel	Review Red Sea Farms Series A memo	1.0	9
07/25/23	Philip Engel	First Day Hearing (Virtual)	1.0	6
07/25/23	Philip Engel	Internal Call re: sale process	0.5	2
07/26/23	Philip Engel	Call with potential buyer	0.5	2
07/26/23	Philip Engel	Debtor advisor daily standing call	0.5	4
07/26/23	Philip Engel	Call with potential buyer	0.5	2
07/26/23	Philip Engel	Call with potential buyer	0.5	2
07/26/23	Philip Engel	Call with Red Sea Farms advisor	0.5	2
07/26/23	Philip Engel	Call with potential buyer	0.5	2
07/26/23	Philip Engel	Call with potential buyer	0.5	2
07/26/23	Philip Engel	Call with potential buyer	0.5	2

Date	Banker	Comments	Hours	Category
07/26/23	Philip Engel	Buyer outreach	0.5	2
07/26/23	Philip Engel	Analysis re: overbids	1.0	9
07/26/23	Philip Engel	Review bidding procedures declaration (Rich Morgner)	2.0	6
07/27/23	Philip Engel	Review bidding procedures	2.0	9
07/27/23	Philip Engel	Call with Sidley re: bidder protocol	0.5	2
07/27/23	Philip Engel	Call with potential buyer	0.5	2
07/27/23	Philip Engel	Debtor advisor daily standing call	0.5	4
07/27/23	Philip Engel	Call with potential buyer	0.5	2
07/27/23	Philip Engel	Call with potential buyer	0.5	2
07/27/23	Philip Engel	Call with potential buyer	0.5	2
07/27/23	Philip Engel	Call with potential buyer	0.5	2
07/27/23	Philip Engel	Review sale leaseback term sheet from financing party	1.0	2
07/28/23	Philip Engel	Debtor advisor daily standing call	0.5	4
07/28/23	Philip Engel	Buyer outreach	1.0	2
07/28/23	Philip Engel	Review process update materials	2.0	11
07/28/23	Philip Engel	Internal Call re: sale process	0.5	2
07/29/23	Philip Engel	Review sale leaseback term sheet from financing party	1.0	2
07/30/23	Philip Engel	Review process update materials	1.0	11
07/31/23	Philip Engel	Debtor advisor daily standing call	0.5	4
07/31/23	Philip Engel	Buyer outreach	1.5	2
07/31/23	Philip Engel	Internal call re: sale process	0.5	2
July 23, 2023 - July 31, 2023 Hours for Philip Engel			38.0	
07/24/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
07/24/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/24/23	Jarett Bienenstock	Review DIP credit agreement	1.5	5
07/24/23	Jarett Bienenstock	Prepare DIP credit agreement summary	1.0	5
07/24/23	Jarett Bienenstock	Review DIP budget	1.5	5
07/24/23	Jarett Bienenstock	Review DIP declaration (Rich Morgner)	2.0	6
07/24/23	Jarett Bienenstock	Prepare process update materials	1.0	11
07/24/23	Jarett Bienenstock	Analysis re: DIP IRR	1.0	9
07/25/23	Jarett Bienenstock	Review bidding procedures declaration (Rich Morgner)	2.0	6
07/25/23	Jarett Bienenstock	Review first day court filings	1.5	9
07/25/23	Jarett Bienenstock	Review DIP comps	1.5	6
07/25/23	Jarett Bienenstock	Internal call re: sale process	0.5	2
07/25/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/25/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
07/25/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/25/23	Jarett Bienenstock	Call with Sidley re: Testimony Preparation (Rich Morgner)	0.5	6
07/25/23	Jarett Bienenstock	First Day Hearing (Virtual)	1.0	6
07/25/23	Jarett Bienenstock	Review Red Sea Farms Series A memo	1.0	9
07/25/23	Jarett Bienenstock	Internal Call re: sale process	0.5	2
07/26/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/26/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
07/26/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/26/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/26/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/26/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/26/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/26/23	Jarett Bienenstock	Analysis re: overbids	1.0	9
07/26/23	Jarett Bienenstock	Review bidding procedures declaration (Rich Morgner)	2.0	6
07/27/23	Jarett Bienenstock	Review bidding procedures	1.0	9
07/27/23	Jarett Bienenstock	Facilitate buyer diligence	1.0	2
07/27/23	Jarett Bienenstock	Call with Sidley re: bidder protocol	0.5	2
07/27/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/27/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
07/27/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/27/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/27/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/27/23	Jarett Bienenstock	Call with potential buyer	0.5	2

Date	Banker	Comments	Hours	Category
07/27/23	Jarett Bienenstock	Call with potential buyer	0.5	2
07/27/23	Jarett Bienenstock	Review sale leaseback term sheet from financing party	1.0	2
07/28/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
07/28/23	Jarett Bienenstock	Prepare process update materials	1.0	11
07/28/23	Jarett Bienenstock	Internal call re: sale process	0.5	2
07/28/23	Jarett Bienenstock	Prepare memo re: energy contracts	2.5	9
07/29/23	Jarett Bienenstock	Review sale leaseback term sheet from financing party	0.5	2
07/30/23	Jarett Bienenstock	Prepare process update materials	1.0	11
07/31/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
07/31/23	Jarett Bienenstock	Internal call re: sale process	0.5	2
07/31/23	Jarett Bienenstock	Prepare memo re: energy contracts	1.0	9
July 23, 2023 - July 31, 2023 Hours for Jarett Bienenstock			41.0	
07/24/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
07/24/23	Tyler Kim	Call with potential buyer	0.5	2
07/24/23	Tyler Kim	Review DIP credit agreement	1.5	5
07/24/23	Tyler Kim	Prepare DIP credit agreement summary	2.0	5
07/24/23	Tyler Kim	Review DIP budget	1.5	5
07/24/23	Tyler Kim	Review DIP declaration (Rich Morgner)	1.5	6
07/24/23	Tyler Kim	Prepare process update materials	2.0	11
07/25/23	Tyler Kim	Review bidding procedures declaration (Rich Morgner)	0.5	6
07/25/23	Tyler Kim	Review first day court filings	1.0	9
07/25/23	Tyler Kim	Prepare DIP comps	2.5	6
07/25/23	Tyler Kim	Internal call re: sale process	0.5	2
07/25/23	Tyler Kim	Call with potential buyer	0.5	2
07/25/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
07/25/23	Tyler Kim	Call with potential buyer	0.5	2
07/25/23	Tyler Kim	Call with Sidley re: Testimony Preparation (Rich Morgner)	0.5	6
07/25/23	Tyler Kim	First Day Hearing (Virtual)	1.0	6
07/25/23	Tyler Kim	Review Red Sea Farms Series A memo	1.0	9
07/25/23	Tyler Kim	Internal process update	0.5	11
07/25/23	Tyler Kim	Internal Call re: sale process	0.5	2
07/26/23	Tyler Kim	Call with potential buyer	0.5	2
07/26/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
07/26/23	Tyler Kim	Call with potential buyer	0.5	2
07/26/23	Tyler Kim	Call with potential buyer	0.5	2
07/26/23	Tyler Kim	Call with potential buyer	0.5	2
07/26/23	Tyler Kim	Call with potential buyer	0.5	2
07/26/23	Tyler Kim	Call with potential buyer	0.5	2
07/26/23	Tyler Kim	Analysis re: overbids	2.0	9
07/26/23	Tyler Kim	Review bidding procedures declaration (Rich Morgner)	1.0	6
07/27/23	Tyler Kim	Review bidding procedures	2.0	9
07/27/23	Tyler Kim	Call with Sidley re: bidder protocol	0.5	2
07/27/23	Tyler Kim	Call with potential buyer	0.5	2
07/27/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
07/27/23	Tyler Kim	Call with potential buyer	0.5	2
07/27/23	Tyler Kim	Call with potential buyer	0.5	2
07/27/23	Tyler Kim	Call with potential buyer	0.5	2
07/27/23	Tyler Kim	Call with potential buyer	0.5	2
07/27/23	Tyler Kim	Review sale leaseback term sheet from financing party	0.5	2
07/27/23	Tyler Kim	Notify buyers re: bidding procedures and sale process	3.0	2
07/28/23	Tyler Kim	Review and coordinate on buyer diligence questions	2.5	2
07/28/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
07/28/23	Tyler Kim	Prepare process update materials	1.5	11
07/28/23	Tyler Kim	Internal call re: sale process	0.5	2
07/29/23	Tyler Kim	Review sale leaseback term sheet from financing party	1.0	2
07/30/23	Tyler Kim	Prepare process update materials	2.5	11
07/30/23	Tyler Kim	Communication with bidders re: site visits and management presentations	1.0	2
07/31/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
07/31/23	Tyler Kim	Update data room for indicative financing term sheets and notify bidders	0.5	2

07/31/23	Tyler Kim	Internal call re: sale process	0.5	2
July 23, 2023 - July 31, 2023 Hours for Tyler Kim			46.5	
07/24/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
07/24/23	Cecilia Gong	Call with potential buyer	0.5	2
07/24/23	Cecilia Gong	Review DIP credit agreement	1.5	5
07/24/23	Cecilia Gong	Prepare DIP credit agreement summary	2.0	5
07/24/23	Cecilia Gong	Review DIP budget	2.0	5
07/24/23	Cecilia Gong	Review DIP declaration (Rich Morgner)	2.0	6
07/24/23	Cecilia Gong	Prepare process update materials	2.0	11
07/25/23	Cecilia Gong	Review bidding procedures declaration (Rich Morgner)	2.0	6
07/25/23	Cecilia Gong	Review first day court filings	1.0	9
07/25/23	Cecilia Gong	Internal call re: sale process	1.0	2
07/25/23	Cecilia Gong	Call with potential buyer	0.5	2
07/25/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
07/25/23	Cecilia Gong	Call with potential buyer	0.5	2
07/25/23	Cecilia Gong	Call with Sidley re: Testimony Preparation (Rich Morgner)	0.5	6
07/25/23	Cecilia Gong	First Day Hearing (Virtual)	1.0	6
07/25/23	Cecilia Gong	Review Red Sea Farms Series A memo	1.0	9
07/25/23	Cecilia Gong	Facilitate buyer diligence	1.0	6
07/25/23	Cecilia Gong	Prepare process update materials	2.0	11
07/25/23	Cecilia Gong	Internal Call re: sale process	0.5	2
07/26/23	Cecilia Gong	Call with potential buyer	0.5	2
07/26/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
07/26/23	Cecilia Gong	Call with potential buyer	0.5	2
07/26/23	Cecilia Gong	Call with potential buyer	0.5	2
07/26/23	Cecilia Gong	Call with potential buyer	0.5	2
07/26/23	Cecilia Gong	Call with potential buyer	0.5	2
07/26/23	Cecilia Gong	Call with potential buyer	0.5	2
07/26/23	Cecilia Gong	Review bidding procedures declaration (Rich Morgner)	1.0	6
07/27/23	Cecilia Gong	Review bidding procedures	1.5	9
07/27/23	Cecilia Gong	Call with Sidley re: bidder protocol	0.5	2
07/27/23	Cecilia Gong	Call with potential buyer	0.5	2
07/27/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
07/27/23	Cecilia Gong	Call with potential buyer	0.5	2
07/27/23	Cecilia Gong	Call with potential buyer	0.5	2
07/27/23	Cecilia Gong	Call with potential buyer	0.5	2
07/27/23	Cecilia Gong	Call with potential buyer	0.5	2
07/27/23	Cecilia Gong	Review sale leaseback term sheet from financing party	0.5	2
07/27/23	Cecilia Gong	Notify buyers re: bidding procedures and sale process	3.5	2
07/28/23	Cecilia Gong	Review and coordinate on buyer diligence questions	3.5	2
07/28/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
07/28/23	Cecilia Gong	Prepare process update materials	2.5	11
07/28/23	Cecilia Gong	Internal call re: sale process	0.5	2
07/29/23	Cecilia Gong	Review sale leaseback term sheet from financing party	0.5	2
07/30/23	Cecilia Gong	Prepare process update materials	2.0	11
07/30/23	Cecilia Gong	Communication with bidders re: site visits and management presentations	1.0	2
07/31/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
07/31/23	Cecilia Gong	Update data room for indicative financing term sheets and notify bidders	0.5	2
07/31/23	Cecilia Gong	Internal call re: sale process	0.5	2
July 23, 2023 - July 31, 2023 Hours for Cecilia Gong			48.5	
07/24/23	Derk van der Erve	Review process update materials	1.0	11
07/25/23	Derk van der Erve	Internal call re: sale process	1.0	2
07/25/23	Derk van der Erve	Call with potential buyer	0.5	2
07/26/23	Derk van der Erve	Call with potential buyer	0.5	2
07/26/23	Derk van der Erve	Call with potential buyer	0.5	2
07/27/23	Derk van der Erve	Call with potential buyer	0.5	2
07/27/23	Derk van der Erve	Call with potential buyer	0.5	2
07/27/23	Derk van der Erve	Call with potential buyer	0.5	2

Date	Banker	Comments	Hours	Category
07/28/23	Derk van der Erve	Review process update materials	1.0	11
07/28/23	Derk van der Erve	Internal call re: sale process	0.5	2
07/28/23	Derk van der Erve	Review process update materials	1.0	11
07/30/23	Derk van der Erve	Review process update materials	1.0	11
07/31/23	Derk van der Erve	Internal call re: sale process	0.5	2
July 23, 2023 - July 31, 2023 Hours for Derk van der Erve			9.0	
07/24/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
07/24/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
07/24/23	Teus Jan van Ekeren	Review process update materials	1.0	11
07/25/23	Teus Jan van Ekeren	Internal call re: sale process	1.0	2
07/25/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
07/25/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
07/25/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
07/25/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
07/25/23	Teus Jan van Ekeren	First Day Hearing (Virtual)	1.0	6
07/26/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
07/26/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
07/26/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
07/26/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
07/27/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
07/27/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
07/27/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
07/27/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
07/27/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
07/28/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
07/28/23	Teus Jan van Ekeren	Review process update materials	1.0	11
07/28/23	Teus Jan van Ekeren	Internal call re: sale process	0.5	2
07/28/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
07/28/23	Teus Jan van Ekeren	Review process update materials	1.0	11
07/28/23	Teus Jan van Ekeren	Review memo re: energy contracts	2.0	9
07/30/23	Teus Jan van Ekeren	Review process update materials	1.0	11
07/31/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
07/31/23	Teus Jan van Ekeren	Internal call re: sale process	0.5	2
July 23, 2023 - July 31, 2023 Hours for Teus Jan van Ekeren			20.0	
07/24/23	Stephen Gavalas	Call with potential buyer	0.5	2
07/24/23	Stephen Gavalas	Review process update materials	1.0	11
07/25/23	Stephen Gavalas	Internal call re: sale process	1.0	2
07/28/23	Stephen Gavalas	Review process update materials	0.5	11
07/28/23	Stephen Gavalas	Internal call re: sale process	0.5	2
07/28/23	Stephen Gavalas	Review process update materials	1.0	11
07/30/23	Stephen Gavalas	Review process update materials	1.0	11
07/31/23	Stephen Gavalas	Internal call re: sale process	0.5	2
July 23, 2023 - July 31, 2023 Hours for Stephen Gavalas			6.0	
07/24/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
07/24/23	Conor Larkin	Review process update materials	1.0	11
07/25/23	Conor Larkin	Internal call re: sale process	1.0	2
07/25/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
07/26/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
07/27/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
07/28/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
07/28/23	Conor Larkin	Review process update materials	1.0	11
07/28/23	Conor Larkin	Internal call re: sale process	0.5	2
07/28/23	Conor Larkin	Review process update materials	1.0	11
07/30/23	Conor Larkin	Review process update materials	1.0	11
07/31/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
07/31/23	Conor Larkin	Internal call re: sale process	0.5	2
July 23, 2023 - July 31, 2023 Hours for Conor Larkin			9.0	
07/24/23	Christopher Hanley	Review process update materials	1.0	11
07/25/23	Christopher Hanley	Internal call re: sale process	1.0	2
07/28/23	Christopher Hanley	Review process update materials	0.5	11
07/28/23	Christopher Hanley	Internal call re: sale process	0.5	2
07/28/23	Christopher Hanley	Review process update materials	1.0	11
07/30/23	Christopher Hanley	Review process update materials	1.0	11
07/31/23	Christopher Hanley	Internal call re: sale process	0.5	2
July 23, 2023 - July 31, 2023 Hours for Christopher Hanley			5.5	

Date	Banker	Comments	Hours	Category
08/01/23	Richard Morgner	Call with potential buyer	0.5	2
08/01/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/01/23	Richard Morgner	Call with potential buyer	0.5	2
08/01/23	Richard Morgner	Review retention application	1.0	1
08/02/23	Richard Morgner	Review retention application	1.0	1
08/02/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/02/23	Richard Morgner	Review stalking horse APA	1.0	2
08/03/23	Richard Morgner	Review retention application	0.5	1
08/03/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/03/23	Richard Morgner	Review debt financing term sheet from financing party	0.5	2
08/03/23	Richard Morgner	Review stalking horse APA summary	1.0	2
08/04/23	Richard Morgner	Call with potential buyer	0.5	2
08/05/23	Richard Morgner	Review Dalsem DIP objection	1.0	9
08/05/23	Richard Morgner	Review process update materials	1.0	11
08/05/23	Richard Morgner	Review site visit briefing materials	1.0	11
08/06/23	Richard Morgner	Introductory call with UCC Financial Advisor	1.0	3
08/07/23	Richard Morgner	Review process update materials	1.0	11
08/07/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/07/23	Richard Morgner	Call with mgmt re: sale process update	0.5	4
08/08/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/09/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/10/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/10/23	Richard Morgner	Call with mgmt re: sale process update	0.5	4
08/11/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/11/23	Richard Morgner	Call with potential buyer	0.5	2
08/11/23	Richard Morgner	Review De Minimis Asset Sale Motion	1.0	9
08/14/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/14/23	Richard Morgner	Call with potential buyer	0.5	2
08/14/23	Richard Morgner	Internal call re: sale process	0.5	2
08/14/23	Richard Morgner	Call with ReaSea advisor	0.5	2
08/14/23	Richard Morgner	Review settlement term sheet	2.0	9
08/15/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/15/23	Richard Morgner	Call with GNCU / USDA re: process update	0.5	3
08/15/23	Richard Morgner	Call with potential buyer	0.5	2
08/15/23	Richard Morgner	Call with mgmt re: sale process update	0.5	4
08/15/23	Richard Morgner	Call with UCC Financial Advisor re: process update	1.0	3
08/15/23	Richard Morgner	Review process update materials	1.0	11
08/17/23	Richard Morgner	Review process update materials	1.0	11
08/18/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/18/23	Richard Morgner	Call with Sidley re: Berea/9019 reply	0.5	11
08/21/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/21/23	Richard Morgner	Internal call re: outreach summary	0.5	11
08/21/23	Richard Morgner	Review outreach summary for EQ/Armory	1.0	11
08/21/23	Richard Morgner	Review process update materials	1.0	11
08/22/23	Richard Morgner	Call with GNCU / USDA re: process update	0.5	3
08/22/23	Richard Morgner	Call with EQ's advisor	1.0	3
08/22/23	Richard Morgner	Call with mgmt re: sale process update	0.5	4
08/22/23	Richard Morgner	All Hands Meeting with Creditor (in-person)	7.0	3
08/23/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/24/23	Richard Morgner	Review process update materials	1.0	11
08/24/23	Richard Morgner	Review bid procedures declaration (Rich Morgner)	2.0	6
08/24/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/24/23	Richard Morgner	Call with Sidley re: Testimony Preparation (Rich Morgner)	0.5	6
08/24/23	Richard Morgner	Call with mgmt re: sale process update	0.5	4
08/25/23	Richard Morgner	Review testimony materials	2.0	6
08/25/23	Richard Morgner	Review revised bidding procedures	1.0	9
08/25/23	Richard Morgner	Second Day Hearing (Virtual)	1.0	6
08/28/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/28/23	Richard Morgner	Call with potential buyer	0.5	2
08/28/23	Richard Morgner	Call with Sidley re: Auction Logistics	0.5	2
08/28/23	Richard Morgner	Review received bids	2.0	2
08/29/23	Richard Morgner	Review bid summary materials	2.0	2

08/29/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/29/23	Richard Morgner	Call with mgmt re: sale process update	0.5	4
08/29/23	Richard Morgner	Call with UCC Financial Advisor re: bid summary	0.5	3
08/30/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/30/23	Richard Morgner	Call with potential buyer	0.5	2
08/30/23	Richard Morgner	Auction	1.0	2
08/30/23	Richard Morgner	Call with Sidley re: Deposition Preparation (Rich Morgner)	0.5	6
08/30/23	Richard Morgner	Review deposition materials	1.0	6
08/31/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
08/31/23	Richard Morgner	Call with potential buyer	0.5	2
08/31/23	Richard Morgner	Auction (resumed)	2.0	2
08/31/23	Richard Morgner	Review deposition materials	2.0	6
08/31/23	Richard Morgner	Internal call re: Deposition Preparation (Rich Morgner)	0.5	6
08/31/23	Richard Morgner	Deposition	1.0	6

August 1, 2023 - August 31, 2023 Hours for Richard Morgner

66.0

08/01/23	Philip Engel	Call with potential buyer	0.5	2
08/01/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/01/23	Philip Engel	Call with potential buyer	0.5	2
08/01/23	Philip Engel	Review retention application	1.0	1
08/02/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/02/23	Philip Engel	Review stalking horse APA	2.5	2
08/02/23	Philip Engel	Review debt financing term sheet from financing party	1.0	2
08/02/23	Philip Engel	Buyer outreach	1.0	2
08/03/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/03/23	Philip Engel	Review stalking horse APA summary	1.5	2
08/04/23	Philip Engel	Call with potential financing party	0.5	2
08/04/23	Philip Engel	Review process update materials	2.0	11
08/04/23	Philip Engel	Review site visit briefing materials	1.5	11
08/05/23	Philip Engel	Review Dalsem DIP objection	1.0	9
08/06/23	Philip Engel	Introductory call with UCC Financial Advisor	1.0	3
08/07/23	Philip Engel	Review process update materials	2.0	11
08/07/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/07/23	Philip Engel	Call with mgmt re: sale process update	0.5	4
08/07/23	Philip Engel	Review UCC DIP issues list	2.0	9
08/08/23	Philip Engel	Review revised bidding procedures	0.5	9
08/08/23	Philip Engel	Call with Red Sea Farms advisor	0.5	2
08/08/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/08/23	Philip Engel	Buyer outreach	1.0	2
08/09/23	Philip Engel	Review process update materials	1.5	11
08/09/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/09/23	Philip Engel	Review Red Sea Farms investment summary materials	2.5	9
08/10/23	Philip Engel	Call with EQ's advisor re: Red Sea Farms	0.5	3
08/10/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/10/23	Philip Engel	Call with mgmt re: sale process update	0.5	4
08/10/23	Philip Engel	Buyer outreach	1.0	2
08/11/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/11/23	Philip Engel	Call with potential buyer	0.5	2
08/11/23	Philip Engel	Review De Minimis Asset Sale Motion	1.0	9
08/11/23	Philip Engel	Buyer outreach	0.5	2
08/14/23	Philip Engel	Review process update materials	2.0	11
08/14/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/14/23	Philip Engel	Call with potential buyer	0.5	2
08/14/23	Philip Engel	Internal call re: sale process	0.5	2
08/14/23	Philip Engel	Call with Red Sea Farms advisor	0.5	2
08/14/23	Philip Engel	Review settlement term sheet	2.0	9
08/15/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/15/23	Philip Engel	Call with GNCU / USDA re: process update	0.5	3
08/15/23	Philip Engel	Call with potential buyer	0.5	2
08/15/23	Philip Engel	Call with mgmt re: sale process update	0.5	4
08/15/23	Philip Engel	Call with UCC Financial Advisor re: process update	1.0	3
08/15/23	Philip Engel	Review GNCU loan assumption term sheet	1.0	2

Date	Banker	Comments	Hours	Category
08/15/23	Philip Engel	Buyer outreach	2.0	2
08/16/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/16/23	Philip Engel	Buyer outreach	1.0	2
08/17/23	Philip Engel	Review process update materials	1.5	11
08/17/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/17/23	Philip Engel	Call with mgmt re: sale process update	0.5	4
08/17/23	Philip Engel	Buyer outreach	1.0	2
08/18/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/18/23	Philip Engel	Call with Sidley re: Berea/9019 reply	0.5	11
08/18/23	Philip Engel	Facilitate buyer diligence	2.0	2
08/18/23	Philip Engel	Call with potential buyer	0.5	2
08/18/23	Philip Engel	Call with potential buyer	0.5	2
08/18/23	Philip Engel	Buyer outreach	1.0	2
08/21/23	Philip Engel	Review process update materials	2.0	11
08/21/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/21/23	Philip Engel	Internal call re: outreach summary	0.5	11
08/21/23	Philip Engel	Review outreach summary for EQ/Armory	1.5	3
08/21/23	Philip Engel	Buyer outreach	0.5	2
08/22/23	Philip Engel	Call with GNCU / USDA re: process update	0.5	3
08/22/23	Philip Engel	Call with EQ's advisor	1.0	3
08/22/23	Philip Engel	Call with mgmt re: sale process update	0.5	4
08/22/23	Philip Engel	All Hands Meeting with Creditor (in-person)	7.0	3
08/22/23	Philip Engel	Facilitate buyer diligence	2.0	2
08/22/23	Philip Engel	Review Somerset presentation	2.0	2
08/22/23	Philip Engel	Buyer outreach	0.5	2
08/23/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/23/23	Philip Engel	Buyer diligence call	1.0	2
08/23/23	Philip Engel	Analysis re: EQ credit bid capacity	1.5	9
08/23/23	Philip Engel	Review bid procedures declaration (Rich Morgner)	2.0	6
08/23/23	Philip Engel	Review bid lot schedule	1.0	2
08/23/23	Philip Engel	Buyer outreach	1.0	2
08/24/23	Philip Engel	Review process update materials	1.5	11
08/24/23	Philip Engel	Buyer diligence call	1.0	2
08/24/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/24/23	Philip Engel	Call with Sidley re: Testimony Preparation (Rich Morgner)	0.5	6
08/24/23	Philip Engel	Call with mgmt re: sale process update	0.5	4
08/24/23	Philip Engel	Review bid procedures declaration (Rich Morgner)	2.0	6
08/24/23	Philip Engel	Buyer outreach	0.5	2
08/25/23	Philip Engel	Prepare testimony prep materials	1.5	6
08/25/23	Philip Engel	Review revised bidding procedures	1.0	9
08/25/23	Philip Engel	Second Day Hearing (Virtual)	1.0	6
08/25/23	Philip Engel	Buyer outreach	1.0	2
08/27/23	Philip Engel	Buyer diligence call	1.0	2
08/28/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/28/23	Philip Engel	Call with potential buyer	0.5	2
08/28/23	Philip Engel	Call with Sidley re: Auction Logistics	0.5	2
08/28/23	Philip Engel	Review received bids	3.0	2
08/28/23	Philip Engel	Review bid summary materials	2.5	2
08/29/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/29/23	Philip Engel	Call with mgmt re: sale process update	0.5	4
08/29/23	Philip Engel	Call with UCC Financial Advisor re: bid summary	0.5	3
08/29/23	Philip Engel	Communications with bidders re: auction logistics	3.0	2
08/30/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/30/23	Philip Engel	Call with potential buyer	0.5	2
08/30/23	Philip Engel	Auction	1.0	2
08/30/23	Philip Engel	Call with Sidley re: Deposition Preparation (Rich Morgner)	0.5	6
08/31/23	Philip Engel	Debtor advisor daily standing call	0.5	4
08/31/23	Philip Engel	Call with potential buyer	0.5	2
08/31/23	Philip Engel	Prepare for auction	2.0	2
08/31/23	Philip Engel	Auction (resumed)	2.0	2
08/31/23	Philip Engel	Internal call re: Deposition Preparation (Rich Morgner)	0.5	6
08/31/23	Philip Engel	Review Jefferies earned fee calculation	1.0	1
August 1, 2023 - August 31, 2023 Hours for Philip Engel			112.5	

Date	Banker	Comments	Hours	Category
08/01/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/01/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/01/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/01/23	Jarett Bienenstock	Review retention application	1.0	1
08/01/23	Jarett Bienenstock	Facilitate buyer diligence	2.0	2
08/02/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/02/23	Jarett Bienenstock	Review stalking horse APA	1.5	2
08/02/23	Jarett Bienenstock	Facilitate buyer diligence	2.0	2
08/02/23	Jarett Bienenstock	Review debt financing term sheet from financing party	1.0	2
08/03/23	Jarett Bienenstock	Prepare process update presentation	2.5	11
08/03/23	Jarett Bienenstock	Review stalking horse APA summary	2.0	2
08/03/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/03/23	Jarett Bienenstock	Call with potential buyer	0.5	4
08/03/23	Jarett Bienenstock	Review site visit briefing materials	1.0	2
08/04/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/05/23	Jarett Bienenstock	Review Dalsem DIP objection	1.0	9
08/05/23	Jarett Bienenstock	Prepare Stalking Horse Credit Bidder Break-up Fee Comps	5.0	9
08/06/23	Jarett Bienenstock	Introductory call with UCC Financial Advisor	1.0	3
08/06/23	Jarett Bienenstock	Prepare process update presentation	2.5	11
08/06/23	Jarett Bienenstock	Review DIP comps	3.0	9
08/07/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/07/23	Jarett Bienenstock	Call with mgmt re: sale process update	0.5	4
08/07/23	Jarett Bienenstock	Review UCC DIP issues list	1.0	9
08/08/23	Jarett Bienenstock	Call with Red Sea Farms advisor	0.5	2
08/08/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/08/23	Jarett Bienenstock	Revise Stalking Horse Credit Bidder Break-up Fee Comps	3.0	9
08/09/23	Jarett Bienenstock	Facilitate buyer diligence	3.0	2
08/09/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/09/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/09/23	Jarett Bienenstock	Prepare Red Sea Farms investment summary materials	2.0	9
08/10/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/10/23	Jarett Bienenstock	Call with EQ's advisor re: Red Sea Farms	0.5	3
08/10/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/10/23	Jarett Bienenstock	Call with mgmt re: sale process update	0.5	4
08/10/23	Jarett Bienenstock	Review IP summary materials for buyer diligence	2.0	2
08/11/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/11/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/11/23	Jarett Bienenstock	Facilitate buyer diligence	1.5	2
08/13/23	Jarett Bienenstock	Review process update presentation	2.5	11
08/14/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/14/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/14/23	Jarett Bienenstock	Internal call re: sale process	0.5	2
08/14/23	Jarett Bienenstock	Call with Red Sea Farms advisor	0.5	2
08/15/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/15/23	Jarett Bienenstock	Call with GNCU / USDA re: process update	0.5	3
08/15/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/15/23	Jarett Bienenstock	Call with mgmt re: sale process update	0.5	4
08/15/23	Jarett Bienenstock	Call with UCC Financial Advisor re: process update	1.0	3
08/15/23	Jarett Bienenstock	Review GNCU loan assumption term sheet	0.5	2
08/16/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/16/23	Jarett Bienenstock	Review process update presentation	2.0	11
08/17/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/17/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/17/23	Jarett Bienenstock	Call with mgmt re: sale process update	0.5	4
08/18/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/18/23	Jarett Bienenstock	Call with Sidley re: Berea/9019 reply	0.5	11
08/21/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/21/23	Jarett Bienenstock	Internal call re: outreach summary	0.5	11
08/21/23	Jarett Bienenstock	Review outreach summary for EQ/Armory	1.0	3
08/21/23	Jarett Bienenstock	Review process update presentation	2.5	11
08/22/23	Jarett Bienenstock	All Hands Meeting with Creditor (virtual)	0.5	3

Date	Banker	Comments	Hours	Category
08/22/23	Jarett Bienenstock	Call with GNCU / USDA re: process update	0.5	3
08/22/23	Jarett Bienenstock	Call with EQ's advisor	1.0	3
08/22/23	Jarett Bienenstock	Call with mgmt re: sale process update	0.5	4
08/22/23	Jarett Bienenstock	Review Somerset presentation	3.5	2
08/23/23	Jarett Bienenstock	Analysis re: EQ credit bid capacity	2.5	9
08/23/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/23/23	Jarett Bienenstock	Buyer diligence call	1.0	2
08/23/23	Jarett Bienenstock	Review Somerset presentation	3.5	2
08/23/23	Jarett Bienenstock	Review bid procedures declaration (Rich Morgner)	2.5	6
08/23/23	Jarett Bienenstock	Draft bid lot schedule	1.0	2
08/23/23	Jarett Bienenstock	Review process update presentation	2.0	11
08/24/23	Jarett Bienenstock	Buyer diligence call	1.0	2
08/24/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/24/23	Jarett Bienenstock	Call with Sidley re: Testimony Preparation (Rich Morgner)	0.5	6
08/24/23	Jarett Bienenstock	Call with mgmt re: sale process update	0.5	4
08/24/23	Jarett Bienenstock	Revise 363 credit bids with breakup fees comps	2.5	9
08/25/23	Jarett Bienenstock	Review revised bidding procedures	1.0	9
08/25/23	Jarett Bienenstock	Second Day Hearing (Virtual)	1.0	6
08/27/23	Jarett Bienenstock	Buyer diligence call	1.0	2
08/28/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/28/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/28/23	Jarett Bienenstock	Call with Sidley re: Auction Logistics	0.5	2
08/28/23	Jarett Bienenstock	Review received bids	2.0	2
08/28/23	Jarett Bienenstock	Review bid summary materials	3.0	2
08/29/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/29/23	Jarett Bienenstock	Call with mgmt re: sale process update	0.5	4
08/29/23	Jarett Bienenstock	Call with UCC Financial Advisor re: bid summary	0.5	3
08/30/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/30/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/30/23	Jarett Bienenstock	Auction	1.0	2
08/30/23	Jarett Bienenstock	Call with Sidley re: Deposition Preparation (Rich Morgner)	0.5	6
08/30/23	Jarett Bienenstock	Prepare deposition prep materials	2.0	6
08/31/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
08/31/23	Jarett Bienenstock	Call with potential buyer	0.5	2
08/31/23	Jarett Bienenstock	Prepare for auction	2.0	2
08/31/23	Jarett Bienenstock	Auction (resumed)	2.0	2
08/31/23	Jarett Bienenstock	Internal call re: Deposition Preparation (Rich Morgner)	0.5	6
08/31/23	Jarett Bienenstock	Analysis re: Jefferies earned fee calculation	2.0	1
August 1, 2023 - August 31, 2023 Hours for Jarett Bienenstock			112.0	

08/01/23	Tyler Kim	Call with potential buyer	0.5	2
08/01/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/01/23	Tyler Kim	Call with potential buyer	0.5	2
08/01/23	Tyler Kim	Review retention application	1.0	1
08/02/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/02/23	Tyler Kim	Review stalking horse APA	1.5	2
08/02/23	Tyler Kim	Review debt financing term sheet from financing party	1.0	2
08/03/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/03/23	Tyler Kim	Review stalking horse APA summary	1.0	2
08/03/23	Tyler Kim	Prepare site visit briefing materials	3.0	11
08/04/23	Tyler Kim	Call with potential buyer	0.5	2
08/04/23	Tyler Kim	Prepare site visit briefing materials	3.0	11
08/04/23	Tyler Kim	Prepare process update materials	2.5	11
08/06/23	Tyler Kim	Introductory call with UCC Financial Advisor	1.0	3
08/06/23	Tyler Kim	Prepare DIP comps	3.0	9
08/07/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/07/23	Tyler Kim	Call with mgmt re: sale process update	0.5	4
08/07/23	Tyler Kim	Call with potential buyer	0.5	2
08/07/23	Tyler Kim	Travel to Kentucky	5.0	8
08/08/23	Tyler Kim	Buyer Somerset site visit	4.0	2
08/09/23	Tyler Kim	Buyer Somerset/Richmond/Morehead site visit	9.0	2
08/10/23	Tyler Kim	Travel from Kentucky	5.0	8
08/10/23	Tyler Kim	Call with mgmt re: sale process update	0.5	4
08/11/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/11/23	Tyler Kim	Call with potential buyer	0.5	2
08/14/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/14/23	Tyler Kim	Call with potential buyer	0.5	2
08/14/23	Tyler Kim	Internal call re: sale process	0.5	2
08/14/23	Tyler Kim	Call with Red Sea Farms advisor	0.5	2

Date	Banker	Comments	Hours	Category
08/15/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/15/23	Tyler Kim	Call with GNCU / USDA re: process update	0.5	3
08/15/23	Tyler Kim	Call with potential buyer	0.5	2
08/15/23	Tyler Kim	Call with mgmt re: sale process update	0.5	4
08/15/23	Tyler Kim	Call with UCC Financial Advisor re: process update	1.0	3
08/15/23	Tyler Kim	Review GNCU loan assumption term sheet	0.5	2
08/16/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/17/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/17/23	Tyler Kim	Call with mgmt re: sale process update	0.5	4
08/18/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/18/23	Tyler Kim	Call with Sidley re: Berea/9019 reply	0.5	11
08/18/23	Tyler Kim	Facilitate buyer diligence	3.0	2
08/20/23	Tyler Kim	Facilitate buyer diligence	3.0	2
08/21/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/21/23	Tyler Kim	Travel to Kentucky	5.0	8
08/21/23	Tyler Kim	Facilitate buyer diligence	2.0	2
08/22/23	Tyler Kim	Buyer Somerset site visit	8.0	2
08/22/23	Tyler Kim	Travel from Kentucky	5.0	8
08/22/23	Tyler Kim	Facilitate buyer diligence	3.0	2
08/23/23	Tyler Kim	Analysis re: EQ credit bid capacity	2.0	9
08/23/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/23/23	Tyler Kim	Buyer diligence call	1.0	2
08/23/23	Tyler Kim	Facilitate buyer diligence	2.0	2
08/23/23	Tyler Kim	Review bid procedures declaration (Rich Morgner)	1.5	6
08/24/23	Tyler Kim	Buyer diligence call	1.0	2
08/24/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/24/23	Tyler Kim	Call with Sidley re: Testimony Preparation (Rich Morgner)	0.5	6
08/24/23	Tyler Kim	Call with mgmt re: sale process update	0.5	4
08/24/23	Tyler Kim	Facilitate buyer diligence	2.5	2
08/24/23	Tyler Kim	Prepare diligence FAQ materials	3.0	2
08/25/23	Tyler Kim	Review revised bidding procedures	1.0	9
08/25/23	Tyler Kim	Second Day Hearing (Virtual)	1.0	6
08/25/23	Tyler Kim	Facilitate buyer diligence	2.0	2
08/26/23	Tyler Kim	Facilitate buyer diligence	2.5	2
08/27/23	Tyler Kim	Buyer diligence call	1.0	2
08/28/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/28/23	Tyler Kim	Call with potential buyer	0.5	2
08/28/23	Tyler Kim	Call with Sidley re: Auction Logistics	0.5	2
08/28/23	Tyler Kim	Review received bids	2.0	2
08/28/23	Tyler Kim	Prepare bid summary materials	4.0	2
08/29/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/29/23	Tyler Kim	Call with mgmt re: sale process update	0.5	4
08/29/23	Tyler Kim	Call with UCC Financial Advisor re: bid summary	0.5	3
08/29/23	Tyler Kim	Communications with bidders re: auction logistics	3.0	2
08/30/23	Tyler Kim	Prepare auction bid tracker	1.0	2
08/30/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/30/23	Tyler Kim	Call with potential buyer	0.5	2
08/30/23	Tyler Kim	Auction	1.0	2
08/30/23	Tyler Kim	Call with Sidley re: Deposition Preparation (Rich Morgner)	0.5	6
08/30/23	Tyler Kim	Prepare deposition prep materials	2.0	6
08/31/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
08/31/23	Tyler Kim	Call with potential buyer	0.5	2
08/31/23	Tyler Kim	Prepare for auction	2.0	2
08/31/23	Tyler Kim	Auction (resumed)	2.0	2
08/31/23	Tyler Kim	Internal call re: Deposition Preparation (Rich Morgner)	0.5	6
August 1, 2023 - August 31, 2023 Hours for Tyler Kim			129.0	
08/01/23	Cecilia Gong	Call with potential buyer	0.5	2
08/01/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/01/23	Cecilia Gong	Call with potential buyer	0.5	2
08/01/23	Cecilia Gong	Review retention application	2.0	1
08/01/23	Cecilia Gong	Facilitate buyer diligence	2.0	2
08/01/23	Cecilia Gong	Call with potential buyer	0.5	2
08/02/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/02/23	Cecilia Gong	Facilitate buyer diligence	2.5	2
08/02/23	Cecilia Gong	Call re: site visit logistics	0.5	2
08/02/23	Cecilia Gong	Review debt financing term sheet from financing party	0.5	2

Date	Banker	Comments	Hours	Category
08/03/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/03/23	Cecilia Gong	Call with potential buyer	0.5	4
08/03/23	Cecilia Gong	Review stalking horse APA summary	1.0	2
08/04/23	Cecilia Gong	Call with potential buyer	0.5	2
08/04/23	Cecilia Gong	Prepare process update presentation	4.0	11
08/05/23	Cecilia Gong	Prepare site visit briefing materials	2.0	11
08/05/23	Cecilia Gong	Prepare DIP comps	4.0	9
08/06/23	Cecilia Gong	Introductory call with UCC Financial Advisor	1.0	3
08/06/23	Cecilia Gong	Prepare DIP comps	3.0	9
08/07/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/07/23	Cecilia Gong	Prepare process update presentation	3.5	11
08/07/23	Cecilia Gong	Call with mgmt re: sale process update	0.5	4
08/08/23	Cecilia Gong	Call with Red Sea Farms advisor	0.5	2
08/08/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/09/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/09/23	Cecilia Gong	Facilitate buyer diligence	2.0	2
08/09/23	Cecilia Gong	Prepare process update presentation	4.0	11
08/09/23	Cecilia Gong	Prepare Red Sea Farms investment summary materials	3.0	9
08/10/23	Cecilia Gong	Call with EQ's advisor re: Red Sea Farms	0.5	3
08/10/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/10/23	Cecilia Gong	Call with mgmt re: sale process update	0.5	4
08/10/23	Cecilia Gong	Prepare IP summary materials for buyer diligence	2.0	2
08/11/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/11/23	Cecilia Gong	Call with potential buyer	0.5	2
08/11/23	Cecilia Gong	Communication with buyers re: revised timeline	2.0	2
08/14/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/14/23	Cecilia Gong	Call with potential buyer	0.5	2
08/14/23	Cecilia Gong	Internal call re: sale process	0.5	2
08/14/23	Cecilia Gong	Call with Red Sea Farms advisor	0.5	2
08/14/23	Cecilia Gong	Prepare process update presentation	3.0	11
08/15/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/15/23	Cecilia Gong	Call with GNCU / USDA re: process update	0.5	3
08/15/23	Cecilia Gong	Call with potential buyer	0.5	2
08/15/23	Cecilia Gong	Call with mgmt re: sale process update	0.5	4
08/15/23	Cecilia Gong	Call with UCC Financial Advisor re: process update	1.0	3
08/15/23	Cecilia Gong	Facilitate buyer diligence	2.0	2
08/15/23	Cecilia Gong	Review GNCU loan assumption term sheet	0.5	2
08/16/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/17/23	Cecilia Gong	Prepare process update presentation	3.0	11
08/17/23	Cecilia Gong	Call with potential buyer	0.5	2
08/17/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/17/23	Cecilia Gong	Call with mgmt re: sale process update	0.5	4
08/18/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/18/23	Cecilia Gong	Call with Sidley re: Berea/9019 reply	0.5	11
08/21/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/21/23	Cecilia Gong	Internal call re: outreach summary	0.5	11
08/21/23	Cecilia Gong	Draft outreach summary for EQ/Armory	1.5	3
08/22/23	Cecilia Gong	All Hands Meeting with Creditor (virtual)	0.5	3
08/22/23	Cecilia Gong	Prepare process update presentation	2.5	11
08/22/23	Cecilia Gong	Call with GNCU / USDA re: process update	0.5	3
08/22/23	Cecilia Gong	Call with EQ's advisor	1.0	3
08/22/23	Cecilia Gong	Call with mgmt re: sale process update	0.5	4
08/22/23	Cecilia Gong	Prepare Somerset presentation	5.0	2
08/23/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/23/23	Cecilia Gong	Buyer diligence call	1.0	2
08/23/23	Cecilia Gong	Prepare Somerset presentation	4.0	2
08/23/23	Cecilia Gong	Prepare process update presentation	2.5	11
08/23/23	Cecilia Gong	Review bid procedures declaration (Rich Morgner)	1.0	6
08/24/23	Cecilia Gong	Buyer diligence call	1.0	2
08/24/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/24/23	Cecilia Gong	Call with Sidley re: Testimony Preparation (Rich Morgner)	0.5	6
08/24/23	Cecilia Gong	Call with mgmt re: sale process update	0.5	4
08/24/23	Cecilia Gong	Review bid procedures declaration (Rich Morgner)	1.0	6
08/24/23	Cecilia Gong	Facilitate buyer diligence	2.0	2
08/25/23	Cecilia Gong	Prepare testimony prep materials	1.0	6
08/25/23	Cecilia Gong	Review revised bidding procedures	1.5	9
08/25/23	Cecilia Gong	Second Day Hearing (Virtual)	1.0	6
08/25/23	Cecilia Gong	Communication with buyers re: revised bidding procedures	1.0	2

08/27/23	Cecilia Gong	Buyer diligence call	1.0	2
08/28/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/28/23	Cecilia Gong	Call with potential buyer	0.5	2
08/28/23	Cecilia Gong	Call with Sidley re: Auction Logistics	0.5	2
08/28/23	Cecilia Gong	Review received bids	2.5	2
08/28/23	Cecilia Gong	Prepare bid summary materials	4.0	2
08/29/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/29/23	Cecilia Gong	Call with mgmt re: sale process update	0.5	4
08/29/23	Cecilia Gong	Call with UCC Financial Advisor re: bid summary	0.5	3
08/29/23	Cecilia Gong	Communication with bidders re: auction logistics	3.0	2
08/30/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/30/23	Cecilia Gong	Call with potential buyer	0.5	2
08/30/23	Cecilia Gong	Auction	1.0	2
08/30/23	Cecilia Gong	Call with Sidley re: Deposition Preparation (Rich Morgner)	0.5	6
08/30/23	Cecilia Gong	Prepare deposition prep materials	2.0	6
08/31/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/31/23	Cecilia Gong	Call with potential buyer	0.5	2
08/31/23	Cecilia Gong	Prepare for auction	2.0	2
08/31/23	Cecilia Gong	Auction (resumed)	2.0	2
08/31/23	Cecilia Gong	Internal call re: Deposition Preparation (Rich Morgner)	0.5	6
08/31/23	Cecilia Gong	Prepare 363 timeline comps	4.0	9
August 1, 2023 - August 31, 2023 Hours for Cecilia Gong			123.5	
08/01/23	Derk van der Erve	Call with potential buyer	0.5	2
08/05/23	Derk van der Erve	Review process update materials	1.0	11
08/05/23	Derk van der Erve	Review site visit briefing materials	1.0	11
08/07/23	Derk van der Erve	Review process update materials	1.0	11
08/14/23	Derk van der Erve	Internal call re: sale process	0.5	2
08/15/23	Derk van der Erve	Review process update materials	1.0	11
08/17/23	Derk van der Erve	Review process update materials	1.0	11
08/21/23	Derk van der Erve	Review process update materials	1.0	11
08/24/23	Derk van der Erve	Review process update materials	1.0	11
08/28/23	Derk van der Erve	Review bid summary materials	2.0	2
August 1, 2023 - August 31, 2023 Hours for Derk van der Erve			10.0	
08/01/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/01/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/01/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/01/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
08/01/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/01/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/02/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/02/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
08/03/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/03/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/04/23	Teus Jan van Ekeren	Review process update materials	1.0	11
08/05/23	Teus Jan van Ekeren	Review site visit briefing materials	1.0	11
08/06/23	Teus Jan van Ekeren	Introductory call with UCC Financial Advisor	1.0	3
08/07/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/07/23	Teus Jan van Ekeren	Call with mgmt re: sale process update	0.5	4
08/08/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/08/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/08/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/09/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/09/23	Teus Jan van Ekeren	Review process update materials	1.0	11
08/10/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/10/23	Teus Jan van Ekeren	Call with mgmt re: sale process update	0.5	4
08/11/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/11/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/14/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/14/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/14/23	Teus Jan van Ekeren	Internal call re: sale process	0.5	2
08/15/23	Teus Jan van Ekeren	Review process update materials	1.0	11
08/15/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/15/23	Teus Jan van Ekeren	Call with GNCU / USDA re: process update	0.5	3
08/15/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/15/23	Teus Jan van Ekeren	Call with mgmt re: sale process update	0.5	4
08/15/23	Teus Jan van Ekeren	Call with UCC Financial Advisor re: process update	1.0	3

Date	Banker	Comments	Hours	Category
08/27/23	Cecilia Gong	Buyer diligence call	1.0	2
08/28/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/28/23	Cecilia Gong	Call with potential buyer	0.5	2
08/28/23	Cecilia Gong	Call with Sidley re: Auction Logistics	0.5	2
08/28/23	Cecilia Gong	Review received bids	2.5	2
08/28/23	Cecilia Gong	Prepare bid summary materials	4.0	2
08/29/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/29/23	Cecilia Gong	Call with mgmt re: sale process update	0.5	4
08/29/23	Cecilia Gong	Call with UCC Financial Advisor re: bid summary	0.5	3
08/29/23	Cecilia Gong	Communication with bidders re: auction logistics	3.0	2
08/30/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/30/23	Cecilia Gong	Call with potential buyer	0.5	2
08/30/23	Cecilia Gong	Auction	1.0	2
08/30/23	Cecilia Gong	Call with Sidley re: Deposition Preparation (Rich Morgner)	0.5	6
08/30/23	Cecilia Gong	Prepare deposition prep materials	2.0	6
08/31/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
08/31/23	Cecilia Gong	Call with potential buyer	0.5	2
08/31/23	Cecilia Gong	Prepare for auction	2.0	2
08/31/23	Cecilia Gong	Auction (resumed)	2.0	2
08/31/23	Cecilia Gong	Internal call re: Deposition Preparation (Rich Morgner)	0.5	6
08/31/23	Cecilia Gong	Prepare 363 timeline comps	4.0	9
August 1, 2023 - August 31, 2023 Hours for Cecilia Gong			123.5	
08/01/23	Derk van der Erve	Call with potential buyer	0.5	2
08/05/23	Derk van der Erve	Review process update materials	1.0	11
08/05/23	Derk van der Erve	Review site visit briefing materials	1.0	11
08/07/23	Derk van der Erve	Review process update materials	1.0	11
08/14/23	Derk van der Erve	Internal call re: sale process	0.5	2
08/15/23	Derk van der Erve	Review process update materials	1.0	11
08/17/23	Derk van der Erve	Review process update materials	1.0	11
08/21/23	Derk van der Erve	Review process update materials	1.0	11
08/24/23	Derk van der Erve	Review process update materials	1.0	11
08/28/23	Derk van der Erve	Review bid summary materials	2.0	2
August 1, 2023 - August 31, 2023 Hours for Derk van der Erve			10.0	
08/01/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/01/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/01/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/01/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
08/01/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/01/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/02/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/02/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
08/03/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/03/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/04/23	Teus Jan van Ekeren	Review process update materials	1.0	11
08/05/23	Teus Jan van Ekeren	Review site visit briefing materials	1.0	11
08/06/23	Teus Jan van Ekeren	Introductory call with UCC advisor	1.0	3
08/07/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/07/23	Teus Jan van Ekeren	Facilitate buyer diligence	2.0	2
08/07/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/07/23	Teus Jan van Ekeren	Call with mgmt re: sale process update	0.5	4
08/08/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/08/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/08/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/09/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/09/23	Teus Jan van Ekeren	Review process update materials	1.0	11
08/10/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/10/23	Teus Jan van Ekeren	Call with mgmt re: sale process update	0.5	4
08/11/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/11/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/11/23	Teus Jan van Ekeren	Call with potential buyer	1.0	2
08/14/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/14/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/14/23	Teus Jan van Ekeren	Internal call re: sale process	0.5	2
08/15/23	Teus Jan van Ekeren	Review process update materials	1.0	11
08/15/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/15/23	Teus Jan van Ekeren	Call with GNCU / USDA re: process update	0.5	3
08/15/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/15/23	Teus Jan van Ekeren	Call with mgmt re: sale process update	0.5	4
08/15/23	Teus Jan van Ekeren	Call with UCC advisor re: process update	1.0	3

Date	Banker	Comments	Hours	Category
08/16/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/17/23	Teus Jan van Ekeren	Review process update materials	1.0	11
08/17/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/17/23	Teus Jan van Ekeren	Call with mgmt re: sale process update	0.5	11
08/18/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/21/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/22/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
08/22/23	Teus Jan van Ekeren	Review process update materials	1.0	11
08/22/23	Teus Jan van Ekeren	All Hands Meeting with Creditor (virtual)	0.5	3
08/22/23	Teus Jan van Ekeren	Call with GNCU / USDA re: process update	0.5	3
08/22/23	Teus Jan van Ekeren	Call with potential buyer	1.0	2
08/22/23	Teus Jan van Ekeren	Call with mgmt re: sale process update	0.5	4
08/23/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/23/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/23/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/23/23	Teus Jan van Ekeren	Buyer diligence call	1.0	2
08/23/23	Teus Jan van Ekeren	Review process update materials	1.0	11
08/24/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
08/24/23	Teus Jan van Ekeren	Call with potential buyer	1.0	2
08/24/23	Teus Jan van Ekeren	Buyer diligence call	1.0	2
08/24/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/24/23	Teus Jan van Ekeren	Call with mgmt re: sale process update	0.5	4
08/25/23	Teus Jan van Ekeren	Second Day Hearing (Virtual)	1.0	6
08/25/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
08/25/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/26/23	Teus Jan van Ekeren	Facilitate buyer diligence	1.0	2
08/26/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/27/23	Teus Jan van Ekeren	Buyer diligence call	1.0	2
08/28/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/28/23	Teus Jan van Ekeren	Review received bids	2.0	2
08/29/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/29/23	Teus Jan van Ekeren	Call with mgmt re: sale process update	0.5	4
08/30/23	Teus Jan van Ekeren	Prepare deposition prep materials	1.0	6
08/30/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/30/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/30/23	Teus Jan van Ekeren	Auction	1.0	2
08/31/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
08/31/23	Teus Jan van Ekeren	Call with potential buyer	0.5	2
08/31/23	Teus Jan van Ekeren	Auction (resumed)	2.0	2
08/31/23	Teus Jan van Ekeren	Internal call re: Deposition Preparation (Rich Morgner)	0.5	6
August 1, 2023 - August 31, 2023 Hours for Teus Jan van Ekeren			54.5	
08/03/23	Stephen Gavalas	Discussion with potential buyer	0.5	2
08/05/23	Stephen Gavalas	Review process update materials	1.0	11
08/05/23	Stephen Gavalas	Review site visit briefing materials	1.0	11
08/07/23	Stephen Gavalas	Review process update materials	1.0	11
08/14/23	Stephen Gavalas	Internal call re: sale process	0.5	2
08/15/23	Stephen Gavalas	Discussion with potential buyer	0.5	2
08/15/23	Stephen Gavalas	Review process update materials	1.0	11
08/17/23	Stephen Gavalas	Review process update materials	1.0	11
08/21/23	Stephen Gavalas	Review process update materials	1.0	11
08/24/23	Stephen Gavalas	Review process update materials	1.0	11
08/28/23	Stephen Gavalas	Review bid summary materials	2.0	2
August 1, 2023 - August 31, 2023 Hours for Stephen Gavalas			10.5	
08/01/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/02/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/03/23	Conor Larkin	Discussion with potential buyer	0.5	2
08/03/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/04/23	Conor Larkin	Review process update materials	1.0	11
08/05/23	Conor Larkin	Review site visit briefing materials	1.0	11
08/07/23	Conor Larkin	Debtor advisor daily standing call	0.5	4

Date	Banker	Comments	Hours	Category
08/07/23	Conor Larkin	Call with mgmt re: sale process update	0.5	4
08/08/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/09/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/09/23	Conor Larkin	Review process update materials	1.0	11
08/10/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/10/23	Conor Larkin	Call with mgmt re: sale process update	0.5	4
08/11/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/14/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/14/23	Conor Larkin	Internal call re: sale process	0.5	2
08/15/23	Conor Larkin	Review process update materials	1.0	11
08/15/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/15/23	Conor Larkin	Call with mgmt re: sale process update	0.5	4
08/16/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/17/23	Conor Larkin	Review process update materials	1.0	11
08/17/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/17/23	Conor Larkin	Call with mgmt re: sale process update	0.5	11
08/18/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/21/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/22/23	Conor Larkin	Review process update materials	1.0	11
08/22/23	Conor Larkin	Call with mgmt re: sale process update	0.5	4
08/23/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/23/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/23/23	Conor Larkin	Buyer diligence call	1.0	2
08/23/23	Conor Larkin	Review process update materials	1.0	11
08/24/23	Conor Larkin	Buyer diligence call	1.0	2
08/24/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/24/23	Conor Larkin	Call with mgmt re: sale process update	0.5	4
08/27/23	Conor Larkin	Buyer diligence call	1.0	2
08/28/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/28/23	Conor Larkin	Review received bids	2.0	2
08/29/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/29/23	Conor Larkin	Call with mgmt re: sale process update	0.5	4
08/30/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
08/31/23	Conor Larkin	Debtor advisor daily standing call	0.5	4
August 1, 2023 - August 31, 2023 Hours for Conor Larkin			27.0	
08/05/23	Christopher Hanley	Review process update materials	1.0	11
08/05/23	Christopher Hanley	Review site visit briefing materials	1.0	11
08/07/23	Christopher Hanley	Review process update materials	1.0	11
08/14/23	Christopher Hanley	Internal call re: sale process	0.5	2
08/15/23	Christopher Hanley	Review process update materials	1.0	11
08/17/23	Christopher Hanley	Review process update materials	1.0	11
08/21/23	Christopher Hanley	Review process update materials	1.0	11
08/24/23	Christopher Hanley	Review process update materials	1.0	11
08/28/23	Christopher Hanley	Review bid summary materials	2.0	2
August 1, 2023 - August 31, 2023 Hours for Christopher Hanley			9.5	

Exhibit D**FIRST CONSOLIDATED MONTHLY FEE STATEMENT OF
JEFFERIES LLC****Summary of Expenses by Category
July 23, 2023 – August 31, 2023**

Category	Amounts
Communication & Presentation Services	\$54.87
Legal	\$20,793.00
Meals	\$477.13
Transportation	\$559.30
Total	\$21,884.30

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⁷ The expense reimbursements requested herein may not include certain expenses incurred by Jefferies during the Application Period but not processed as of the date hereof. Any such expenses will be included in Jefferies' final fee application.

Exhibit E**FIRST CONSOLIDATED MONTHLY FEE STATEMENT OF
JEFFERIES LLC****Expense Detail
July 23, 2023 – August 31, 2023**

Professional	Amount (\$)	Expense Date	Category	Description
Dentons US LLP	\$14,985.00	08/31/23	Legal	Legal Invoice from Counsel
Jarett Bienenstock	\$29.85	08/10/23	Meals	Meal (Overtime)
Jarett Bienenstock	\$24.63	08/08/23	Meals	Meal (Overtime)
Jarett Bienenstock	\$21.56	08/08/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$32.92	08/04/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$143.76	08/01/23	Meals	Meal (Traveling)
Tyler Kim	\$28.93	08/01/23	Meals	Meal (Overtime)
Tyler Kim	\$31.98	08/01/23	Transportation	Ground Transportation (Overtime)
Dentons US LLP	\$5,808.00	07/31/23	Legal	Legal Invoice from Counsel
Philip Engel	\$109.29	07/28/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$28.65	07/28/23	Meals	Meal (Overtime)
Cecilia Gong	\$29.78	07/28/23	Meals	Meal (Overtime)
Cecilia Gong	\$19.91	07/28/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$27.99	07/28/23	Transportation	Ground Transportation (Overtime)
Jarett Bienenstock	\$29.99	07/28/23	Meals	Meal (Overtime)
Cecilia Gong	\$28.92	07/27/23	Meals	Meal (Overtime)
Cecilia Gong	\$19.81	07/27/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$32.96	07/27/23	Transportation	Ground Transportation (Overtime)
Philip Engel	\$105.78	07/27/23	Transportation	Ground Transportation (Overtime)
Cecilia Gong	\$29.05	07/26/23	Meals	Meal (Overtime)
Tyler Kim	\$29.77	07/26/23	Meals	Meal (Overtime)
Cecilia Gong	\$21.97	07/26/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$31.14	07/26/23	Transportation	Ground Transportation (Overtime)
Teus Jan van Ekeren	\$54.87	07/25/23	Communication & Presentation Services	Internet Access
Richard Morgner	\$103.99	07/25/23	Transportation	Ground Transportation (Overtime)
Cecilia Gong	\$28.93	07/25/23	Meals	Meal (Overtime)
Jarett Bienenstock	\$29.85	07/25/23	Meals	Meal (Overtime)
Richard Morgner	\$15.02	07/24/23	Meals	Meal (Traveling)

Total	\$21,884.30
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Exhibit B-2

**TIME RECORDS OF JEFFERIES PROFESSIONALS
SEPTEMBER 1, 2023 – SEPTEMBER 14, 2023**

Date	Banker	Comments	Hours	Category
09/01/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
09/01/23	Richard Morgner	Prepare for Sale Hearing testimony (Rich Morgner)	1.0	9
09/01/23	Richard Morgner	Review Jefferies earned fee calculation	1.0	1
09/01/23	Richard Morgner	Review auction result summary	0.5	2
09/04/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
09/04/23	Richard Morgner	Review deposition transcript	1.0	6
09/05/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
09/05/23	Richard Morgner	Travel to sale hearing	5.0	8
09/05/23	Richard Morgner	Draft direct outline for sale hearing testimony preparation	2.0	6
09/06/23	Richard Morgner	Prepare for Sale Hearing testimony (Rich Morgner)	1.0	6
09/06/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
09/06/23	Richard Morgner	Sale Hearing (in person)	0.5	6
09/07/23	Richard Morgner	Travel from sale hearing	5.0	8
09/08/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
09/11/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
09/12/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
09/12/23	Richard Morgner	Call with Debtors' Advisors, EQ, and UCC re: Red Sea	0.5	2
09/13/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
09/14/23	Richard Morgner	Prepare for Confirmation Hearing	1.0	6
09/14/23	Richard Morgner	Review July / August fee application	1.0	1
09/14/23	Richard Morgner	Debtor advisor daily standing call	0.5	4
09/14/23	Richard Morgner	Confirmation Hearing	0.5	6
September 1, 2023 - September 14, 2023 Hours for Richard Morgner			24.5	
09/01/23	Philip Engel	Debtor advisor daily standing call	0.5	4
09/01/23	Philip Engel	Prepare for Sale Hearing testimony (Rich Morgner)	1.0	9
09/01/23	Philip Engel	Review Jefferies earned fee calculation	1.0	1
09/01/23	Philip Engel	Review auction result summary	0.5	2
09/01/23	Philip Engel	Communications re: Red Sea update	0.5	2
09/04/23	Philip Engel	Debtor advisor daily standing call	0.5	4
09/04/23	Philip Engel	Review deposition transcript	2.0	6
09/05/23	Philip Engel	Debtor advisor daily standing call	0.5	4
09/05/23	Philip Engel	Review Jefferies earned fee calculation	0.5	4
09/05/23	Philip Engel	Communications re: Red Sea sale process	0.5	2
09/06/23	Philip Engel	Prepare for Sale Hearing testimony (Rich Morgner)	1.0	6
09/06/23	Philip Engel	Debtor advisor daily standing call	0.5	4
09/06/23	Philip Engel	Sale Hearing	0.5	6
09/06/23	Philip Engel	Review IP extension issues	0.5	9
09/07/23	Philip Engel	Debtor advisor daily standing call	0.5	4
09/07/23	Philip Engel	Communications re: Project Talos trademark	0.5	2
09/07/23	Philip Engel	Communications re: Red Sea update	1.0	2
09/07/23	Philip Engel	Facilitate confirmatory diligence for IP assets	1.0	2
09/08/23	Philip Engel	Debtor advisor daily standing call	0.5	4
09/11/23	Philip Engel	Discussions re: IP / Trademark sale	0.5	2
09/11/23	Philip Engel	Communications re: Red Sea sale process	0.5	2
09/11/23	Philip Engel	Debtor advisor daily standing call	0.5	4
09/11/23	Philip Engel	Review summary list of outreach parties	0.5	2
09/11/23	Philip Engel	Facilitate Somerset transition preparation	1.0	2
09/12/23	Philip Engel	Red Sea process update call	0.5	2
09/12/23	Philip Engel	Debtor advisor daily standing call	0.5	4
09/12/23	Philip Engel	Call with Debtors' Advisors, EQ, and UCC re: Red Sea	0.5	2
09/13/23	Philip Engel	Review July / August fee application	2.0	1
09/13/23	Philip Engel	Debtor advisor daily standing call	0.5	4
09/14/23	Philip Engel	Prepare for Confirmation Hearing	1.0	6
09/14/23	Philip Engel	Communications re: Red Sea sale process	0.5	2
09/14/23	Philip Engel	Review July / August fee application	1.0	1
09/14/23	Philip Engel	Debtor advisor daily standing call	0.5	4
09/14/23	Philip Engel	Confirmation Hearing	0.5	6
September 1, 2023 - September 14, 2023 Hours for Philip Engel			24.0	
09/01/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
09/01/23	Jarett Bienenstock	Prepare for Sale Hearing testimony (Rich Morgner)	3.0	6

Date	Banker	Comments	Hours	Category
09/01/23	Jarett Bienenstock	Analysis re: Jefferies earned fee calculation	1.0	1
09/01/23	Jarett Bienenstock	Prepare auction result summary	1.0	2
09/04/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
09/04/23	Jarett Bienenstock	Review deposition transcript	2.0	6
09/05/23	Jarett Bienenstock	Prepare sale process summary stats	0.5	6
09/05/23	Jarett Bienenstock	Analysis re: Jefferies earned fee calculation	0.5	1
09/05/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
09/06/23	Jarett Bienenstock	Prepare for Sale Hearing testimony (Rich Morgner)	1.0	6
09/06/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
09/06/23	Jarett Bienenstock	Sale Hearing	0.5	6
09/06/23	Jarett Bienenstock	Review IP extension issues	1.0	9
09/07/23	Jarett Bienenstock	Facilitate confirmatory diligence for IP assets	1.0	2
09/07/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
09/07/23	Jarett Bienenstock	Facilitate buyer diligence	1.0	2
09/07/23	Jarett Bienenstock	Prepare July / August fee application	2.0	1
09/08/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
09/11/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
09/11/23	Jarett Bienenstock	Facilitate buyer diligence	1.0	2
09/12/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
09/12/23	Jarett Bienenstock	Call with Debtors' Advisors, EQ, and UCC re: Red Sea	0.5	2
09/13/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
09/13/23	Jarett Bienenstock	Prepare July / August fee application	2.0	1
09/14/23	Jarett Bienenstock	Prepare for Confirmation Hearing	1.0	6
09/14/23	Jarett Bienenstock	Prepare July / August fee application	1.0	1
09/14/23	Jarett Bienenstock	Debtor advisor daily standing call	0.5	4
09/14/23	Jarett Bienenstock	Confirmation Hearing	0.5	6
September 1, 2023 - September 14, 2023 Hours for Jarett Bienenstock			25.5	
09/01/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
09/01/23	Tyler Kim	Prepare for Sale Hearing testimony (Rich Morgner)	2.0	6
09/01/23	Tyler Kim	Prepare auction result summary	1.5	2
09/04/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
09/04/23	Tyler Kim	Review deposition transcript	2.0	6
09/05/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
09/06/23	Tyler Kim	Prepare for Sale Hearing testimony (Rich Morgner)	1.0	6
09/06/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
09/06/23	Tyler Kim	Review IP extension issues	1.0	9
09/06/23	Tyler Kim	Sale Hearing	0.5	6
09/07/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
09/07/23	Tyler Kim	Prepare July / August fee application	3.0	1
09/07/23	Tyler Kim	Facilitate confirmatory diligence for IP assets	2.5	2
09/08/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
09/11/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
09/11/23	Tyler Kim	Facilitate buyer diligence	1.0	2
09/12/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
09/12/23	Tyler Kim	Call with Debtors' Advisors, EQ, and UCC re: Red Sea	0.5	2
09/12/23	Tyler Kim	Prepare July / August fee application	2.0	1
09/13/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
09/14/23	Tyler Kim	Prepare for Confirmation Hearing	1.0	6
09/14/23	Tyler Kim	Prepare July / August fee application	1.0	1
09/14/23	Tyler Kim	Debtor advisor daily standing call	0.5	4
09/14/23	Tyler Kim	Confirmation Hearing	0.5	6
September 1, 2023 - September 14, 2023 Hours for Tyler Kim			24.5	
09/01/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
09/01/23	Cecilia Gong	Prepare for Sale Hearing testimony (Rich Morgner)	2.0	6
09/01/23	Cecilia Gong	Facilitate buyer diligence	1.0	2
09/04/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
09/04/23	Cecilia Gong	Review deposition transcript	1.0	6
09/04/23	Cecilia Gong	Facilitate buyer diligence	0.5	2
09/05/23	Cecilia Gong	Prepare sale process summary stats	1.0	6
09/05/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4

Date	Banker	Comments	Hours	Category
09/05/23	Cecilia Gong	Facilitate buyer diligence	1.0	2
09/06/23	Cecilia Gong	Prepare for Sale Hearing testimony (Rich Morgner)	1.0	6
09/06/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
09/06/23	Cecilia Gong	Sale Hearing	0.5	6
09/07/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
09/07/23	Cecilia Gong	Prepare July / August fee application	3.0	1
09/08/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
09/09/23	Cecilia Gong	Facilitate buyer diligence	0.5	2
09/11/23	Cecilia Gong	Prepare summary list of outreach parties	2.0	2
09/11/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
09/11/23	Cecilia Gong	Facilitate buyer diligence	2.0	2
09/12/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
09/12/23	Cecilia Gong	Call with Debtors' Advisors, EQ, and UCC re: Red Sea	0.5	2
09/13/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
09/13/23	Cecilia Gong	Prepare July / August fee application	2.0	1
09/13/23	Cecilia Gong	Facilitate buyer diligence	1.0	2
09/14/23	Cecilia Gong	Prepare July / August fee application	1.0	1
09/14/23	Cecilia Gong	Prepare for Confirmation Hearing	1.0	6
09/14/23	Cecilia Gong	Debtor advisor daily standing call	0.5	4
09/14/23	Cecilia Gong	Facilitate buyer diligence	0.5	2
09/14/23	Cecilia Gong	Confirmation Hearing	0.5	6
September 1, 2023 - September 14, 2023 Hours for Cecilia Gong			27.0	
09/01/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
09/01/23	Teus Jan van Ekeren	Call with potential buyer re: update on auction results	0.5	2
09/04/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
09/05/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
09/06/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
09/06/23	Teus Jan van Ekeren	Sale Hearing	0.5	6
09/07/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
09/08/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
09/11/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
09/12/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
09/13/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
09/14/23	Teus Jan van Ekeren	Review July / August fee application	2.0	1
09/14/23	Teus Jan van Ekeren	Debtor advisor daily standing call	0.5	4
09/14/23	Teus Jan van Ekeren	Confirmation Hearing	0.5	6
September 1, 2023 - September 14, 2023 Hours for Teus Jan van Ekeren			8.5	

Exhibit C**SUMMARY OF HOURS BY CATEGORY AND PROFESSIONAL
JULY 23, 2023 – SEPTEMBER 14, 2023****Jefferies LLC**Summary of Hours by Category
July 23, 2023 - September 14, 2023

Category Code #		Hours
1	Case Administration / General	37.0
2	Sale Process	403.5
3	Creditor Communication	45.0
4	Debtor Communication	143.0
5	DIP Financing	20.5
6	Testimony Preparation / Attend Court Hearings	113.5
7	Plan of Reorganization	-
8	Travel	30.0
9	Due Diligence / Analysis	93.0
10	Business Plan	-
11	Process Update and Case Strategy	151.5
Total		1,037.0

Jefferies LLCSummary of Hours by Professional
July 23, 2023 - September 14, 2023

Name	Position	Hours
Richard Morgner	Co-Head / Managing Director, Debt Advisory & Restructuring	115.5
Philip Engel	Senior Vice President, Debt Advisory & Restructuring	174.5
Jarett Bienenstock	Associate, Debt Advisory & Restructuring	178.5
Tyler Kim	Associate, Debt Advisory & Restructuring	200.0
Cecilia Gong	Analyst, Debt Advisory & Restructuring	199.0
Derk van der Erve	Head / Managing Director, Agriculture	19.0
Teus Jan van Ekeren	Vice President, Agriculture	83.0
Stephen Gavalas	Managing Director, Industrials	16.5
Conor Larkin	Vice President, Industrials	36.0
Christopher Hanley	Managing Director, Consumer	15.0
Total		1,037.0

Exhibit D

EXPENSE DETAIL
JULY 23, 2023 – SEPTEMBER 14, 2023

Professional	Amount (\$)	Expense Date	Category	Description
Dentons US LLP	\$5,934.00	09/14/23	Legal	Legal Invoice from Counsel
Richard Morgner	\$18.98	09/14/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$106.97	09/14/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$161.18	09/11/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$166.07	09/08/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$183.13	09/08/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$5.31	09/07/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$13.49	09/07/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$5.05	09/07/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$7.71	09/07/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$8.97	09/07/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$268.00	09/06/23	Travel Accommodations	Hotel Accommodations
Richard Morgner	\$48.31	09/06/23	Travel Accommodations	Hotel Accommodations
Richard Morgner	\$110.93	09/06/23	Meals	Meal (Traveling)
Richard Morgner	\$55.47	09/06/23	Meals	Meal (Overtime)
Richard Morgner	\$6.51	09/06/23	Meals	Meal (Overtime)
Richard Morgner	\$11.72	09/06/23	Meals	Meal (Overtime)
Richard Morgner	\$34.94	09/06/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$268.00	09/05/23	Travel Accommodations	Hotel Accommodations
Richard Morgner	\$48.31	09/05/23	Travel Accommodations	Hotel Accommodations
Richard Morgner	\$72.27	09/05/23	Meals	Meal (Overtime)
Richard Morgner	\$79.95	09/05/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$6.77	09/01/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$576.64	09/01/23	Travel Accommodations	Air Transportation
Cecilia Gong	\$28.64	09/01/23	Meals	Meal (Overtime)
Richard Morgner	\$12.33	08/31/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$9.95	08/31/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$7.44	08/31/23	Transportation	Ground Transportation (Overtime)
Cecilia Gong	\$29.33	08/31/23	Meals	Meal (Overtime)
Richard Morgner	\$7.64	08/30/23	Transportation	Ground Transportation (Overtime)
Cecilia Gong	\$28.63	08/30/23	Meals	Meal (Overtime)
Cecilia Gong	\$28.80	08/29/23	Meals	Meal (Overtime)
Cecilia Gong	\$29.78	08/25/23	Meals	Meal (Overtime)
Cecilia Gong	\$29.10	08/24/23	Meals	Meal (Overtime)
Teus Jan van Ekeren	\$20.54	08/24/23	Meals	Meal (Overtime)
Cecilia Gong	\$28.63	08/23/23	Meals	Meal (Overtime)
Tyler Kim	\$45.94	08/23/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$102.41	08/23/23	Transportation	Ground Transportation (Overtime)
Cecilia Gong	\$29.34	08/22/23	Meals	Meal (Overtime)
Tyler Kim	\$27.07	08/22/23	Transportation	Ground Transportation
Tyler Kim	\$110.02	08/22/23	Transportation	Ground Transportation
Tyler Kim	\$56.92	08/22/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$126.80	08/20/23	Travel Accommodations	Hotel Accommodations
Tyler Kim	\$13.23	08/20/23	Travel Accommodations	Hotel Accommodations
Cecilia Gong	\$29.49	08/18/23	Meals	Meal (Overtime)
Tyler Kim	\$27.96	08/18/23	Meals	Meal (Overtime)
Tyler Kim	\$392.30	08/18/23	Travel Accommodations	Air Transportation
Tyler Kim	\$401.18	08/18/23	Travel Accommodations	Air Transportation
Cecilia Gong	\$29.61	08/17/23	Meals	Meal (Overtime)
Cecilia Gong	\$29.61	08/16/23	Meals	Meal (Overtime)
Cecilia Gong	\$29.62	08/15/23	Meals	Meal (Overtime)
Cecilia Gong	\$29.47	08/11/23	Meals	Meal (Overtime)
Tyler Kim	\$45.21	08/11/23	Transportation	Ground Transportation (Overtime)
Cecilia Gong	\$29.78	08/10/23	Meals	Meal (Overtime)
Cecilia Gong	\$21.98	08/10/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$270.29	08/10/23	Transportation	Ground Transportation
Tyler Kim	\$121.73	08/10/23	Transportation	Ground Transportation
Cecilia Gong	\$29.42	08/09/23	Meals	Meal (Overtime)
Tyler Kim	\$23.36	08/09/23	Travel Accommodations	Hotel Accommodations
Tyler Kim	\$189.00	08/09/23	Travel Accommodations	Hotel Accommodations

Professional	Amount (\$)	Expense Date	Category	Description
Tyler Kim	\$30.57	08/09/23	Transportation	Ground Transportation
Cecilia Gong	\$29.15	08/08/23	Meals	Meal (Overtime)
Tyler Kim	\$141.40	08/08/23	Travel Accommodations	Hotel Accommodations
Tyler Kim	\$14.75	08/08/23	Travel Accommodations	Hotel Accommodations
Tyler Kim	\$89.96	08/08/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$34.10	08/08/23	Transportation	Ground Transportation
Tyler Kim	\$130.10	08/07/23	Travel Accommodations	Hotel Accommodations
Tyler Kim	\$13.57	08/07/23	Travel Accommodations	Hotel Accommodations
Tyler Kim	\$401.18	08/07/23	Travel Accommodations	Air Transportation
Tyler Kim	\$890.98	08/07/23	Travel Accommodations	Air Transportation
Cecilia Gong	\$28.80	08/04/23	Meals	Meal (Overtime)
Tyler Kim	\$28.93	08/04/23	Meals	Meal (Overtime)
Cecilia Gong	\$29.44	08/03/23	Meals	Meal (Overtime)
Cecilia Gong	\$29.63	08/02/23	Meals	Meal (Overtime)
Cecilia Gong	\$29.91	08/01/23	Meals	Meal (Overtime)
Dentons US LLP	\$14,985.00	08/31/23	Legal	Legal Invoice from Counsel
Jarett Bienenstock	\$29.85	08/10/23	Meals	Meal (Overtime)
Jarett Bienenstock	\$24.63	08/08/23	Meals	Meal (Overtime)
Jarett Bienenstock	\$21.56	08/08/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$32.92	08/04/23	Transportation	Ground Transportation (Overtime)
Richard Morgner	\$143.76	08/01/23	Meals	Meal (Traveling)
Tyler Kim	\$28.93	08/01/23	Meals	Meal (Overtime)
Tyler Kim	\$31.98	08/01/23	Transportation	Ground Transportation (Overtime)
Dentons US LLP	\$5,808.00	07/31/23	Legal	Legal Invoice from Counsel
Philip Engel	\$109.29	07/28/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$28.65	07/28/23	Meals	Meal (Overtime)
Cecilia Gong	\$29.78	07/28/23	Meals	Meal (Overtime)
Cecilia Gong	\$19.91	07/28/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$27.99	07/28/23	Transportation	Ground Transportation (Overtime)
Jarett Bienenstock	\$29.99	07/28/23	Meals	Meal (Overtime)
Cecilia Gong	\$28.92	07/27/23	Meals	Meal (Overtime)
Cecilia Gong	\$19.81	07/27/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$32.96	07/27/23	Transportation	Ground Transportation (Overtime)
Philip Engel	\$105.78	07/27/23	Transportation	Ground Transportation (Overtime)
Cecilia Gong	\$29.05	07/26/23	Meals	Meal (Overtime)
Tyler Kim	\$29.77	07/26/23	Meals	Meal (Overtime)
Cecilia Gong	\$21.97	07/26/23	Transportation	Ground Transportation (Overtime)
Tyler Kim	\$31.14	07/26/23	Transportation	Ground Transportation (Overtime)
Teus Jan van Ekeren	\$54.87	07/25/23	Communication & Presentation Services	Internet Access
Richard Morgner	\$103.99	07/25/23	Transportation	Ground Transportation (Overtime)
Cecilia Gong	\$28.93	07/25/23	Meals	Meal (Overtime)
Jarett Bienenstock	\$29.85	07/25/23	Meals	Meal (Overtime)
Richard Morgner	\$15.02	07/24/23	Meals	Meal (Traveling)

Total	\$34,478.00
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DENTONS

Dentons US LLP
 233 South Wacker Drive
 Suite 5900
 Chicago, Illinois 60606-6361

dentons.com

Jefferies, LLC
 520 Madison Avenue, 13th Floor
 New York NY 10022
 United States

August 17, 2023

Invoice No. 2659066

Client/Matter: 09806540-000075

AppHarvest, Inc.

Payment Due Upon Receipt

Total This Invoice	\$ 5,808.00
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 Questions relating to this invoice should be directed to:
 T. Labuda
 at 1 312 876 8000

DENTONS

Dentons US LLP
 233 South Wacker Drive
 Suite 5900
 Chicago, Illinois 60606-6361

dentons.com

Jefferies, LLC
 520 Madison Avenue, 13th Floor
 New York NY 10022
 United States

August 17, 2023

Invoice No. 2659066

Client/Matter: 09806540-000075

AppHarvest, Inc.

For Professional Services Rendered through July 31, 2023:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
07/26/23	T. Labuda	0.80	1,080.00	Review and comment on Morgner bid procedures declaration.
07/26/23	T. Labuda	0.20	270.00	Conference with Morgner re bid procedures declaration comments.
07/27/23	S. Ruben	0.10	66.00	Conference with T. Labuda re retention application.
07/27/23	S. Ruben	0.10	66.00	Conference with R. Fink re retention application.
07/27/23	S. Ruben	0.30	198.00	Draft retention application for AppHarvest case.
07/27/23	T. Labuda	0.30	405.00	Emails and conference with Ruben re draft retention papers and connections check.
07/27/23	T. Labuda	0.10	135.00	Emails with Sidley team re parties in interest list and pleading template.
07/28/23	T. Labuda	0.10	135.00	Emails with client team re connections check.
07/28/23	T. Labuda	0.10	135.00	Emails with client team re engagement letter and payment history.
07/28/23	T. Labuda	0.10	135.00	Emails with Ruben re retention documents.
07/28/23	T. Labuda	0.10	135.00	Review engagement letter.
07/28/23	S. Ruben	0.10	66.00	Correspond with C. Passoni and T. Labuda re retention application for AppHarvest case.
07/28/23	S. Ruben	0.30	198.00	Draft retention application for AppHarvest case.
07/31/23	S. Ruben	3.10	2,046.00	Draft retention application for AppHarvest case.
07/31/23	S. Ruben	0.10	66.00	Correspond with R. Fink re retention application.
07/31/23	S. Ruben	0.10	66.00	Correspond with C. Passoni and T. Labuda re retention application.
07/31/23	S. Ruben	0.10	66.00	Correspond with T. Labuda re retention application.

AppHarvest, Inc.

August 17, 2023

Matter: 09806540-000075

Invoice No.: 2659066

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
07/31/23	T. Labuda	0.20	270.00	Emails and conference with Ruben re retention documents.
07/31/23	T. Labuda	0.10	135.00	Emails with client re connections check.
07/31/23	T. Labuda	0.10	135.00	Emails with Fink re retention document filing timing.
Total Hours		6.50		
Fee Amount				\$ 5,808.00

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
T. Labuda	\$ 1,350.00	2.20	\$ 2,970.00
S. Ruben	\$ 660.00	4.30	\$ 2,838.00
Totals		6.50	\$ 5,808.00
Fee Total		\$	5,808.00
Invoice Total		\$	<u>5,808.00</u>

DENTONS

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 233 South Wacker Drive
 Suite 5900
 Chicago, Illinois 60606-6361

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Jefferies, LLC
 520 Madison Avenue, 13th Floor
 New York NY 10022
 United States

September 12, 2023

Invoice No. 2664897

Client/Matter: 09806540-000075

AppHarvest, Inc.

Payment Due Upon Receipt

Total This Invoice	\$ 14,985.00
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 Questions relating to this invoice should be directed to:
 T. Labuda
 at 1 312 876 8000



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Chicago, Illinois 60606-6361

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520 Madison Avenue, 13th Floor
New York NY 10022
United States

September 12, 2023

Invoice No. 2664897

Client/Matter: 09806540-000075

AppHarvest, Inc.

For Professional Services Rendered through August 31, 2023:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/01/23	T. Labuda	0.90	1,215.00	Review and comment on retention application.
08/01/23	T. Labuda	0.40	540.00	Review and comment on retention order.
08/01/23	T. Labuda	0.40	540.00	Review and comment on retention declaration.
08/01/23	T. Labuda	0.10	135.00	Conference with Ruben re retention document comments.
08/01/23	T. Labuda	0.10	135.00	Emails with client and Sidley teams re draft retention documents.
08/01/23	S. Ruben	0.10	66.00	Conference with T. Labuda re retention application.
08/01/23	S. Ruben	0.50	330.00	Revise retention application.
08/01/23	S. Ruben	0.10	66.00	Correspond with R. Fink and T. Labuda re retention application.
08/02/23	S. Ruben	0.10	66.00	Correspond with C. Passoni and T. Labuda re retention application.
08/02/23	S. Ruben	0.50	330.00	Revise retention application.
08/02/23	S. Ruben	0.10	66.00	Correspond with R. Fink re retention application.
08/02/23	S. Ruben	0.10	66.00	Correspond with T. Labuda re retention application.
08/02/23	T. Labuda	0.10	135.00	Emails with client and Ruben re additional connections check.
08/02/23	T. Labuda	0.10	135.00	Review client retention document comments.
08/02/23	T. Labuda	0.10	135.00	Emails with Ruben re retention document revisions.
08/02/23	T. Labuda	0.20	270.00	Review Sidley retention document revisions.
08/02/23	T. Labuda	0.10	135.00	Emails with Ruben re retention document revisions.

AppHarvest, Inc.

September 12, 2023

Matter: 09806540-000075

Invoice No.: 2664897

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/03/23	S. Ruben	0.10	66.00	Conference with T. Labuda re retention application.
08/03/23	S. Ruben	1.20	792.00	Revise retention application.
08/03/23	S. Ruben	0.10	66.00	Correspond with R. Fink re retention application.
08/03/23	S. Ruben	0.10	66.00	Correspond with deal team re retention application.
08/03/23	T. Labuda	0.30	405.00	Review revised retention documents.
08/03/23	T. Labuda	0.10	135.00	Emails and conference with Ruben re revised retention documents.
08/03/23	T. Labuda	0.30	405.00	Emails with Morgner re retention document comments.
08/03/23	T. Labuda	0.10	135.00	Emails with Sidley and Ruben re additional parties in interest.
08/04/23	S. Ruben	0.10	66.00	Correspond with R. Fink re retention application.
08/04/23	S. Ruben	0.10	66.00	Correspond with C. Passoni and T. Labuda re retention application.
08/04/23	S. Ruben	0.10	66.00	Finalize retention application for filing.
08/04/23	T. Labuda	0.30	405.00	Emails with Ruben, Fink and Passioni re additional connections check and final retention documents for filing.
08/07/23	T. Labuda	0.10	135.00	Emails with Sidley retention document filing.
08/07/23	S. Ruben	0.10	66.00	Correspond with R. Fink re retention application.
08/15/23	T. Labuda	0.10	135.00	Emails with Morgner re DIP and bid procedures discovery.
08/16/23	S. Ruben	0.10	66.00	Correspond with R. Fink and T. Labuda re monthly fee application.
08/16/23	T. Labuda	0.10	135.00	Emails with Fink re fee filings.
08/16/23	T. Labuda	0.10	135.00	Emails with Ruben re fee filings.
08/17/23	S. Ruben	0.10	66.00	Correspond with T. Labuda re monthly fee application.
08/23/23	T. Labuda	0.30	405.00	Review and comment on Morgner declaration.

AppHarvest, Inc.

September 12, 2023

Matter: 09806540-000075

Invoice No.: 2664897

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/23/23	T. Labuda	0.50	675.00	Conference with Ruben re declaration comments.
08/23/23	T. Labuda	0.10	135.00	Emails with client team re declaration comments.
08/23/23	S. Ruben	0.10	66.00	Correspond with R. Fink and T. Labuda re declaration in support of bid procedures and sale motion.
08/23/23	S. Ruben	0.20	132.00	Correspond with T. Labuda re declaration in support of bid procedures and sale motion.
08/23/23	S. Ruben	0.60	396.00	Revise declaration in support of bid procedures and sale motion.
08/23/23	S. Ruben	0.70	462.00	Conference with T. Labuda re declaration in support of bid procedures and sale motion.
08/23/23	S. Ruben	0.10	66.00	Correspond with deal team and T. Labuda re declaration in support of bid procedures and sale motion.
08/23/23	S. Ruben	0.60	396.00	Analyze sale motion and documents thereto.
08/24/23	T. Labuda	0.10	135.00	Emails with Morgner re sale declaration comments.
08/24/23	T. Labuda	0.30	405.00	Review additional declaration revisions.
08/24/23	T. Labuda	0.10	135.00	Emails with Sidley and client teams re revised declaration.
08/24/23	S. Ruben	0.10	66.00	Correspond with R. Fink and T. Labuda re declaration in support of bid procedures and sale motion.
08/24/23	S. Ruben	0.10	66.00	Review changes to declaration in support of bid procedures and sale motion.
08/24/23	S. Ruben	0.10	66.00	Correspond with T. Labuda re declaration in support of bid procedures and sale motion.
08/24/23	S. Ruben	0.10	66.00	Correspond with D. Fogel and T. Labuda re DIP order.
08/26/23	T. Labuda	0.10	135.00	Review Morgner deposition notice.
08/26/23	T. Labuda	0.10	135.00	Emails with Morgner re deposition.
08/28/23	T. Labuda	0.10	135.00	Review UST comments.
08/28/23	T. Labuda	0.20	270.00	Emails and conference with Ruben re response to UST comments.

AppHarvest, Inc.

September 12, 2023

Matter: 09806540-000075

Invoice No.: 2664897

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
08/28/23	T. Labuda	0.10	135.00	Conference with Ruben re UST dialogue.
08/28/23	T. Labuda	0.10	135.00	Review revised retention order.
08/28/23	T. Labuda	0.10	135.00	Emails with Fink and Ruben re UST resolution.
08/28/23	S. Ruben	0.20	132.00	Correspond with R. Fink and T. Labuda re UST comments to retention order.
08/28/23	S. Ruben	0.10	66.00	Review UST comments to retention order.
08/28/23	S. Ruben	0.20	132.00	Conference with T. Labuda re UST comments to retention order.
08/28/23	S. Ruben	0.10	66.00	Conference with V. Garza re UST comments to retention order.
08/28/23	S. Ruben	0.50	330.00	Revise retention order per UST comments.
08/30/23	T. Labuda	0.20	270.00	Emails and conference with Ruben re consolidated monthly fee statement.
08/30/23	S. Ruben	0.20	132.00	Conference with T. Labuda re consolidated monthly fee application.
08/30/23	S. Ruben	0.10	66.00	Correspond with deal team and T. Labuda re consolidated monthly fee application.
08/30/23	S. Ruben	0.20	132.00	Draft consolidated monthly fee application.
08/30/23	S. Ruben	0.10	66.00	Correspond with T. Labuda re retention order.
08/31/23	T. Labuda	0.10	135.00	Emails with Fink re monthly fee statement filing.
08/31/23	T. Labuda	0.10	135.00	Emails with Ruben re fee filings.
08/31/23	T. Labuda	0.10	135.00	Emails with client team re DIP fee calculation.
08/31/23	S. Ruben	0.10	66.00	Conference with T. Labuda re monthly fee application.
08/31/23	S. Ruben	0.80	528.00	Draft consolidated monthly fee application.
08/31/23	S. Ruben	0.10	66.00	Correspond with T. Labuda re consolidated fee application.
Total Hours		15.70		
Fee Amount				\$ 14,985.00

AppHarvest, Inc.

September 12, 2023

Matter: 09806540-000075

Invoice No.: 2664897

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
T. Labuda	\$ 1,350.00	6.70	\$ 9,045.00
S. Ruben	\$ 660.00	<u>9.00</u>	<u>\$ 5,940.00</u>
Totals		15.70	\$ 14,985.00
Fee Total	\$ 14,985.00		
Invoice Total	<u>\$ 14,985.00</u>		

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 233 South Wacker Drive
 Suite 5900
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 New York NY 10022
 United States

October 10, 2023

Invoice No. 2674073

Client/Matter: 09806540-000075

AppHarvest, Inc.
 8676

Payment Due Upon Receipt

Total This Invoice	\$ 5,934.00
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 520 Madison Avenue, 13th Floor
 New York NY 10022
 United States

October 10, 2023

Invoice No. 2674073

Client/Matter: 09806540-000075

AppHarvest, Inc.
 8676

For Professional Services Rendered through September 30, 2023:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/05/23	T. Labuda	0.10	135.00	Emails with Ruben re fee statement.
09/05/23	T. Labuda	0.30	405.00	Review draft consolidated fee statement.
09/05/23	T. Labuda	0.10	135.00	Emails and conference with Ruben re fee statement comments.
09/05/23	S. Ruben	0.10	66.00	Correspond with T. Labuda re consolidated fee application.
09/05/23	S. Ruben	0.10	66.00	Conference with T. Labuda re monthly fee application.
09/05/23	S. Ruben	0.10	66.00	Draft consolidated monthly fee application.
09/07/23	S. Ruben	0.60	396.00	Draft consolidated monthly fee application.
09/08/23	S. Ruben	0.10	66.00	Conference with T. Labuda re monthly fee application.
09/11/23	S. Ruben	0.50	330.00	Draft consolidated monthly fee application.
09/12/23	S. Ruben	0.10	66.00	Correspond with R. Fink and T. Labuda re monthly fee application.
09/12/23	S. Ruben	0.70	462.00	Draft consolidated monthly fee application.
09/12/23	S. Ruben	0.10	66.00	Correspond with P. Engel re monthly fee application.
09/12/23	T. Labuda	0.10	135.00	Emails with Ruben re consolidated fee statement.
09/12/23	T. Labuda	0.10	135.00	Emails with Ruben and client re retention order.
09/12/23	T. Labuda	0.20	270.00	Email with client team re consolidated fee statement.
09/12/23	T. Labuda	0.10	135.00	Review retention order.
09/13/23	T. Labuda	0.10	135.00	Emails with Fink re fee filings.
09/13/23	T. Labuda	0.10	135.00	Emails with Ruben and client team re fee filings.

AppHarvest, Inc.
8676

October 10, 2023

Matter: 09806540-000075
Invoice No.: 2674073

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Narrative</u>
09/13/23	S. Ruben	0.10	66.00	Correspond with T. Labuda re consolidated fee application.
09/13/23	S. Ruben	0.10	66.00	Correspond with P. Engel re monthly fee application.
09/13/23	S. Ruben	0.10	66.00	Correspond with R. Fink re monthly fee application.
09/13/23	S. Ruben	0.70	462.00	Draft consolidated monthly fee application.
09/14/23	S. Ruben	0.10	66.00	Correspond with T. Labuda re consolidated fee application.
09/14/23	S. Ruben	0.10	66.00	Correspond with deal team re monthly fee application.
09/14/23	S. Ruben	0.80	528.00	Finalize consolidated monthly fee application for filing.
09/14/23	S. Ruben	0.10	66.00	Correspond with R. Fink re monthly fee application.
09/14/23	T. Labuda	0.30	405.00	Review and comment on revised consolidated monthly fee statement.
09/14/23	T. Labuda	0.10	135.00	Emails and conference with Ruben re revised fee statement.
09/14/23	T. Labuda	0.10	135.00	Review JW comments on fee filings.
09/14/23	T. Labuda	0.10	135.00	Emails with Ruben and Fink re revised fee statement.
09/15/23	T. Labuda	0.10	135.00	Emails with Ruben and client re consolidated fee filing.
09/15/23	T. Labuda	0.10	135.00	Review filed fee statement.
09/15/23	S. Ruben	0.10	66.00	Review filed consolidated monthly fee application.
09/15/23	S. Ruben	0.10	66.00	Correspond with deal team re monthly fee application.
09/28/23	S. Ruben	0.10	66.00	Review status of plan effective date.
09/28/23	S. Ruben	0.10	66.00	Correspond with deal team re status of plan effective date.

Total Hours 6.90

Fee Amount \$ 5,934.00

AppHarvest, Inc.
8676

October 10, 2023

Matter: 09806540-000075
Invoice No.: 2674073

TIME AND FEE SUMMARY

<u>Timekeeper</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
T. Labuda	\$ 1,350.00	2.00	\$ 2,700.00
S. Ruben	\$ 660.00	<u>4.90</u>	<u>\$ 3,234.00</u>
Totals		6.90	\$ 5,934.00
Fee Total	\$	5,934.00	
Invoice Total	\$	<u>5,934.00</u>	

Exhibit E

**SUMMARY OF EXPENSES BY CATEGORY
JULY 23, 2023 – SEPTEMBER 14, 2023**

Category	Amounts
Communication & Presentation Services	\$54.87
Legal	\$26,727.00
Meals	\$1,397.64
Transportation	\$2,351.38
Travel Accommodations	\$3,947.11
Total	\$34,478.00

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

In re:	)	Chapter 11
	)	
APPHARVEST PRODUCTS, LLC., <i>et al.</i> ¹	)	Case No. 23-90745 (CML)
	)	
Debtors.	)	(Jointly Administered)
	)	Re: Docket No. __

**FINAL ORDER ALLOWING COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED BY JEFFERIES LLC AS INVESTMENT BANKER
TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM JULY 23, 2023 THROUGH SEPTEMBER 14, 2023**

The Court has considered the *First and Final Fee Application of Jefferies LLC as Investment Banker to the Debtors and Debtors in Possession for the Period from July 23, 2023 through September 14, 2023* (the “Final Application”) filed by Jefferies LLC (the “Applicant”).

The Court orders:

A. In making the following findings, the Court has considered the novelty and difficulty of the questions, issues, and problems addressed by the Applicant’s services through its representation of the Debtors during these bankruptcy cases.

B. The time that the Applicant spent on services provided under the Final Application was reasonable and necessary based on the complexity, importance, and nature of the bankruptcy cases.

¹ The Debtors in this chapter 11 case, together with the last four digits of the Debtors’ federal tax identification number, are: AppHarvest Operations, Inc. (5929), AppHarvest, Inc. (2965), AppHarvest Farms, LLC (7067), AppHarvest Morehead Farm, LLC (1527), AppHarvest Richmond Farm, LLC (0632), AppHarvest Berea Farm, LLC (3140), AppHarvest Pulaski Farm, LLC (2052), AppHarvest Development, LLC (None), Rowan County Development, LLC (0700), AppHarvest Technology, Inc. (4868), AppHarvest Products, LLC (5929), and AppHarvest Foundation, LLC (None). The Debtor’s service address is 500 Appalachian Way, Morehead, KY 40351.

C. The billing rates that the Applicant charged are comparable to and reasonable based on rates charged by other professionals with similar experience and expertise in the Southern District of Texas.

D. The services provided by the Applicant were necessary to the administration of these bankruptcy cases.

IT IS THEREFORE ORDERED THAT:

1. Applicant is allowed compensation and reimbursement of expenses in the total amount of \$4,118,722.52 for the period set forth in the Final Application.

2. The compensation and reimbursement of expenses allowed in this Order are approved on a final basis.

3. The Debtors or the Plan Administrator (as defined in the Plan), as applicable, are authorized to disburse any unpaid amounts allowed by paragraphs 1 or 2 of this Order.

Dated: _____, 2023
Houston, Texas

CHRISTOPHER M. LOPEZ
UNITED STATES BANKRUPTCY JUDGE