

**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)
)

**SUMMARY COVER SHEET TO THE
FIRST AND FINAL FEE APPLICATION OF TRIPLE P RTS, LLC
AS FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE FEE PERIOD FROM JULY 23, 2023 THROUGH SEPTEMBER 14, 2023**

Name of Applicant:	Triple P RTS, LLC	
Applicant's Role in Case:	Financial Advisor to Debtors	
Docket No. of Employment Order(s):	September 12, 2023 [Docket No. 436]	
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 professional fees requested in this Application:	\$1,106,474.00
Total professional hours covered by this Application:	1,663.70
Average hourly rate for professionals:	\$665.07
Total paraprofessional fees requested in this Application:	\$0.00
Total paraprofessional hours covered by this Application:	0.0
Average hourly rate for paraprofessionals:	N/A
Total fees requested in this Application:	\$1,106,474.00
Total expense reimbursements requested in this Application:	\$7,498.13
Total fees and expenses requested in <u>this</u> Application:	\$1,113,972.13
Total fees and expenses awarded in all <u>prior</u> Applications:	\$0
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: During the Fee Period, Portage Point rendered a substantial amount of professional services to the Debtors, in an effort to efficiently and economically assist with the administration of the Debtors’ chapter 11 cases, and assist in Debtors’ ongoing operations. These services included sizing of the debtor-in-possession financing requirement, preparation of SOFAs/SOALs, analyses related to the assumption / rejection of leases and contracts, assistance related to the marketing and sale of Company assets as well as completion of Chapter 11 reporting requirements such as monthly operating reports and weekly DIP budget variance reporting.	

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

In re:

APPHARVEST PRODUCTS, LLC, et al.,¹

Debtors.

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) Chapter 11
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) Case No. 23-90745 (CML)
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**FIRST AND FINAL FEE APPLICATION OF
TRIPLE P RTS, LLC AS FINANCIAL ADVISOR TO THE
DEBTORS FOR ALLOWANCE AND PAYMENT OF FEES AND EXPENSES
FOR THE 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 motion 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 days from the date this motion was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

TO THE UNITED STATES BANKRUPTCY JUDGE CHRISTOPHER M. LOPEZ:

Triple P RTS, LLC (“Portage Point”), financial advisor to the debtors and debtors in possession (collectively, the “Debtors”), hereby submits its *First and Final Fee Application for Allowance and Payment of Fees and Expenses as Financial Advisor to the Debtors for the Period From July 23, 2023 Through September 14, 2023* (the “Application”) for final allowance of compensation of professional services provided in the amount of \$1,106,474.00 and reimbursement of actual and necessary expenses in the amount of \$7,498.13 that Portage Point

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incurred for the period July 23, 2023 to September 14, 2023 (the “Application Period”). In support of this Application, Portage Point states as follows:

I. JURISDICTION

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are §§ 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), Rule 2016-1 of the Bankruptcy Local Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”).

II. RELIEF REQUESTED

4. Portage Point requests that the Court enter an order allowing Portage Point final allowance of compensation of professional services provided in the amount of \$1,106,474 and reimbursement of actual and necessary expenses in the amount of \$7,498.13 that Portage Point incurred for the Application Period.

III. PROCEDURAL BACKGROUND

5. On July 23, 2023 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. By order of this Court, these cases were jointly administered on July 25, 2023 [Docket No. 37].

6. A description of the background of the Debtors and the events leading up to the filing of the voluntary petitions by the Debtors is provided in the *Declaration of Gary Broadbent, Chief Restructuring Officer to the Debtors, in Support of the Debtors’ Chapter 11 Proceedings* [Docket No. 19] (the “First Day Declaration”).

7. On August 7, 2023, the Debtors filed the *Application to Employ Triple P RTS, LLC as Financial Advisor* [Docket No. 161] (the “Retention Application”).

8. On September 12, 2023, the Court entered its *Order (A) Authorizing the Retention and Employment of Triple P RTS, LLC as Financial Advisors to the Debtors and (B) Granting Related Relief* [Docket No. 436] (“Retention Order”). A copy of the Retention Order is attached as **Exhibit 1**.

9. On September 12, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 435] (the “Interim Compensation Order”), setting forth a procedure permitting Court approved professionals, including Portage Point, to serve a monthly fee statement (the “Monthly Fee Statement”) on certain parties that include a detailed statement of services rendered and expenses incurred by each professional for that particular month.

10. For the Period from July 23, 2023 to September 14, 2023, Portage Point filed the following Monthly Fee Statements:

- (i) Triple P RTS, LLC’s First Monthly Fee Statement for Compensation of Services and Reimbursement of Expenses as Financial Advisor to the Debtors for the Period From July 24, 2023 to July 31, 2023 [Docket No. 455] (the “First Monthly Fee Statement”); and
- (ii) Triple P RTS, LLC’s Second Monthly Fee Statement for Compensation of Services and Reimbursement of Expenses as Financial Advisor to the Debtors for the Period From August 1, 2023 to August 31, 2023 [Docket No. 456] (the “Second Monthly Fee Statement”).

11. True and correct copies of the Monthly Fee Statements are attached as **Exhibit 2-A**. Additionally, detailed time reports for the period from September 1, 2023 through and including September 14, 2023 (the “September Invoice”), are included in **Exhibit 2-B**.

IV. SUMMARY OF PROFESSIONAL SERVICES RENDERED

12. During the Application Period, Portage Point rendered a substantial amount of professional services to the Debtors, in an effort to efficiently and economically assist with the administration of the Debtors' chapter 11 cases, and assist in the Debtors' ongoing operations.

13. Portage Point has established certain task codes for work performed by Portage Point's professionals in conjunction with these chapter 11 cases. The following is a summary, by task code, of the significant professional services Portage Point rendered during this Application Period:²

(a) **Asset Recovery & Analysis**: Fees: \$107,934.50; Hours: 162.60. These fees relate to sales, leases, abandonment, and related transaction work related to asset dispositions.

(b) **Assumption & Rejection of Leases and Contracts**: Fees: \$49,803.00; Hours 80.90. These fees relate to the analysis of leases and executory contracts and preparation of related assumption and rejection motions.

(c) **Business Operations**: Fees: \$75,744.00; Hours: 110.70. These fees pertain to issues related to debtor-in-possession operations in chapter 11, such as employee, vendor and tenant issues and other similar matters..

(d) **Case Administration**: Fees: \$120,250.00; Hours: 156.00. These fees pertain to coordination and compliance activities not specifically covered by another category.

(e) **Claims Administration & Objections**: Fees: \$30,659.00; Hours: 47.60. These fees pertain to specific claim inquiries; bar date motions; analyses, objections, and allowances of claims.

(f) **Employee Benefits & Pensions:** Fees: \$14,443.00; Hours 20.50. These fees pertain to the review and preparation related to employee and retiree benefit issues, including compensation, bonuses, severance, insurance benefits, and 401K, pensions, or other retirement plans.

(g) **Employment & Fee Applications:** Fees: \$23,010.50; Hours: 40.40. These fees include preparation of employment and fee applications for Portage Point or others; motions to establish interim compensation procedures

(h) **Financing & Cash Collateral:** Fees: \$181,098.00; Hours: 261.70. These fees pertain to matters under sections 361, 363, and 364 including cash collateral and secured claims; loan document analysis.

(i) **Meetings & Communication with Creditors:** Fees: \$69,084.00; Hours: 93.10. These fees include preparation for and attendance at section 341(a) meetings and any other meetings with creditors and creditors' committees.

(j) **Non-Working Travel:** Fees: \$8,164.00; Hours: 10.20. These fees pertain to travel where the court reimburses at less than full hourly rates.

(k) **Plan & Disclosure Statement:** Fees: \$128,796.50; Hours: 173.20. These fees pertain to formulation, presentation, and confirmation of plan; compliance with the plan confirmation order, related orders and rules; disbursement and case closing activities, except those related to the allowance and objections to allowance of claims.

(l) **Relief From Stay & Adequate Protection:** Fees: \$40,632.00; Hours: 63.70. These fees relate to matters relating to termination or continuation of automatic stay under 11 U.S.C. 362 and motions for adequate protection under 11 U.S.C. 361.

(m) **Reporting: Fees: \$256,855.50; Hours: 443.10.** These fees pertain to statement of financial affairs, schedules, monthly operating reports, and any other accounting or reporting activities; contacts with the United States Trustee not included in other categories.

14. The foregoing professional services performed by Portage Point were necessary and appropriate to further the administration of the Debtors' chapter 11 cases. The professional services performed by Portage Point were in the best interests of the Debtors and other parties in interest. Compensation for such services as requested is commensurate with the complexity importance, and nature of the issues and tasks involved. The professional services were performed expeditiously and efficiently.

V. BASIS FOR ALLOWANCE OF COMPENSATION AND EXPENSES

15. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 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 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- 1) the time spent on such services;
- 2) the rates charges for such services;
- 3) 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

- 4) 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; and
- 5) 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).

16. In consideration of the above factors listed in section 330, the services for which Portage Point seeks compensation in this Application were necessary and appropriate to further the administration of the Debtors' chapter 11 cases. The professional services performed by Portage Point were in the best interests of the Debtors and other parties in interest. Compensation for such services as requested is commensurate with the complexity, importance, and nature of the issues and tasks involved. The professional services were performed expeditiously and efficiently.

17. Portage Point billed a total of 1,663.7 hours for the Application Period of July 23, 2023 through September 14, 2023 in conjunction with their engagement as the Debtors' financial advisor. A summary of the hours worked, and the total fees incurred during the Application Period for each task code is attached hereto as **Exhibit 4**, and a summary of the task performed in conjunction with each task code is set forth in the summary of professional services described above. Detailed itemization of the daily tasks performed may be found in the Monthly Fee Statements, attached as **Exhibit 2-A** to this Application, and the September Invoice, attached as **Exhibit 2-B** to this Application.

18. Portage Point charged the Debtors at or below its customary fees for financial advisory services provided to the Debtors in conjunction with these Bankruptcy Cases and as disclosed in the Retention Application. A summary of the number of hours expended and fees incurred per professional are attached hereto as **Exhibit 3**.

19. Portage Point requests that the Court find that the nature, extent, and value of these services were appropriate under the circumstances at the time the services were rendered.

Triple P RTS, LLC requests that this Court enter an order (a) approving final allowance of compensation of professional services provided in the amount of \$1,106,474.00 and reimbursement of actual and necessary expenses in the amount of \$7,498.13 incurred during the Application Period; (b) authorizing the Debtors to pay the fees and expenses as requested, and (c) granting such other and further relief as is just and proper.

Dated: October 27, 2023

Thomas Studebaker, as an Authorized
Representative of Portage Point Partners, LLC
300 North LaSalle, 1420
Chicago, IL 60654

/s/ Thomas Studebaker

By: Thomas Studebaker
Managing Director

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 1

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)

**ORDER (I) AUTHORIZING THE RETENTION AND EMPLOYMENT
OF TRIPLE P RTS, LLC AS FINANCIAL ADVISOR TO THE DEBTORS
AND DEBTORS IN POSSESSION AND (II) GRANTING RELATED RELIEF**

(Related to Docket No. 161)

Upon the application (the “Application”)² of AppHarvest Products, LLC, and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), for entry of an order pursuant to sections 327(a), 328(a), and 1107(b) Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016, and Bankruptcy Local Rules 2014-1 and 2016-1, (i) authorizing the retention and employment of Triple P RTS, LLC (“Portage Point”) as financial advisor to the Debtors effective as of July 23, 2023 (the “Petition Date”) and (ii) granting related relief, each as more fully set forth in this Application; and upon consideration of the Studebaker Declaration; and this Court having jurisdiction of this matter pursuant to 28 U.S.C. § 1334; and this matter being a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding being

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

proper pursuant to 28 U.S.C. §§ 1408 and 1409; and appropriate notice of and opportunity for a hearing on the Motion having been given; and the relief requested in the Motion being in the best interests of the Debtors' estates, their creditors and other parties in interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. Pursuant to section 327(a), 328, and 330 of the Bankruptcy Code, the Debtors are authorized to retain Portage Point as financial advisor to the Debtors, effective as of the Petition Date, on the terms and conditions set forth in the Engagement Letter attached as Exhibit A to the Application, as modified by this Order.

2. The terms of the Engagement Letter, including without limitation, the compensation provisions and the indemnification provisions, as modified by this Order, are reasonable terms and conditions of employment and are hereby approved in all respects except as modified by this Order.

3. Portage Point shall file fee statements and applications for allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any applicable orders and procedures of this Court. For billing purposes, Portage Point shall keep its time in one-tenth (1/10) hour increments.

4. Portage Point shall file a notice with this Court and provide no less than ten (10) business days' notice to the Debtors, the U.S. Trustee, and the Committee, before any increases in the hourly rates set forth in the Application or the Engagement Letter are implemented. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness

standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

5. To the extent the Debtors wish to expand the scope of Portage Point's services beyond those services set forth in the Engagement Letter or this Order, the Debtors shall seek further approval from this Court.

6. The indemnification, contribution, and reimbursement provisions included in Engagement Letter 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 Addendum A to the Engagement Letter) shall not be entitled to indemnification, contribution, or reimbursement pursuant to the Engagement Letter for claims arising from services other than the services provided under the Engagement Letter, unless such services are approved by the Court;
- b. Notwithstanding anything to the contrary in the Engagement Letter, 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 Portage Point's or another Indemnified Person under the Engagement Letter 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 Letter as modified by this Order;

- c. If, during the pendency of these chapter 11 cases, the indemnification provided in Addendum A to the Engagement Letter is held unenforceable by reason of the exclusions set forth in paragraph (b) above, and Portage Point 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 Portage Point's contribution obligations set forth in Section 2 of Addendum A shall not apply; 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, Portage Point 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 Letter (as modified by this Order), including, without limitation, the advancement of defense costs, Portage Point 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 Portage Point or any other Indemnified Person. All parties in interest shall retain the right to object to any application by Portage Point or any other Indemnified Person for indemnification, contribution, or reimbursement.

7. In the event that, during the pendency of these chapter 11 cases, Portage Point requests reimbursement for any attorneys' fees and / or expenses, the invoices and supporting time records from such attorneys shall be included in Portage Point's own fee applications, and such invoices and time records shall be in compliance with the Bankruptcy Local Rules 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, Portage Point 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.

8. Portage Point shall not charge a mark-up to the Debtors with respect to fees billed by non-affiliated independent or third-party contractors who are hired by Portage Point to provide services to the Debtors and shall ensure that any such non-affiliated independent or third-party contractors are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and the Bankruptcy Rules.

9. Portage Point will use its best efforts and will coordinate with the Debtors and their other professionals to not duplicate any of the services provided to the Debtors by any of their retained professionals.

10. Portage Point will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Portage Point will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

11. In the event of any inconsistency between the terms of the Engagement Letter, the Application, the Studebaker Declaration, and this Order, the terms of this Order shall govern.

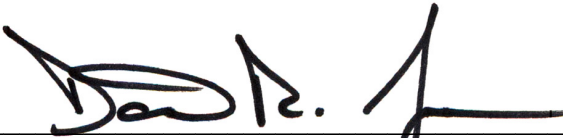
12. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the requirements of Bankruptcy Rule 6004(a), and the Bankruptcy Local Rules are satisfied by such notice.

13. Notwithstanding the applicability of Bankruptcy Rule 6004(h), the terms and conditions of this order shall be immediately effective and enforceable upon its entry.

12. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this order.

13. This 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 2-A

Monthly Fee Statements

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

In re:

APPHARVEST PRODUCTS, LLC, et al.,¹

Debtor.

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Chapter 11

Case No. 23-90745 (DRJ)

(Jointly Administered)

**NOTICE OF TRIPLE P RTS, LLC'S FIRST MONTHLY
FEE STATEMENT FOR COMPENSATION OF SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE DEBTORS
FOR THE PERIOD FROM JULY 24, 2023 THROUGH JULY 31, 2023**

Name of Applicant:	Triple P RTS, LLC	
Applicant's Role in Case:	Financial Advisor to Debtors	
Date Order of Employment Signed:	September 12, 2023 [Docket No. 436]	
	Beginning of Period:	End of Period
Time period covered by this Statement:	July 24, 2023	July 31, 2023
Summary of Total Fees and Expenses Requested		
Total fees requested for payment in this Statement:	\$149,286.80 (80% of \$186,608.50)	
Total expenses requested for payment in this Statement:	\$0.00	
Total fees and expenses requested for payment in this Statement (excluding the 20% Fee Holdback):	\$149,286.80	
Total fees and expenses for the period covered by this Statement (includes the 20% Fee Holdback):	\$186,608.50	

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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.

Pursuant to §§ 327, 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 Retained Professionals* (the “Fee Procedures Order”) [Docket No. 435], Triple P RTS, LLC (“Portage Point”), as Financial Advisor to the Debtors, hereby files its *First Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel to the Debtor for the Period from July 24, 2023 through July 31, 2023* (“Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Fee Procedures Order, Portage Point seeks interim payment of \$149,286.80 (80% of \$186,608.50) as compensation for professional services rendered to the Debtor during the period from July 24, 2023 through July 31, 2023 (the “Fee Period”); and reimbursement of actual and necessary expenses in the amount of \$0.0, for a total amount of **\$149,286.80** to be paid upon expiration of the objection deadline.

2. In support of the Monthly Fee Statement, Portage Point submits a summary of the time expended by Portage Point professionals, together with their respective hourly rates, attached hereto as **Exhibit A**. Summaries of the calculations for fees by project category and expenses are attached hereto as **Exhibit B** and **Exhibit C**, respectively. Detailed descriptions of services

rendered with respect to each project category are attached hereto as **Exhibit D**, and detail descriptions of expenses during the fee application period are attached hereto as **Exhibit E**.

3. Pursuant to the Fee Procedures Order, any party objecting to the payment of the compensation and reimbursement of expenses requested herein shall serve via email to Portage Point, and the following Application Recipients (as defined in the Fee Procedures Order), a written notice setting forth the precise nature of the objection and the amount at issue (the “Notice of Objection”) on or before 4:00 p.m. (prevailing Central Time) fourteen (14) days after service of this Monthly Fee Statement:

- (a) The Debtors, AppHarvest Products, LLC, Attn: Gary Broadbent (gary.broadbent@appharvest.com), , 410 W Short Street, Lexington, KY 40507;
- (b) Counsel to the Debtors, (a) Sidley Austin LLP, Attn: Jeri Leigh Miller (jeri.miller@sidley.com), and (b) Jackson Walker LLP, Attn: Vienna Anaya (vanaya@jw.com) and Emily Meraia (emeraia@jw.com);
- (c) The U.S. Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jana Whitworth (jana.whitworth@usdoj.gov) and Vianey Garza (vianey.garza@usdoj.gov);
- (d) Proposed counsel to the Official Committee of Unsecured Creditors, McDermott Will & Emery LLP, One Vanderbilt Avenue, New York, NY 10017, Attn: Kristin Going (kgoing@mwe.com) and Chuck Gibbs (crgibbs@mwe.com); and
- (e) Any party in interest that submits a request to be included as one of the Notice Parties under the Fee Procedures Order.

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

Houston, Texas

Dated: September 13, 2023

THOMAS STUDEBAKER, as an Authorized
Representative of Triple P RTS, LLC
300 North LaSalle, 1420
Chicago, IL 60654

/s/ Thomas Studebaker

By: Thomas Studebaker
Managing Director

EXHIBIT A**SUMMARY OF HOURS BY PROFESSIONAL**

Professional	Position	Rate	7/24/2023 - 7/31/2023	
			Hours	Fees
Tom Studebaker	Managing Director	\$ 925.00	46.10	\$ 42,642.50
Ryan Mersch	Senior Director	720.00	91.70	66,024.00
Rob Wedinger	Senior Director	725.00	9.10	6,597.50
Chad Bacon	Vice President	540.00	85.60	46,224.00
Zach Fritz	Vice President	600.00	15.30	9,180.00
Logan Hays	Vice President	600.00	9.70	5,820.00
Vito Brancatella	Senior Associate	435.00	11.10	4,828.50
Payton Fanning	Associate	420.00	12.60	5,292.00
Total Hours and Fees			281.20	\$ 186,608.50
			Average Billing Rate	\$ 663.61

EXHIBIT B**SUMMARY OF HOURS AND FEES BY MATTER CATEGORY**

<u>Matter Category</u>	<u>Hours</u>	<u>Fees</u>
Asset Recovery & Analysis	49.10	\$ 31,005.50
Assumption & Rejection of Leases and Contracts	5.60	3,420.00
Business Operations	22.50	15,516.00
Case Administration	33.20	25,522.50
Claims Administration & Objections	2.40	1,386.00
Financing & Cash Collateral	41.80	31,561.50
Meetings & Communication with Creditors	0.20	185.00
Plan & Disclosure Statement	12.30	8,802.00
Relief From Stay & Adequate Protection	36.80	24,346.00
Reporting	77.30	44,864.00
Total Hours and Fees	281.20	\$ 186,608.50

Total Fees for Fee Period	\$186,608.50
20% Fee Holdback for Fee Period	(\$37,321.70)
80% of Fees Amount for Fee Period	\$149,286.80
Expenses for Fee Period	\$0.00
TOTAL REQUEST	<u>\$149,286.80</u>

EXHIBIT C

SUMMARY OF EXPENSES BY PROJECT CATEGORY

<u>Expense Category</u>	<u>Expense</u>
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DETAILED RECORD OF FEES FOR THE FEE PERIOD

TIME DETAIL (I.E., INVOICES)

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
<u>Asset Recovery & Analysis</u>					
7/24/2023	Chad Bacon	Provide comments on stalking horse APA schedules	\$ 540.00	1.3	\$ 702
7/24/2023	Chad Bacon	Review of stalking horse APA schedules and correspond with Debtor re: same	540.00	1.4	756
7/25/2023	Chad Bacon	Review of stalking horse APA	540.00	1.3	702
7/25/2023	Chad Bacon	Continue preparing APA disclosure schedules	540.00	1.8	972
7/25/2023	Chad Bacon	Update APA disclosure schedules; update status tracker	540.00	1.7	918
7/26/2023	Tom Stuebaker	FW: Project Apple (Pure Harvest / JEF)	925.00	0.5	463
7/26/2023	Tom Stuebaker	Review of APA disclosure diligence correspondence and information.	925.00	0.9	833
7/26/2023	Chad Bacon	Updates to stalking horse APA schedules; correspond with the Debtor regarding schedules	540.00	1.7	918
7/26/2023	Chad Bacon	Continued updates to stalking horse APA schedules; correspond with the Debtor regarding schedules	540.00	1.7	918
7/26/2023	Tom Stuebaker	Review of correspondence and supporting information related to APA disclosure schedules.	925.00	1.1	1,018
7/26/2023	Ryan Mersch	Prepare and participate in discussion with PureHarvest (S. Kurtz, J. Ames, L. Baron, A. Almedia, A. Mehta, S. Parekh, B. Khalil), Jefferies (R. Morgner, T. Kim, S. Rose, K. Egan, C. Gong) and Portage Point (T. Stuebaker, R. Mersch) re: Potential Bidder Diligence Questions	720.00	0.3	216
7/26/2023	Chad Bacon	Revisions to stalking horse APA schedules; review of environmental matters	540.00	1.8	972
7/26/2023	Chad Bacon	Review and address bidder diligence	540.00	1.3	702
7/26/2023	Tom Stuebaker	Prepare and participate in discussion with PureHarvest (S. Kurtz, J. Ames, L. Baron, A. Almedia, A. Mehta, S. Parekh, B. Khalil), Jefferies (R. Morgner, T. Kim, S. Rose, K. Egan, C. Gong) and Portage Point (T. Stuebaker, R. Mersch) re: Potential Bidder Diligence Questions	925.00	0.3	278
7/27/2023	Tom Stuebaker	Correspondence with G. Broadbent regarding draft APA schedules.	925.00	0.6	555
7/27/2023	Tom Stuebaker	Review of draft bid procedures.	925.00	0.4	370
7/27/2023	Tom Stuebaker	Correspondence regarding vendor issues and responses.	925.00	0.5	463
7/27/2023	Tom Stuebaker	Review of material contract detail for purposes of draft APA.	925.00	0.3	278
7/27/2023	Tom Stuebaker	Review of tax related representations in connection with draft APA.	925.00	0.2	185
7/27/2023	Tom Stuebaker	Review of updated draft APA received from EQ.	925.00	0.8	740
7/27/2023	Chad Bacon	Continued updates to stalking horse APA schedules	540.00	1.8	972
7/27/2023	Chad Bacon	Review and respond to bidder diligence requests	540.00	0.9	486
7/27/2023	Chad Bacon	Continued work to develop material contracts schedule in APA; review contracts and spend	540.00	1.8	972
7/27/2023	Tom Stuebaker	Continued review of APA schedules workbook and related correspondence.	925.00	0.9	833
7/27/2023	Chad Bacon	Revise material contract list	540.00	1.8	972
7/28/2023	Rob Wedinger	APPH - Dynamics WT - Discussion with Skiles on pulling data for reporting purposes	725.00	0.3	218
7/28/2023	Chad Bacon	Review of APA disclosure schedule drafts	540.00	1.8	972
7/28/2023	Chad Bacon	Modify contract list to include start date and contract name	540.00	0.9	486
7/28/2023	Chad Bacon	Finalize permits schedule within stalking horse APA	540.00	1.8	972
7/28/2023	Tom Stuebaker	Correspondence regarding potential bidder due diligence questions.	925.00	0.5	463
7/28/2023	Tom Stuebaker	Continued review of draft APA disclosure schedules and correspondence regarding the same.	925.00	1.5	1,388
7/29/2023	Chad Bacon	Continued review and finalization of APA schedules	540.00	1.6	864
7/30/2023	Chad Bacon	Review of bidder diligence questions	540.00	0.4	216
7/30/2023	Tom Stuebaker	Review of draft LOI for sale leaseback.	925.00	0.4	370
7/31/2023	Chad Bacon	Prepare for and participate in call with the Debtor (T. Ward, W. Deaton, K. Schockett) and Portage Point (R. Mersch, C. Bacon) re: due diligence requests	540.00	0.4	216
7/31/2023	Ryan Mersch	Prepare for and participate in call with the Debtor (T. Ward, W. Deaton, K. Schockett) and Portage Point (R. Mersch, C. Bacon) re: due diligence requests	720.00	0.4	288
7/31/2023	Tom Stuebaker	Correspondence related to APA schedules and disclosures.	925.00	0.7	648
7/31/2023	Tom Stuebaker	Review of updated draft schedules for purposes of draft APA.	925.00	0.8	740
7/31/2023	Ryan Mersch	Development and multiple revisions related to potential buyer diligence regarding sales bridges and capital required summary	720.00	1.7	1,224
7/31/2023	Chad Bacon	Address diligence questions; begin preparing revenue bridges for 2023-2025 for each farm	540.00	1.9	1,026
7/31/2023	Chad Bacon	Address diligence questions; revise revenue bridges for 2023-2025 for each farm	540.00	1.7	918
7/31/2023	Chad Bacon	Address diligence questions; prepare cumulative operating cash exhibit showing cash trough	540.00	1.8	972

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
7/31/2023	Chad Bacon	Prepare presentation to address revenue and capital requirements	540.00	1.4	756
7/31/2023	Chad Bacon	Revise diligence slides per comments from the Debtor	540.00	1.4	756
7/31/2023	Chad Bacon	Review of sale process update	540.00	0.6	324

Assumption & Rejection of Leases and Contracts

7/27/2023	Chad Bacon	Review and reconcile contract database	540.00	1.6	864
7/28/2023	Ryan Mersch	Begin development and outline of executory contract cure schedule	720.00	1.4	1,008
7/28/2023	Chad Bacon	Begin developing executory contract schedule; map vendors in contract database to AP system	540.00	1.8	972
7/29/2023	Ryan Mersch	Overview and outline of Berea contracts / leases for assumption schedule	720.00	0.8	576

Business Operations

7/25/2023	Ryan Mersch	Discussion with Debtor IT (James) regarding vendor dynamics and tactics	720.00	0.8	576
7/25/2023	Ryan Mersch	Discussion with Debtor (T. Ward, C. Ross) regarding vendor payment tactics and outline of options	720.00	1.4	1,008
7/25/2023	Ryan Mersch	Vendor payment dynamic outreach and overview based on DIP budget and other material for distribution to Debtor	720.00	1.7	1,224
7/26/2023	Chad Bacon	Review of near term payment requests; review vendor correspondence	540.00	1.6	864
7/26/2023	Ryan Mersch	Operations transition outline for Berea and supply chain follow ups for Richmond, Morehead and Pulaski	720.00	1.3	936
7/27/2023	Ryan Mersch	Discussion with Debtor (T. Ward, A. Pennington) and International Paper regarding go forward business direction and vendor discussions	720.00	1.2	864
7/27/2023	Ryan Mersch	Discussions with Debtor (T. Ward) regarding vendor dynamics and top vendor strategies	720.00	1.3	936
7/27/2023	Ryan Mersch	Discussion with Debtor (A. Pennington) regarding vendor discussions and tactics	720.00	1.1	792
7/27/2023	Ryan Mersch	Discussion with Debtor (K. Schocket, T. Ward, J. Langels) regarding waste contracts and other vendor dynamics	720.00	0.8	576
7/27/2023	Ryan Mersch	Creation of vendor tracker with updates for recent discussions and execution plan for remaining potential critical vendors	720.00	1.4	1,008
7/27/2023	Chad Bacon	Establish and review weekly payment run	540.00	0.9	486
7/28/2023	Ryan Mersch	Discussion with Debtor (J. Langfels) regarding Berea transition	720.00	0.7	504
7/28/2023	Ryan Mersch	Discussion with Debtor (T. Ward, A. Pennington) and Pratt regarding go forward business discussion	720.00	0.8	576
7/28/2023	Ryan Mersch	Multiple calls and email correspondence regarding vendor dynamics and classification with Debtor (T. Ward, A. Pennington, J. Langels)	720.00	1.8	1,296
7/31/2023	Ryan Mersch	Discussion with Nixon Power related to generator asset and respective claim	720.00	0.4	288
7/31/2023	Ryan Mersch	Discussion with Debtor (E. Wilson, T. Martin, G. Broadbent) and Sidley (P. Venter, W. Fang) and Portage Point (R. Mersch) related to employee PTO payouts	720.00	0.5	360
7/31/2023	Ryan Mersch	Multiple discussion with Debtor (T. Ward, A. Pennington) regarding vendor dynamics and payments	720.00	1.4	1,008
7/31/2023	Ryan Mersch	Discussion with Debtor (C. Skiles) regarding critical payments with follow up reconciliation analysis	720.00	1.2	864
7/31/2023	Ryan Mersch	Vendor communications with potential critical vendors based on case status and next steps	720.00	0.9	648
7/31/2023	Chad Bacon	Review and summarize inventory receipts as of filing date	540.00	0.6	324
7/31/2023	Chad Bacon	Review of omnibus board resolutions	540.00	0.3	162
7/31/2023	Chad Bacon	Review of vendor communications; develop payment run for current week	540.00	0.4	216

Case Administration

7/24/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: workstream and process updates	720.00	0.3	216
7/24/2023	Tom Studebaker	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: workstream and process updates	925.00	0.3	278

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
7/24/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: workstream and process updates	540.00	0.3	162
7/24/2023	Tom Studebaker	Final review of 2019 motion and related declaration.	925.00	1.2	1,110
7/24/2023	Tom Studebaker	Ongoing review of draft MPL / Berea term sheet.	925.00	0.6	555
7/24/2023	Tom Studebaker	Various correspondence / discussions with Sidley regarding draft 9109 and declaration.	925.00	0.4	370
7/24/2023	Tom Studebaker	Review of updated draft declaration and comments to Sidley.	925.00	0.8	740
7/24/2023	Ryan Mersch	Prepare for and participate in various discussions with Portage Point (T. Studebaker, R. Mersch) regarding case updates, workstreams and other detail in advance of the first day hearing	720.00	0.5	360
7/24/2023	Ryan Mersch	Various discussions with Sidley (J. Miller, W. Fang, P. Venter) and Portage Point (R. Mersch) regarding first day preparation items	720.00	0.6	432
7/24/2023	Ryan Mersch	Various discussions with Debtor (L. Eggleton) and correspondence with broader finance team regarding vendor tactics and responses	720.00	1.4	1,008
7/24/2023	Ryan Mersch	Finalize vendor frequently asked question list for Finance team outreach	720.00	0.6	432
7/24/2023	Tom Studebaker	Prepare for and participate in various discussions with Portage Point (T. Studebaker, R. Mersch) regarding case updates, workstreams and other detail in advance of the first day hearing	925.00	0.5	463
7/25/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: workstream and process updates	720.00	0.1	72
7/25/2023	Tom Studebaker	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: workstream and process updates	925.00	0.1	93
7/25/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: workstream and process updates	540.00	0.1	54
7/25/2023	Chad Bacon	Prepare and participate in discussion with Debtor (G. Broadbent, L. Eggleton, T. Ward, C. Ross, E. Jones, A. Pennington) and Portage Point (R. Mersch, C. Bacon) re: Disclosure Schedules	540.00	0.8	432
7/25/2023	Ryan Mersch	Prepare and participate in discussion with Debtor (G. Broadbent, L. Eggleton, T. Ward, C. Ross, E. Jones, A. Pennington) and Portage Point (R. Mersch, C. Bacon) re: Disclosure Schedules	720.00	0.8	576
7/25/2023	Chad Bacon	Prepare and participate in discussion with Portage Point (C. Bacon) re: Disclosure Schedules	540.00	0.1	54
7/25/2023	Tom Studebaker	Prep for 1st Day Hearing, including reviews of motions, declarations, and cash flow forecast.	925.00	1.5	1,388
7/25/2023	Tom Studebaker	Prepare for and attend call with Sidley and Jefferies to prep for 1st Day Hearing.	925.00	0.7	648
7/25/2023	Tom Studebaker	Various correspondence regarding APA schedules and related diligence items.	925.00	0.6	555
7/25/2023	Tom Studebaker	Various correspondence on vendor issues and responses.	925.00	0.2	185
7/25/2023	Ryan Mersch	Development of Debtor asset purchase agreement schedules for stalking horse bidder (part 1)	720.00	2.0	1,440
7/25/2023	Ryan Mersch	Development of Debtor asset purchase agreement schedules for stalking horse bidder (part 2)	720.00	1.8	1,296
7/25/2023	Tom Studebaker	Continued prep for 1st Day Hearing, including reviews of motions, declarations, and cash flow forecast.	925.00	1.0	925
7/26/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: workstream and process updates	540.00	0.3	162
7/26/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: workstream and process updates	720.00	0.3	216
7/26/2023	Tom Studebaker	Prepare and participate in discussion with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: workstream and process updates	925.00	0.1	93

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
7/26/2023	Tom Stuebaker	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: workstream and process updates	925.00	0.3	278
7/26/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: workstream and process updates	720.00	0.1	72
7/26/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: workstream and process updates	540.00	0.1	54
7/26/2023	Tom Stuebaker	Review of draft workstream planning analysis to coordinate activities, including revisions / updates to the same.	925.00	0.6	555
7/26/2023	Tom Stuebaker	Review of vendor decision tree and vendor talking points.	925.00	0.2	185
7/26/2023	Tom Stuebaker	Review of updated case timeline and asset sale timeline.	925.00	0.5	463
7/26/2023	Chad Bacon	Review and provide comments on workstream tracker	540.00	0.6	324
7/26/2023	Tom Stuebaker	Review of updated draft APA	925.00	0.5	463
7/26/2023	Tom Stuebaker	Review of draft OCP list.	925.00	0.1	93
7/26/2023	Ryan Mersch	Prepare for and participate in multiple internal Portage Point (T. Stuebaker, R. Mersch) calls regarding case workstreams and updates	720.00	0.5	360
7/26/2023	Ryan Mersch	Various correspondence with Sidley (J. Miller, P. Venter) and Jefferies (P. Engel) regarding process updates and workstreams	720.00	0.9	648
7/26/2023	Tom Stuebaker	Prepare for and participate in multiple internal Portage Point (T. Stuebaker, R. Mersch) calls regarding case workstreams and updates	925.00	0.5	463
7/27/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, A. Barajas), Jefferies (P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	540.00	0.2	108
7/27/2023	Tom Stuebaker	Continued development of case workplan, deadlines and timelines.	925.00	0.8	740
7/27/2023	Tom Stuebaker	Review of draft OCP listing.	925.00	0.2	185
7/27/2023	Ryan Mersch	Various correspondence with Sidley (J. Miller, P. Venter) and Jefferies (P. Engel) regarding process updates and workstreams	720.00	1.1	792
7/27/2023	Chad Bacon	Review and provide comments on case timeline	540.00	1.3	702
7/27/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, A. Barajas), Jefferies (P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	720.00	0.2	144
7/28/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, A. Barajas), Jefferies (P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	540.00	0.5	270
7/28/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	540.00	0.5	270
7/28/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	720.00	0.5	360
7/28/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, A. Barajas), Jefferies (P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	720.00	0.5	360
7/28/2023	Ryan Mersch	Various discussions with Sidley (P. Venter) and Jefferies (P. Engel) regarding case update	720.00	0.8	576
7/30/2023	Tom Stuebaker	Correspondence regarding potential PTO obligations for Berea.	925.00	0.3	278
7/31/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.5	270
7/31/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.5	360
7/31/2023	Tom Stuebaker	Correspondence with Sidley (P. Venter), PPP (R. Mersch, C. Bacon) and Debtor (G. Broadbent) regarding accrued PTO and approach.	925.00	0.4	370
7/31/2023	Ryan Mersch	Various discussions with Sidley (P. Venter) regarding PTO, diligence items and other case dynamics with follow up detail	720.00	0.7	504
7/31/2023	Ryan Mersch	Correspondence with Sidley (P. Venter), PPP (R. Mersch, C. Bacon) and Debtor (G. Broadbent) regarding accrued PTO and approach	720.00	0.4	288

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
7/31/2023	Chad Bacon	Correspondence with Sidley (P. Venter), PPP (R. Mersch, C. Bacon) and Debtor (G. Broadbent) regarding accrued PTO and approach	540.00	0.4	216
7/31/2023	Tom Studebaker	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.5	463
<u>Claims Administration & Objections</u>					
7/24/2023	Ryan Mersch	Begin executory contract cure overview schedule	720.00	0.5	360
7/26/2023	Chad Bacon	Prepare GUC claim addresses	540.00	1.9	1,026
<u>Financing & Cash Collateral</u>					
7/24/2023	Chad Bacon	Update daily cash forecast to reflect actuals for prior week and refine forecast payments for week ended 7/30	540.00	0.8	432
7/24/2023	Chad Bacon	Updates to DIP budget; refresh exhibits and revise DIP draws	540.00	1.9	1,026
7/24/2023	Chad Bacon	Prepare professional fee schedule	540.00	0.6	324
7/24/2023	Chad Bacon	Prepare for and participate in call with with Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: updates to DIP budget	540.00	0.2	108
7/24/2023	Tom Studebaker	Prepare for and participate in call with Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: updates to DIP budget	925.00	0.2	185
7/24/2023	Tom Studebaker	Prepare for and attend call with G. Broadbent re: DIP negotiations	925.00	0.2	185
7/24/2023	Tom Studebaker	Call with A. Grossi (Sidley) re: updates to DIP budget	925.00	0.3	278
7/24/2023	Tom Studebaker	Review and analysis of updated draft DIP budget based on continued negotiations, including correspondence regarding the same.	925.00	1.1	1,018
7/24/2023	Ryan Mersch	Prepare for and participate in call with Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: updates to DIP budget	720.00	0.2	144
7/24/2023	Tom Studebaker	Correspondence with A. Grossi, G. Broadbent, P. Venter re: DIP negotiations and next steps.	925.00	0.8	740
7/24/2023	Tom Studebaker	Review of current draft DIP and restructuring costs in connection with DIP negotiations.	925.00	0.4	370
7/24/2023	Tom Studebaker	Correspondence with A. Grossi, P. Venter, G. Broadbent, R. Mersch re: underground cabling issue at Richmond and related capex spend assumptions.	925.00	0.5	463
7/24/2023	Chad Bacon	Prepare and participate in discussion with the Debtor (L. Eggleton, C. Ross, T. Ward) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: Daily Cash	540.00	0.5	270
7/24/2023	Tom Studebaker	Prepare and participate in discussion with the Debtor (L. Eggleton, C. Ross, T. Ward) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: Daily Cash	925.00	0.5	463
7/24/2023	Ryan Mersch	Prepare and participate in discussion with the Debtor (L. Eggleton, C. Ross, T. Ward) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: daily cash	720.00	0.5	360
7/24/2023	Chad Bacon	Review of comments on term sheet	540.00	0.4	216
7/24/2023	Chad Bacon	Prepare supporting schedules for initial DIP budget	540.00	1.4	756
7/24/2023	Tom Studebaker	Prepare for and attend call with D. Clark (Armory) to discuss / confirm DIP variance testing.	925.00	0.1	93
7/24/2023	Tom Studebaker	Correspondence / discussion regarding DIP draw timing and Richmond construction plan.	925.00	0.4	370
7/24/2023	Tom Studebaker	Ongoing review of draft DIP Credit Agreement, including correspondence regarding the same.	925.00	1.4	1,295
7/24/2023	Tom Studebaker	Various correspondence / discussions with Sidley regarding draft DIP credit agreement.	925.00	0.8	740
7/24/2023	Tom Studebaker	Correspondence with M. Adler and A. Grossi regarding draft DIP credit agreement and draw schedule.	925.00	0.6	555
7/24/2023	Tom Studebaker	Continued discussions / correspondence with Sidley (W. Fang, M. Adler) regarding draft DIP Term sheet.	925.00	1.9	1,758
7/24/2023	Tom Studebaker	Correspondence with EQ, Sidley, and Debtor regarding DIP terms and draft DIP Credit Agreement.	925.00	0.3	278
7/24/2023	Tom Studebaker	Review of further updated draft DIP Credit Agreement.	925.00	0.4	370
7/24/2023	Tom Studebaker	Review of updated Studebaker Declaration incorporating additional changes.	925.00	0.4	370
7/24/2023	Ryan Mersch	Prepare for and participate in DIP budget discussion regarding latest credit agreement with Portage Point (T. Studebaker, R. Mersch)	720.00	0.7	504
7/24/2023	Ryan Mersch	Review and revise DIP credit agreement and restructuring support agreement based on various iterations by Equilibrium	720.00	1.1	792
7/24/2023	Tom Studebaker	Prepare for and participate in DIP budget discussion regarding latest credit agreement with Portage Point (T. Studebaker, R. Mersch)	925.00	0.7	648
7/25/2023	Chad Bacon	Review of latest DIP credit agreement	540.00	0.7	378

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
7/25/2023	Chad Bacon	Run various DIP fee scenarios through DIP budget	540.00	0.8	432
7/25/2023	Tom Stuebaker	Prepare for and attend call with Sidley and PPP to discuss open items and revisions to cash flow forecast.	925.00	0.3	278
7/25/2023	Tom Stuebaker	Various correspondence with EQ, Sidley, PPP, and Debtor regarding draft DIP Budget and final changes.	925.00	1.3	1,203
7/25/2023	Tom Stuebaker	Review and analysis of updated draft DIP Budget to be provided to EQ.	925.00	1.1	1,018
7/25/2023	Tom Stuebaker	Call with W. Fang and M. Adler to discuss updated DIP Budget and related changes.	925.00	0.2	185
7/25/2023	Tom Stuebaker	Various correspondence / discussions with Sidley (P. Venter, W. Fang, M. Adler) regarding draft DIP credit agreement and DIP motion / order in advance of 1st day hearing.	925.00	1.5	1,388
7/25/2023	Chad Bacon	Update supporting schedules for DIP budget	540.00	0.3	162
7/25/2023	Tom Stuebaker	Review of updated DIP Credit Agreement and DIP Order for purposes of updating draft DIP Budget.	925.00	0.6	555
7/25/2023	Ryan Mersch	Various iterations and updates regarding DIP budget based on DIP Lender correspondence	720.00	1.8	1,296
7/25/2023	Ryan Mersch	Develop overview summary of DIP budget for Portage Point (T. Stuebaker) in advance of first day hearing	720.00	0.9	648
7/25/2023	Tom Stuebaker	Discussion with Debtor (G. Broadbent) and Sidley (A. Grossi) re: regarding interim DIP funding.	925.00	0.4	370
7/25/2023	Tom Stuebaker	Review and analysis of DIP Budget in connection with reduced interim DIP draw.	925.00	0.3	278
7/25/2023	Tom Stuebaker	Discussion with EQ (D. Clark) regarding DIP Budget and final approval.	925.00	0.3	278
7/26/2023	Ryan Mersch	Compare latest budget against upcoming planned spend by PO	720.00	0.9	648
7/27/2023	Ryan Mersch	Review proposed weekly disbursements in connection with budget and interim caps	720.00	1.1	792
7/27/2023	Ryan Mersch	Develop and review weekly disbursement detail	720.00	0.8	576
7/28/2023	Chad Bacon	Reconcile cash activity for week's activity	540.00	1.2	648
7/28/2023	Ryan Mersch	Review of final disbursements to be made for week	720.00	0.7	504
7/28/2023	Chad Bacon	Updates to cash flow forecast	540.00	1.9	1,026
7/28/2023	Chad Bacon	Develop covenants tracker within weekly disbursements file	540.00	1.7	918
7/29/2023	Ryan Mersch	Review and reconcile end of week cash	720.00	0.7	504
7/31/2023	Tom Stuebaker	Correspondence / discussions with G. Broadbent regarding DIP Budget, capex budget, and Morehead sewer issue.	925.00	0.6	555
7/31/2023	Tom Stuebaker	Review of draft DIP variance analysis, including internal correspondence regarding the same.	925.00	0.3	278
7/31/2023	Tom Stuebaker	Review of detailed capex support schedule in connection with ongoing discussions with DIP lender.	925.00	0.4	370
7/31/2023	Ryan Mersch	Discussion and follow up analysis provided to Debtor (G. Broadbent) and Sidley (A. Grossi) related to Morehead CapEx	720.00	0.6	432
7/31/2023	Ryan Mersch	CapEx summary to provide to DIP lender	720.00	0.8	576
7/31/2023	Chad Bacon	Review and address CapEx related questions associated with budget	540.00	0.3	162
<u>Meetings & Communication with Creditors</u>					
7/31/2023	Tom Stuebaker	Correspondence with Armory (D. Clark) regarding scheduling of weekly call and DIP reporting.	925.00	0.2	185
<u>Plan & Disclosure Statement</u>					
7/24/2023	Ryan Mersch	Development and discussions with Debtor (T. Ward) regarding Richmond and Morehead asset purchase agreement exhibit schedules	720.00	1.8	1,296
7/24/2023	Ryan Mersch	Continued development of Richmond and Morehead asset purchase agreement exhibit schedules	720.00	1.3	936
7/24/2023	Ryan Mersch	Review and revise disclosure statement exhibits for outstanding items in advance of filing	720.00	0.9	648
7/25/2023	Chad Bacon	Review of solicitation overview	540.00	0.3	162
7/25/2023	Ryan Mersch	Development of standalone Somerset model for Debtor (L. Eggleton, T. Martin) marketing purposes	720.00	1.3	936
7/26/2023	Ryan Mersch	Continued updates and revisions to asset purchase agreement schedules	720.00	1.9	1,368
7/26/2023	Ryan Mersch	Solicitation material follow up for vendor addresses and other detail	720.00	1.4	1,008
7/28/2023	Ryan Mersch	Begin outline of liquidation analysis for disclosure statement	720.00	0.9	648
7/29/2023	Ryan Mersch	Follow up and review of Richmond and Morehead asset purchase agreement schedules	720.00	1.6	1,152
7/30/2023	Ryan Mersch	Follow up on APA schedules and finalization of other milestone items	720.00	0.9	648
<u>Relief From Stay & Adequate Protection</u>					
7/24/2023	Chad Bacon	Review of 9019 motion	540.00	0.8	432

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
7/24/2023	Chad Bacon	Update utilities motion schedule	540.00	0.8	432
7/24/2023	Ryan Mersch	Review and revise updates to the Utilities motion exhibit A regarding additional providers through discussions with Debtor (K. Schocket, T. Ward)	720.00	1.8	1,296
7/24/2023	Ryan Mersch	Developed detailed answers for the U.S. Trustee regarding Employee Wages motion through discussions with Debtor (E. Wilson)	720.00	1.7	1,224
7/24/2023	Ryan Mersch	Provide various diligence responses to Sidley (J. Leigh, W. Wang) regarding open items for first day motions and declarations	720.00	1.1	792
7/25/2023	Tom Studebaker	Prepare and participate in discussion with the States (Judge Jones, J. Whitworth, A. Martin), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: First Dav Hearing	925.00	1.7	1,573
7/25/2023	Chad Bacon	Prepare and participate in discussion with the States (Judge Jones, J. Whitworth, A. Martin), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: First Dav Hearing	540.00	1.7	918
7/25/2023	Ryan Mersch	Prepare and participate in discussion with the States (Judge Jones, J. Whitworth, A. Martin), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: First Dav Hearing	720.00	1.7	1,224
7/25/2023	Ryan Mersch	Various email and phone correspondence with Sidley Regarding first day preparation diligence	720.00	0.9	648
7/25/2023	Chad Bacon	Prepare ordinary course professionals listing	540.00	1.4	756
7/26/2023	Chad Bacon	Prepare and participate in discussion with Debtor (T. Ward, C. Ross, A. Pennington, C. Skiles, M. Ward, L. Eggleton, J. Ogle, E. Jones, D. Daugherty) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: Broader Vendor Tactics	540.00	1.4	756
7/26/2023	Tom Studebaker	Prepare and participate in discussion with Debtor (T. Ward, C. Ross, A. Pennington, C. Skiles, M. Ward, L. Eggleton, J. Ogle, E. Jones, D. Daugherty) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: Broader Vendor Tactics (partial)	925.00	1.1	1,018
7/26/2023	Chad Bacon	Prepare vendor outreach decision tree	540.00	1.7	918
7/26/2023	Chad Bacon	Review and comment on first day motion cap tracker	540.00	1.7	918
7/26/2023	Ryan Mersch	Prepare and participate in discussion with Debtor (T. Ward, C. Ross, A. Pennington, C. Skiles, M. Ward, L. Eggleton, J. Ogle, E. Jones, D. Daugherty) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: Broader Vendor Tactics	720.00	1.4	1,008
7/26/2023	Ryan Mersch	Multiple discussions with Debtor (T. Ward, A. Pennington, K. Schocket) regarding vendor dynamics and payment plans	720.00	1.6	1,152
7/26/2023	Ryan Mersch	Develop critical vendor template and structure outline for treatment of pre and post-petition vendors	720.00	1.8	1,296
7/26/2023	Ryan Mersch	Vendor communications and dynamics for critical vendor candidates and outline of potential payment dynamics	720.00	1.2	864
7/27/2023	Ryan Mersch	Prepare and participate in discussion with Debtor (T. Ward, C. Skiles, C. Ross, D. Daugherty, A. Pennington, J. Ogle) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: weekly disbursement	720.00	0.6	432
7/27/2023	Tom Studebaker	Prepare and participate in discussion with Debtor (T. Ward, C. Skiles, C. Ross, D. Daugherty, A. Pennington, J. Ogle) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: weekly disbursement	925.00	0.6	555
7/27/2023	Chad Bacon	Prepare and participate in discussion with Debtor (T. Ward, C. Skiles, C. Ross, D. Daugherty, A. Pennington, J. Ogle) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: weekly disbursement	540.00	0.6	324
7/27/2023	Chad Bacon	Finalize OCP schedule	540.00	1.5	810
7/27/2023	Chad Bacon	Prepare for and participate in conversation with vendor around claims; review of inbound vendor outreach and tracker	540.00	1.8	972
7/27/2023	Ryan Mersch	Development of interim cap tracker for distribution to Debtor finance / accounts payable department	720.00	0.7	504
7/27/2023	Ryan Mersch	Development and distribution to Sidley (J. Miller) of ordinary course professionals schedule	720.00	0.9	648
7/28/2023	Chad Bacon	Revise first day motions cap tracker	540.00	1.9	1,026
7/28/2023	Chad Bacon	Update OCP schedule	540.00	0.7	378
7/28/2023	Tom Studebaker	Internal correspondence regarding operational issues related to filing.	925.00	0.4	370
7/28/2023	Tom Studebaker	Review of draft interim cap tracker.	925.00	0.2	185
7/31/2023	Ryan Mersch	Update ordinary course professional listing	720.00	0.9	648
7/31/2023	Chad Bacon	Prepare for and participate in call with Debtor (C. Ross) and Portage Point (C. Bacon) re: utility deposit	540.00	0.3	162
7/31/2023	Chad Bacon	Revise OCP schedule	540.00	0.2	108

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
<u>Reporting</u>					
7/24/2023	Chad Bacon	Prepare variance report for the week ending 7/23	540.00	1.4	756
7/24/2023	Tom Studebaker	Review of draft variance analysis for WE 7/23.	925.00	0.3	278
7/25/2023	Ryan Mersch	Develop reporting overview schematic for case timeline	720.00	0.8	576
7/26/2023	Ryan Mersch	Detailed outline of workstream deadlines and work plan for execution	720.00	0.8	576
7/27/2023	Vito Brancatella	AppHarvest	435.00	0.3	131
7/27/2023	Chad Bacon	Prepare and participate in discussion with Debtor (T. Ward, C. Skiles, E. Jones, J. Langfels, D. Novakovic) and Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, V. Brancatella, P. Fanning) re: SOFA / SOAL	540.00	0.3	162
7/27/2023	Ryan Mersch	Prepare and participate in discussion with Debtor (T. Ward, C. Skiles, E. Jones, J. Langfels, D. Novakovic) and Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, V. Brancatella, P. Fanning) re: SOFA / SOAL	720.00	0.3	216
7/27/2023	Payton Fanning	Prepare and participate in discussion with Debtor (T. Ward, C. Skiles, E. Jones, J. Langfels, D. Novakovic) and Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, V. Brancatella, P. Fanning) re: SOFA / SOAL	420.00	0.3	126
7/27/2023	Rob Wedinger	Prepare and participate in discussion with Debtor (T. Ward, C. Skiles, E. Jones, J. Langfels, D. Novakovic) and Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, V. Brancatella, P. Fanning) re: SOFA / SOAL	725.00	0.3	218
7/27/2023	Logan Hays	Internal meeting to align on SOFA / SOAL approach leveraging Dynamics data	600.00	0.3	180
7/27/2023	Ryan Mersch	Review and revise SOFA / SOAL reporting criteria and detail for ERP access and other detail	720.00	1.8	1,296
7/27/2023	Ryan Mersch	Outline of key reporting deadlines and SOFA / SOAL workplan for timeline execution	720.00	0.7	504
7/27/2023	Chad Bacon	Review and update SOFA / SOAL template	540.00	1.8	972
7/27/2023	Vito Brancatella	Prepare and participate in discussion with Debtor (T. Ward, C. Skiles, E. Jones, J. Langfels, D. Novakovic) and Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, V. Brancatella, P. Fanning) re: SOFA / SOAL	435.00	0.4	174
7/27/2023	Zach Fritz	Prepare and participate in discussion with Debtor (T. Ward, C. Skiles, E. Jones, J. Langfels, D. Novakovic) and Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, V. Brancatella, P. Fanning) re: SOFA / SOAL	600.00	0.3	180
7/28/2023	Vito Brancatella		435.00	0.3	131
7/28/2023	Vito Brancatella	Internal meeting to align on SOFA / SOAL approach leveraging Dynamics data	435.00	0.4	174
7/28/2023	Rob Wedinger	Internal meeting to align on SOFA / SOAL approach leveraging Dynamics data	725.00	0.3	218
7/28/2023	Logan Hays	Internal meeting to align on SOFA / SOAL approach leveraging Dynamics data	600.00	0.3	180
7/28/2023	Zach Fritz	0	600.00	0.3	180
7/28/2023	Zach Fritz		600.00	1.3	780
7/28/2023	Ryan Mersch	SOFA and SOAL follow up and review of closed financials to begin creation of Excel workbook (part 1)	720.00	2.0	1,440
7/28/2023	Ryan Mersch	SOFA and SOAL follow up and review of closed financials to begin creation of Excel workbook (part 2)	720.00	1.7	1,224
7/29/2023	Ryan Mersch	SOFA / SOAL update and review and continued development to meet deadline	720.00	1.9	1,368
7/30/2023	Vito Brancatella	Construct AH SOFA / SOAL Question Tracker	435.00	1.0	435
7/30/2023	Rob Wedinger	Review of source data, game planning for deliverables with the team, and division of duties for execution	725.00	0.6	435
7/30/2023	Ryan Mersch	Follow up on SOFA / SOAL and continued edits / updates	720.00	0.8	576
7/30/2023	Payton Fanning	Work on SOFA report checklist	420.00	1.2	504
7/30/2023	Zach Fritz	Started to prepare SOFA & SOAL workfiles and reviewed ERP system outputs	600.00	1.1	660
7/31/2023	Vito Brancatella	Processed GL Register2023 Master.xlsx data and populated SOAL / SOFA schedules	435.00	1.9	827
7/31/2023	Payton Fanning	Meeting with TAS team to create SOFA and SOAL schedules	420.00	1.1	462
7/31/2023	Zach Fritz	Historical GL data pull down from Dynamics platform	600.00	0.9	540
7/31/2023	Payton Fanning	Data processing of quarterly GL details for SOFA/SOAL tableau dashboard	420.00	1.7	714
7/31/2023	Rob Wedinger	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL update to be sent to ChrisSkiles, AppHarvest	725.00	1.6	1,160
7/31/2023	Rob Wedinger	Filing organization - template build and allocation of duties with a review of filing items to ensure proper data collection / alignment	725.00	1.9	1,378
7/31/2023	Chad Bacon	Prepare variance report for week ended 7/30	540.00	1.8	972
7/31/2023	Ryan Mersch	SOFA / SOAL update analysis based on financials and other non-financial related questions (Part 1)	720.00	2.0	1,440

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
7/31/2023	Ryan Mersch	SOFA / SOAL update analysis based on financials and other non-financial related questions (Part 2)	720.00	1.4	1,008
7/31/2023	Zach Fritz	AppH - Dynamics catch-up. Met with AppH Controller to discuss open items	600.00	0.5	300
7/31/2023	Zach Fritz	Set up SOFA entity templates and reviewed Dynamics revenue GL data to respond to applicable prompts	600.00	1.8	1,080
7/31/2023	Zach Fritz	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL update to be sent to Chris Skiles, AppHarvest	600.00	1.4	840
7/31/2023	Zach Fritz	Created trackers and initial open items request list for SOFA to send to management	600.00	1.7	1,020
7/31/2023	Zach Fritz	Pull quarterly GL detail and other miscellaneous reports from Dynamics 365 platform	600.00	1.9	1,140
7/31/2023	Logan Hays	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL update to be sent to Chris Skiles, AppHarvest	600.00	1.4	840
7/31/2023	Logan Hays	AppH - Dynamics catch-up with Chris at the Debtor	600.00	0.5	300
7/31/2023	Vito Brancatella	SOFA / SOAL internal meeting to discuss follow-up questions for AppHarvest team	435.00	2.0	870
7/31/2023	Logan Hays	Add the capability to roll activity to balance sheet amounts to create dynamic 7-23-2023 balance sheet dashboard	600.00	1.7	1,020
7/31/2023	Vito Brancatella	SOFA / SOAL internal meeting to discuss follow-up questions for AppHarvest team	435.00	1.8	783
7/31/2023	Logan Hays	Work through the SOAL questions using the combined general ledger and other supporting schedules	600.00	2.0	1,200
7/31/2023	Logan Hays	Work through SOFA questions using combined general ledger and other supporting schedules.	600.00	1.8	1,080
7/31/2023	Logan Hays	Work with the team to identify and document the follow-up questions and schedules we will need to progress. Further, help draft the follow up email.	600.00	1.7	1,020
7/31/2023	Rob Wedinger	Data alignment / review - working with GL detail and supporting schedules to align detailed support to the various questions and categories to be addressed	725.00	1.7	1,233
7/31/2023	Rob Wedinger	Data analysis and GL review - tie-out of schedules amongst themselves to ensure alignment / accuracy prior to entry within the schedules	725.00	1.6	1,160
7/31/2023	Payton Fanning	Data processing of quarterly GL detail for SOFA/SOAL tableau dashboard	420.00	1.9	798
7/31/2023	Payton Fanning	Creation of SOFA tableau schedules and updating schedules	420.00	1.4	588
7/31/2023	Payton Fanning	Creation of SOAL tableau schedules and updating schedules	420.00	1.7	714
7/31/2023	Payton Fanning	Creation of SOAL tableau schedules and updating schedules	420.00	1.9	798
7/31/2023	Payton Fanning	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL update to be sent to Chris Skiles, AppHarvest	420.00	1.4	588
7/31/2023	Zach Fritz	Created pivots from GL data to determine raw material inventory by entity by type	600.00	1.6	960
7/31/2023	Zach Fritz	Created pivot to determine deposits and any notes receivables by entity by counterparty	600.00	0.8	480
7/31/2023	Zach Fritz	Reviewed open items emailed responses from management and layered into tracker	600.00	0.8	480
7/31/2023	Vito Brancatella	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL update to be sent to Chris Skiles, AppHarvest	435.00	1.4	609
7/31/2023	Rob Wedinger	Review of work completed by L. Hays, Z. Fritz, P. Fanning and V. Brancatella completed for the day	725.00	0.8	580
7/31/2023	Vito Brancatella	Processed GL Register2023 Master.xlsx data and populated SOAL / SOFA schedules	435.00	1.6	696
7/31/2023	Zach Fritz	Drafted email response to management and provided commentary on support provided and additional detail required	600.00	0.9	540
Grand Total				281.2	\$ 186,609

DETAILED RECORD OF EXPENSES FOR THE FEE PERIOD

EXPENSE DETAIL (I.E., INVOICES)

<u>Date</u>	<u>Professional</u>	<u>Expense Type</u>	<u>Notes</u>	<u>Expense</u>
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

APPHARVEST PRODUCTS, LLC, et al.,¹

Debtor.

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Chapter 11

Case No. 23-90745 (DRJ)

(Jointly Administered)

**NOTICE OF TRIPLE P RTS, LLC'S SECOND MONTHLY
FEE STATEMENT FOR COMPENSATION OF SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES AS FINANCIAL ADVISOR TO THE DEBTORS
FOR THE PERIOD FROM AUGUST 1, 2023 THROUGH AUGUST 31, 2023**

Name of Applicant:	Triple P RTS, LLC	
Applicant's Role in Case:	Financial Advisor to Debtors	
Date Order of Employment Signed:	September 12, 2023 [Docket No. 436]	
	Beginning of Period:	End of Period
Time period covered by this Statement:	August 1, 2023	August 31, 2023
Summary of Total Fees and Expenses Requested		
Total fees requested for payment in this Statement:	\$555,320.00 (80% of \$694,150.00)	
Total expenses requested for payment in this Statement:	\$6,291.44	
Total fees and expenses requested for payment in this Statement (excluding the 20% Fee Holdback):	\$561,611.44	
Total fees and expenses for the period covered by this Statement (includes the 20% Fee Holdback):	\$700,441.44	

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.

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.

Pursuant to §§ 327, 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 Retained Professionals* (the “Fee Procedures Order”) [Docket No. 435], Triple P RTS, LLC (“Portage Point”), as Financial Advisor to the Debtors, hereby files its *Second Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel to the Debtor for the Period from August 1, 2023 through August 31, 2023* (“Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Fee Procedures Order, Portage Point seeks interim payment of \$555,320.00 (80% of \$694,150.00) as compensation for professional services rendered to the Debtor during the period from August 1, 2023 through August 31, 2023 (the “Fee Period”); and reimbursement of actual and necessary expenses in the amount of \$6,291.44, for a total amount of **\$561,611.44** to be paid upon expiration of the objection deadline.

2. In support of the Monthly Fee Statement, Portage Point submits a summary of the time expended by Portage Point professionals, together with their respective hourly rates, attached hereto as **Exhibit A**. Summaries of the calculations for fees by project category and expenses are

attached hereto as **Exhibit B** and **Exhibit C**, respectively. Detailed descriptions of services rendered with respect to each project category are attached hereto as **Exhibit D**, and detail descriptions of expenses during the fee application period are attached hereto as **Exhibit E**.

3. Pursuant to the Fee Procedures Order, any party objecting to the payment of the compensation and reimbursement of expenses requested herein shall serve via email to Portage Point, and the following Application Recipients (as defined in the Fee Procedures Order), a written notice setting forth the precise nature of the objection and the amount at issue (the “Notice of Objection”) on or before 4:00 p.m. (prevailing Central Time) fourteen (14) days after service of this Monthly Fee Statement:

- (a) The Debtors, AppHarvest Products, LLC, Attn: Gary Broadbent (gary.broadbent@appharvest.com), , 410 W Short Street, Lexington, KY 40507;
- (b) Counsel to the Debtors, (a) Sidley Austin LLP, Attn: Jeri Leigh Miller (jeri.miller@sidley.com), and (b) Jackson Walker LLP, Attn: Vienna Anaya (vanaya@jw.com) and Emily Meraia (emeraia@jw.com);
- (c) The U.S. Trustee for the Southern District of Texas, 515 Rusk Street, Suite 3516, Houston, Texas 77002, Attn: Jana Whitworth (jana.whitworth@usdoj.gov) and Vianey Garza (vianey.garza@usdoj.gov);
- (d) Proposed counsel to the Official Committee of Unsecured Creditors, McDermott Will & Emery LLP, One Vanderbilt Avenue, New York, NY 10017, Attn: Kristin Going (kgoing@mwe.com) and Chuck Gibbs (crgibbs@mwe.com); and
- (e) Any party in interest that submits a request to be included as one of the Notice Parties under the Fee Procedures Order.

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

Houston, Texas

Dated: September 13, 2023

THOMAS STUDEBAKER, as an Authorized
Representative of Triple P RTS, LLC
300 North LaSalle, 1420
Chicago, IL 60654

/s/ Thomas Studebaker

By: Thomas Studebaker
Managing Director

EXHIBIT A**SUMMARY OF HOURS BY PROFESSIONAL**

Professional	Position	Rate	8/1/2023 - 8/31/2023	
			Hours	Fees
Tom Studebaker	Managing Director	\$ 925.00	183.00	\$ 169,275.00
Ryan Mersch	Senior Director	720.00	332.20	239,184.00
Rob Wedinger	Senior Director	725.00	36.80	26,680.00
Chad Bacon	Vice President	540.00	284.20	153,468.00
Zach Fritz	Vice President	600.00	55.30	33,180.00
Logan Hays	Vice President	600.00	25.80	15,480.00
Vito Brancatella	Senior Associate	435.00	54.60	23,751.00
Manning Wu	Associate	400.00	40.20	16,080.00
Payton Fanning	Associate	420.00	40.60	17,052.00
Total Hours and Fees			1,052.70	\$ 694,150.00
Average Billing Rate				\$ 659.40

EXHIBIT B**SUMMARY OF HOURS AND FEES BY MATTER CATEGORY**

<u>Matter Category</u>	<u>Hours</u>	<u>Fees</u>
Asset Recovery & Analysis	68.50	\$ 46,683.50
Assumption & Rejection of Leases and Contracts	56.20	34,439.00
Business Operations	61.40	42,214.00
Case Administration	98.50	76,645.00
Claims Administration & Objections	12.00	7,552.00
Employee Benefits & Pensions	18.60	13,075.00
Employment & Fee Applications	25.20	12,853.00
Financing & Cash Collateral	152.10	104,802.00
Meetings & Communication with Creditors	81.20	60,546.00
Non- Working Travel	7.00	5,860.00
Plan & Disclosure Statement	99.50	73,099.00
Relief From Stay & Adequate Protection	21.60	13,424.00
Reporting	350.90	202,957.50
Total Hours and Fees	1,052.70	\$ 694,150.00

Total Fees for Fee Period	\$694,150.00
20% Fee Holdback for Fee Period	(\$138,830.00)
80% of Fees Amount for Fee Period	\$555,320.00
Expenses for Fee Period	\$6,291.44
TOTAL REQUEST	<u>\$561,611.44</u>

EXHIBIT C

SUMMARY OF EXPENSES BY PROJECT CATEGORY

<u>Expense Category</u>	<u>Expense</u>
Airfare	\$ 2,715.81
Lodging	2,552.28
Transportation	755.10
Travel Meals	<u>268.25</u>
Total	\$ 6,291.44

DETAILED RECORD OF FEES FOR THE FEE PERIOD

TIME DETAIL (I.E., INVOICES)

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
<u>Asset Recovery & Analysis</u>					
8/4/2023	Chad Bacon	Address various diligence requests	\$ 540.00	1.2	\$ 648
8/4/2023	Chad Bacon	Review of new documents uploaded into data room	540.00	0.8	432
8/5/2023	Tom Studebaker	Review of stalking horse APA agreement, including correspondence regarding the same.	925.00	1.1	1,018
8/8/2023	Tom Studebaker	Correspondence regarding Remaining Assets APA and related supporting detail.	925.00	0.6	555
8/9/2023	Tom Studebaker	Correspondence with Sidley and JEF regarding Red Sea investment and required consents.	925.00	0.6	555
8/10/2023	Chad Bacon	Address various diligence requests from counsel; coordinate responses with the Debtor	540.00	1.3	702
8/10/2023	Tom Studebaker	Review and analysis of UCC issues list on bid procedures.	925.00	0.4	370
8/10/2023	Tom Studebaker	Correspondence regarding asset appraisals and related supporting details.	925.00	0.3	278
8/10/2023	Chad Bacon	Review of bid procedures and issue list	540.00	0.8	432
8/10/2023	Tom Studebaker	Review and analysis of projected A/R at close, including correspondence regarding the same.	925.00	0.6	555
8/11/2023	Tom Studebaker	Correspondence related to diminimis assets and process items.	925.00	0.6	555
8/14/2023	Tom Studebaker	Review and analysis of initial draft GUC analysis, including internal correspondence regarding the same.	925.00	0.9	833
8/14/2023	Tom Studebaker	Initial analysis / development of liquidation analysis structure and related waterfall.	925.00	1.2	1,110
8/14/2023	Tom Studebaker	Review of appraisals for purposes of liquidation / recovery analysis.	925.00	0.8	740
8/14/2023	Tom Studebaker	Review of correspondence regarding consent for the KISS convertible note.	925.00	0.4	370
8/15/2023	Tom Studebaker	Continued analysis / development of liquidation analysis structure and related waterfall.	925.00	1.2	1,110
8/15/2023	Tom Studebaker	Review of DIP Credit Agreement for purposes of liquidation analysis / recovery analysis.	925.00	0.9	833
8/16/2023	Tom Studebaker	Review of 9019 materials and supporting financial information in response to ongoing UCC diligence.	925.00	1.1	1,018
8/16/2023	Tom Studebaker	Continued review of draft liquidation analysis and related write-up.	925.00	1.1	1,018
8/17/2023	Tom Studebaker	Continued review and analysis of draft liquidation analysis for Ch. 11 and Ch. 7, and related documentation of assumptions and inputs.	925.00	1.8	1,665
8/17/2023	Tom Studebaker	Review of draft APA for Somerset / Other Assets.	925.00	0.9	833
8/19/2023	Chad Bacon	Review of proposed final 9019 order	540.00	0.9	486
8/22/2023	Chad Bacon	Review of settlement term sheet draft	540.00	0.9	486
8/23/2023	Chad Bacon	Review of redline to settlement term sheet	540.00	0.6	324
8/23/2023	Manning Wu	Prepare for and participate in call with Debtor (T. Martin, K. Schockett, L. Eggleton, T. Ward), Cox (D. Flowers), Jefferies (J. Bienenstock, C. Gong, P. Eagel, T. Kim) and Portage Point (R. Mersch, M. Wu) re: financial model discussion	400.00	0.9	360
8/23/2023	Ryan Mersch	Prepare for and participate in call with Debtor (T. Martin, K. Schockett, L. Eggleton, T. Ward), Cox (D. Flowers), Jefferies (J. Bienenstock, C. Gong, P. Eagel, T. Kim) and Portage Point (R. Mersch, M. Wu) re: financial model discussion	720.00	0.9	648
8/23/2023	Chad Bacon	Review of sale order and sale motion	540.00	0.8	432
8/23/2023	Chad Bacon	Address somerset diligence items	540.00	1.7	918
8/24/2023	Tom Studebaker	Review and analysis of draft Sale Motion and related documents.	925.00	0.9	833
8/25/2023	Chad Bacon	Review of bidding procedures order and sale notice	540.00	0.8	432
8/27/2023	Manning Wu	Prepare for and participate in call with Debtor (S. Emerson, L. Eggleton, T. Ward, D. Wesley, K. Schockett, R. Antscherl, E. Jones, J. Foslien, T. Martin, G. Broadbent), Jefferies (T. Kim, P. Engel, T. Ekeren, J. Bienenstock, C. Gong), Portage Point (C. Bacon, M. Wu) re: 1. permits / regulatory requirements and 2. property (rollback) tax	400.00	1.0	400
8/27/2023	Chad Bacon	Prepare for and participate in call with Debtor (S. Emerson, L. Eggleton, T. Ward, D. Wesley, K. Schockett, R. Antscherl, E. Jones, J. Foslien, T. Martin, G. Broadbent), Jefferies (T. Kim, P. Engel, T. Ekeren, J. Bienenstock, C. Gong), Portage Point (C. Bacon, M. Wu) re: 1. permits / regulatory requirements and 2. property (rollback) tax	540.00	1.0	540
8/28/2023	Ryan Mersch	Discussion with Jefferies (P. Engel) regarding sale process update	720.00	0.6	432
8/28/2023	Chad Bacon	Review of bid comparison	540.00	0.5	270
8/29/2023	Chad Bacon	Search for various agreements referenced in mechanics liens	540.00	1.7	918
8/29/2023	Chad Bacon	Address various diligence requests from bidders	540.00	1.4	756
8/29/2023	Tom Studebaker	Review and respond to correspondence regarding Berea contract assumption detail and related support.	925.00	1.1	1,018
8/29/2023	Tom Studebaker	Review of bid summaries and related information in advance of auction.	925.00	1.3	1,203

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/30/2023	Manning Wu	Prepare and participate in discussion with Sidley Austin, Jefferies, UCC, Equilibrium, Debtor and Portage Point (R. Mersch, C. Bacon, M. Wu) re: Auction	400.00	0.9	360
8/30/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin, Jefferies, UCC, Equilibrium, Debtor and Portage Point (R. Mersch, C. Bacon, M. Wu) re: Auction	720.00	0.9	648
8/30/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin, Jefferies, UCC, Equilibrium, Debtor and Portage Point (R. Mersch, C. Bacon, M. Wu) re: Auction	540.00	0.9	486
8/30/2023	Chad Bacon	Prepare Somerset APA schedules workbook	540.00	1.8	972
8/30/2023	Chad Bacon	Prepare for and participate in call with Debtor (L. Eggleton, C. Skiles, D. Daugherty, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: Somerset APA schedules	540.00	0.8	432
8/30/2023	Chad Bacon	Revise Somerset APA schedules	540.00	1.7	918
8/30/2023	Ryan Mersch	Prepare for and participate in call with Debtor (L. Eggleton, C. Skiles, D. Daugherty, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: Somerset APA schedules	720.00	0.8	576
8/30/2023	Manning Wu	Prepare and participate in discussion with Debtor (E. Jones, C. Skiles), Sidley (W. Fang, M. Alden), Wuersch & Gering (M. Palmese, S. McNally), Portage Point (R. Mersch, C. Bacon, M. Wu) re: tax liabilities	400.00	0.5	200
8/30/2023	Ryan Mersch	Prepare and participate in discussion with Debtor (E. Jones, C. Skiles), Sidley (W. Fang, M. Alden), Wuersch & Gering (M. Palmese, S. McNally), Portage Point (R. Mersch, C. Bacon, M. Wu) re: tax liabilities	720.00	0.5	360
8/30/2023	Chad Bacon	Prepare and participate in discussion with Debtor (E. Jones, C. Skiles), Sidley (W. Fang, M. Alden), Wuersch & Gering (M. Palmese, S. McNally), Portage Point (R. Mersch, C. Bacon, M. Wu) re: tax liabilities	540.00	0.5	270
8/30/2023	Ryan Mersch	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon) regarding APA schedules and diligence	720.00	0.7	504
8/30/2023	Ryan Mersch	Develop APA schedules for Somerset transaction with multiple conversations with Debtor (C. Skiles, A. Pennington, L. Eggleton)	720.00	1.4	1,008
8/30/2023	Chad Bacon	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon) regarding APA schedules and diligence	540.00	0.7	378
8/30/2023	Chad Bacon	Begin preparing mechanics lien workbook	540.00	1.9	1,026
8/30/2023	Chad Bacon	Review of Somerset contracts	540.00	1.6	864
8/30/2023	Tom Studebaker	Ongoing review of updated bid detail in connection with auction, including correspondence regarding the same.	925.00	1.7	1,573
8/30/2023	Tom Studebaker	Review and response to correspondence regarding Somerset APA mark-ups.	925.00	0.6	555
8/30/2023	Tom Studebaker	Review and respond to various diligence items in support of auction, including internal correspondence regarding the same.	925.00	0.9	833
8/31/2023	Manning Wu	Prepare and participate in discussion with Sidley Austin, Jefferies, Maynard Nexsen, MWE for UCC, Equilibrium, Bosch, Mastronardi, GCL, M3, Jackson Walker, Debtor and Portage Point (R. Mersch, C. Bacon, M. Wu) re: Auction	400.00	1.6	640
8/31/2023	Chad Bacon	Continued revisions to Somerset APA schedules	540.00	1.8	972
8/31/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin, Jefferies, Maynard Nexsen, MWE for UCC, Equilibrium, Bosch, Mastronardi, GCL, M3, Jackson Walker, Debtor and Portage Point (R. Mersch, C. Bacon, M. Wu) re: Auction	540.00	1.6	864
8/31/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin, Jefferies, Maynard Nexsen, MWE for UCC, Equilibrium, Bosch, Mastronardi, GCL, M3, Jackson Walker, Debtor and Portage Point (R. Mersch, C. Bacon, M. Wu) re: Auction	720.00	1.6	1,152
8/31/2023	Chad Bacon	Revise property and fixtures APA schedule	540.00	1.7	918
8/31/2023	Tom Studebaker	Prepare and participate in discussion with Sidley Austin, Jefferies, Maynard Nexsen, MWE for UCC, Equilibrium, Bosch, Mastronardi, GCL, M3, Jackson Walker, Debtor and Portage Point (T. Studebaker (partial), R. Mersch, C. Bacon, M. Wu) re: Auction	925.00	0.9	833
8/31/2023	Chad Bacon	Update mechanics lien tracker with AP balances	540.00	1.4	756
8/31/2023	Chad Bacon	Search for Pulaski contracts for APA	540.00	1.9	1,026
8/31/2023	Tom Studebaker	Ongoing review and analysis of bids received in connection with auction, including correspondence regarding the same.	925.00	1.6	1,480

Assumption & Rejection of Leases and Contracts

8/1/2023	Chad Bacon	Organize contracts and distribute to claims agent	540.00	1.3	702
8/2/2023	Chad Bacon	Begin reviewing Company drive for Berea related contracts to prepare assume contract listing	540.00	1.8	972
8/3/2023	Chad Bacon	Prepare Berea contract list	540.00	1.8	972
8/3/2023	Chad Bacon	Update Berea contract list based on TTM spend	540.00	1.6	864
8/3/2023	Chad Bacon	Update Berea contract list with contract type	540.00	1.4	756

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/4/2023	Ryan Mersch	Contract outline for farm-level assignment listing	720.00	0.7	504
8/7/2023	Ryan Mersch	Development and update of Berea contract assignment listing with discussion with Debtor (C. Skiles)	720.00	1.2	864
8/8/2023	Chad Bacon	Prepare contract cure schedule	540.00	1.4	756
8/8/2023	Manning Wu	Worked on matching the vendor names	400.00	1.0	400
8/8/2023	Tom Studebaker	Review of Berea contracts schedule to detail operational agreements, including correspondence regarding the same.	925.00	0.4	370
8/8/2023	Chad Bacon	Update Berea contract list	540.00	1.6	864
8/8/2023	Ryan Mersch	Continued development and edit of broader cure schedule by contract	720.00	1.4	1,008
8/8/2023	Ryan Mersch	Development and update of the Berea assumption and assignment contract list	720.00	1.1	792
8/9/2023	Manning Wu	Prepare for and participate in call with Portage Point (M. Wu, C. Bacon) re: Berea contract list	400.00	0.5	200
8/9/2023	Manning Wu	Worked on the Berea Contracts	400.00	2.0	800
8/9/2023	Chad Bacon	Begin to develop Berea contract cure schedule	540.00	1.8	972
8/9/2023	Chad Bacon	Revisions to Berea contract cure schedule	540.00	1.6	864
8/9/2023	Ryan Mersch	Overview and outline with intermittent discussions with Portage Point (C. Bacon) regarding Berea assignment listing	720.00	0.7	504
8/9/2023	Chad Bacon	Prepare for and participate in call with Portage Point (M. Wu, C. Bacon) re: Berea contract list	540.00	0.5	270
8/10/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (A. Barajas) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: Berea contract cures	540.00	0.4	216
8/10/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (A. Barajas) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: Berea contract cures	720.00	0.4	288
8/10/2023	Chad Bacon	Revise Berea contracts list per comments from counsel	540.00	1.3	702
8/10/2023	Ryan Mersch	Review and revise Berea assignment schedule	720.00	0.7	504
8/10/2023	Tom Studebaker	Prepare and participate in standing call with Sidley Austin (A. Barajas) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: Berea contract cures	925.00	0.4	370
8/11/2023	Ryan Mersch	Continued development of executory contract cure schedule	720.00	1.2	864
8/11/2023	Ryan Mersch	Further refinement and analysis of executory contracts to include facility level detail	720.00	1.8	1,296
8/11/2023	Chad Bacon	Continued development of executory contract listing	540.00	1.8	972
8/12/2023	Ryan Mersch	Contract cure schedule update and development go-forward execution plan	720.00	0.9	648
8/14/2023	Manning Wu	Prepare for and participate in call with AppHarvest (A. Pennington, C. Skiles, C. Ross, T. Ward, L. Eggleton, G. Broadbent) and Portage Point (R. Mersch, M. Wu) regarding executory contract cure schedule	400.00	0.4	160
8/14/2023	Ryan Mersch	Prepare for and participate in call with AppHarvest (A. Pennington, C. Skiles, C. Ross, T. Ward, L. Eggleton, G. Broadbent) and Portage Point (R. Mersch, M. Wu) regarding executory contract cure schedule	720.00	0.4	288
8/15/2023	Manning Wu	Prepare for and participate in call with Sidley (P. Venter, C. McManus, J. Miller) and Portage Point (R. Mersch, M. Wu) regarding independent contractors	400.00	0.3	120
8/15/2023	Ryan Mersch	Prepare for and participate in call with Sidley (P. Venter, C. McManus, J. Miller) and Portage Point (R. Mersch, M. Wu) regarding independent contractors	720.00	0.3	216
8/15/2023	Ryan Mersch	Review and revise updated executory contract listing schedule	720.00	1.6	1,152
8/16/2023	Ryan Mersch	Discussion with Debtor (A. Pennington, C. Skiles) regarding executory contract review	720.00	0.8	576
8/16/2023	Ryan Mersch	Prepare for and participate in discussion with Sidley (M. Alden) regarding executory contracts	720.00	0.6	432
8/16/2023	Ryan Mersch	Finalize executory cure schedule listing for distribution to Sidley	720.00	1.3	936
8/17/2023	Ryan Mersch	Various correspondence with Sidles (A. Barajas) regarding Mastronardi contracts with follow up detail	720.00	1.2	864
8/17/2023	Ryan Mersch	Update contract listing and provide robust contract database within datasite	720.00	1.7	1,224
8/17/2023	Chad Bacon	Revise Berea contracts listing to reflect updated contracts	540.00	1.6	864
8/17/2023	Chad Bacon	Review of latest executory contracts listing	540.00	0.7	378
8/18/2023	Ryan Mersch	Develop update assignment listing post discussions with Davis Polk	720.00	0.9	648
8/21/2023	Tom Studebaker	Review correspondence regarding executory contract schedules and supporting detail per request of EQ.	925.00	0.6	555
8/21/2023	Chad Bacon	Gather contracts for DIP lender review	540.00	1.7	918
8/21/2023	Chad Bacon	Calculate potential lease rejection claim	540.00	0.8	432
8/23/2023	Ryan Mersch	Contract schedule updates and contract organization and gathering	720.00	0.7	504
8/24/2023	Ryan Mersch	Various contract review and organization for DIP lender diligence and other items	720.00	1.4	1,008

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/25/2023	Ryan Mersch	Assumption and assignment listing for executory contract cure schedule	720.00	0.9	648
8/25/2023	Chad Bacon	Review of assumption and assignment order	540.00	0.7	378
8/28/2023	Chad Bacon	Address contract related questions from counsel; track down contracts and responses from the Debtor	540.00	1.6	864
8/29/2023	Chad Bacon	Gather various contracts / agreements for EQ	540.00	1.6	864
8/29/2023	Chad Bacon	Respond to counsel on status of PO work	540.00	0.6	324
8/30/2023	Ryan Mersch	Executory cure schedule overview and revisions for Pulaski contract schedules with overview of utility contracts	720.00	1.1	792
<u>Business Operations</u>					
8/1/2023	Ryan Mersch	Discussion with Debtor (G. Broadbent, L. Eggleton) regarding PTO payouts and other employee strategies	720.00	0.6	432
8/1/2023	Ryan Mersch	Multiple discussion with Debtor (T. Ward, C. Ross) regarding PTO and employee issues	720.00	0.9	648
8/1/2023	Ryan Mersch	Various vendor tactic discussions with Debtor (T. Ward, C. Skiles, A. Pennington) regarding vendor issues and demands	720.00	1.7	1,224
8/2/2023	Ryan Mersch	Prepare for and participate in call with vendor and Debtor (M. Ward, T. Ward) regarding go-forward business	720.00	0.6	432
8/2/2023	Ryan Mersch	Extensive vendor / business operations discussions and term negotiations	720.00	1.4	1,008
8/3/2023	Chad Bacon	Review and develop payment run	540.00	1.7	918
8/3/2023	Ryan Mersch	Discussions with various vendors regarding go-forward business strategy and Debtor (T. Ward, M. Ward, A. Pennington)	720.00	1.3	936
8/4/2023	Chad Bacon	Prepare for and participate in call with Debtor (C. Ross, C. Skiles, D. Daugherty, T. Ward, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: development of supply chain strategy	540.00	0.8	432
8/4/2023	Ryan Mersch	Prepare for and participate in call with Debtor (C. Ross, C. Skiles, D. Daugherty, T. Ward, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: development of supply chain strategy	720.00	0.8	576
8/4/2023	Ryan Mersch	Discussion with Grainger and Debtor (T. Ward, A. Pennington, M. Ward) regarding go forward business	720.00	0.6	432
8/4/2023	Ryan Mersch	Discussion with potential critical vendor and Debtor (T. Ward, A. Pennington, M. Ward) regarding go-forward business uses	720.00	0.7	504
8/4/2023	Ryan Mersch	Outline and review of vendor dynamics and criticality for go-forward business strategy	720.00	1.3	936
8/6/2023	Ryan Mersch	Various vendor strategy dynamic overview for Debtor finance team	720.00	0.7	504
8/7/2023	Ryan Mersch	Discussion with Debtor (T. Martin, L. Eggleton, G. Broadbent, T. Ward, C. Skiles, E. Wilson, C. Ross) regarding business update and employee communications	720.00	1.6	1,152
8/7/2023	Ryan Mersch	Multiple in-person discussion with Debtor (C. Skiles, A. Pennington, T. Ward, C. Ross) regarding vendor management and strategic tactics	720.00	1.8	1,296
8/8/2023	Ryan Mersch	Various discussions regarding operations and supply chain dynamics and vendor strategy with Debtor (A. Pennington, C. Skiles, T. Ward)	720.00	1.4	1,008
8/8/2023	Tom Studebaker	Correspondence regarding vendor issues, potential claim amounts, and potential resolutions.	925.00	0.6	555
8/9/2023	Chad Bacon	Prepare for and participate in call with Debtor (L. Eggleton, C. Ross, C. Skiles, D. Daugherty, T. Ward, M. Ward, A. Pennington) and Portage Point (T. Studebaker, R. Merch, C. Bacon) re: development of supply chain strategy / payment run	540.00	0.6	324
8/9/2023	Ryan Mersch	Prepare for and participate in call with Debtor (L. Eggleton, C. Ross, C. Skiles, D. Daugherty, T. Ward, M. Ward, A. Pennington) and Portage Point (T. Studebaker, R. Merch, C. Bacon) re: development of supply chain strategy / payment run	720.00	0.6	432
8/9/2023	Tom Studebaker	Prepare for and participate in call with Debtor (L. Eggleton, C. Ross, C. Skiles, D. Daugherty, T. Ward, M. Ward, A. Pennington) and Portage Point (T. Studebaker, R. Merch, C. Bacon) re: development of supply chain strategy / payment run	925.00	0.6	555
8/9/2023	Tom Studebaker	Correspondence regarding various vendor issues and payment requests relative to budget amounts.	925.00	0.4	370
8/9/2023	Ryan Mersch	Development of critical vendor agreement for potential critical vendor candidate	720.00	0.9	648
8/9/2023	Ryan Mersch	Continued discussion with Debtor (A. Pennington, C. Skiles) regarding potential critical vendors and vendor dynamic strategy	720.00	1.1	792
8/9/2023	Ryan Mersch	Discussion with Sidley (A. Barajas) regarding Berea claims	720.00	0.4	288
8/10/2023	Chad Bacon	Develop and review weekly payment run	540.00	1.2	648
8/10/2023	Ryan Mersch	Various discussions and analysis regarding critical vendor payment strategies and vendor dynamic discussions with Debtor (A. Pennington, C. Skiles)	720.00	1.4	1,008

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/11/2023	Chad Bacon	Prepare for and participate in call with Debtor (L. Eggleton, C. Ross, D. Daugherty, T. Ward, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: development of supply chain strategy / payment run	540.00	0.4	216
8/11/2023	Ryan Mersch	Prepare for and participate in call with Debtor (L. Eggleton, C. Ross, D. Daugherty, T. Ward, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: development of supply chain strategy / payment run	720.00	0.4	288
8/11/2023	Ryan Mersch	Multiple email and phone correspondence with Debtor (A. Pennington, C. Skiles) regarding vendor payments and vendor strategy	720.00	1.6	1,152
8/11/2023	Ryan Mersch	Discussion with Vendor and Debtor (A. Pennington) regarding go-forward business	720.00	0.7	504
8/11/2023	Ryan Mersch	Various vendor correspondence directed by Debtor (G. Broadbent)	720.00	0.9	648
8/14/2023	Ryan Mersch	Multiple in-person discussions and correspondence with Debtor (T. Ward, C. Skiles, A. Pennington) regarding vendor payment dynamics and processes	720.00	1.7	1,224
8/14/2023	Ryan Mersch	Prepare for and participate in discussion with Debtor (L. Eggleton) regarding restructuring process and workstreams	720.00	0.7	504
8/15/2023	Ryan Mersch	Prepare for and participate in various discussions with Debtor Finance and Operations (A. Pennington, C. Skiles) regarding vendor payment dynamics	720.00	1.2	864
8/16/2023	Ryan Mersch	Prepare for and participate in discussion with Koppert and Debtor (T. Ward, A. Pennington) regarding go forward business	720.00	0.7	504
8/16/2023	Ryan Mersch	Prepare for and participate in discussion with Plan Products and Debtor (T. Ward, A. Pennington) regarding go forward business	720.00	0.6	432
8/16/2023	Ryan Mersch	Multiple in-person discussions and correspondence with Debtor (T. Ward, C. Skiles, A. Pennington) regarding vendor payment dynamics and processes	720.00	1.2	864
8/17/2023	Ryan Mersch	Discussion with Debtor (T. Ward, C. Skiles, A. Pennington) regarding vendor payment discussion and dynamics	720.00	0.9	648
8/18/2023	Manning Wu	Prepare for and participate in call with AppHarvest (T. Ward, A. Pennington, L. Eggleton, M. Ward, C. Skiles), Portage Point (R. Mersch, M. Wu) regarding Broader Vendor Tactics Discussion	400.00	0.5	200
8/18/2023	Ryan Mersch	Prepare for and participate in call with AppHarvest (T. Ward, A. Pennington, L. Eggleton, M. Ward, C. Skiles), Portage Point (R. Mersch, M. Wu) regarding Broader Vendor Tactics Discussion	720.00	0.5	360
8/18/2023	Ryan Mersch	Various discussions with Debtor (A. Pennington, T. Ward, C. Skiles) regarding vendor dynamics	720.00	0.8	576
8/18/2023	Chad Bacon	Review of disbursements made during week; compare against budget	540.00	0.7	378
8/21/2023	Manning Wu	Map the vendor names on the "help" tab to those on the TWCF mapping tab	400.00	0.7	280
8/21/2023	Ryan Mersch	Discussion with Debtor (L. Eggleton) regarding operations transition	720.00	0.8	576
8/21/2023	Ryan Mersch	Discussion with Debtor (E. Wilson) regarding employee communication and transition	720.00	0.9	648
8/21/2023	Ryan Mersch	Discussion with Debtor (C. Skiles, A. Pennington) regarding payments and vendor dynamics	720.00	1.7	1,224
8/22/2023	Ryan Mersch	Various discussions with Debtor (A. Pennington, C. Skiles) regarding vendor dynamics and payments	720.00	0.9	648
8/23/2023	Chad Bacon	Prepare for and participate in call with Debtor (L. Eggleton, C. Skiles, D. Daugherty, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: development of supply chain strategy / payment run	540.00	0.3	162
8/23/2023	Ryan Mersch	Prepare for and participate in call with Debtor (L. Eggleton, C. Skiles, D. Daugherty, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: development of supply chain strategy / payment run	720.00	0.3	216
8/23/2023	Manning Wu	Work on calculating the spend in the 12 months prior to the bankruptcy for each of the ordinary course professionals in the motion	400.00	1.5	600
8/23/2023	Ryan Mersch	Prepare for and participate in vendor dynamics and final payments discussion with Debtor (A. Pennington)	720.00	0.9	648
8/23/2023	Chad Bacon	Develop, review and approve payment run	540.00	1.1	594
8/24/2023	Chad Bacon	Prepare for and participate in call with Debtor (L. Eggleton, C. Skiles, D. Daugherty, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: development of supply chain strategy / payment run	540.00	0.4	216
8/24/2023	Ryan Mersch	Prepare for and participate in call with Debtor (L. Eggleton, C. Skiles, D. Daugherty, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: development of supply chain strategy / payment run	720.00	0.4	288
8/24/2023	Ryan Mersch	Discussion with vendor counsel regarding prepetition payments and continued business	720.00	0.5	360
8/24/2023	Ryan Mersch	Discussion with Debtor (A. Pennington, C. Skiles) regarding claim reconciliation detail and other items	720.00	0.9	648
8/25/2023	Chad Bacon	Prepare for and participate in call with Debtor (C. Ross, C. Skiles) and Portage Point (R. Mersch, C. Bacon) re: GNCU reimbursement	540.00	0.5	270

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/25/2023	Ryan Mersch	Prepare for and participate in call with Debtor (C. Ross, C. Skiles) and Portage Point (R. Mersch, C. Bacon) re: GNCU reimbursement	720.00	0.5	360
8/25/2023	Ryan Mersch	Multiple discussions with Debtor (T. Ward, E. Wilson) regarding employee detail and other case matters	720.00	0.8	576
8/28/2023	Chad Bacon	Prepare for and participate in call with Debtor (L. Eggleton, C. Skiles, D. Daugherty, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: development of supply chain strategy / payment run	540.00	0.2	108
8/28/2023	Ryan Mersch	Prepare for and participate in call with Debtor (L. Eggleton, C. Skiles, D. Daugherty, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: development of supply chain strategy / payment run	720.00	0.2	144
8/28/2023	Ryan Mersch	Various discussions with Debtor (A. Pennington, C. Skiles) regarding vendor dynamics and payments	720.00	1.3	936
8/29/2023	Ryan Mersch	Discussion with Debtor (A. Pennington, C. Skiles) regarding vendors and payment dynamics	720.00	0.9	648
8/29/2023	Ryan Mersch	Various discussions with Debtor (L. Eggleton) regarding wind down of corporate and transition services	720.00	0.8	576
8/30/2023	Ryan Mersch	Various discussions with Debtor (C. Skiles, A. Pennington) regarding vendor payments and dynamics	720.00	0.8	576
8/31/2023	Chad Bacon	Prepare for and participate in call with Debtor (C. Skiles, D. Daugherty, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: payment run development	540.00	0.2	108
8/31/2023	Ryan Mersch	Prepare for and participate in call with Debtor (C. Skiles, D. Daugherty, M. Ward, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: payment run development	720.00	0.2	144
8/31/2023	Ryan Mersch	Discussion with Debtor (A. Pennington, C. Skiles) regarding vendor dynamics and payments	720.00	0.8	576
8/31/2023	Ryan Mersch	Critical vendor agreement revisions and allocation detail	720.00	0.9	648
8/31/2023	Ryan Mersch	Development and outline of tactical wind down workstreams for post-sale / confirmation	720.00	1.7	1,224
8/31/2023	Ryan Mersch	Employee transitions discussions and outline of key 1099 retained employee for wind down facilitation	720.00	1.1	792
<u>Case Administration</u>					
8/1/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.5	270
8/1/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.5	360
8/1/2023	Ryan Mersch	Various discussions with Sidley (P. Venter) and Jefferies (P. Engel) regarding workstreams and status	720.00	0.8	576
8/1/2023	Tom Stuebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.5	463
8/2/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.5	270
8/2/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	540.00	0.5	270
8/2/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.5	360
8/2/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	720.00	0.5	360
8/2/2023	Ryan Mersch	Various email and phone correspondence with Sidley (P. Venter and J. Miller) regarding PTO and other court workstreams	720.00	0.6	432
8/2/2023	Tom Stuebaker	Correspondence regarding UCC formation and committee members.	925.00	0.3	278

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/3/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.4	216
8/3/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.4	288
8/3/2023	Ryan Mersch	Various discussions with Sidley (P. Venter) and Jefferies (P. Engel) regarding requests and workstreams	720.00	0.8	576
8/3/2023	Tom Studebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.4	370
8/4/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	540.00	0.4	216
8/4/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	720.00	0.4	288
8/4/2023	Ryan Mersch	Various email and phone correspondence with Sidley (P. Venter) and Jefferies (P. Engel) regarding case updates and workstream status	720.00	0.8	576
8/5/2023	Ryan Mersch	Various diligence follow ups related to second day hearing preparation	720.00	0.9	648
8/6/2023	Ryan Mersch	Prepare for and participate in internal Portage Point (T. Studebaker, R. Mersch) regarding case and workstream updates	720.00	0.6	432
8/6/2023	Tom Studebaker	Prepare for and participate in internal Portage Point (T. Studebaker, R. Mersch) regarding case and workstream updates	925.00	0.6	555
8/7/2023	Tom Studebaker	TBU - Call with PPP/SA/JEF.	925.00	0.5	463
8/7/2023	Tom Studebaker	Correspondence with Sidley (A. Grossi, P. Venter) and JEF (R. Morgner) regarding 2nd day hearing and related timing.	925.00	0.3	278
8/7/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch) re: sale process updates and case timeline	720.00	0.5	360
8/7/2023	Ryan Mersch	Prepare for and participate in update call with Sidley (W. Fang, J. Miller,, P. Venter) and Portage Point (T. Studebaker, R. Mersch) regarding workstreams	720.00	0.4	288
8/7/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.8	576
8/7/2023	Tom Studebaker	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch) re: sale process updates and case timeline	925.00	0.5	463
8/7/2023	Tom Studebaker	Prepare for and participate in update call with Sidley (W. Fang, J. Miller,, P. Venter) and Portage Point (T. Studebaker, R. Mersch) regarding workstreams	925.00	0.4	370
8/7/2023	Tom Studebaker	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.8	740
8/8/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.4	216
8/8/2023	Tom Studebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.4	370
8/8/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	720.00	1.2	864
8/8/2023	Tom Studebaker	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	925.00	1.2	1,110
8/9/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and case timeline	540.00	0.5	270

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/9/2023	Tom Studebaker	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and case timeline	925.00	0.5	463
8/9/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and case timeline	720.00	0.5	360
8/9/2023	Tom Studebaker	Review and analysis of diligence list provided by M3 and correspondence regarding the same.	925.00	0.9	833
8/9/2023	Tom Studebaker	Review and analysis of supporting contract schedule to 9019 motion, and related correspondence.	925.00	0.7	648
8/9/2023	Tom Studebaker	Correspondence regarding potential 503b9 claims at Berea and treatment.	925.00	0.4	370
8/9/2023	Tom Studebaker	Prepare for and attend call with P. Venter (Sidley) to discuss current open items, including sale process, DIP Budget, KERP, and PTO.	925.00	0.7	648
8/9/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.7	504
8/9/2023	Tom Studebaker	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.7	648
8/10/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.5	270
8/10/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.5	360
8/10/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.6	432
8/10/2023	Tom Studebaker	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.6	555
8/10/2023	Tom Studebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.5	463
8/10/2023	Chad Bacon	Prepare for and participate in various calls with Portage Point (R. Mersch, C. Bacon) re: contracts, DIP budget and UCC requests	540.00	0.7	378
8/10/2023	Ryan Mersch	Prepare for and participate in various calls with Portage Point (R. Mersch, C. Bacon) re: contracts, DIP budget and UCC requests	720.00	0.7	504
8/10/2023	Ryan Mersch	Various email and phone correspondence with Sidley (P. Venter, A. Barajas) regarding contracts, claims and other workstreams	720.00	0.8	576
8/10/2023	Ryan Mersch	Various legal diligence development and distribution to Sidley (A. Barajas, P. Venter, W. Fang)	720.00	0.8	576
8/11/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (C. Bacon) re: sale process updates and case timeline	540.00	0.3	162
8/11/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.6	432
8/11/2023	Tom Studebaker	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.6	555
8/11/2023	Tom Studebaker	Correspondence regarding retention plan items and next steps.	925.00	0.8	740
8/11/2023	Tom Studebaker	TBU - AppHarvest - Sidley/Jefferies/Portage Standing Call	925.00	0.5	463
8/11/2023	Tom Studebaker	Correspondence regarding bar date motion.	925.00	0.4	370
8/11/2023	Tom Studebaker	Correspondence and discussions with Sidley (P. Venter, A. Grossi) regarding potential UCC settlement structure.	925.00	0.4	370
8/11/2023	Tom Studebaker	Correspondence regarding 9019 objections and related supporting details.	925.00	1.1	1,018
8/11/2023	Chad Bacon	Review of bar date notice and publication notice	540.00	0.4	216
8/11/2023	Chad Bacon	Review of reclamation notice	540.00	0.3	162
8/14/2023	Tom Studebaker	Review and analysis of initial draft settlement term sheet, including correspondence regarding the same.	925.00	1.7	1,573

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/14/2023	Tom Stuebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.4	370
8/14/2023	Tom Stuebaker	TBU - AppHarvest - PP - Sidley WIP Call	925.00	0.2	185
8/14/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.4	288
8/14/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.7	504
8/14/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.7	648
8/14/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.4	216
8/15/2023	Tom Stuebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.4	370
8/15/2023	Tom Stuebaker	Review and analysis of UCC diligence requests and related responses / supporting information.	925.00	1.3	1,203
8/15/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.4	288
8/15/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.8	576
8/15/2023	Ryan Mersch	Prepare for and participate in various discussions with Debtor (L. Eggleton) regarding case process and workstreams	720.00	0.9	648
8/15/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.8	740
8/15/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.4	216
8/16/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch) re: sale process updates and other bankruptcy related workstream updates	720.00	0.5	360
8/16/2023	Tom Stuebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch) re: sale process updates and other bankruptcy related workstream updates	925.00	0.5	463
8/16/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.7	504
8/16/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.7	648
8/16/2023	Tom Stuebaker	Correspondence with Debtors (G. Broadbent, T. Martin) regarding transition planning.	925.00	0.4	370
8/16/2023	Tom Stuebaker	Review and analysis of executory contract cure schedule.	925.00	0.6	555
8/16/2023	Chad Bacon	Provide VDR access to additional professionals	540.00	0.4	216
8/16/2023	Chad Bacon	Review of details behind 8/17 payroll liability	540.00	0.6	324
8/17/2023	Tom Stuebaker	Review of draft UCC correspondence log and correspondence regarding the same.	925.00	0.5	463
8/17/2023	Tom Stuebaker	Review of updated UCC diligence list / tracker, and correspondence regarding the same.	925.00	0.8	740
8/17/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	1.1	792

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/17/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch) re: sale process updates and other bankruptcy related workstream updates	720.00	0.4	288
8/17/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	1.1	1,018
8/17/2023	Tom Stuebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch) re: sale process updates and other bankruptcy related workstream updates	925.00	0.4	370
8/18/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	1.1	792
8/18/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch) re: sale process updates and other bankruptcy related workstream updates	720.00	0.5	360
8/18/2023	Ryan Mersch	Various diligence correspondence with Sidley (A. Barajas)	720.00	0.8	576
8/18/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	1.1	1,018
8/18/2023	Tom Stuebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch) re: sale process updates and other bankruptcy related workstream updates	925.00	0.5	463
8/19/2023	Ryan Mersch	Various correspondence with Sidley and Debtor regarding workstreams and diligence	720.00	0.9	648
8/20/2023	Chad Bacon	Review and respond to various emails; catch up on email traffic	540.00	1.4	756
8/20/2023	Ryan Mersch	Various diligence gathering and correspondence	720.00	1.3	936
8/20/2023	Ryan Mersch	Develop open items listing for the diligence requests	720.00	0.7	504
8/20/2023	Tom Stuebaker	Correspondence with Sidley (P. Venter) regarding settlement discussions, deposition schedule and status updates.	925.00	0.5	463
8/21/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.4	216
8/21/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	540.00	0.4	216
8/21/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.4	288
8/21/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	720.00	0.4	288
8/21/2023	Tom Stuebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.4	370
8/21/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.9	648
8/21/2023	Ryan Mersch	Various correspondence with Sidley (W. Fang, P. Venter, M. Alden) regarding diligence and other second day items	720.00	1.4	1,008
8/21/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.9	833
8/22/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	1.2	864
8/22/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	1.2	1,110
8/23/2023	Tom Stuebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker) re: sale process updates and other bankruptcy related workstream updates	925.00	0.5	463
8/23/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.9	648

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/23/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.9	833
8/24/2023	Tom Stuebaker	Prepare for and attend multiple calls with Sidley (P. Venter, W. Fang, J. Miller) regarding hearing prep and settlement negotiations.	925.00	1.3	1,203
8/24/2023	Tom Stuebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.5	463
8/24/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.9	648
8/24/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.5	360
8/24/2023	Ryan Mersch	Various email and phone correspondence with Sidley (W. Fang, J. Miller, P. Venter) and Jefferies (P. Engel) regarding case dynamics and requests	720.00	0.8	576
8/24/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.5	270
8/24/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.9	833
8/24/2023	Chad Bacon	Prepare post-petition farm expenses exhibit	540.00	1.3	702
8/25/2023	Ryan Mersch	Prepare and participate in discussion with the State (Judge Jones, J. Whitworth, A. Martin), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: hearing to extend 9019 motion	720.00	0.7	504
8/25/2023	Chad Bacon	Prepare M&A counterparty list for UST	540.00	1.6	864
8/25/2023	Chad Bacon	Prepare and participate in discussion with the State (Judge Jones, J. Whitworth, A. Martin), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Stuebaker, R. Mersch, C. Bacon (partial attendance)) re: second day hearing	540.00	0.7	\$ 378
8/25/2023	Tom Stuebaker	Review of materials and supporting documents in preparation for 2nd day hearing, including internal correspondence regarding the same.	925.00	1.6	1,480
8/25/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.9	648
8/25/2023	Ryan Mersch	Discussion with Debtor (L. Eggleton) regarding various case updates and status	720.00	0.7	504
8/25/2023	Chad Bacon	Address additional diligence items from UST on OCP motion	540.00	0.7	378
8/25/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.9	833
8/25/2023	Tom Stuebaker	Prepare and participate in discussion with the State (Judge Jones, J. Whitworth, A. Martin), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Stuebaker, R. Mersch, C. Bacon (partial attendance)) re: second day hearing	925.00	0.7	648
8/26/2023	Chad Bacon	Prepare property tax by farm exhibit	540.00	0.6	324
8/26/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.9	648
8/26/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.9	833
8/27/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.4	288
8/27/2023	Tom Stuebaker	Multiple internal discussion with Portage Point (T. Stuebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.4	370
8/28/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.5	270
8/28/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.5	360

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/28/2023	Tom Studebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.5	463
8/28/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.7	504
8/28/2023	Ryan Mersch	Various discussions with Sidley (P. Venter, M. Ward, J. Miller) regarding case updates, diligence and open items	720.00	0.9	648
8/28/2023	Tom Studebaker	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.7	648
8/29/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.5	360
8/29/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.5	360
8/29/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.5	270
8/29/2023	Tom Studebaker	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.5	463
8/29/2023	Tom Studebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.5	463
8/30/2023	Tom Studebaker	TBU - AppHarvest - Sidley/Jefferies/Portage Standing Call	925.00	0.5	463
8/31/2023	Ryan Mersch	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	720.00	0.7	504
8/31/2023	Tom Studebaker	Multiple internal discussion with Portage Point (T. Studebaker, R. Mersch) regarding case priorities and workstream updates	925.00	0.7	648
<u>Claims Administration & Objections</u>					
8/9/2023	Ryan Mersch	Development and outline of pro forma general unsecured claim detail	720.00	0.9	648
8/10/2023	Chad Bacon	Reconcile vendor claims	540.00	1.6	864
8/13/2023	Ryan Mersch	Begin development for Pro forma GUC pool	720.00	0.9	648
8/14/2023	Ryan Mersch	Develop pro forma GUC pool sizing analysis for distribution to Sidley	720.00	1.6	1,152
8/21/2023	Ryan Mersch	Initial review of scheduled versus filed claims for reconciliation purposes	720.00	0.8	576
8/30/2023	Ryan Mersch	Review of filed versus scheduled administrative claims for closing cost estimate purposes	720.00	1.2	864
8/31/2023	Manning Wu	Works on mechanics lien tracker	400.00	2.0	800
8/31/2023	Ryan Mersch	503b9 claim reconciliation from filed versus scheduled claims	720.00	0.8	576
8/31/2023	Ryan Mersch	503b9 inventory location reconciliation from books and records to actual location	720.00	1.7	1,224
8/31/2023	Manning Wu	Continue to work on mechanics lien tracker	400.00	0.5	200
<u>Employee Benefits & Pensions</u>					
8/2/2023	Ryan Mersch	Multiple discussions with Debtor (T. Ward, C. Ross, E. Wilson) regarding PTO and employee matters	720.00	1.2	864
8/4/2023	Ryan Mersch	Develop PTO analysis for distribution to Equilibrium	720.00	0.9	648
8/4/2023	Tom Studebaker	Review of outstanding PTO schedule, including correspondence regarding the same.	925.00	0.3	278
8/5/2023	Ryan Mersch	PTO analysis with follow up to Armory team	720.00	0.6	432
8/7/2023	Tom Studebaker	Review of non-executive retention plan details, including internal correspondence regarding the same.	925.00	0.4	370
8/8/2023	Tom Studebaker	Prepare for and attend call with P. Venter to discuss PTO, retention plan, and other employee items.	925.00	0.4	370
8/8/2023	Ryan Mersch	Analysis and overview of PTO summary obligations and various strategic management decisions	720.00	0.8	576
8/8/2023	Ryan Mersch	Prepare for and participate in discussion with Debtor (G. Broadbent) regarding retention amounts with follow up summary and analysis	720.00	1.3	936
8/9/2023	Tom Studebaker	Review and analysis of updated draft retention plan, including correspondence regarding the same.	925.00	1.1	1,018
8/9/2023	Ryan Mersch	PTO plus retention plan scenario analysis with overall impact to DIP budget forecasting	720.00	0.9	648

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/10/2023	Manning Wu	Populating the Zip folder of Word documents for the employees on the excel file	400.00	2.0	800
8/10/2023	Ryan Mersch	Development and distribution of retention program detail for Debtor (T. Martin, G. Broadbent, L. Eggleton) and revision of individual employee agreements	720.00	1.3	936
8/10/2023	Ryan Mersch	Development of pro forma 401k analysis by entity	720.00	0.6	432
8/11/2023	Ryan Mersch	Finalize and distribute retention materials to Debtor (G. Broadbent, T. Martin, L. Eggleton)	720.00	0.6	432
8/14/2023	Ryan Mersch	Multiple discussions with Debtor employees regarding retention and PTO plan and restructuring operational detail	720.00	0.8	576
8/17/2023	Ryan Mersch	Discussion with Debtor (E. Wilson) regarding benefits	720.00	0.5	360
8/17/2023	Ryan Mersch	Discussion with Debtor (A. Pennington, T. Ward) regarding employee plan	720.00	0.8	576
8/18/2023	Manning Wu	Prepare for and participate in call with AppHarvest (E. Wilson, L. Eggleton, G. Broadbent), Sidley (A. Barajas) and Portage Point (R. Mersch, M. Wu) regarding processing for terming benefits	400.00	0.4	160
8/18/2023	Ryan Mersch	Prepare for and participate in call with AppHarvest (E. Wilson, L. Eggleton, G. Broadbent), Sidley (A. Barajas) and Portage Point (R. Mersch, M. Wu) regarding processing for terming benefits	720.00	0.4	288
8/23/2023	Ryan Mersch	Provide detail to Debtor (E. Wilson) regarding process and timeline for employee detail	720.00	0.8	576
8/28/2023	Ryan Mersch	Various discussions with Debtor (E. Wilson, L. Eggleton) regarding wind down and termination of employees for post-effective planning	720.00	1.8	1,296
8/29/2023	Ryan Mersch	Discussion with Debtor (E. Wilson) regarding employee transition services and timeline	720.00	0.7	504
<u>Employment & Fee Applications</u>					
8/2/2023	Chad Bacon	Review of PPP fee application	540.00	0.4	216
8/2/2023	Tom Studebaker	Review of initial draft PPP retention application.	925.00	0.8	740
8/3/2023	Ryan Mersch	Review and revise retention application with multiple iterations with counsel and fee reconciliation	720.00	1.2	864
8/3/2023	Tom Studebaker	Review and analysis of updated draft PPP retention application, and correspondence regarding the same.	925.00	1.1	1,018
8/4/2023	Tom Studebaker	Review of final version of PPP retention application, including correspondence regarding the same.	925.00	0.4	370
8/9/2023	Ryan Mersch	Retention plan updates and revisions with analysis based on comments from Debtor (G. Broadbent)	720.00	0.8	576
8/16/2023	Tom Studebaker	Correspondence with PPP (R. Mersch) and Sidley (R. Fink) regarding fee application timing and process.	925.00	0.3	278
8/21/2023	Manning Wu	Prepare for and participate in call with Portage Point (C. Bacon, M. Wu) regarding fee application	400.00	0.8	320
8/21/2023	Chad Bacon	Prepare for and participate in call with Portage Point (C. Bacon, M. Wu) regarding fee application	540.00	0.8	432
8/21/2023	Manning Wu	Work on fee template for Appharvest	400.00	1.0	400
8/21/2023	Ryan Mersch	Outline and develop framework for updated cash flow forecast / DIP budget	720.00	1.7	1,224
8/25/2023	Manning Wu	Work on fee application process	400.00	1.0	400
8/25/2023	Chad Bacon	Review markup on Triple P RTS retention application	540.00	0.4	216
8/28/2023	Manning Wu	Begin time review in preparation of July and August 2023 fee applications	400.00	2.0	800
8/28/2023	Manning Wu	Conitnue time review in preparation of July and August 2023 fee applications	400.00	2.0	800
8/28/2023	Manning Wu	Conitnue time review in preparation of July and August 2023 fee applications	400.00	2.0	800
8/29/2023	Manning Wu	Conitnue time review in preparation of July and August 2023 fee applications	400.00	2.0	800
8/29/2023	Manning Wu	Conitnue time review in preparation of July and August 2023 fee applications	400.00	2.0	800
8/31/2023	Manning Wu	Follow up on fee applications	400.00	0.5	200
8/31/2023	Manning Wu	Conitnue time review in preparation of July and August 2023 fee applications	400.00	2.0	800
8/31/2023	Manning Wu	Conitnue time review in preparation of July and August 2023 fee applications	400.00	2.0	800
<u>Financing & Cash Collateral</u>					
8/1/2023	Chad Bacon	Update DIP budget with new DIP commitment and CapEx	540.00	1.1	594
8/1/2023	Ryan Mersch	Develop overview of vendor strategy payments compared with the various relief caps and cash flow budget	720.00	1.6	1,152
8/1/2023	Chad Bacon	Review of updated DIP lender credit agreement; correspond with advisors regarding the same	540.00	1.7	918

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/1/2023	Tom Studebaker	Review of draft weekly variance analysis.	925.00	0.3	278
8/1/2023	Tom Studebaker	Review of updated DIP budget to incorporate revised capex assumptions per discussion with EQ, including correspondence regarding the same.	925.00	0.9	833
8/1/2023	Tom Studebaker	Review of 2nd amendment to DIP credit agreement.	925.00	0.6	555
8/2/2023	Chad Bacon	Update cost of goods sold forecast	540.00	1.6	864
8/2/2023	Ryan Mersch	Review and develop analysis for payments made versus budget for week	720.00	0.9	648
8/3/2023	Ryan Mersch	Review and outline cash flow forecast budget versus disbursements to be made	720.00	1.1	792
8/4/2023	Chad Bacon	Update cash flow forecast to reflect revised collections	540.00	1.2	648
8/4/2023	Ryan Mersch	Revise updated COGS vendor forecast in preparation for forecast update	720.00	0.8	576
8/4/2023	Chad Bacon	Review of court docket and DIP objection	540.00	1.7	918
8/5/2023	Tom Studebaker	Review of Dalsem DIP objection, including correspondence regarding the same.	925.00	0.4	370
8/7/2023	Chad Bacon	Reconcile cash for prior week activity	540.00	1.6	864
8/7/2023	Tom Studebaker	Review of UCC DIP Issues list, including correspondence regarding the same.	925.00	0.9	833
8/7/2023	Chad Bacon	Review of DIP issues list	540.00	1.2	648
8/7/2023	Ryan Mersch	Review and revise prior week and cumulative cash flow forecast variance report	720.00	0.9	648
8/8/2023	Chad Bacon	Updates to DIP budget; prepare DIP budget presentation	540.00	1.8	972
8/8/2023	Chad Bacon	Prepare week-by-week budget comparison	540.00	1.9	1,026
8/8/2023	Manning Wu	Prepare for and participate in call with Debtor (L. Eggleton, A. Pennington, T. Ward, S. Skiles, M. Ward, D. Daugherty) and Portage Point (T. Studebaker, C. Bacon, M. Wu) re: review of updated DIP budget	400.00	1.0	400
8/8/2023	Chad Bacon	Prepare for and participate in call with Debtor (L. Eggleton, A. Pennington, T. Ward, S. Skiles, M. Ward, D. Daugherty) and Portage Point (T. Studebaker, C. Bacon, M. Wu) re: review of updated DIP budget	540.00	1.0	540
8/8/2023	Tom Studebaker	Prepare for and participate in call with Debtor (L. Eggleton, A. Pennington, T. Ward, S. Skiles, M. Ward, D. Daugherty) and Portage Point (T. Studebaker, C. Bacon, M. Wu) re: review of updated DIP budget	925.00	1.0	925
8/8/2023	Chad Bacon	Prepare supporting cash flow schedules for updated DIP budget	540.00	1.8	972
8/8/2023	Manning Wu	Prepare for and participate in call with Portage Point (T. Studebaker, M. Wu) re: project overview and expectations	400.00	0.5	200
8/8/2023	Tom Studebaker	Review and analysis of updated Proposed DIP Budget, including correspondence regarding the same.	925.00	1.3	1,203
8/8/2023	Tom Studebaker	Review and analysis of updated variance analysis package, including correspondence regarding the same.	925.00	0.9	833
8/8/2023	Tom Studebaker	Review and analysis of stalking horse APA.	925.00	1.1	1,018
8/8/2023	Tom Studebaker	TBU - AppH - DIP Budget Review [Placeholder]	925.00	1.0	925
8/8/2023	Tom Studebaker	Continued review of UCC DIP Issues list, and correspondence regarding the same.	925.00	0.8	740
8/8/2023	Tom Studebaker	Review of DIP Credit Agreement reporting schedule provided by EQ, and internal correspondence regarding the same.	925.00	0.5	463
8/8/2023	Ryan Mersch	Review and edit latest DIP variance report prior to finalization and distribution	720.00	0.9	648
8/8/2023	Ryan Mersch	Review and revise updated weekly cash flow forecast based on vendor supply chain dynamics and payment plans	720.00	1.8	1,296
8/8/2023	Ryan Mersch	Begin outline and development of supply chain forecasting analysis for purchase orders, accounts payable and other material provided by operations	720.00	1.4	1,008
8/8/2023	Ryan Mersch	Payables listing and evaluation of 503(b)(9) claims in connection with potential critical vendor payments	720.00	1.2	864
8/8/2023	Tom Studebaker	Prepare for and participate in call with Portage Point (T. Studebaker, M. Wu) re: project overview and expectations	925.00	0.5	463
8/8/2023	Tom Studebaker	Continued review and analysis of updated Proposed DIP Budget, including correspondence regarding the same.	925.00	0.9	833
8/9/2023	Chad Bacon	Update check register to bifurcate all inflows and outflows at the farm level	540.00	1.8	972
8/9/2023	Tom Studebaker	Prepare for and attend call with G. Broadbent regarding KERP, PTO, and DIP Budget.	925.00	0.5	463
8/9/2023	Tom Studebaker	Correspondence with Debtors (G. Broadbent), Sidley (P. Venter, A. Grossi), and PPP (T. Studebaker, R. Mersch, C. Bacon) regarding KERP structure and PTO obligations.	925.00	0.8	740
8/9/2023	Tom Studebaker	Review and analysis of current PTO obligations by farm for purposes of ongoing DIP negotiations.	925.00	0.5	463

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/9/2023	Chad Bacon	Prepare extended cash flow forecast per UCC request	540.00	1.9	1,026
8/9/2023	Chad Bacon	Review of conversion term sheet	540.00	0.7	378
8/9/2023	Chad Bacon	Review and respond to questions from DIP lender advisors on updated budget	540.00	1.2	648
8/9/2023	Ryan Mersch	Discussion with Debtor (C. Skiles, C. Ross, T. Ward, A. Pennington) of weekly disbursements at various scenarios for budget	720.00	1.2	864
8/9/2023	Tom Studebaker	Review and analysis of liquidity impact related to changes proposed for PTO, KERP and DIP, including internal correspondence regarding the same.	925.00	1.1	1,018
8/9/2023	Ryan Mersch	Development of summary of scenario-based weekly disbursements based on budget approvals	720.00	0.8	576
8/9/2023	Ryan Mersch	Correspondence with Debtors (G. Broadbent), Sidley (P. Venter, A. Grossi), and PPP (T. Studebaker, R. Mersch, C. Bacon) regarding KERP structure and PTO obligations.	720.00	0.8	576
8/9/2023	Chad Bacon	Correspondence with Debtors (G. Broadbent), Sidley (P. Venter, A. Grossi), and PPP (T. Studebaker, R. Mersch, C. Bacon) regarding KERP structure and PTO obligations	540.00	0.8	432
8/10/2023	Tom Studebaker	Correspondence with Sidley (A. Grossi, P. Venter) and PPP (R. Mersch) regarding DIP Budget, PTO obligations and KERP.	925.00	0.8	740
8/10/2023	Tom Studebaker	Review of Pulaski priming amount and related calculations.	925.00	0.4	370
8/10/2023	Tom Studebaker	Prepare for and attend call with Debtors (T. Martin, G. Broadbent, L. Eggleton) and PPP (T. Studebaker, R. Mersch) to discuss and review proposed updated KERP list.	925.00	0.6	555
8/10/2023	Ryan Mersch	Prepare for and attend call with Debtors (T. Martin, G. Broadbent, L. Eggleton) and PPP (T. Studebaker, R. Mersch) to discuss and review proposed updated KERP list.	720.00	0.6	432
8/10/2023	Chad Bacon	Prepare and participate in standing call with Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: DIP budget edits and extended cash flow forecast	540.00	0.3	162
8/10/2023	Chad Bacon	Update DIP budget and supporting schedules	540.00	1.7	918
8/10/2023	Ryan Mersch	Prepare and participate in standing call with Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: DIP budget edits and extended cash flow forecast	720.00	0.3	216
8/10/2023	Chad Bacon	Continue addressing UCC diligence requests, prepare winddown budget, payables by entity and revisions to extended forecast	540.00	1.8	972
8/10/2023	Tom Studebaker	Correspondence with G. Broadbent regarding updated DIP, PTO, and KERP.	925.00	0.6	555
8/10/2023	Tom Studebaker	Review and analysis of updated DIP budget based on discussions with EQ / Armory, including correspondence regarding the same.	925.00	1.8	1,665
8/10/2023	Tom Studebaker	Review and analysis of extended cash flow forecast per request of M3, including internal correspondence regarding the same.	925.00	0.9	833
8/10/2023	Tom Studebaker	Prepare and participate in standing call with Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: DIP budget edits and extended cash flow forecast	925.00	0.3	278
8/10/2023	Tom Studebaker	Prepare for and attend call with G. Broadbent to discuss current DIP discussions and upsize request.	925.00	0.3	278
8/10/2023	Ryan Mersch	Amend and update Approved DIP budget and analyze for disbursements this week	720.00	1.1	792
8/10/2023	Chad Bacon	Updates to extended cash flow forecast for UCC request	540.00	1.7	918
8/10/2023	Chad Bacon	Review of updated intercompany analysis	540.00	0.6	324
8/11/2023	Chad Bacon	Prepare and participate in the meeting with Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of UCC data files	540.00	0.3	162
8/11/2023	Ryan Mersch	Prepare and participate in the meeting with Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of UCC data files	720.00	0.3	216
8/11/2023	Ryan Mersch	Development and review of weekly disbursement compared to amended approved budget	720.00	0.8	576
8/11/2023	Tom Studebaker	Prepare and participate in the meeting with Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of UCC data files	925.00	0.3	278
8/11/2023	Tom Studebaker	Review and analysis of existing DIP budget for purposes of determining need for incremental update.	925.00	0.8	740
8/11/2023	Chad Bacon	Various updates to cash flow forecast	540.00	1.7	918
8/14/2023	Tom Studebaker	Review and analysis of draft weekly variance analysis, including internal correspondence regarding the same.	925.00	0.8	740
8/14/2023	Ryan Mersch	Prepare for and participate in discussion with Debtor (A. Pennington, C. Skiles, M. Ward, T. Ward, L. Eggleton) regarding vendor dynamics	720.00	0.5	360
8/14/2023	Chad Bacon	Reconcile ending cash for prior week business activity	540.00	1.7	918
8/15/2023	Tom Studebaker	Prepare for and attend call with G. Broadbent regarding current status and open items.	925.00	0.6	555
8/15/2023	Tom Studebaker	Correspondence with Armory (D. McDonald, D. Clark, M. Chu) and PPP (R. Mersch) regarding DIP budget, capex spend, and KERP.	925.00	0.7	648

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/15/2023	Tom Studebaker	Review and analysis of current DIP Budget in connection with questions / correspondence with Armory / EQ.	925.00	1.1	1,018
8/15/2023	Tom Studebaker	Review of updated draft DIP Reporting package in advance of distribution.	925.00	0.3	278
8/15/2023	Chad Bacon	Update cash flow forecast for prior week variances	540.00	1.4	756
8/16/2023	Tom Studebaker	Review of current DIP budget in connection with liquidity scenarios on timing of Berea order and DIP order, including correspondence regarding the same.	925.00	0.8	740
8/16/2023	Tom Studebaker	TBU - Call with Armory.	925.00	0.5	463
8/16/2023	Ryan Mersch	Review weekly payments compared against second approved budget	720.00	0.9	648
8/17/2023	Tom Studebaker	Review and analysis of operational reporting provided by Debtors per DIP Reporting requirements.	925.00	0.7	648
8/17/2023	Tom Studebaker	Correspondence / discussions with Debtor (G. Broadbent) regarding KERP timing and DIP lender requests.	925.00	0.4	370
8/17/2023	Ryan Mersch	Discussion with Debtor (A. Pennington) and follow up analysis regarding remaining vendor spend	720.00	0.9	648
8/18/2023	Ryan Mersch	Review weekly disbursements compared to cash flow budget and develop supporting schedules for remaining case payments	720.00	0.7	504
8/20/2023	Chad Bacon	Prepare case-to-date disbursement summary	540.00	1.2	648
8/21/2023	Tom Studebaker	Review and analysis of draft weekly variance reporting package, and internal correspondence regarding the same.	925.00	1.1	1,018
8/21/2023	Ryan Mersch	Review, revise and comment on prior week variance report	720.00	1.2	864
8/21/2023	Chad Bacon	Reconcile ending cash for prior week activity; update check register	540.00	1.7	918
8/21/2023	Chad Bacon	Begin preparing updated DIP budget to be submitted on August 22, 2023; update KERP and PTO figures	540.00	1.7	918
8/21/2023	Chad Bacon	Prepare summary of post-petition AP by cash flow category	540.00	1.4	756
8/22/2023	Chad Bacon	Prepare for and participate in capital expenditure discussion with Debtor (L. Eggleton, D. Wesley, A. Pennington) and Portage Point (C. Bacon, R. Mersch)	540.00	0.6	324
8/22/2023	Chad Bacon	Update DIP budget; remap vendors to other line items	540.00	1.8	972
8/22/2023	Chad Bacon	Continue preparing updated DIP budget; update cost of goods sold forecast	540.00	1.7	918
8/22/2023	Chad Bacon	Prepare variance analysis from old budget versus new proposed budget	540.00	1.6	864
8/22/2023	Chad Bacon	Prepare updated DIP budget presentation / exhibits	540.00	1.4	756
8/22/2023	Chad Bacon	Review of updated capital spending schedule	540.00	0.9	486
8/22/2023	Ryan Mersch	Prepare for and participate in capital expenditure discussion with Debtor (L. Eggleton, D. Wesley, A. Pennington) and Portage Point (C. Bacon, R. Mersch)	720.00	0.6	432
8/22/2023	Ryan Mersch	Review and revise updated cash flow forecast and prior week variance report for distribution to DIP Lender	720.00	1.7	1,224
8/22/2023	Tom Studebaker	Review of draft variance weekly DIP variance analysis	925.00	0.8	740
8/23/2023	Chad Bacon	Prepare supporting excel workbook for updated budget	540.00	1.8	972
8/23/2023	Chad Bacon	Prepare excel version of variance report for UCC	540.00	0.4	216
8/23/2023	Tom Studebaker	Review and analysis of draft updated DIP budget and related support schedules.	925.00	1.5	1,388
8/23/2023	Ryan Mersch	Develop high-level sources and uses at close based on various settlement proposals and remaining cash on hand	720.00	1.3	936
8/24/2023	Ryan Mersch	Develop DIP motion cash flow forecast prior to filing	720.00	0.9	648
8/24/2023	Chad Bacon	Prepare DIP exhibit for DIP order	540.00	0.6	324
8/24/2023	Chad Bacon	Continued updates to revised DIP budget to reflect potential changes from 9019	540.00	1.8	972
8/25/2023	Chad Bacon	Prepare for and participate in call with Portage Point (R. Mersch, C. Bacon) re: updated DIP budget	540.00	0.7	378
8/25/2023	Chad Bacon	Review of final settlement term sheet; update DIP budget	540.00	1.9	1,026
8/25/2023	Tom Studebaker	Review and analysis of updated draft DIP budget incorporating settlement amounts.	925.00	0.7	648
8/25/2023	Chad Bacon	Continue revising budget to reflect settlement and priority/503(b)(9) claims	540.00	1.8	972
8/25/2023	Chad Bacon	Prepare supporting excel workbook	540.00	1.9	1,026
8/25/2023	Ryan Mersch	Prepare for and participate in call with Portage Point (R. Mersch, C. Bacon) re: updated DIP budget	720.00	0.7	504
8/25/2023	Ryan Mersch	Discussion with Debtor (A. Pennington, C. Skiles) regarding payments and vendors	720.00	0.7	504
8/25/2023	Ryan Mersch	Review and revise updated DIP budget based on UCC settlement term sheet and other detail	720.00	1.8	1,296
8/26/2023	Chad Bacon	Revise DIP budget presentation + supporting schedules	540.00	0.8	432
8/26/2023	Chad Bacon	Prepare OCP cash forecast	540.00	0.8	432
8/26/2023	Tom Studebaker	Correspondence with Sidley (P. Venter) regarding UCC settlement and DIP Funding.	925.00	0.8	740

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/26/2023	Tom Studebaker	Ongoing review and analysis of updated DIP Budget and supporting detail provided to DIP Lender in connection with UCC settlement discussions.	925.00	1.6	1,480
8/26/2023	Tom Studebaker	Correspondence with DIP lender and advisors regarding diligence on updated DIP budget.	925.00	1.0	925
8/27/2023	Tom Studebaker	Multiple discussions / correspondence with Sidley (P. Venter) and PPP (R. Mersch) regarding ongoing UCC settlement discussions and updated DIP budget.	925.00	1.3	1,203
8/27/2023	Tom Studebaker	Internal correspondence regarding OCP assumptions for purposes of revised DIP budget.	925.00	0.4	370
8/28/2023	Chad Bacon	Reconcile cash for prior week activity	540.00	1.9	1,026
8/28/2023	Tom Studebaker	Review and analysis of updated DIP budget and related supporting schedules, including internal correspondence regarding the same.	925.00	1.8	1,665
8/28/2023	Chad Bacon	Continued updates to budget per comments from T. Studebaker and R. Mersch	540.00	1.8	972
8/28/2023	Chad Bacon	Prepare supporting excel workbook for updated budget	540.00	1.3	702
8/28/2023	Chad Bacon	Review latest settlement term sheet	540.00	0.7	378
8/28/2023	Chad Bacon	Prepare bridge between updated budget (8/28) and proposed budget (8/25)	540.00	0.6	324
8/28/2023	Tom Studebaker	Review of draft DIP bridge per request of DIP lender comparing ending cash from prior approved budget to current proposed budget, including internal correspondence regarding the same.	925.00	0.8	740
8/28/2023	Ryan Mersch	Review and revise updated cash flow forecast based on settlement and reduction of items	720.00	1.6	1,152
8/28/2023	Ryan Mersch	Revise / update prior week variance report prior to broader distribution	720.00	1.1	792
8/28/2023	Chad Bacon	Prepare detailed bridge to second approved budget	540.00	1.7	918
8/29/2023	Ryan Mersch	Various discussions with Portage Point (R. Mersch, C. Bacon) regarding cash flow forecast, advisor diligence and variance report	720.00	0.6	432
8/29/2023	Chad Bacon	Various discussions with Portage Point (R. Mersch, C. Bacon) regarding cash flow forecast, advisor diligence and variance report	540.00	0.6	324
8/29/2023	Ryan Mersch	Distribute variance report to DIP lender and advisors with review and edits	720.00	0.4	288
8/29/2023	Tom Studebaker	Review and analysis of draft bridge analysis comparing prior approved budget to proposed budget.	925.00	1.1	1,018
8/29/2023	Tom Studebaker	Review and response to correspondence with EQ, Armory and PPP regarding proposed DIP budget and ongoing diligence.	925.00	1.3	1,203
8/29/2023	Tom Studebaker	Review and analysis of updated draft DIP variance analysis, including internal correspondence regarding the same.	925.00	1.2	1,110
8/30/2023	Ryan Mersch	Prepare for and participate in Ops / CapEx discussion with Debtor (C. Skiles, T. Ward, W. Reedy, D. Wesley, E. Killian, A. Pennington)	720.00	1.3	936
8/30/2023	Chad Bacon	Updates to cash flow model to reflect variances from prior week	540.00	1.8	972
8/31/2023	Chad Bacon	Prepare professional fee variance	540.00	1.6	864
8/31/2023	Ryan Mersch	Outline and development of post-effective wind down workstreams and budgeted costs	720.00	1.3	936
8/31/2023	Tom Studebaker	Review and analysis of various schedules and supporting detail for DIP lender regarding cash flow forecast	925.00	1.1	1,018
<u>Meetings & Communication with Creditors</u>					
8/1/2023	Ryan Mersch	Discussion with potential UCC FA regarding case overview	720.00	0.6	432
8/6/2023	Chad Bacon	Prepare for and participate in call with Portage Point (R. Mersch, C. Bacon), Jefferies (R. Morgner, J. Beinenstock, P. Engle, C. Gong, K. Egan) and M3 (R. Winning, S. Herman, C. Thieme) re: sale process update	540.00	1.5	810
8/6/2023	Ryan Mersch	Prepare for and participate in call with Portage Point (R. Mersch, C. Bacon), Jefferies (R. Morgner, J. Beinenstock, P. Engle, C. Gong, K. Egan) and M3 (R. Winning, S. Herman, C. Thieme) re: sale process update	720.00	1.5	1,080
8/6/2023	Ryan Mersch	Prepare for and participate in DIP budget discussion with M3 (R. Winning, S. Herman, C. Thieme) and Portage Point (T. Studebaker, R. Mersch)	720.00	1.2	864
8/6/2023	Tom Studebaker	Prepare for and participate in DIP budget discussion with M3 (R. Winning, S. Herman, C. Thieme) and Portage Point (T. Studebaker, R. Mersch)	925.00	1.2	1,110
8/8/2023	Tom Studebaker	Correspondence regarding UCC information requests and review of related information.	925.00	0.4	370
8/9/2023	Chad Bacon	Prepare for and participate in call with Portage Point (T. Studebaker, R. Mersch, C. Bacon) and M3 (J. Boffi, R. Winning, S. Herman, C. Thieme) re: process update, DIP budget and operations	540.00	0.7	378
8/9/2023	Tom Studebaker	Prepare for and participate in call with Portage Point (T. Studebaker, R. Mersch, C. Bacon) and M3 (J. Boffi, R. Winning, S. Herman, C. Thieme) re: process update, DIP budget and operations	925.00	0.7	648

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/9/2023	Tom Stuebaker	Prepare for and attend call with Armory (D. Clark, D. McDonald, M. Chu) and PPP (T. Stuebaker, R. Mersch, C. Bacon) to discuss open items and DIP Budget.	925.00	0.5	463
8/9/2023	Ryan Mersch	Prepare for and participate in call with Portage Point (T. Stuebaker, R. Mersch, C. Bacon) and M3 (J. Boffi, R. Winning, S. Herman, C. Thieme) re: process update, DIP budget and operations	720.00	0.7	504
8/9/2023	Ryan Mersch	Review and provide diligence responses to Armory (M. Chu)	720.00	0.6	432
8/9/2023	Ryan Mersch	Diligence material gathering for purposes of M3 based on request list	720.00	1.1	792
8/9/2023	Ryan Mersch	Prepare for and attend call with Armory (D. Clark, D. McDonald, M. Chu) and PPP (T. Stuebaker, R. Mersch, C. Bacon) to discuss open items and DIP Budget.	720.00	0.5	360
8/9/2023	Chad Bacon	Prepare for and attend call with Armory (D. Clark, D. McDonald, M. Chu) and PPP (T. Stuebaker, R. Mersch, C. Bacon) to discuss open items and DIP Budget	540.00	0.5	270
8/10/2023	Chad Bacon	Prepare and participate in standing call with Armory (D. McDonald, D. Clark, M. Chu) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: DIP budget revisions	540.00	0.3	162
8/10/2023	Ryan Mersch	Prepare and participate in standing call with Armory (D. McDonald, D. Clark, M. Chu) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: DIP budget revisions	720.00	0.3	216
8/10/2023	Tom Stuebaker	Prepare and participate in standing call with Armory (D. McDonald, D. Clark, M. Chu) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: DIP budget revisions	925.00	0.3	278
8/10/2023	Ryan Mersch	Various diligence gather and development for M3 based on comprehensive request list	720.00	1.7	1,224
8/11/2023	Chad Bacon	Organize files to be shared with M3; draft response to request list	540.00	0.7	378
8/11/2023	Ryan Mersch	Aggregate and distribute a variety of diligence materials to M3	720.00	1.3	936
8/11/2023	Tom Stuebaker	TBU - EQ / APPH - DIP Lender Call	925.00	1.0	925
8/14/2023	Ryan Mersch	Prepare initial responses to M3 follow up diligence responses	720.00	1.4	1,008
8/15/2023	Ryan Mersch	Facilitation of full diligence request list from M3	720.00	1.3	936
8/15/2023	Chad Bacon	Review of UCC diligence request tracker; gather documents as applicable	540.00	0.6	324
8/16/2023	Ryan Mersch	Prepare for and participate in detailed diligence discussion with M3 (J. Boffi, R. Winning, A. Lo, D. Edward) and Portage Point (T. Stuebaker, R. Mersch)	720.00	1.6	1,152
8/16/2023	Tom Stuebaker	Prepare for and participate in detailed diligence discussion with M3 (J. Boffi, R. Winning, A. Lo, D. Edward) and Portage Point (T. Stuebaker, R. Mersch)	925.00	1.6	1,480
8/16/2023	Ryan Mersch	Prepare for and participate in DIP update call with Armory (D. McDonald, M. Chu, D. Clark) and Portage Point (T. Stuebaker, R. Mersch)	720.00	0.6	432
8/16/2023	Tom Stuebaker	Prepare for and participate in DIP update call with Armory (D. McDonald, M. Chu, D. Clark) and Portage Point (T. Stuebaker, R. Mersch)	925.00	0.6	555
8/17/2023	Ryan Mersch	Prepare for and participate in DIP update call with Equilibrium (N. Houshower, A. Bhattacharya), Armory (D. Clark, D. McDonald), Debtor (G. Broadbent) and Portage Point (T. Stuebaker, R. Mersch)	720.00	0.8	576
8/17/2023	Ryan Mersch	Aggregate and provide responses to multiple M3 diligence questions with correspondence with Debtor (C. Skiles)	720.00	1.8	1,296
8/17/2023	Tom Stuebaker	Prepare for and participate in DIP update call with Equilibrium (N. Houshower, A. Bhattacharya), Armory (D. Clark, D. McDonald), Debtor (G. Broadbent) and Portage Point (T. Stuebaker, R. Mersch)	925.00	0.8	740
8/17/2023	Chad Bacon	Review of draft UCC correspondence log	540.00	0.3	162
8/18/2023	Manning Wu	Prepare for and participate in call with M3 partners(J. Boffi, R. Winning, A. Lo, D. Edward), AppHarvest (C. Skiles, A. Chen) and Portage Point (R. Mersch, M. Wu) regarding Asset Discussion	400.00	0.9	360
8/18/2023	Ryan Mersch	Prepare for and participate in call with M3 partners(J. Boffi, R. Winning, A. Lo, D. Edward), AppHarvest (C. Skiles, A. Chen) and Portage Point (R. Mersch, M. Wu) regarding Asset Discussion	720.00	0.9	648
8/18/2023	Tom Stuebaker	Review of diligence items from UCC advisors and correspondence regarding the same.	925.00	0.7	648
8/18/2023	Ryan Mersch	Various diligence gathering and distribution for M3	720.00	1.2	864
8/19/2023	Ryan Mersch	M3 diligence gathering and organization	720.00	0.9	648
8/21/2023	Ryan Mersch	M3 diligence correspondence	720.00	0.8	576
8/21/2023	Chad Bacon	Prepare inventory receipts by farm summary for M3	540.00	1.6	864
8/22/2023	Ryan Mersch	Prepare for and participate in all hands settlement meeting with McDermott (K. Going, D. Azman), M3 (R. King, J. Boffi), Sidley (P. Venter, W. Fang, M. Alden), Debtor (G. Broadbent), Buchalter (J. Gurule), Armory (D. Clark), Davis Polk (E. Vonnegut, H. Clabo), Portage Point (T. Stuebaker, R. Mersch) with various discussions throughout the day (Part 1)	720.00	2.0	1,440

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/22/2023	Ryan Mersch	[1255] APP02_RA_BK AppHarvest, Inc. Meetings & Communication with Creditors Prepare for and participate in all hands settlement meeting with McDermott (K. Going, D. Azman), M3 (R. King, J. Boffi), Sidley (P. Venter, W. Fang, M. Alden), Debtor (G. Broadbent), Buchalter (J. Gurule), Armory (D. Clark), Davis Polk (E. Vonnegut, H. Clabo), Portage Point (T. Studebaker, R. Mersch) with various discussions throughout the day (Part 2)	720.00	2.0	1,440
8/22/2023	Ryan Mersch	[1255] APP02_RA_BK AppHarvest, Inc. Meetings & Communication with Creditors Prepare for and participate in all hands settlement meeting with McDermott (K. Going, D. Azman), M3 (R. King, J. Boffi), Sidley (P. Venter, W. Fang, M. Alden), Debtor (G. Broadbent), Buchalter (J. Gurule), Armory (D. Clark), Davis Polk (E. Vonnegut, H. Clabo), Portage Point (T. Studebaker, R. Mersch) with various discussions throughout the day (Part 3)	720.00	2.0	1,440
8/22/2023	Ryan Mersch	[1255] APP02_RA_BK AppHarvest, Inc. Meetings & Communication with Creditors Prepare for and participate in all hands settlement meeting with McDermott (K. Going, D. Azman), M3 (R. King, J. Boffi), Sidley (P. Venter, W. Fang, M. Alden), Debtor (G. Broadbent), Buchalter (J. Gurule), Armory (D. Clark), Davis Polk (E. Vonnegut, H. Clabo), Portage Point (T. Studebaker, R. Mersch) with various discussions throughout the day (Part 4)	720.00	1.0	720
8/22/2023	Ryan Mersch	Incremental direct discussions with M3 (R. King)	720.00	0.8	576
8/22/2023	Tom Studebaker	Prepare for and participate in all hands settlement meeting with McDermott (K. Going, D. Azman), M3 (R. King, J. Boffi), Sidley (P. Venter, W. Fang, M. Alden), Debtor (G. Broadbent), Buchalter (J. Gurule), Armory (D. Clark), Davis Polk (E. Vonnegut, H. Clabo), Portage Point (T. Studebaker, R. Mersch) with various discussions throughout the day (Part 1)	925.00	2.0	1,850
8/22/2023	Tom Studebaker	Prepare for and participate in all hands settlement meeting with McDermott (K. Going, D. Azman), M3 (R. King, J. Boffi), Sidley (P. Venter, W. Fang, M. Alden), Debtor (G. Broadbent), Buchalter (J. Gurule), Armory (D. Clark), Davis Polk (E. Vonnegut, H. Clabo), Portage Point (T. Studebaker, R. Mersch) with various discussions throughout the day (Part 2)	925.00	2.0	1,850
8/22/2023	Tom Studebaker	Prepare for and participate in all hands settlement meeting with McDermott (K. Going, D. Azman), M3 (R. King, J. Boffi), Sidley (P. Venter, W. Fang, M. Alden), Debtor (G. Broadbent), Buchalter (J. Gurule), Armory (D. Clark), Davis Polk (E. Vonnegut, H. Clabo), Portage Point (T. Studebaker, R. Mersch) with various discussions throughout the day (Part 3)	925.00	2.0	1,850
8/22/2023	Tom Studebaker	Prepare for and participate in all hands settlement meeting with McDermott (K. Going, D. Azman), M3 (R. King, J. Boffi), Sidley (P. Venter, W. Fang, M. Alden), Debtor (G. Broadbent), Buchalter (J. Gurule), Armory (D. Clark), Davis Polk (E. Vonnegut, H. Clabo), Portage Point (T. Studebaker, R. Mersch) with various discussions throughout the day (Part 4)	925.00	1.0	925
8/23/2023	Chad Bacon	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of variance report and business update	540.00	0.8	432
8/23/2023	Ryan Mersch	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of variance report and business update	720.00	0.8	576
8/23/2023	Tom Studebaker	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of variance report and business update	925.00	0.8	740
8/23/2023	Chad Bacon	Prepare for and participate in call with Armory (D. McDonald, D. Clark, M. Chu) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of updated DIP budget	540.00	0.5	270
8/23/2023	Ryan Mersch	Prepare for and participate in call with Armory (D. McDonald, D. Clark, M. Chu) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of updated DIP budget	720.00	0.5	360
8/23/2023	Tom Studebaker	Prepare for and participate in call with Armory (D. McDonald, D. Clark, M. Chu) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of updated DIP budget	925.00	0.5	463
8/23/2023	Ryan Mersch	Provide various diligence follow ups to M3 and DIP Lender	720.00	0.9	648
8/24/2023	Tom Studebaker	Prepare for and participate in DIP update call with Debtor (G. Broadbent), Armory (D. McDonald, M. Chu, D. Clark), EQ (A. Wang, A. Bhattacharya) and Portage Point (T. Studebaker, R. Mersch, C. Bacon)	925.00	0.5	463

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/24/2023	Ryan Mersch	Prepare for and participate in DIP update call with Debtor (G. Broadbent), Armory (D. McDonald, M. Chu, D. Clark), EQ (A. Wang, A. Bhattacharya) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon)	720.00	0.5	360
8/24/2023	Chad Bacon	Prepare for and participate in DIP update call with Debtor (G. Broadbent), Armory (D. McDonald, M. Chu, D. Clark), EQ (A. Wang, A. Bhattacharya) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon)	540.00	0.5	270
8/25/2023	Manning Wu	AppH - 341 Meeting of the Creditors	400.00	0.7	280
8/25/2023	Chad Bacon	Prepare and participate in discussion with the State (J. Whitworth), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Stuebaker, R. Mersch, C. Bacon (partial attendance)) re: 341 meeting	540.00	0.7	378
8/25/2023	Tom Stuebaker	Prepare and participate in discussion with the State (J. Whitworth), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Stuebaker, R. Mersch, C. Bacon (partial attendance)) re: 341 meeting	925.00	0.7	648
8/25/2023	Ryan Mersch	Prepare and participate in discussion with the State (J. Whitworth), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Stuebaker, R. Mersch, C. Bacon (partial attendance)) re: 341 meeting	720.00	0.7	504
8/25/2023	Ryan Mersch	Various email correspondence with DIP lender regarding DIP upsizing and provide various supporting documentation	720.00	1.7	1,224
8/25/2023	Tom Stuebaker	Review and responses to DIP lender and advisors and ongoing correspondence regarding updated DIP budget.	925.00	1.3	1,203
8/25/2023	Tom Stuebaker	Review and analysis of updated DIP budget in response to ongoing correspondence with DIP lender and advisors.	925.00	1.4	1,295
8/26/2023	Chad Bacon	Prepare for and participate in meeting with Armory (D. McDonald, D. Clark), EQ (N. Houshower, A. Bhattacharya) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: review of DIP budget	540.00	0.5	270
8/26/2023	Ryan Mersch	Prepare for and participate in meeting with Armory (D. McDonald, D. Clark), EQ (N. Houshower, A. Bhattacharya) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: review of DIP budget	720.00	0.5	360
8/26/2023	Tom Stuebaker	Prepare for and participate in meeting with Armory (D. McDonald, D. Clark), EQ (N. Houshower, A. Bhattacharya) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: review of DIP budget	925.00	0.5	463
8/26/2023	Ryan Mersch	Diligence gathering and correspondence for DIP lender pre and post discussion with Lender	720.00	1.7	1,224
8/27/2023	Ryan Mersch	Discussion with M3 (R. Winning) regarding updated budget	720.00	0.3	216
8/27/2023	Ryan Mersch	Provide further diligence and responses to DIP lender and M3 regarding updated budget	720.00	1.2	864
8/28/2023	Ryan Mersch	Provide various diligence and updated cash flow forecast to DIP lender	720.00	0.8	576
8/28/2023	Ryan Mersch	Provide detail to M3 based on diligence open	720.00	1.2	864
8/29/2023	Ryan Mersch	Various diligence correspondence for DIP lender and DIP forecast related detail	720.00	1.3	936
8/29/2023	Ryan Mersch	Discussions with M3 (A. Lo) with follow up diligence requests	720.00	0.9	648
8/30/2023	Chad Bacon	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: review of variance report and business update	540.00	1.2	648
8/30/2023	Ryan Mersch	Diligence responses to DIP Lender regarding capital projects and liens	720.00	1.3	936
8/30/2023	Ryan Mersch	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: review of variance report and business update	720.00	1.2	864
8/30/2023	Tom Stuebaker	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon) re: review of variance report and business update	925.00	1.2	1,110
8/31/2023	Chad Bacon	Prepare for and participate in DIP update call with Debtor (G. Broadbent), Armory (D. McDonald, M. Chu, D. Clark), EQ (A. Wang, A. Bhattacharya) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon)	540.00	0.7	378
8/31/2023	Ryan Mersch	Prepare for and participate in DIP update call with Debtor (G. Broadbent), Armory (D. McDonald, M. Chu, D. Clark), EQ (A. Wang, A. Bhattacharya) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon)	720.00	0.7	504
8/31/2023	Ryan Mersch	Prepare various schedules and supporting detail for DIP lender regarding cash flow forecast	720.00	1.3	936
8/31/2023	Tom Stuebaker	Prepare for and participate in DIP update call with Debtor (G. Broadbent), Armory (D. McDonald, M. Chu, D. Clark), EQ (A. Wang, A. Bhattacharya) and Portage Point (T. Stuebaker, R. Mersch, C. Bacon)	925.00	0.7	648
<u>Non-Working Travel</u>					
8/21/2023	Ryan Mersch	LEX to DTW to JFK to Hotel less billable time	720.00	1.8	1,296

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/21/2023	Tom Studebaker	Home - BOS - LGA - Hotel, not including billable hours.	925.00	2.0	1,850
8/23/2023	Tom Studebaker	Hotel - LGA - BOS - Home, less billable time.	925.00	2.0	1,850
8/23/2023	Ryan Mersch	Hotel to LGA to ORD less billable time at 50%	720.00	1.2	864
<u>Plan & Disclosure Statement</u>					
8/1/2023	Ryan Mersch	APA schedules updates and revisions to DIP lender credit agreement with additional correspondence on updates	720.00	1.3	936
8/2/2023	Ryan Mersch	Contract development and overview for Berea assignment list	720.00	1.3	936
8/3/2023	Ryan Mersch	Discussion with Debtor (A. Pennington) regarding contract universe for Berea	720.00	0.7	504
8/3/2023	Ryan Mersch	Berea contract organization and pull from Debtor Legal drive for assignment listing	720.00	1.8	1,296
8/5/2023	Ryan Mersch	Detailed review and discussion with Debtor (L. Eggleton) regarding farm construction plans for distribution to Equilibrium	720.00	1.3	936
8/9/2023	Ryan Mersch	Overview of liquidation analysis assumptions and methodology for internal Portage Point distribution	720.00	0.9	648
8/11/2023	Manning Wu	Prepare and participate in the call (R. Mersch, C. Bacon, M. Wu) regarding liquidation analysis	400.00	0.4	160
8/11/2023	Ryan Mersch	Prepare and participate in the call (R. Mersch, C. Bacon, M. Wu) regarding liquidation analysis	720.00	0.4	288
8/11/2023	Chad Bacon	Prepare and participate in the call (R. Mersch, C. Bacon, M. Wu) regarding liquidation analysis	540.00	0.4	216
8/11/2023	Manning Wu	Prepare and participate in the meeting with Portage Point (C. Bacon, M. Wu) to discuss liquidation analysis for AppHarvest	400.00	0.7	280
8/11/2023	Chad Bacon	Prepare and participate in the meeting with Portage Point (C. Bacon, M. Wu) to discuss liquidation analysis for AppHarvest	540.00	0.7	378
8/11/2023	Chad Bacon	Revise liquidation analysis per comments from R. Mersch	540.00	1.8	972
8/11/2023	Ryan Mersch	Outline and overview of liquidation analysis for Plan and Disclosure Statement	720.00	1.4	1,008
8/11/2023	Chad Bacon	Continued updates to liquidation analysis / waterfall; update claim pool	540.00	1.4	756
8/12/2023	Ryan Mersch	Begin development and methodology outline of liquidation analysis	720.00	1.3	936
8/13/2023	Ryan Mersch	Review and edit settlement proposal	720.00	0.7	504
8/13/2023	Chad Bacon	Review of settlement term sheet	540.00	1.1	594
8/14/2023	Ryan Mersch	Develop, edit and comment on liquidation analysis for debtor-level detail and process timing and methodology	720.00	1.8	1,296
8/14/2023	Ryan Mersch	Begin outline of liquidation analysis write up outlining methodology for process	720.00	1.1	792
8/15/2023	Ryan Mersch	Initial development and update of liquidation analysis and associated write up	720.00	1.8	1,296
8/15/2023	Ryan Mersch	Follow up additional edits and updates to liquidation analysis and associated write up	720.00	1.9	1,368
8/15/2023	Ryan Mersch	Update of liquidation analysis write up	720.00	0.9	648
8/15/2023	Ryan Mersch	Revision to liquidation analysis Excel for Chapter 7 case dynamics	720.00	1.6	1,152
8/16/2023	Ryan Mersch	Further development and update of the liquidation analysis Excel prior to write up under multiple toggle scenarios	720.00	1.7	1,224
8/16/2023	Ryan Mersch	Development of chapter 11 wind down analysis for liquidation Plan write up	720.00	1.9	1,368
8/16/2023	Ryan Mersch	Final draft revision to liquidation analysis alignment to write up for internal Portage Point distribution	720.00	0.7	504
8/16/2023	Chad Bacon	Review of settlement term sheet	540.00	0.7	378
8/16/2023	Chad Bacon	Review latest draft of liquidation analysis	540.00	0.6	324
8/17/2023	Ryan Mersch	Continued updates and development to Plan liquidation analysis with detailed schedules for de minimis assets and others	720.00	1.8	1,296
8/17/2023	Ryan Mersch	Finalize write up to Plan liquidation analysis prior to distribution to Sidley	720.00	1.6	1,152
8/17/2023	Chad Bacon	Review of liquidation analysis write up	540.00	1.3	702
8/18/2023	Manning Wu	Prepare for and participate in call with Sidley (A. Barajas, P. Venter) Portage Point (T. Studebaker, R. Mersch, M. Wu) regarding AppH - 9019 Reply / Berea	400.00	0.4	160
8/18/2023	Ryan Mersch	Prepare for and participate in call with Sidley (A. Barajas, P. Venter) Portage Point (T. Studebaker, R. Mersch, M. Wu) regarding AppH - 9019 Reply / Berea	720.00	0.4	288
8/18/2023	Tom Studebaker	Prepare for and participate in call with Sidley (A. Barajas, P. Venter) Portage Point (T. Studebaker, R. Mersch, M. Wu) regarding AppH - 9019 Reply / Berea	925.00	0.4	370
8/18/2023	Tom Studebaker	Review and analysis of Berea detail, including estimated asset amounts prior to transition date.	925.00	1.6	1,480
8/18/2023	Tom Studebaker	Review of Berea transition term sheets.	925.00	0.4	370
8/18/2023	Ryan Mersch	Updates and revisions to Plan Liquidation analysis	720.00	1.8	1,296

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/20/2023	Tom Studebaker	Review and analysis of detailed support schedule requested by Dalsem.	925.00	0.5	463
8/21/2023	Tom Studebaker	Review and analysis of UCC settlement points, including correspondence regarding the same.	925.00	1.3	1,203
8/21/2023	Tom Studebaker	Correspondence with Sidley (P. Venter, W. Fang) and PPP (R. Mersch) regarding DIP cash flow forecast and A/R assumptions.	925.00	0.3	278
8/21/2023	Ryan Mersch	Updates and revisions to Plan liquidation analysis and associated write up	720.00	1.8	1,296
8/22/2023	Chad Bacon	Prepare for and participate in liquidation analysis discussion with Sidley (J. Miller, I. Ferrell) and Portage Point (T. Studebaker, C. Bacon, R. Mersch)	540.00	0.5	270
8/22/2023	Chad Bacon	Update liquidation analysis to include Chapter 7 scenario; update waterfall functionality; link latest cash flow figures	540.00	1.6	864
8/22/2023	Ryan Mersch	Prepare for and participate in liquidation analysis discussion with Sidley (J. Miller, I. Ferrell) and Portage Point (T. Studebaker, C. Bacon, R. Mersch)	720.00	0.5	360
8/22/2023	Ryan Mersch	Updates and revisions to liquidation analysis post discussion with Sidley for asset sale dynamics	720.00	0.8	576
8/22/2023	Tom Studebaker	TBU - Call with Sidley on liquidation analysis.	925.00	0.5	463
8/22/2023	Tom Studebaker	Prepare for and participate in liquidation analysis discussion with Sidley (J. Miller, I. Ferrell) and Portage Point (T. Studebaker, C. Bacon, R. Mersch)	925.00	0.5	463
8/23/2023	Chad Bacon	Prepare for and participate in call with Sidley (J. Miller, W. Fang, C. McManus, M. Alder, R. Fink) and Portage Point (R. Mersch, C. Bacon) re: liquidation analysis	540.00	0.5	270
8/23/2023	Ryan Mersch	Prepare for and participate in call with Sidley (J. Miller, W. Fang, C. McManus, M. Alder, R. Fink) and Portage Point (R. Mersch, C. Bacon) re: liquidation analysis	720.00	0.5	360
8/23/2023	Tom Studebaker	Review and analysis of draft settlement term sheet	925.00	0.9	833
8/23/2023	Tom Studebaker	Review and analysis of draft GUC analysis based on draft settlement term sheet, including correspondence regarding the same.	925.00	1.1	1,018
8/23/2023	Tom Studebaker	Prepare for and attend call with Sidley (P. Venter, W. Fang) to discuss updated settlement term sheet mark-up from EQ.	925.00	0.4	370
8/23/2023	Ryan Mersch	Update and revise chapter 7 liquidation analysis with associated write up and assumption revisions	720.00	1.7	1,224
8/23/2023	Ryan Mersch	Revise chapter 7 liquidation write up to capture admin expenses and other updates	720.00	0.8	576
8/23/2023	Tom Studebaker	Review and analysis of materials in preparation of 2nd day hearing and potential cross examination.	925.00	1.3	1,203
8/24/2023	Manning Wu	Prepare for and participate in call with Sidley (J. Ducayet, B. Friedman, J. Mooney, A. Barajas, J. Miller), and Portage Point (T. Studebaker, C. Bacon, M. Wu) re: prep for Friday Hearing	400.00	0.5	200
8/24/2023	Chad Bacon	Prepare for and participate in call with Sidley (J. Ducayet, B. Friedman, J. Mooney, A. Barajas, J. Miller), and Portage Point (T. Studebaker, C. Bacon, M. Wu) re: prep for Friday Hearing	540.00	0.5	270
8/24/2023	Tom Studebaker	Continued review and analysis of materials in preparation of 2nd day hearing and potential cross examination, including internal correspondence.	925.00	1.9	1,758
8/24/2023	Tom Studebaker	Review and analysis of draft supplemental declaration, including internal correspondence regarding the same.	925.00	1.9	1,758
8/24/2023	Tom Studebaker	Review of materials in preparation for emergency hearing on 9019 motion, including internal correspondence regarding the same.	925.00	1.1	1,018
8/24/2023	Tom Studebaker	Prepare for and participate in call with Sidley (J. Ducayet, B. Friedman, J. Mooney, A. Barajas, J. Miller), and Portage Point (T. Studebaker, C. Bacon, M. Wu) re: prep for Friday Hearing	925.00	0.5	463
8/24/2023	Manning Wu	Prepare for and participate in call with Sidley (J. Miller, W. Fang, I. Ferrell) Portage Point (R. Mersch, M. Wu) re: Liquidation Analysis	400.00	0.3	120
8/24/2023	Ryan Mersch	Prepare for and participate in call with Sidley (J. Miller, W. Fang, I. Ferrell) Portage Point (R. Mersch, M. Wu) re: Liquidation Analysis	720.00	0.3	216
8/24/2023	Ryan Mersch	Prepare for and participate in 9019 hearing before Judge David Jones regarding Berea transfer with Portage Point (T. Studebaker, R. Mersch, C. Bacon)	720.00	1.6	1,152
8/24/2023	Ryan Mersch	Initial update of Chapter 7 liquidation analysis and associated write up	720.00	1.4	1,008
8/24/2023	Ryan Mersch	Update and develop final Plan Wind down Liquidation and chapter 7 liquidation analysis post comments from Sidley (part 1)	720.00	2.0	1,440
8/24/2023	Ryan Mersch	Update and develop final Plan Wind down Liquidation and chapter 7 liquidation analysis post comments from Sidley (part 2)	720.00	1.4	1,008
8/24/2023	Ryan Mersch	Prepare for and participate in 9019 declaration motion edits with Portage Point (T. Studebaker, R. Mersch)	720.00	0.6	432
8/24/2023	Tom Studebaker	Prepare for and participate in 9019 hearing before Judge David Jones regarding Berea transfer with Portage Point (T. Studebaker, R. Mersch, C. Bacon)	925.00	1.6	1,480

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/24/2023	Tom Studebaker	Prepare for and participate in 9019 declaration motion edits with Portage Point (T. Studebaker, R. Mersch)	925.00	0.6	555
8/24/2023	Chad Bacon	Prepare for and participate in 9019 hearing before Judge David Jones regarding Berea transfer with Portage Point (T. Studebaker, R. Mersch, C. Bacon)	540.00	1.6	864
8/24/2023	Chad Bacon	Begin addressing second day hearing preparation questions; prepare Berea direct costs exhibit	540.00	1.9	1,026
8/24/2023	Chad Bacon	Continue addressing second day hearing preparation questions	540.00	1.8	972
8/24/2023	Tom Studebaker	Additional review / analysis of materials in preparation of 2nd day hearing and potential cross examination, including internal correspondence.	925.00	0.6	555
8/25/2023	Tom Studebaker	Review and analysis of updated draft liquidation analysis and related write-up.	925.00	1.4	1,295
8/28/2023	Tom Studebaker	Review and analysis of updated draft UCC settlement term sheet, and internal correspondence regarding the same.	925.00	0.9	833
8/28/2023	Tom Studebaker	Review of Berea information and details in advance of scheduled deposition on (8/29).	925.00	2.0	1,850
8/28/2023	Ryan Mersch	Revise liquidation analysis based on final bids and update for revised mechanics	720.00	1.4	1,008
8/29/2023	Ryan Mersch	Diligence related to contract organization on Berea APA and other detail	720.00	1.3	936
8/29/2023	Ryan Mersch	Diligence related to EQ contracts and closing conditions for Richmond and Morehead	720.00	1.6	1,152
8/29/2023	Ryan Mersch	Discussion with Sidley (M. Alden) with subsequent follow up detail related to Somerset APA	720.00	1.8	1,296
8/29/2023	Tom Studebaker	Preliminary analysis on case wrap up activities, including wind down planning, claims analysis and closing cost estimates.	925.00	1.3	1,203
8/30/2023	Ryan Mersch	Wind down workstream planning and phased workstream overview	720.00	1.7	1,224
8/30/2023	Tom Studebaker	Continued analysis on case wrap up activities, including priority / admin claims estimates, wind down planning, and closing cost estimates.	925.00	1.2	1,110
8/31/2023	Ryan Mersch	Revise liquidation analysis for auction and bids	720.00	1.2	864
8/31/2023	Tom Studebaker	Review of draft outline of tactical wind down workstreams for post-sale / confirmation	925.00	0.5	463
8/31/2023	Tom Studebaker	Review of updated draft liquidation analysis for auction and bids	925.00	0.8	740
8/31/2023	Tom Studebaker	Review and analysis of draft post-effective wind down workstreams and budgeted costs	925.00	1.1	1,018
8/31/2023	Chad Bacon	Update liquidation analysis based on latest approved budget	540.00	1.7	918
<u>Relief From Stay & Adequate Protection</u>					
8/2/2023	Chad Bacon	Prepare for and participate in call with Debtor (C. Ross, C. Skiles, D. Daugherty, T. Ward, M. Ward, A. Pennington) and Portage Point (R. Mersch, C. Bacon) re: development of supply chain strategy	540.00	1.4	756
8/2/2023	Ryan Mersch	Prepare for and participate in call with Debtor (C. Ross, C. Skiles, D. Daugherty, T. Ward, M. Ward, A. Pennington) and Portage Point (R. Mersch, C. Bacon) re: development of supply chain strategy	720.00	1.4	1,008
8/2/2023	Chad Bacon	Review of form critical vendor agreement	540.00	0.4	216
8/3/2023	Chad Bacon	Prepare for and participate in call with vendor and Portage Point (R. Mersch, C. Bacon) re: CV strategy	540.00	0.1	54
8/3/2023	Ryan Mersch	Prepare for and participate in call with vendor and Portage Point (R. Mersch, C. Bacon) re: CV strategy	720.00	0.1	72
8/4/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (R. Fink) and Portage Point (R. Mersch, C. Bacon) re: critical vendor dynamics	540.00	0.3	162
8/4/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (R. Fink) and Portage Point (R. Mersch, C. Bacon) re: critical vendor dynamics	720.00	0.3	216
8/4/2023	Ryan Mersch	Develop responses to U.S. Trustee comments on employee wages motion	720.00	1.1	792
8/8/2023	Chad Bacon	Update cap tracker with payments made case-to-date	540.00	1.3	702
8/11/2023	Ryan Mersch	Summary of potential increases to prepetition caps in advance of second day hearing	720.00	1.3	936
8/11/2023	Chad Bacon	Update first day motions tracker	540.00	1.5	810
8/11/2023	Chad Bacon	Draft and revise critical vendor agreements	540.00	1.2	648
8/11/2023	Chad Bacon	Participate in call with vendor counsel re: supply chain strategy	540.00	0.3	162
8/15/2023	Tom Studebaker	Review of draft contract cure analysis, and correspondence regarding the same.	925.00	0.6	555
8/17/2023	Tom Studebaker	Initial review of draft supplemental 9019 declaration and draft 9019 motion / order.	925.00	1.4	1,295
8/19/2023	Chad Bacon	Update first day motion tracker	540.00	0.8	432
8/22/2023	Chad Bacon	Review of redline critical vendor agreement	540.00	0.4	216
8/23/2023	Chad Bacon	Address UST comments on OCP motion; prepare schedule	540.00	1.8	972
8/23/2023	Chad Bacon	Update first day motion tracker; calculate CV spend case-to-date	540.00	1.6	864

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/24/2023	Chad Bacon	Review of critical vendor agreement	540.00	0.8	432
8/25/2023	Ryan Mersch	Various diligence responses provided to Sidley (J. Miller) regarding OCP diligence and PPP retention application	720.00	1.3	936
8/29/2023	Chad Bacon	Review of redlined critical vendor agreement	540.00	1.4	756
8/31/2023	Chad Bacon	Correspondence on critical vendor agreement	540.00	0.8	432
<u>Reporting</u>					
8/1/2023	Zach Fritz	Reviewed GL data and set up question tracker for SOAL	600.00	1.8	1,080
8/1/2023	Vito Brancatella	SOAL AB 11 AR analysis & update of SOAL tracker based on info received from AppHarvest team	435.00	1.1	479
8/1/2023	Vito Brancatella	Prepare and participate in discussion with Portage Point (R. Mersch, R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation	435.00	0.5	218
8/1/2023	Chad Bacon	Prepare and participate in discussion with Portage Point (R. Mersch, R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation	540.00	0.5	270
8/1/2023	Vito Brancatella	APPH - Dynamics Walkthrough - call with AppHarvest (C. Skiles / A. Chen) to review open item	435.00	0.8	348
8/1/2023	Chad Bacon	Revise variance report	540.00	1.8	972
8/1/2023	Chad Bacon	Prepare SOFA 11	540.00	1.4	756
8/1/2023	Ryan Mersch	Prepare and participate in discussion with Portage Point (R. Mersch, R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation	720.00	0.5	360
8/1/2023	Rob Wedinger	Prepare and participate in discussion with Portage Point (R. Mersch, R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation	725.00	0.5	363
8/1/2023	Logan Hays	Prepare and participate in discussion with Portage Point (R. Mersch, R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation	600.00	0.5	300
8/1/2023	Chad Bacon	Prepare for and participate in call with Debtor (E. Jones, C. Skiles, T. Ward, L. Wilkerson, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: non financial SOFA/SOALS	540.00	0.6	324
8/1/2023	Ryan Mersch	Prepare for and participate in call with Debtor (E. Jones, C. Skiles, T. Ward, L. Wilkerson, A. Pennington) and Portage Point (R. Merch, C. Bacon) re: non financial SOFA/SOALS	720.00	0.6	432
8/1/2023	Payton Fanning	Prepare and participate in discussion with Portage Point (R. Mersch, R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation	420.00	0.5	210
8/1/2023	Payton Fanning	Prepare SOAL excel Fixed Asset schedules	420.00	1.8	756
8/1/2023	Payton Fanning	Data processing refresh of quarterly GL detail for SOFA/SOAL tableau dashboard	420.00	0.6	252
8/1/2023	Rob Wedinger	AppH - SOFA / SOAL internal team call to review filing status	725.00	0.6	435
8/1/2023	Vito Brancatella	Update SOFA / SOAL templates to include all applicable legal entities	435.00	0.6	261
8/1/2023	Rob Wedinger	Reporting - Internal catch up with R. Wedinger, C. Bacon, P. Fanning, V.Brancatella and L. Hays to discuss follow-up items	725.00	1.0	725
8/1/2023	Vito Brancatella	Drafting Global Notes for Schedules SOFA & SOAL	435.00	1.8	783
8/1/2023	Vito Brancatella	Prepare and participate in discussion with APPH and Portage Point (R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C Skiles, A. Chen, E Jones) re: SOFA / SOAL preparation	435.00	0.9	392
8/1/2023	Chad Bacon	Begin preparing SOFA/SOAL schedules for litigation, environmental matters, and officers	540.00	1.9	1,026
8/1/2023	Chad Bacon	Continue preparing SOFA/SOAL schedules regarding codebtors, priority claims and secured claimants	540.00	1.8	972
8/1/2023	Payton Fanning	Preparation for call with Chris Skiles and management team to discuss SOFA and SOAL schedules	420.00	0.4	168
8/1/2023	Payton Fanning	Prepare and participate in discussion with APPH and Portage Point (R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C Skiles, A. Chen, E Jones) re: SOFA / SOAL preparation	420.00	0.9	378
8/1/2023	Rob Wedinger	Prepare and participate in discussion with APPH and Portage Point (R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C Skiles, A. Chen, E Jones) re: SOFA / SOAL preparation	725.00	0.9	653
8/1/2023	Logan Hays	Prepare and participate in discussion with APPH and Portage Point (R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C Skiles, A. Chen, E Jones) re: SOFA / SOAL preparation	600.00	0.9	540
8/1/2023	Logan Hays	Internal huddle to review current status of SOFA items and questions to review with management	600.00	1.6	960
8/1/2023	Logan Hays	APPH - Dynamics walkthrough - call with AppHarvest (C. Skiles / A. Chen) to review open items	600.00	0.8	480

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/1/2023	Zach Fritz	Prepare and participate in discussion with APPH and Portage Point (R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C. Skiles, A. Chen, E Jones) re: SOFA / SOAL preparation	600.00	0.9	540
8/1/2023	Zach Fritz	APPH - Dynamics Walkthrough - call with AppHarvest (C. Skiles / A. Chen) to review open items	600.00	0.8	480
8/1/2023	Zach Fritz	Prepare and participate in discussion with Portage Point (R. Mersch, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation	600.00	0.5	300
8/1/2023	Rob Wedinger	Internal huddle (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) to review current status of SOFA items and questions to review with management	725.00	1.2	870
8/1/2023	Vito Brancatella	Internal huddle (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) to review current status of SOFA items and questions to review with management	435.00	1.2	522
8/1/2023	Zach Fritz	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL status update and divide responsibilities to continue preparation of schedules	600.00	0.6	360
8/1/2023	Rob Wedinger	Internal huddle (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) to review current status of SOAL items and questions to review with management	725.00	1.8	1,305
8/1/2023	Vito Brancatella	Internal huddle (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) to review current status of SOAL items and questions to review with management	435.00	1.8	783
8/1/2023	Logan Hays	Internal huddle (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) to review current status of SOAL items and questions to review with management	600.00	1.8	1,080
8/1/2023	Zach Fritz	Internal huddle (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) to review current status of SOFA items and questions to review with management	600.00	1.2	720
8/1/2023	Zach Fritz	Internal huddle (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) to review current status of SOAL items and questions to review with management	600.00	1.8	1,080
8/1/2023	Rob Wedinger	Review and analysis of fixed asset register and GL detail in accordance with AB30 through AB55	725.00	1.6	1,160
8/1/2023	Zach Fritz	Created SOFA open items tracker and reviewed emailed responses provided by management	600.00	1.6	960
8/1/2023	Logan Hays	Review and analysis of fixed asset register	600.00	1.6	960
8/1/2023	Rob Wedinger	Review of APPH Deferred Taxes Q2 2023 schedule for applicability to filing	725.00	0.9	653
8/1/2023	Logan Hays	Update the general ledger detail for the new Jul detail provided this afternoon	600.00	0.4	240
8/1/2023	Vito Brancatella	Internal catch up with R. Wedinger, C. Bacon, P. Fanning, V. Brancatella and L. Hays to discuss follow-up items	435.00	1.0	435
8/1/2023	Rob Wedinger	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation following meeting with management team	725.00	0.8	580
8/1/2023	Logan Hays	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation following meeting with management team	600.00	0.8	480
8/1/2023	Payton Fanning	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation following meeting with management team	420.00	0.8	336
8/1/2023	Rob Wedinger	SOAL filing preparation - Cash Items build out and review to GL detail	725.00	1.6	1,160
8/1/2023	Payton Fanning	SOAL filing preparation - Cash Items build out and review to GL detail	420.00	0.2	84
8/1/2023	Zach Fritz	Consolidating response tabs into master file	600.00	1.9	1,140
8/1/2023	Vito Brancatella	SOFA5, 6, 19 and SOAL AB7, AB11, AB60, AB61, AB62, AB63, AB64, AB65, AB73 updates based on follow up conversation with management	435.00	0.8	348
8/1/2023	Rob Wedinger	Documentation of schedule attributes and approach for SOAL and SOFA entries related to revenue, charitable contributions, inventory and fixed assets	725.00	1.2	870
8/1/2023	Logan Hays	Internal huddle (R. Wedinger, Z. Fritz, L. Hays, V. Brancatella, P. Fanning) to review current status of SOFA items and questions to review with management.	600.00	1.2	720
8/1/2023	Payton Fanning	Preparation of cash related SOAL schedules AB 2, AB 3, and AB 4.	420.00	0.3	126
8/1/2023	Payton Fanning	Preparation of global notes for SOAL schedules AB 2 to AB 25	420.00	0.2	84
8/1/2023	Payton Fanning	Internal catch up with R. Wedinger, C. Bacon, P. Fanning, V. Brancatella and L. Hays to discuss follow-up items	420.00	1.0	420

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/1/2023	Vito Brancatella	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL status update and divide responsibilities to continue preparation of schedules.	435.00	0.6	261
8/1/2023	Payton Fanning	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL status update and divide responsibilities to continue preparation of schedules.	420.00	0.6	252
8/1/2023	Logan Hays	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL status update and divide responsibilities to continue preparation of schedules.	600.00	0.6	360
8/1/2023	Rob Wedinger	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL status update and divide responsibilities to continue preparation of schedules.	725.00	0.6	435
8/1/2023	Logan Hays	Work through SOAL questions using combined general ledger and other supporting schedules.	600.00	0.6	360
8/1/2023	Zach Fritz	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL status update and divide responsibilities to continue preparation of schedules.	600.00	0.5	300
8/1/2023	Zach Fritz	Went through management follow-ups emailed, updated trackers, and distributed internally for review	600.00	0.3	180
8/1/2023	Zach Fritz	Used employee IDs provided by management to identify personnel who posted to GL and pull hire dates from Census for SOFA request	600.00	0.7	420
8/1/2023	Ryan Mersch	Review and revise SOFA / SOAL detail from information from Debtor (C. Skiles) and latest progress from Portage Point team (Part 1)	720.00	2.0	1,440
8/1/2023	Ryan Mersch	Review and revise SOFA / SOAL detail from information from Debtor (C. Skiles) and latest progress from Portage Point team (Part 1)	720.00	1.3	936
8/1/2023	Ryan Mersch	Contract gathering and summarization for SOAL G	720.00	1.4	1,008
8/1/2023	Chad Bacon	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation following meeting with management team	540.00	0.4	216
8/1/2023	Chad Bacon	Revise non-financial SOFAs/SOALs	540.00	1.8	972
8/1/2023	Chad Bacon	Review latest drafts of the consolidated SOFA/SOAL schedules; review global notes	540.00	1.8	972
8/1/2023	Tom Studebaker	Correspondence regarding development of Schedules / SOFAs.	925.00	0.5	463
8/1/2023	Payton Fanning	Internal huddle (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) to review current status of SOFA items and questions to review with management	420.00	1.2	504
8/1/2023	Payton Fanning	Internal huddle (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) to review current status of SOAL items and questions to review with management	420.00	1.8	756
8/1/2023	Vito Brancatella	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation following meeting with management team	435.00	0.8	348
8/1/2023	Zach Fritz	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL preparation following meeting with management team	600.00	0.8	480
8/1/2023	Logan Hays	Internal catch up with R. Wedinger, C. Bacon, P. Fanning, V. Brancatella and L. Hays to discuss follow up items	600.00	1.0	600
8/1/2023	Chad Bacon	Internal catch up with R. Wedinger, C. Bacon, P. Fanning, V. Brancatella and L. Hays to discuss follow-up items	540.00	1.0	540
8/1/2023	Chad Bacon	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, C. Bacon) re: SOFA / SOAL status update and divide responsibilities to continue preparation of schedules	540.00	0.5	270
8/2/2023	Vito Brancatella	SOAL 19 - 22 updates based on inventory file received	435.00	1.0	435
8/2/2023	Vito Brancatella	SOAL 8 updates based on prepayments schedule received	435.00	1.9	827
8/2/2023	Chad Bacon	Continued updates to SOAL D, F, and G	540.00	1.7	918
8/2/2023	Chad Bacon	Continue gathering contracts for SOAL G	540.00	1.9	1,026
8/2/2023	Logan Hays	All hands call (Z. Fritz, L. Hays, V. Brancatella, P. Fanning) to tick through the filings and prepare for distribution to the lawyers	600.00	1.6	960
8/2/2023	Logan Hays	Work through SOAL 41 through 55 (fixed assets analysis) - Including GL review and mapping of fixed asset register	600.00	1.4	840
8/2/2023	Vito Brancatella	SOFA 27 updates based on inventory file sent by management	435.00	1.2	522
8/2/2023	Payton Fanning	Assist with classification of and grouping of fixed assets per the fixed asset listing (SOAL 30 - 55)	420.00	1.6	672
8/2/2023	Payton Fanning	Preparation of vendor spend analysis (SOFA 3), including preparation of vendor addresses and reason for spend	420.00	1.4	588

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/2/2023	Payton Fanning	Preparation of vendor spend analysis (SOFA 3), including preparation of vendor addresses and reason for spend	420.00	0.9	378
8/2/2023	Payton Fanning	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: assignment of duties for SOFA / SOAL preparation	420.00	0.9	378
8/2/2023	Vito Brancatella	Make updates to SOFA 4 based on additional information received from management	435.00	1.7	740
8/2/2023	Vito Brancatella	Internal catch-up meeting with Z. Fritz, L. Hays, P. Fanning, C. Bacon, R. Wedinger to discuss updates on SOFA and SOAL schedule	435.00	2.0	870
8/2/2023	Rob Wedinger	Fixed asset GL to template mapping with subledger detail mapping	725.00	1.1	798
8/2/2023	Rob Wedinger	Review of SOAL filing and notes from the team	725.00	1.8	1,305
8/2/2023	Rob Wedinger	Review of SOAR filing and notes from the team	725.00	1.9	1,378
8/2/2023	Rob Wedinger	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: assignment of duties for SOFA / SOAL preparation	725.00	0.9	653
8/2/2023	Rob Wedinger	All hands call (Z. Fritz, L. Hays, V. Brancatella, P. Fanning) to tick through the filings and prepare for distribution to the lawyers	725.00	1.5	1,088
8/2/2023	Payton Fanning	All hands call (Z. Fritz, L. Hays, V. Brancatella, P. Fanning) to tick through the filings and prepare for distribution to the lawyers	420.00	1.6	672
8/2/2023	Payton Fanning	Finalization of SOFA 3 vendor spend details including outstanding addresses and spend reasons	420.00	1.3	546
8/2/2023	Logan Hays	Internal catch-up meeting with Z. Fritz, L. Hays, P. Fanning, C. Bacon, R. Wedinger to discuss updates on SOFA and SOAL schedule	600.00	2.0	1,200
8/2/2023	Vito Brancatella	All hands call (Z. Fritz, L. Hays, V. Brancatella, P. Fanning) to tick through the filings and prepare for distribution to the lawyers	435.00	1.6	696
8/2/2023	Rob Wedinger	Internal catch-up meeting with Z. Fritz, L. Hays, P. Fanning, C. Bacon, R. Wedinger to discuss updates on SOFA and SOAL schedule	725.00	2.0	1,450
8/2/2023	Logan Hays	Including additional SOFA / SOAL report received from Management as a result of the follow up items sent across on 8.2.2023	600.00	1.0	600
8/2/2023	Chad Bacon	Provide updates to SOFA/ SOAL schedules and close out open items	540.00	1.8	972
8/2/2023	Vito Brancatella	Global notes File updates based on additional notes received from internal team	435.00	0.4	174
8/2/2023	Vito Brancatella	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: assignment of duties for SOFA / SOAL preparation	435.00	0.9	392
8/2/2023	Payton Fanning	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: Wrap-up of remaining SOFA/SOAL schedules	420.00	0.8	336
8/2/2023	Logan Hays	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: assignment of duties for SOFA / SOAL preparation	600.00	0.9	540
8/2/2023	Logan Hays	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: Wrap-up of remaining SOFA/SOAL schedules	600.00	0.8	480
8/2/2023	Vito Brancatella	Review completed first draft of global notes file and share internally for higher level review	435.00	0.7	305
8/2/2023	Payton Fanning	Preparation and review of SOFA/SOAL document global notes in MS word.	420.00	0.5	210
8/2/2023	Payton Fanning	Prepare and participate in discussion with Portage Point (L. Hayes, P. Fanning) re: Live review of SOFA/SOAL schedules' global notes document	420.00	0.7	294
8/2/2023	Payton Fanning	Implementation of discussed updates with Logan H. to the SOFASOAL global notes schedule.	420.00	0.4	168
8/2/2023	Payton Fanning	Updates to Vendor Spend database addresses, spend reasons, and tie outs	420.00	0.3	126
8/2/2023	Zach Fritz	Reconciled BS to SOAL schedules and investigated variances using GL detail from Dynamics	600.00	1.7	1,020
8/2/2023	Zach Fritz	All hands call (Z. Fritz, L. Hays, V. Brancatella, P. Fanning) to tick through the filings and prepare for distribution to the lawyers	600.00	1.6	960
8/2/2023	Zach Fritz	Quality checked debtor names and Case Numbers on each tab in both files	600.00	1.4	840
8/2/2023	Zach Fritz	Internal catch-up meeting with Z. Fritz, L. Hays, P. Fanning, C. Bacon, R. Wedinger to discuss updates on SOFA and SOAL schedule	600.00	2.0	1,200
8/2/2023	Zach Fritz	Drafted email response to management listing all remaining open items and necessary items to satisfy the requests	600.00	0.6	360
8/2/2023	Zach Fritz	Drafted global notes word document for specific SOFA/SOAL questions to detail the approach and detail utilized for each prompt	600.00	1.8	1,080
8/2/2023	Zach Fritz	Pulled historical GL detail for 8 accounts from Dynamics to understand nature of activity and determine if applicable to any requests	600.00	0.7	420
8/2/2023	Zach Fritz	Reviewed and updated SOFA tracker tab to reflect remaining open items. Included write-ups on current status for relevant items	600.00	1.2	720

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/2/2023	Zach Fritz	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: Wrap-up of remaining SOFA/SOAL schedules	600.00	0.8	480
8/2/2023	Chad Bacon	Review consolidate draft of SOFA and SOAL workplans and develop punch-list of open items	540.00	1.7	918
8/2/2023	Chad Bacon	Review and comment on SOFA/SOAL global notes	540.00	1.4	756
8/2/2023	Ryan Mersch	Review and revise SOFA / SOAL updates based on additional detail from the Debtor and other detail (part 1)	720.00	2.0	1,440
8/2/2023	Ryan Mersch	Review and revise SOFA / SOAL updates based on additional detail from the Debtor and other detail (part 2)	720.00	1.9	1,368
8/2/2023	Ryan Mersch	Revise global notes to SOFA / SOAL	720.00	0.9	648
8/2/2023	Ryan Mersch	Contract gathering and organization for SOAL G from Debtor database	720.00	1.6	1,152
8/2/2023	Tom Studebaker	Correspondence regarding development of Schedules / SOFAs.	925.00	0.7	648
8/2/2023	Rob Wedinger	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: Wrap-up of remaining SOFA/SOAL schedules	725.00	0.8	580
8/2/2023	Payton Fanning	Internal catch-up meeting with Z. Fritz, L. Hays, P. Fanning, C. Bacon, R. Wedinger to discuss updates on SOFA and SOAL schedule	420.00	2.0	840
8/2/2023	Vito Brancatella	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: Wrap-up of remaining SOFA/SOAL schedules	435.00	0.8	348
8/2/2023	Zach Fritz	Prepare and participate in discussion with Portage Point (R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: assignment of duties for SOFA / SOAL preparation	600.00	0.9	540
8/2/2023	Logan Hays	Prepare and participate in discussion with Portage Point (L. Hayes, P. Fanning) re: Live review of SOFA/SOAL schedules' global notes document	600.00	0.7	420
8/2/2023	Chad Bacon	Internal catch-up meeting with Z. Fritz, L. Hays, P. Fanning, C. Bacon, R. Wedinger to discuss updates on SOFA and SOAL schedule	540.00	2.0	1,080
8/3/2023	Vito Brancatella	Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	435.00	0.5	218
8/3/2023	Vito Brancatella	Update SOFA 4 for new documentation received from management	435.00	1.6	696
8/3/2023	Payton Fanning	Please change the description to "Prepare for and participate in follow up discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	420.00	0.5	210
8/3/2023	Payton Fanning	Top-to-bottom review of SOFA and SOAL packets prior to distribution to the Debtor, lawyers, etc.	420.00	1.7	714
8/3/2023	Logan Hays	Prepare for and participate in follow up discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	600.00	0.5	300
8/3/2023	Zach Fritz	Prepare and participate in follow up discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	600.00	0.5	300
8/3/2023	Ryan Mersch	Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	720.00	0.5	360
8/3/2023	Chad Bacon	Prepare for and participate in follow up discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	540.00	0.5	270
8/3/2023	Rob Wedinger	Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	725.00	0.5	363
8/3/2023	Rob Wedinger	Finalization of filings and documentation for delivery to lawyers / execution team	725.00	1.9	1,378
8/3/2023	Rob Wedinger	Final review of SOFA / SOAL filings prior to distribution	725.00	1.7	1,233
8/3/2023	Vito Brancatella	Update SOFA 11, 19 - 21, 77 D, F and H based on comments from Stretto team	435.00	1.9	827
8/3/2023	Chad Bacon	Develop Pulaski trailing twelve month spend summary; prepare template for contract compilation	540.00	1.7	918
8/3/2023	Chad Bacon	Address SOFA/SOAL questions from claims agent	540.00	1.4	756
8/3/2023	Vito Brancatella	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning), Sidley (W. Fang) and Stretto (S. McGuire) re: SOFA / SOAL initial draft and related comments	435.00	0.9	392
8/3/2023	Rob Wedinger	Edits to SOAL and SOFA from Stretto comments	725.00	1.2	870
8/3/2023	Logan Hays	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning), Sidley (W. Fang) and Stretto (S. McGuire) re: SOFA / SOAL initial draft and related comments	600.00	0.9	540

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/3/2023	Logan Hays	Make updates to SOAL Fixed asset section in connection with the comments made from Stretto and Sidley	600.00	0.1	60
8/3/2023	Vito Brancatella	Updated SOFA and SOAL schedules based on comments received from the Sidley Austin and Stretto teams.	435.00	1.8	783
8/3/2023	Ryan Mersch	Review and revise SOFA / SOAL and global notes detail for distribution to Sidley and Stretto for initial draft (Part 1)	720.00	2.0	1,440
8/3/2023	Ryan Mersch	Review and revise SOFA / SOAL and global notes detail for distribution to Sidley and Stretto for initial draft (Part 2)	720.00	1.6	1,152
8/3/2023	Ryan Mersch	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning), Sidley (W. Fang) and Stretto (S. McGuire) re: SOFA / SOAL initial draft and related comments	720.00	0.9	648
8/3/2023	Ryan Mersch	Prepare for and participate in follow up discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	720.00	0.5	360
8/3/2023	Chad Bacon	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning), Sidley (W. Fang) and Stretto (S. McGuire) re: SOFA / SOAL initial draft and related comments	540.00	0.9	486
8/3/2023	Ryan Mersch	SOAL G contract outline development for scheduling with detailed review of Debtor legal drives	720.00	1.7	1,224
8/3/2023	Rob Wedinger	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning), Sidley (W. Fang) and Stretto (S. McGuire) re: SOFA / SOAL initial draft and related comments	725.00	0.9	653
8/3/2023	Rob Wedinger	Prepare for and participate in follow up discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	725.00	0.5	363
8/3/2023	Payton Fanning	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning), Sidley (W. Fang) and Stretto (S. McGuire) re: SOFA / SOAL initial draft and related comments	420.00	0.9	378
8/3/2023	Payton Fanning	Updating global notes and SOAL/SOFA schedules based on discussion with external counsel (Stretto)	420.00	0.7	294
8/3/2023	Vito Brancatella	Prepare for and participate in follow up discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	435.00	0.5	218
8/3/2023	Chad Bacon	Revise schedule D, E and F of SOAL per comments from counsel	540.00	1.8	972
8/3/2023	Chad Bacon	Develop next steps by constituent for SOFA / SOAL	540.00	1.2	648
8/3/2023	Zach Fritz	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning), Sidley (W. Fang) and Stretto (S. McGuire) re: SOFA / SOAL initial draft and related comments	600.00	0.9	540
8/3/2023	Zach Fritz	Compiled Stretto feedback from numerous emails and created comment tracker	600.00	1.7	1,020
8/3/2023	Zach Fritz	Aggregated SOFA schedules provided by teammembers into master schedule	600.00	0.7	420
8/3/2023	Zach Fritz	Drafted follow-up email and sent to management	600.00	0.3	180
8/3/2023	Zach Fritz	Drafted follow-up email and sent to Sidley Austin	600.00	0.9	540
8/3/2023	Zach Fritz	Updated Stretto comment tracker to reflect latest changes, summarize new items and allocated open items to applicable teammembers	600.00	1.9	1,140
8/3/2023	Zach Fritz	Updated SOFA 3 to delineate all payments by payment date	600.00	0.7	420
8/3/2023	Zach Fritz	Updated Global Notes for Schedules to reflect recent changes and suggested revisions to commentary	600.00	1.2	720
8/3/2023	Zach Fritz	Reviewed remapping of vendor detail into more formalized categories	600.00	0.9	540
8/3/2023	Zach Fritz	Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	600.00	0.5	300
8/3/2023	Tom Studebaker	Correspondence regarding development of Schedules / SOFAs.	925.00	0.6	555
8/3/2023	Payton Fanning	Reporting - Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	420.00	0.5	210
8/3/2023	Logan Hays	Prepare for and participate in follow up discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	600.00	0.5	300
8/3/2023	Chad Bacon	Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, R. Wedinger, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning) re: SOFA / SOAL initial draft	540.00	0.5	270

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/4/2023	Vito Brancatella	[3:21 PM] Zach Fritz	435.00	1.8	783
8/4/2023	Vito Brancatella	Internal call to discuss status of each open item and make updates based on data received overnight (Z. Fritz)	435.00	0.8	348
8/4/2023	Chad Bacon	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon, Z. Fritz, V. Brancatella) re: review of SOFA / SOAL and related comments	540.00	0.8	432
8/4/2023	Ryan Mersch	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon, Z. Fritz, V. Brancatella) re: review of SOFA / SOAL and related comments	720.00	0.8	576
8/4/2023	Vito Brancatella	Prepared and participated in remaining SOFA / SOAL open items discussion with R. Mersch and C. Bacon (R. Mersch, C. Bacon, V. Brancatella, Z. Fritz)	435.00	0.6	261
8/4/2023	Vito Brancatella	Address notes on first draft of SOFA & SOAL schedule	435.00	1.5	653
8/4/2023	Vito Brancatella	Address additional comments o SOFA / SOAL initial draft based on tracker sent by Stretto team	435.00	1.8	783
8/4/2023	Vito Brancatella	Assisted in reconciliation of SOFA & SOAL schedules to AppHarvest balance sheet to check amounts of updates on initial draft	435.00	1.7	740
8/4/2023	Zach Fritz	Internal call to discuss status of each open item and make updates based on data received overnight (V. Brancatella)	600.00	1.8	1,080
8/4/2023	Zach Fritz	Prepared and participated in remaining SOFA / SOAL open items discussion with R. Mersch and C. Bacon (R. Mersch, C. Bacon, V. Brancatella, Z. Fritz)	600.00	0.6	360
8/4/2023	Zach Fritz	Drafted follow-up email to management team for SOAL AB 3 and SOFA 3	600.00	0.4	240
8/4/2023	Zach Fritz	Prepare for and participate in discussion with Portage Point (R. Mersch, C. Bacon, Z. Fritz, V. Brancatella) re: review of SOFA / SOAL and related comments	600.00	0.8	480
8/4/2023	Zach Fritz	Updated AB60 to reflect latest patents schedule	600.00	0.7	420
8/4/2023	Zach Fritz	Reviewed tracker and SOFA / SOAL files provided by Stretto and layered feedback not captured during meeting into master file.	600.00	1.9	1,140
8/4/2023	Zach Fritz	Aggregated schedules provided by teammembers into master file	600.00	0.6	360
8/4/2023	Zach Fritz	Updated SOFA 4 based on feedback from Stretto	600.00	0.6	360
8/4/2023	Zach Fritz	Quality check of SOFA and SOAL master files for consistency and formatting to facilitate submission of schedules	600.00	0.8	480
8/4/2023	Chad Bacon	Prepared and participated in remaining SOFA / SOAL open items discussion with R. Mersch and C. Bacon (R. Mersch, C. Bacon, V. Brancatella, Z. Fritz)	540.00	0.6	324
8/4/2023	Chad Bacon	Edits to SOAL 3, 73, 74 and SOFA 28	540.00	1.8	972
8/4/2023	Chad Bacon	Review comments from counsel of SOFA and SOAL; review litigation schedule	540.00	1.3	702
8/4/2023	Vito Brancatella	Merge PPP Global Notes file with version sent from Sidley Austin team	435.00	1.9	827
8/4/2023	Zach Fritz	Updated Stretto's global notes using our internal notes and provided revised schedules to lawyers	600.00	1.7	1,020
8/4/2023	Ryan Mersch	Review and revise SOFA / SOALs after distribution to Sidley and Stretto based on comments and Debtor revisions (Part 1)	720.00	2.0	1,440
8/4/2023	Ryan Mersch	Review and revise SOFA / SOALs after distribution to Sidley and Stretto based on comments and Debtor revisions (Part 2)	720.00	1.8	1,296
8/4/2023	Ryan Mersch	Update global notes based on Debtor criteria and Sidley (W. Fang) comments / edits	720.00	1.4	1,008
8/4/2023	Chad Bacon	Prepare for and participate in call with Stretto (S. McGuire) and PPP (C. Bacon) re: SOFA SOAL preparation	540.00	0.2	108
8/4/2023	Chad Bacon	Continued updated to SOFA SOAL global notes	540.00	1.7	918
8/4/2023	Chad Bacon	Review of PDF drafts on SOFA SOAL and provide comments	540.00	1.4	756
8/4/2023	Rob Wedinger	SOFA / SOAL update analysis based on financials and other non-financial related questions	725.00	1.6	1,160
8/4/2023	Tom Studebaker	Correspondence regarding development of Schedules / SOFAs.	925.00	0.9	833
8/4/2023	Tom Studebaker	Review of initial draft Schedules / SOFAs.	925.00	1.3	1,203
8/4/2023	Ryan Mersch	Prepared and participated in remaining SOFA / SOAL open items discussion with R. Mersch and C. Bacon (R. Mersch, C. Bacon, V. Brancatella, Z. Fritz)	720.00	0.6	432
8/5/2023	Ryan Mersch	Review and revise updated SOFA / SOAL based on Stretto and Sidley comments	720.00	1.7	1,224
8/5/2023	Vito Brancatella	SOFA and SOAL updates based on most recent round of comments from Sidley Austin	435.00	1.9	827
8/5/2023	Vito Brancatella	SOFA and SOAL updates based on most recent round of comments from Sidley Austin	435.00	1.1	479
8/5/2023	Chad Bacon	Review of SOFA SOAL comments from counsel	540.00	1.2	648

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/5/2023	Tom Studebaker	Correspondence regarding development of Schedules / SOFAs.	925.00	0.5	463
8/5/2023	Tom Studebaker	Review of draft global notes to Schedules / SOFAs.	925.00	0.8	740
8/6/2023	Rob Wedinger	Review of comments from Stretto in advance of catch up call with Sidley in order to finalize SOFA and SOAR schedules	725.00	0.6	435
8/6/2023	Payton Fanning	Review of SOFA/SOAL comments provided by legal team, and updating tracker for Portage vs. other's responsibility.	420.00	1.6	672
8/6/2023	Vito Brancatella	SOFA & SOAL updates based on additional comments from Sidley Austin and Stretto teams	435.00	1.2	522
8/6/2023	Vito Brancatella	Prepare and participate in discussion with Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire) re: SOFA / SOAL comment clearing	435.00	1.6	696
8/6/2023	Logan Hays	Prepare and participate in discussion with Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire) re: SOFA / SOAL comment clearing	600.00	1.6	960
8/6/2023	Vito Brancatella	Update SOFA 3 schedule and respond to global notes comments left by Sidley Austin team	435.00	1.9	827
8/6/2023	Vito Brancatella	Update SOFA 3 schedule and respond to global notes comments left by Sidley Austin team	435.00	0.2	87
8/6/2023	Ryan Mersch	Review and revise updated SOFA / SOAL based on Sidley (W. Fang) comments and revisions from new Debtor diligence responses	720.00	1.1	792
8/6/2023	Ryan Mersch	Update SOAL G based on contract schedules	720.00	0.8	576
8/6/2023	Chad Bacon	Review of SOFA SOAL follow-ups; draft request list	540.00	1.7	918
8/6/2023	Chad Bacon	Revise SOFAs / SOALs per comments from counsel and claims agent	540.00	1.6	864
8/6/2023	Chad Bacon	Review of contract listing; removal of non-executory contract items	540.00	1.6	864
8/6/2023	Payton Fanning	Prepare and participate in discussion with Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire) re: SOFA / SOAL comment clearing	420.00	1.6	672
8/6/2023	Payton Fanning	Prepare open items list for distribution to Portage Point team and Client team	420.00	0.8	336
8/6/2023	Ryan Mersch	Prepare and participate in discussion with Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire) re: SOFA / SOAL comment clearing	720.00	1.6	1,152
8/6/2023	Rob Wedinger	Prepare and participate in discussion with Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire) re: SOFA / SOAL comment clearing	725.00	1.6	1,160
8/6/2023	Chad Bacon	Prepare and participate in discussion with Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire) re: SOFA / SOAL comment clearing	540.00	1.6	864
8/6/2023	Zach Fritz	Prepare and participate in discussion with Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire) re: SOFA / SOAL comment clearing	600.00	1.6	960
8/6/2023	Zach Fritz	Update open items tracker based on feedback from discussion with Stretto and Sidley	600.00	0.8	480
8/6/2023	Zach Fritz	Drafted and circulated open items follow-up email to AppH management team	600.00	0.6	360
8/6/2023	Logan Hays	Review of comments from Stretto in advance of catch up call with Sidley in order to finalize SOFA and SOAL schedules	600.00	0.6	360
8/6/2023	Tom Studebaker	Correspondence regarding development of Schedules / SOFAs.	925.00	0.4	370
8/6/2023	Tom Studebaker	Continued review of draft SOFAs/Schedules and related supporting information and details.	925.00	0.8	740
8/7/2023	Vito Brancatella	SOFA & SOAL updates on fixed asset and inventory schedules based on additional documentation received from management	435.00	1.6	696
8/7/2023	Payton Fanning	Internal comment clearing RE: discussion with legal team	420.00	0.5	210
8/7/2023	Payton Fanning	Internal comment clearing RE: discussion with legal team	420.00	0.7	294
8/7/2023	Vito Brancatella	Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger) re: SOFA / SOAL initial draft	435.00	0.7	305
8/7/2023	Rob Wedinger	Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger) re: SOFA / SOAL initial draft	725.00	0.7	508
8/7/2023	Chad Bacon	Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger) re: SOFA / SOAL initial draft	540.00	0.7	378

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/7/2023	Logan Hays	Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger) re: SOFA / SOAL initial draft	600.00	0.7	420
8/7/2023	Zach Fritz	Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger) re: SOFA / SOAL initial draft	600.00	0.7	420
8/7/2023	Zach Fritz	Reviewed data / commentary provided by management and drafted response tracker in email format to circulate with Stretto / Sidley. Additionally sent follow-ups to AppH management on select items	600.00	1.7	1,020
8/7/2023	Vito Brancatella	Reporting - Prepare and participate in discussion with APPH, Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire, and management team) re: close remaining open requests for SOFA / SOAL schedules	435.00	0.7	305
8/7/2023	Payton Fanning	Fixed assets research around CIP details in preparation for discussion with Portage Point	420.00	0.9	378
8/7/2023	Zach Fritz	Prepare and participate in discussion with Portage Point (Z. Fritz, V. Brancatella, P. Fanning) re: Make updates to AB 55 and SOFA 3, and organize and prepare open requests for Debtor	600.00	0.9	540
8/7/2023	Vito Brancatella	Prepare and participate in discussion with Portage Point (Z. Fritz, V. Brancatella, P. Fanning) re: Make updates to AB 55 and SOFA 3, and organize and prepare open requests for Debtor	435.00	0.9	392
8/7/2023	Payton Fanning	Please change the description to "Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger) re: SOFA / SOAL initial draft	420.00	0.7	294
8/7/2023	Rob Wedinger	Reviewing Global Notes edits prior to sending to Sidley for further comment and review	725.00	0.6	435
8/7/2023	Payton Fanning	Prepare and participate in discussion with Portage Point (Z. Fritz, V. Brancatella, P. Fanning) re: Make updates to AB 55 and SOFA 3, and organize and prepare open requests for Debtor	420.00	0.9	378
8/7/2023	Payton Fanning	Coordination of meeting invites for discussion with management to finalize SOFA / SOAL schedules	420.00	0.2	84
8/7/2023	Vito Brancatella	Develop responses to follow-up questions regarding Schedule AB77, Schedule D and Schedule E/F on SOFA / SOAL workstream	435.00	0.7	305
8/7/2023	Payton Fanning	Internal comment clearing RE: discussion with legal team	420.00	0.4	168
8/7/2023	Vito Brancatella	Prepare and participate in discussion with APPH, Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire, and management team) re: close remaining open requests for SOFA / SOAL schedules	435.00	0.7	305
8/7/2023	Rob Wedinger	Prepare and participate in discussion with APPH, Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire, and management team) re: close remaining open requests for SOFA / SOAL schedules	725.00	0.7	508
8/7/2023	Logan Hays	Prepare and participate in discussion with APPH, Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire, and management team) re: close remaining open requests for SOFA / SOAL schedules	600.00	0.7	420
8/7/2023	Zach Fritz	Reviewed emails and corresponded with Stretto, Sidley and management to obtain and close out various remaining open items	600.00	1.5	900
8/7/2023	Chad Bacon	Prepare and participate in discussion with APPH, Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire, and management team) re: close remaining open requests for SOFA / SOAL schedules	540.00	0.7	378
8/7/2023	Chad Bacon	Prepare variance report for prior two week's of activity	540.00	1.8	972
8/7/2023	Chad Bacon	Update SOAL schedule with G with additional contracts	540.00	1.9	1,026
8/7/2023	Chad Bacon	Updates to SOFA 4	540.00	1.3	702
8/7/2023	Chad Bacon	Draft comprehensive request list for all open items related to SOFA / SOAL	540.00	0.8	432
8/7/2023	Zach Fritz	Prepare and participate in discussion with APPH, Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire, and management team) re: close remaining open requests for SOFA / SOAL schedules	600.00	0.7	420
8/7/2023	Tom Studebaker	Review of updated draft SOFAs / Schedules, including correspondence regarding the same.	925.00	1.8	1,665
8/7/2023	Tom Studebaker	Review of draft weekly DIP variance analysis, and internal correspondence regarding the same.	925.00	0.5	463
8/7/2023	Chad Bacon	Prepare for and participate in various calls with Sidley (W. Fang) and Portage Point (C. Bacon) re: SOFAs/SOALs	540.00	0.3	162
8/7/2023	Chad Bacon	Revise reason for payment on SOAL F	540.00	0.6	324
8/7/2023	Chad Bacon	Prepare for and participate in various calls with Debtor (C. Skiles) and Portage Point (C. Bacon) re: prepayments and SOFA/SOAL revisions	540.00	0.4	216

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/7/2023	Chad Bacon	Reconcile unsecured claim amounts on schedule F to remove items already paid	540.00	1.2	648
8/7/2023	Chad Bacon	Review of populated critical vendor agreement	540.00	0.6	324
8/7/2023	Chad Bacon	Detailed review and edits to SOFA/SOAL global notes	540.00	1.4	756
8/7/2023	Chad Bacon	Review and consolidate responses from management on SOFAs/SOALs	540.00	0.7	378
8/7/2023	Chad Bacon	Prepare for and participate in various calls with Debtor (L. Eggleton) and Portage Point (C. Bacon) re: prepayments and SOFA/SOAL revisions	540.00	0.2	108
8/7/2023	Chad Bacon	Address comments from counsel and claims agent on final forms of SOFA/SOAL	540.00	1.9	1,026
8/7/2023	Chad Bacon	Continued updates to SOAL G based on additional contract additions provided by the Debtor	540.00	1.4	756
8/7/2023	Tom Studebaker	Ongoing review and analysis of updated support for purposes of finalizing Schedules / SOFAs, including correspondence regarding the same.	925.00	1.3	1,203
8/7/2023	Ryan Mersch	Revise SOFA schedules based on comments from Sidley (W. Fang) and other detail for finalization (part 1)	720.00	2.0	1,440
8/7/2023	Ryan Mersch	Revise SOFA schedules based on comments from Sidley (W. Fang) and other detail for finalization	720.00	1.7	1,224
8/7/2023	Ryan Mersch	Update SOAL schedule G for contract updates and revisions	720.00	1.1	792
8/7/2023	Ryan Mersch	Updates and refinements of SOAL schedules based on comments from Sidley (W. Fang) with subsequent information requests to Debtor (part 1)	720.00	2.0	1,440
8/7/2023	Ryan Mersch	Updates and refinements of SOAL schedules based on comments from Sidley (W. Fang) with subsequent information requests to Debtor (part 1)	720.00	1.2	864
8/7/2023	Ryan Mersch	Prepare and participate in discussion with APPH, Stretto, Sidley, and Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger, W. Fang, S. McGuire, and management team) re: close remaining open requests for SOFA / SOAL schedules	720.00	0.7	504
8/7/2023	Ryan Mersch	Prepare and participate in discussion with Portage Point (R. Mersch, C. Bacon, Z. Fritz, L. Hayes, V. Brancatella, P. Fanning, R. Wedinger) re: SOFA / SOAL initial draft	720.00	0.7	504
8/7/2023	Ryan Mersch	Update and edit and Global Notes schedules based on revisions and comments from Sidley (W. Fang)	720.00	1.7	1,224
8/7/2023	Tom Studebaker	Continued review of updated draft SOFAs / Schedules, including correspondence regarding the same.	925.00	0.8	740
8/8/2023	Chad Bacon	Revise variance report per comments from R. Mersch	540.00	1.6	864
8/8/2023	Chad Bacon	Update variance report package to include reports for one week ended 7/30 and one week ended 8/6	540.00	1.7	918
8/9/2023	Ryan Mersch	Discussion with Debtor finance team (T. Ward, C. Ross, C. Skiles) regarding reporting obligations for pendency of case	720.00	0.6	432
8/14/2023	Chad Bacon	Prepare weekly variance report for prior week business activity	540.00	1.8	972
8/14/2023	Chad Bacon	Provide guidance on MOR reporting to the Debtor	540.00	0.7	378
8/15/2023	Rob Wedinger	Review of diligence questions regarding the SOFA/SOAL filings and preparation of responses	725.00	1.6	1,160
8/15/2023	Payton Fanning	Prepare responses to M3 Diligence inquiries RE: PP&E schedules	420.00	1.8	756
8/15/2023	Payton Fanning	Prepare responses to M3 Diligence inquiries RE: Prepaids and Other Current Assets	420.00	0.4	168
8/15/2023	Payton Fanning	Prepare responses to M3 Diligence inquiries RE: Inventory Schedules	420.00	0.7	294
8/15/2023	Payton Fanning	Prepare responses to M3 Diligence inquiries RE: Balance Sheet Reconciliation	420.00	1.4	588
8/15/2023	Chad Bacon	Process comments on variance report; correspond with the Debtor re: explanations	540.00	1.4	756
8/15/2023	Zach Fritz	Reviewed follow-up inquiries and drafted responses related to fixed assets and prepaids by entity	600.00	0.6	360
8/15/2023	Payton Fanning	Prepare responses to M3 Diligence inquiries RE: Balance Sheet Reconciliation	420.00	1.0	420
8/16/2023	Chad Bacon	Prepare hardcoded version of variance report with EQ advisors	540.00	0.6	324
8/21/2023	Chad Bacon	Prepare cash flow variance report package	540.00	1.9	1,026
8/22/2023	Chad Bacon	Revise cash flow variance report per comments from R. Mersch and T. Studebaker	540.00	1.4	756
8/23/2023	Manning Wu	Prepare for and participate in call with Appharvest (C. Skiles, L. Eggleton), Sidley (J. Miller), and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: 341 meeting prep	400.00	0.8	320
8/23/2023	Chad Bacon	Prepare for and participate in call with Appharvest (C. Skiles, L. Eggleton), Sidley (J. Miller), and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: 341 meeting prep	540.00	0.8	432
8/23/2023	Ryan Mersch	Prepare for and participate in call with Appharvest (C. Skiles, L. Eggleton), Sidley (J. Miller), and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: 341 meeting prep	720.00	0.8	576

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
8/23/2023	Tom Studebaker	Prepare for and participate in call with Appharvest (C. Skiles, L. Eggleton), Sidley (J. Miller), and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: 341 meeting prep	925.00	0.8	740
8/25/2023	Ryan Mersch	Review SOFA / SOAL detail in advance of 341 hearing	720.00	0.8	576
8/28/2023	Chad Bacon	Prepare variance reports for one week ended 8/27 and three week cumulative	540.00	1.8	972
8/28/2023	Chad Bacon	Prepare pre-payments tracker for UST	540.00	1.3	702
8/28/2023	Chad Bacon	Review pre-payments tracker for UST per comments from Sidley	540.00	0.6	324
8/29/2023	Chad Bacon	Revise variance reports per comments from T. Studebaker and R. Mersch	540.00	1.8	972
Grand Total				1,052.7	\$ 694,150.0

DETAILED RECORD OF EXPENSES FOR THE FEE PERIOD

EXPENSE DETAIL (I.E., INVOICES)

<u>Date</u>	<u>Professional</u>	<u>Expense Type</u>	<u>Notes</u>	<u>Expense</u>
8/7/2023	Tom Studebaker	Client Expenses:Travel:Airfare	BOS - HOU for 2nd day hearing	\$ 773.80
8/21/2023	Ryan Mersch	Client Expenses:Travel:Airfare	Lex to JFK 8.21	533.20
8/21/2023	Ryan Mersch	Client Expenses:Travel:Airfare	LGA to LEX	463.20
8/21/2023	Ryan Mersch	Client Expenses:Transportation	Home to LEX	45.68
8/21/2023	Ryan Mersch	Client Expenses:Meals & Entertainment:Meals	Dinner LEX	58.39
8/21/2023	Ryan Mersch	Client Expenses:Transportation	JFK to hotel	96.20
8/21/2023	Tom Studebaker	Client Expenses:Travel:Airfare	BOS - LGA	487.80
8/21/2023	Tom Studebaker	Client Expenses:Transportation	Home - BOS	161.19
8/21/2023	Tom Studebaker	Client Expenses:Meals & Entertainment:Meals	Breakfast at BOS	19.50
8/22/2023	Tom Studebaker	Client Expenses:Meals & Entertainment:Meals	LGA - Hotel	102.95
8/23/2023	Ryan Mersch	Client Expenses:Meals & Entertainment:Meals	Lunch r mersch	19.91
8/23/2023	Ryan Mersch	Client Expenses:Transportation	Hotel to LGA	106.92
8/23/2023	Ryan Mersch	Client Expenses:Travel:Lodging	8/21 to 8/23 NY hotel	1,276.14
8/23/2023	Tom Studebaker	Client Expenses:Meals & Entertainment:Meals	Dinner at LGA	35.39
8/23/2023	Tom Studebaker	Client Expenses:Travel:Lodging	Hotel in NYC for settlement meeting	1,276.14
8/23/2023	Tom Studebaker	Client Expenses:Meals & Entertainment:Meals	Lunch in NYC	16.31
8/23/2023	Tom Studebaker	Client Expenses:Meals & Entertainment:Meals	Breakfast in NYC	15.80
8/24/2023	Ryan Mersch	Client Expenses:Transportation	Ord to Home	56.25
8/24/2023	Tom Studebaker	Client Expenses:Transportation	Hotel - LGA	118.49
8/24/2023	Tom Studebaker	Client Expenses:Transportation	BOS - Home	146.45
8/24/2023	Tom Studebaker	Client Expenses:Travel:Airfare	LGA - BOS	200.00
8/28/2023	Ryan Mersch	Client Expenses:Transportation	Parking 8.28	11.96
8/29/2023	Ryan Mersch	Client Expenses:Transportation	Parking 8.29	11.96
8/30/2023	Ryan Mersch	Client Expenses:Travel:Airfare	LEX to ORD round trip	257.81
Total				\$ 6,291.44

EXHIBIT 2-B

Detailed Record of Fees as Financial Advisor (September Invoice)

INVOICE

Date: 10/18/2023
 Invoice #: INV-00096



PORTAGE POINT PARTNERS

Portage Point Partners, LLC
 300 N. LaSalle Dr Ste 1420
 Chicago, IL 60654
 finance@pppllc.com

TO **AppHarvest, Inc.**
 Attn: Gary Broadbent
 Morehead, KY

DESCRIPTION	TERMS	DUE DATE
Period Ending September 1st - September 14th, 2023	Due Upon Receipt	10/18/2023

ITEM NAME	EMPLOYEE	QTY	RATE	TOTAL
Service	002_Tom Studebaker : Managing Director	67.5	925.00	\$62,437.50
Service	004_Ryan Mersch : Senior Director	128.6	720.00	\$92,592.00
Service	007_Chad Bacon : Senior Associate	122.9	540.00	\$66,366.00
Service	009_Manning Wu : Associate	10.8	400.00	\$4,320.00
			Subtotal	\$225,715.50
			Total	\$225,715.50

Remit Payment To:

Portage Point Partners, LLC
 JPMorgan Chase Bank, N.A.
 383 Madison Avenue
 New York, NY 10017
 Routing number (Wire): 021000021
 Account Number: 758585033

Thank you for your business

INVOICE

Date: 10/18/2023
 Invoice #: INV-00097



PORTAGE POINT PARTNERS

Portage Point Partners, LLC
 300 N. LaSalle Dr. Ste 1420
 Chicago, IL 60654
 finance@pppllc.com

TO **AppHarvest, Inc.**
 Attn: Gary Broadbent
 Morehead, KY

DESCRIPTION	TERMS	DUE DATE
Period Ending September 1st - September 14th, 2023	Due Upon Receipt	10/18/2023

ITEM NAME	TOTAL
Billable Expenses - Airfare	\$881.70
Billable Expenses - Transportation	\$324.99
Subtotal	\$1,206.69
Total	\$1,206.69

Remit Payment To:
 Portage Point Partners, LLC
 JPMorgan Chase Bank, N.A.
 383 Madison Avenue
 New York, NY 10017
 Routing number (Wire): 021000021
 Account Number: 758585033

Thank you for your business

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
<u>Asset Recovery & Analysis</u>					
9/1/2023	Tom Studebaker	Review and analysis of lien analysis and supporting details, including correspondence regarding the same.	\$ 925.00	1.1	\$ 1,018
9/1/2023	Tom Studebaker	Review of Bosch APA and related schedules, including correspondence regarding the same.	925.00	1.1	1,018
9/1/2023	Ryan Mersch	Provide edits / notes related to the Somerset APA and related diligence to provide to Sidley	720.00	1.4	1,008
9/1/2023	Chad Bacon	Gather missing contracts for Somerset APA	540.00	1.7	918
9/1/2023	Chad Bacon	Update mechanics lien tracker	540.00	1.6	864
9/1/2023	Chad Bacon	Continue updating APA schedules	540.00	1.4	756
9/1/2023	Chad Bacon	Continue addressing buyer diligence items	540.00	1.6	864
9/3/2023	Ryan Mersch	Somerset / Bosch contract diligence gathering and distribution	720.00	1.8	1,296
9/3/2023	Chad Bacon	Review of latest draft and redline of Somerset APA	540.00	1.3	702
9/4/2023	Ryan Mersch	Bosch APA diligence correspondence and follow up regarding contracts	720.00	1.2	864
9/4/2023	Tom Studebaker	Initial review of Studebaker declaration in support of sale motion.	925.00	1.9	1,758
9/5/2023	Tom Studebaker	Additional review of Studebaker declaration in support of sale motion, and comments / edits to Sidley.	925.00	1.8	1,665
9/5/2023	Tom Studebaker	Correspondence related to lien claims and reconciliation with Company information.	925.00	0.8	740
9/5/2023	Ryan Mersch	APA diligence for Bosch regarding contracts and other detail	720.00	1.7	1,224
9/5/2023	Ryan Mersch	Various APA diligence for Mastronardi regarding Berea contracts and liens	720.00	1.4	1,008
9/5/2023	Ryan Mersch	Various diligence for Equilibrium APA regarding contracts and liens	720.00	0.9	648
9/5/2023	Ryan Mersch	Mechanics lien diligence and other contract detail with discussions with Sidley (A. Barajas)	720.00	1.8	1,296
9/5/2023	Chad Bacon	Address buyer diligence; gather contracts for review	540.00	1.3	702
9/5/2023	Chad Bacon	Address mechanic lien related diligence	540.00	1.3	702
9/5/2023	Chad Bacon	Address Pulaski diligence on construction contracts	540.00	1.4	756
9/6/2023	Ryan Mersch	Prepare and participate in discussion with the State (Judge Jones, J. Whitworth, A. Martin), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale hearing	720.00	0.8	576
9/6/2023	Ryan Mersch	Various APA diligence follow ups for Bosch and EQ including contract organization and distribution	720.00	1.8	1,296
9/6/2023	Chad Bacon	Prepare and participate in discussion with the State (Judge Jones, J. Whitworth, A. Martin), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale hearing	540.00	0.8	432
9/6/2023	Tom Studebaker	Prepare and participate in discussion with the State (Judge Jones, J. Whitworth, A. Martin), Jefferies (R. Morgner), Sidley Austin (R. Fink, A. Grossi, P. Venter, W. Fang, D. McFaul, S. Hessler, B. Gibbons), Debtor (L. Eggleton, G. Broadbent), Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale hearing	925.00	0.8	740
9/7/2023	Chad Bacon	Continue addressing buyer diligence; track down site documentation and contracts	540.00	1.8	972
9/7/2023	Ryan Mersch	Various diligence review and contract gathering for Bosch and IP bids	720.00	1.3	936
9/7/2023	Ryan Mersch	APA overview and review for contracts and other detail	720.00	1.7	1,224
9/8/2023	Manning Wu	Prepare for and participate in call with EY (C. Lyons, K. Gatt, N. Flagg, R. Tornillo), Sidley (S. Advani, M. Li, W. Fang), AppHarvest (E. Jones), Portage Point (R. Mersch, C. Bacon, M. Wu) re: Tax Discussion	400.00	0.4	160
9/8/2023	Ryan Mersch	Prepare for and participate in call with EY (C. Lyons, K. Gatt, N. Flagg, R. Tornillo), Sidley (S. Advani, M. Li, W. Fang), AppHarvest (E. Jones), Portage Point (R. Mersch, C. Bacon, M. Wu) re: Tax Discussion	720.00	0.4	288
9/8/2023	Chad Bacon	Prepare for and participate in call with EY (C. Lyons, K. Gatt, N. Flagg, R. Tornillo), Sidley (S. Advani, M. Li, W. Fang), AppHarvest (E. Jones), Portage Point (R. Mersch, C. Bacon, M. Wu) re: Tax Discussion	540.00	0.4	216
9/8/2023	Chad Bacon	Continue addressing buyer diligence; review of contracts and provide access to Company	540.00	1.4	756
9/11/2023	Chad Bacon	Upload additional documents to contracts folder	540.00	0.7	378
9/12/2023	Chad Bacon	Begin preparing shell of emergence funds flow	540.00	1.8	972
9/12/2023	Ryan Mersch	Prepare for and participate in discussion with Red Sea broker, Equilibrium, Sidley and Jefferies regarding monetization of Red Sea asset	720.00	0.5	360
9/12/2023	Ryan Mersch	Discussion with Debtor (E. Killian) regarding corporate exiting and asset removal	720.00	0.6	432

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
9/13/2023	Chad Bacon	Correspondence with Company regarding prepaid assets	540.00	1.3	702
<u>Assumption & Rejection of Leases and Contracts</u>					
9/1/2023	Manning Wu	Updated APA Schedule	400.00	1.2	480
9/1/2023	Ryan Mersch	Contract overview and update for executory contract schedule	720.00	1.4	1,008
9/1/2023	Chad Bacon	Revise executory contracts schedule per comments from Sidley	540.00	1.9	1,026
9/4/2023	Ryan Mersch	Reconciliation and review of Berea contracts cure schedule with additions	720.00	1.7	1,224
9/4/2023	Ryan Mersch	Bosch APA diligence and update of contracts schedules based on comments / questions from Sidley (C. Luster)	720.00	1.4	1,008
9/4/2023	Ryan Mersch	Berea contract schedule additional reconciliation and edits	720.00	0.8	576
9/4/2023	Ryan Mersch	Berea contract reconciliation for Mastronardi agreements	720.00	0.7	504
9/4/2023	Chad Bacon	Reconciliation of Berea contracts schedule with latest executory contracts schedule	540.00	1.4	756
9/4/2023	Chad Bacon	Update Berea contracts schedule	540.00	1.7	918
9/5/2023	Chad Bacon	Reconciliation of Berea contracts with executory contract schedule	540.00	1.8	972
9/7/2023	Ryan Mersch	Cure schedule refinement and contract gathering with updated development of pre-petition balances	720.00	1.1	792
9/11/2023	Manning Wu	Prepare and participate in discussion with Sidley Austin (C. McManus, M. Alden, A. Barajas) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: Cure Objections	400.00	0.4	160
9/11/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (C. McManus, M. Alden, A. Barajas) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: Cure Objections	540.00	0.4	216
9/12/2023	Ryan Mersch	Various contract diligence gathering for Sidley (M. Alden) regarding Plan detail and APA support	720.00	1.4	1,008
9/13/2023	Ryan Mersch	Various contract assumption and gathering review for APAs	720.00	0.9	648
9/14/2023	Ryan Mersch	Provide diligence detail related to contract assignment and assumptions	720.00	0.9	648
<u>Business Operations</u>					
9/1/2023	Manning Wu	Prepare and participate in discussion with Debtor (C. Skiles, A. Pennington, C. Ross, T. Ward, L. Eggleton, M. Ward, D. Daugherty, T. Martin) Portage Point (R. Mersch, C. Bacon, M. Wu) re: Broader Vendor Tactics Discussion	400.00	0.4	160
9/1/2023	Ryan Mersch	Prepare and participate in discussion with Debtor (C. Skiles, A. Pennington, C. Ross, T. Ward, L. Eggleton, M. Ward, D. Daugherty, T. Martin) Portage Point (R. Mersch, C. Bacon, M. Wu) re: Broader Vendor Tactics Discussion	720.00	0.4	288
9/1/2023	Chad Bacon	Prepare and participate in discussion with Debtor (C. Skiles, A. Pennington, C. Ross, T. Ward, L. Eggleton, M. Ward, D. Daugherty, T. Martin) Portage Point (R. Mersch, C. Bacon, M. Wu) re: Broader Vendor Tactics Discussion	540.00	0.4	216
9/1/2023	Ryan Mersch	Discussion with Debtor (E. Wilson) regarding employee transition and employees	720.00	1.6	1,152
9/1/2023	Ryan Mersch	Discussion with Debtor (E. Killian) regarding corporate disposition and wind down	720.00	0.9	648
9/1/2023	Ryan Mersch	Various vendor communications regarding auction and go-forward business strategy	720.00	1.2	864
9/5/2023	Ryan Mersch	Prepare for and participate in discussion with Royal Brinkman and Debtor (D. Daugherty, A. Pennington) regarding claims and ongoing business	720.00	0.6	432
9/5/2023	Ryan Mersch	Various discussion and communications with Debtor (C. Skiles, A. Pennington) regarding vendor payments and dynamics	720.00	1.2	864
9/6/2023	Manning Wu	Reformatted the CapEx schedule to be in Portage Point format / be cleaner	400.00	1.3	520
9/6/2023	Ryan Mersch	Various wind down workstream updates and review for post-effective and transition period	720.00	1.8	1,296
9/6/2023	Ryan Mersch	Critical vendor agreement review and updates with various vendor dynamics	720.00	1.6	1,152
9/6/2023	Chad Bacon	Review and approve weekly payment run	540.00	1.3	702
9/6/2023	Chad Bacon	Review of critical vendor agreement updates and redline	540.00	1.6	864
9/6/2023	Ryan Mersch	Wind down operations planning and disposal of headquarters assets	720.00	1.1	792
9/7/2023	Ryan Mersch	Continued development of wind down and transition plan for wind down budget update	720.00	1.4	1,008
9/8/2023	Chad Bacon	Correspond with the Company regarding vendor payments; approve pay run	540.00	0.8	432
9/9/2023	Ryan Mersch	Wind down planning including corporate office furniture removal and other detail	720.00	1.1	792
9/11/2023	Ryan Mersch	Discussion with Debtor (J. Langfels) regarding document retention	720.00	0.6	432

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
9/11/2023	Ryan Mersch	Discussion with Debtor (L. Eggleton) regarding wind down operations and planning	720.00	0.7	504
9/11/2023	Ryan Mersch	Discussion with Debtor (E. Killian) regarding headquarters removal and other detail	720.00	0.9	648
9/12/2023	Ryan Mersch	Various discussions with Debtor (A. Pennington) regarding vendor dynamics and transition of procurement to purchasers	720.00	0.9	648
9/13/2023	Ryan Mersch	Discussion with Debtor (E. Killian, C. Skiles, J. Langels) regarding HQ asset removal and solicitation process	720.00	1.7	1,224
9/13/2023	Ryan Mersch	Vendor outreach email for transition of facilities	720.00	1.1	792
9/14/2023	Ryan Mersch	Discussion with Debtor (E. Killian) regarding disposition of Company HQ assets and removal plan	720.00	0.9	648
9/14/2023	Ryan Mersch	Wind down workstreams with outline of potential 1099 contractor agreements	720.00	1.3	936
<u>Case Administration</u>					
9/1/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.4	216
9/1/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	720.00	0.4	288
9/1/2023	Chad Bacon	Prepare for and participate in call with Sidley (J. Miller, W. Fang, C. McManus, M. Alder, R. Fink) and Portage Point (R. Mersch, C. Bacon) re: liquidation analysis	540.00	0.5	270
9/1/2023	Ryan Mersch	Prepare for and participate in call with Sidley (J. Miller, W. Fang, C. McManus, M. Alder, R. Fink) and Portage Point (R. Mersch, C. Bacon) re: liquidation analysis	720.00	0.5	360
9/1/2023	Tom Studebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.4	370
9/5/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.4	216
9/5/2023	Tom Studebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.5	463
9/6/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	540.00	0.2	108
9/6/2023	Tom Studebaker	Prepare and participate in standing call with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, C. Bacon) re: sale process updates and other bankruptcy related workstream updates	925.00	0.2	185
9/6/2023	Tom Studebaker	Review and analysis of documents and materials as preparation for Sale Order hearing, including correspondence regarding the same.	925.00	1.8	1,665
9/6/2023	Tom Studebaker	Prepare for and attend call with G. Broadbent to discuss sale order hearing and next steps.	925.00	0.4	370
9/7/2023	Manning Wu	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: sale process updates and other bankruptcy related workstream updates	400.00	0.2	80
9/7/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: sale process updates and other bankruptcy related workstream updates	540.00	0.2	108

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
9/7/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: sale process updates and other bankruptcy related workstream updates	720.00	0.2	144
9/7/2023	Tom Studebaker	TBU - Cash Flow Discussion	925.00	0.5	463
9/7/2023	Tom Studebaker	Review of draft wind down plan and potential transition costs in connection with updated draft DIP Budget.	925.00	1.3	1,203
9/8/2023	Chad Bacon	Prepare and participate in standing call with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	540.00	0.3	162
9/8/2023	Ryan Mersch	Prepare and participate in standing call with Sidley Austin (J. Miller, I. Ferrell, R. Fink, W. Fang, N. Froger, C. McManus) and Portage Point (R. Mersch, C. Bacon) re: workstream and process updates	720.00	0.3	216
9/8/2023	Ryan Mersch	Various correspondence with Portage Point (T. Studebaker, R. Mersch) regarding process, workstream updates, among others	720.00	0.9	648
9/8/2023	Tom Studebaker	Various correspondence with Portage Point (T. Studebaker, R. Mersch) regarding process, workstream updates, among others	925.00	0.9	833
9/8/2023	Chad Bacon	Review and summarize docket	540.00	1.3	702
9/11/2023	Manning Wu	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	400.00	0.3	120
9/11/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	720.00	0.3	216
9/11/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	540.00	0.3	162
9/11/2023	Tom Studebaker	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	925.00	0.3	278
9/11/2023	Manning Wu	Prepare and participate in discussion with Sidley Austin (J. Miller), Cooley (L. Nguyen, R. Mecham) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: Preservation of Documents	400.00	0.3	120
9/11/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (J. Miller), Cooley (L. Nguyen, R. Mecham) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: Preservation of Documents	720.00	0.3	216
9/11/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (J. Miller), Cooley (L. Nguyen, R. Mecham) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: Preservation of Documents	540.00	0.3	162
9/12/2023	Manning Wu	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	400.00	0.3	120
9/12/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	720.00	0.3	216
9/12/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	540.00	0.3	162
9/12/2023	Tom Studebaker	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, P. Engel, T. Kim, C. Gong, K. Egan) and Portage Point (T. Studebaker, R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	925.00	0.3	278
9/12/2023	Ryan Mersch	Discussion with Debtor (L. Eggleton) regarding final workstreams and other detail	720.00	0.5	360
9/12/2023	Ryan Mersch	Prepare for and participate in multiple discussions with Portage Point (T. Studebaker, R. Mersch) regarding case workstreams and dynamics	720.00	0.7	504

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
9/12/2023	Tom Studebaker	Prepare for and participate in multiple discussions with Portage Point (T. Studebaker, R. Mersch) regarding case workstreams and dynamics	925.00	0.7	648
9/13/2023	Manning Wu	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	400.00	0.4	160
9/13/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	540.00	0.4	216
9/13/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	720.00	0.4	288
9/13/2023	Ryan Mersch	Prepare for and participate in multiple discussions with Portage Point (T. Studebaker, R. Mersch) regarding case workstreams and dynamics	720.00	0.8	576
9/13/2023	Tom Studebaker	Prepare for and participate in multiple discussions with Portage Point (T. Studebaker, R. Mersch) regarding case workstreams and dynamics	925.00	0.8	740
9/14/2023	Manning Wu	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	400.00	0.3	120
9/14/2023	Ryan Mersch	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	720.00	0.3	216
9/14/2023	Ryan Mersch	Prepare for and participate in Confirmation Hearing	720.00	0.6	432
9/14/2023	Tom Studebaker	Attend confirmation hearing.	925.00	0.6	555
9/14/2023	Tom Studebaker	Prepare for confirmation hearing, including review of declarations and supporting details.	925.00	1.8	1,665
9/14/2023	Chad Bacon	Prepare and participate in discussion with Sidley Austin (P. Venter, J. Miller, I. Ferrell, R. Fink, W. Fang, M. Adler, A. Barajas, M. Carling), Jefferies (R. Morgner, T. Kim, C. Gong, K. Egan) and Portage Point (R. Mersch, C. Bacon, M. Wu) re: bankruptcy related workstream updates	540.00	0.3	162
9/14/2023	Chad Bacon	Prepare for and participate in Confirmation Hearing	540.00	0.6	324
<u>Claims Administration & Objections</u>					
9/1/2023	Manning Wu	Prepare and participate in discussion with Sidley (B. Friedman, W. Fang, P. Venter, J. Mooney, J. Ducayet, M. Alden), Portage Point (R. Mersch, C. Bacon, M. Wu) re: Mechanics Lien Tracker	400.00	0.6	240
9/1/2023	Chad Bacon	Prepare and participate in discussion with Sidley (B. Friedman, W. Fang, P. Venter, J. Mooney, J. Ducayet, M. Alden), Portage Point (R. Mersch, C. Bacon, M. Wu) re: Mechanics Lien Tracker	540.00	0.6	324
9/1/2023	Ryan Mersch	Prepare and participate in discussion with Sidley (B. Friedman, W. Fang, P. Venter, J. Mooney, J. Ducayet, M. Alden), Portage Point (R. Mersch, C. Bacon, M. Wu) re: Mechanics Lien Tracker	720.00	0.6	432
9/1/2023	Manning Wu	Updated the Dalsem's claim	400.00	0.2	80
9/1/2023	Ryan Mersch	Mechanic lien detail overview and detail pulling	720.00	1.4	1,008
9/4/2023	Ryan Mersch	Executory cure diligence and objections follow up	720.00	0.7	504
9/4/2023	Ryan Mersch	Follow up on Liens tracker and provide / detail lien historical information with various diligence requests from Sidley (M. Alden)	720.00	1.1	792
9/4/2023	Chad Bacon	Review of Dalsem sale objection	540.00	0.6	324
9/5/2023	Ryan Mersch	Administrative claim reconciliation and review of filed versus scheduled 503b9 claims	720.00	0.9	648
9/6/2023	Ryan Mersch	Review filed admin filed claims detail post bar date for reconciliation to scheduled claims	720.00	1.2	864
9/7/2023	Chad Bacon	Prepare admin/priority claim summary based on filed claims	540.00	1.4	756
9/7/2023	Ryan Mersch	Cure objection review and development and pro forma amounts	720.00	1.3	936
9/7/2023	Chad Bacon	Begin preliminary reconciliation of schedules vs. filed claims	540.00	1.8	972
9/8/2023	Ryan Mersch	Begin initial reconciliation of filed versus scheduled administrative claims	720.00	1.4	1,008
9/8/2023	Ryan Mersch	Begin initial reconciliation of filed versus scheduled priority claims	720.00	1.8	1,296
9/11/2023	Ryan Mersch	Continued filed versus scheduled administrative claim reconciliation with detailed notes	720.00	1.7	1,224
9/11/2023	Chad Bacon	Prepare side by side of claim comparison; filed vs company records for product received within 20 days; review proof of claims	540.00	1.8	972
9/11/2023	Tom Studebaker	Review and response to correspondence and related analysis of estimated cure amounts.	925.00	0.6	555
9/12/2023	Ryan Mersch	Continued reconciliation and updates of filed versus scheduled administrative claims	720.00	1.2	864

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
9/12/2023	Chad Bacon	Review of 503(b)(9) claim reconciliation notes from Company; review of proof of claims	540.00	1.4	756
9/13/2023	Chad Bacon	Prepare pro forma GUC claims exhibit	540.00	1.7	918
9/13/2023	Ryan Mersch	Initial GUC claims reconciliation based on filed versus scheduled claims	720.00	1.8	1,296
9/13/2023	Ryan Mersch	Finalize administrative claim reconciliation detail	720.00	0.9	648
9/13/2023	Ryan Mersch	Reconciliation and calibration of post petition administrative claims in accounts payable	720.00	1.1	792
9/13/2023	Chad Bacon	Continued reconciliation of administrative claims	540.00	1.3	702
9/13/2023	Tom Studebaker	Review of admin claim reconciliation and correspondence regarding the same.	925.00	0.8	740
9/14/2023	Ryan Mersch	Continued reconciliation of general unsecured claims detail	720.00	1.6	1,152
9/14/2023	Chad Bacon	Reconciliation of GUC claims; review of proof of claims	540.00	1.7	918
<u>Employee Benefits & Pensions</u>					
9/12/2023	Ryan Mersch	Prepare for and participate in WARN discussion with Sidley (M. Alden, Sidley employment team) and Debtor (E. Wilson)	720.00	0.4	288
9/12/2023	Ryan Mersch	Discussion with Debtor (E. Wilson) regarding employee challenges and potential WARN	720.00	0.7	504
9/14/2023	Ryan Mersch	Support for employee benefit plan wind down and other discussions with Debtor (E. Wilson)	720.00	0.8	576
<u>Employment & Fee Applications</u>					
9/1/2023	Manning Wu	Work on fee application and harvest time entry clean up	400.00	1.5	600
9/3/2023	Manning Wu	Work on harvest time entry clean up	400.00	2.0	800
9/3/2023	Manning Wu	Continue to work on harvest time entry clean up	400.00	0.6	240
9/4/2023	Chad Bacon	Prepare July 2023 fee application and supporting exhibits	540.00	1.5	810
9/5/2023	Tom Studebaker	Initial review of draft July fee application.	925.00	1.9	1,758
9/5/2023	Tom Studebaker	Initial review of draft August fee application.	925.00	1.8	1,665
9/5/2023	Chad Bacon	Prepare August 2023 fee application and supporting exhibits	540.00	1.9	1,026
9/10/2023	Ryan Mersch	Review and revise Portage Point July stub and August fee application	720.00	1.4	1,008
9/12/2023	Tom Studebaker	Final review of July and August fee applications, including correspondence regarding the same.	925.00	1.6	1,480
9/12/2023	Chad Bacon	Revise fee applications per comments from team and add retention date	540.00	0.4	216
9/14/2023	Tom Studebaker	Final review of July and August fee applications after comments from JW.	925.00	0.6	555
<u>Financing & Cash Collateral</u>					
9/1/2023	Tom Studebaker	Review of updated fee estimate from JEF post auction results, including reconciliation to amounts in budget.	925.00	0.8	740
9/1/2023	Ryan Mersch	Follow up discussions and review of revised cash flow forecast and CapEx schedules	720.00	1.7	1,224
9/1/2023	Chad Bacon	Update cash flow model for latest professional fees and sales figures	540.00	1.8	972
9/1/2023	Tom Studebaker	Review and analysis of revised CapEx schedules and related cash flow impact	925.00	0.9	833
9/4/2023	Ryan Mersch	Review and revise Studebaker declaration regarding liquidity and provide Sidley (C. McManus) with requisite supporting analytics	720.00	1.6	1,152
9/4/2023	Chad Bacon	Update cash flow for prior week actuals, reconcile ending cash	540.00	1.8	972
9/5/2023	Chad Bacon	Prepare sales/collections side-by-side variance	540.00	1.7	918
9/5/2023	Chad Bacon	Begin preparing updated DIP budget; layer in new sales forecast	540.00	1.3	702
9/5/2023	Chad Bacon	Continue preparing updated DIP budget; layer in new sale proceeds and revised professional fees	540.00	1.6	864
9/5/2023	Tom Studebaker	Review and analysis of draft weekly variance analysis, including correspondence regarding the same.	925.00	0.9	833
9/5/2023	Ryan Mersch	Review and revise updated cash flow forecast drivers (collections, capex, professional fees, other)	720.00	1.4	1,008
9/5/2023	Ryan Mersch	Review and revise prior week variance report prior to broader distribution	720.00	0.8	576
9/5/2023	Chad Bacon	Continued updates to latest proposed budget	540.00	1.3	702
9/5/2023	Tom Studebaker	Review and analysis of revised sales forecast provided by Debtor and assessment of impact on cash flow forecast.	925.00	1.3	1,203
9/6/2023	Chad Bacon	Continued revisions to sales/collections side-by-side comparison; add commentary	540.00	1.6	864
9/6/2023	Chad Bacon	Prepare side-by-side comparison of 8.28 budget vs. 9.6 budget	540.00	1.8	972
9/6/2023	Ryan Mersch	Multiple discussions with Debtor (A. Pennington, D. Wesley) regarding capEx forecast and associated projects	720.00	1.7	1,224
9/6/2023	Ryan Mersch	Review and revise updated cash flow forecast based on new assumptions and case dynamics	720.00	1.3	936
9/6/2023	Chad Bacon	Continued updates to DIP budget; revise CapEx forecast	540.00	1.8	972

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
9/6/2023	Chad Bacon	Review of standalone CapEx forecast	540.00	1.6	864
9/6/2023	Chad Bacon	Address buyer diligence; track down contracts; reconcile cure list	540.00	1.7	918
9/7/2023	Chad Bacon	Prepare supporting excel workbook of DIP budget	540.00	1.9	1,026
9/7/2023	Chad Bacon	Revise DIP budget per comments from Armory	540.00	1.3	702
9/7/2023	Tom Studebaker	TBU - Weekly Update Call with Armory	925.00	0.5	463
9/7/2023	Tom Studebaker	Review and analysis of updated draft DIP budget and supporting materials.	925.00	1.6	1,480
9/7/2023	Tom Studebaker	Additional review of updated DIP budget subsequent to discussions with Armory, including internal correspondence regarding the same.	925.00	0.8	740
9/7/2023	Ryan Mersch	Review and revise latest cash flow forecast and variance analysis to prior based on updated factors	720.00	1.6	1,152
9/7/2023	Chad Bacon	Continued revisions to DIP budget; clean up general assumptions within cash flow presentation	540.00	1.7	918
9/8/2023	Tom Studebaker	Review of updated DIP budget materials and supporting schedules in advance of call with EQ and Armory.	925.00	1.1	1,018
9/8/2023	Chad Bacon	Various calls with R. Mersch and C. Bacon re: cash flow DIP budget, liquidation analysis and other workstreams	540.00	0.8	432
9/8/2023	Chad Bacon	Continued revisions to DIP budget and supporting schedules	540.00	1.9	1,026
9/8/2023	Ryan Mersch	Various calls with R. Mersch and C. Bacon re: cash flow DIP budget, liquidation analysis and other workstreams	720.00	0.8	576
9/8/2023	Ryan Mersch	Revise cash flow forecast based on discussions with DIP lender and revision of presentation prior to distribution	720.00	1.3	936
9/9/2023	Ryan Mersch	DIP lender cash flow comments and correspondence related to previously distributed DIP budget	720.00	1.6	1,152
9/9/2023	Chad Bacon	Continued correspondence with DIP lender on revised budget	540.00	0.7	378
9/11/2023	Chad Bacon	Update actuals for prior week cash flow	540.00	1.9	1,026
9/11/2023	Chad Bacon	Revise winddown budget	540.00	0.4	216
9/11/2023	Ryan Mersch	Revise cash flow forecast	720.00	1.2	864
9/11/2023	Chad Bacon	Update cash flow forecast for prior week variances	540.00	1.4	756
9/12/2023	Tom Studebaker	Review and analysis of updated draft variance analysis, including correspondence regarding the same.	925.00	1.1	1,018
9/12/2023	Tom Studebaker	Review and analysis of cash need forecast.	925.00	0.8	740
9/12/2023	Ryan Mersch	Revisions and updates to wind down budget	720.00	1.3	936
9/12/2023	Chad Bacon	Prepare cash flow forecast for October	540.00	1.6	864
9/13/2023	Chad Bacon	Update cash flow model	540.00	1.8	972
9/13/2023	Ryan Mersch	Revisions to cash flow forecast	720.00	0.7	504
9/13/2023	Tom Studebaker	Review and analysis of updated cash flow forecast	925.00	0.8	740
9/14/2023	Ryan Mersch	Insurance lease renewal workstreams prior to insurance expiration	720.00	0.8	576
9/14/2023	Ryan Mersch	Various discussions with Debtor (C. Ross) regarding EKPC and other deposits and insurance renewal	720.00	1.3	936
9/14/2023	Ryan Mersch	Revisions to wind down budget based on revised inputs and other detail	720.00	1.0	720
9/14/2023	Tom Studebaker	Review and respond to correspondence with EQ and Armory related to DIP budget diligence	925.00	0.7	648
9/14/2023	Tom Studebaker	Correspondence regarding insurance lease renewal workstreams prior to insurance expiration	925.00	0.4	370
9/14/2023	Chad Bacon	Updates to winddown	540.00	1.2	648
9/14/2023	Chad Bacon	Revise cash flow forecast	540.00	1.4	756
<u>Meetings & Communication with Creditors</u>					
9/5/2023	Ryan Mersch	Various correspondence with M3 (J. Boffi) regarding workstreams and status	720.00	0.4	288
9/5/2023	Ryan Mersch	Various diligence follow ups for Equilibrium regarding DIP adjustments and other contract diligence	720.00	1.1	792
9/6/2023	Chad Bacon	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of variance report and business update	540.00	0.7	378
9/6/2023	Ryan Mersch	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of variance report and business update	720.00	0.7	504
9/6/2023	Tom Studebaker	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: review of variance report and business update	925.00	0.7	648
9/8/2023	Chad Bacon	Prepare for and participate in DIP update call with Debtor (G. Broadbent), Armory (D. McDonald, M. Chu, D. Clark), EQ (A. Wang, A. Bhattacharya) and Portage Point (T. Studebaker, R. Mersch, C. Bacon)	540.00	0.5	270
9/8/2023	Ryan Mersch	Prepare for and participate in DIP update call with Debtor (G. Broadbent), Armory (D. McDonald, M. Chu, D. Clark), EQ (A. Wang, A. Bhattacharya) and Portage Point (T. Studebaker, R. Mersch, C. Bacon)	720.00	0.5	360

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
9/8/2023	Tom Studebaker	Prepare for and participate in DIP update call with Debtor (G. Broadbent), Armory (D. McDonald, M. Chu, D. Clark), EQ (A. Wang, A. Bhattacharya) and Portage Point (T. Studebaker, R. Mersch, C. Bacon)	925.00	0.5	463
9/11/2023	Ryan Mersch	Various correspondence with M3 regarding cash flow forecast	720.00	0.4	288
9/12/2023	Chad Bacon	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: discussion on updated budget	540.00	0.5	270
9/12/2023	Ryan Mersch	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: discussion on updated budget	720.00	0.5	360
9/12/2023	Tom Studebaker	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (T. Studebaker, R. Mersch, C. Bacon) re: discussion on updated budget	925.00	0.5	463
9/12/2023	Ryan Mersch	Prepare for and participate in Red Sea discussion with Jefferies (P. Engel), Sidley (W. Fang), Buchalter (J. Gurule), Armory (D. McDonald) and Portage Point (R. Mersch)	720.00	0.5	360
9/12/2023	Ryan Mersch	Prepare for and participate in discussion with M3 (R. Winning) regarding claims reconciliation and process	720.00	0.4	288
9/13/2023	Chad Bacon	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (R. Mersch, C. Bacon) re: review of GUC claims	540.00	0.7	378
9/13/2023	Ryan Mersch	Prepare for and participate in conversation with M3 (J. Boffi, R. Winning, A. Lo) and Portage Point (R. Mersch, C. Bacon) re: review of GUC claims	720.00	0.7	504
9/13/2023	Chad Bacon	Prepare for and participate in call with Armory (D. McDonald, M. Chu) and PPP (T. Studebaker, R. Mersch, C. Bacon) re: review of variance report and business update	540.00	0.5	270
9/13/2023	Ryan Mersch	Prepare for and participate in call with Armory (D. McDonald, M. Chu) and PPP (T. Studebaker, R. Mersch, C. Bacon) re: review of variance report and business update	720.00	0.5	360
9/13/2023	Tom Studebaker	Prepare for and participate in call with Armory (D. McDonald, M. Chu) and PPP (T. Studebaker, R. Mersch, C. Bacon) re: review of variance report and business update	925.00	0.5	463
9/14/2023	Ryan Mersch	Various correspondence with EQ and Armory related to DIP budget diligence	720.00	0.9	648
<u>Non-Working Travel</u>					
9/6/2023	Ryan Mersch	Travel from Home to Ord to Houston less billable time at 50%	720.00	1.4	1,008
9/6/2023	Ryan Mersch	Travel from Houston to Ord to Home less billable time at 50%	720.00	1.8	1,296
<u>Plan & Disclosure Statement</u>					
9/1/2023	Tom Studebaker	Continued development and analysis of wind down and transition planning including correspondence regarding the same.	925.00	1.2	1,110
9/2/2023	Ryan Mersch	Review and outline of potential mechanics liens in advance of sale hearing	720.00	1.3	936
9/2/2023	Tom Studebaker	Review and respond to correspondence regarding sale motion objections, current status and next steps.	925.00	0.6	555
9/2/2023	Tom Studebaker	Review and analysis of sale motion objections.	925.00	0.8	740
9/3/2023	Tom Studebaker	Review and analysis of updated Somerset APA disclosure schedules and correspondence regarding the same.	925.00	0.9	833
9/4/2023	Tom Studebaker	Review and response to correspondence related to sale hearing and ongoing negotiations.	925.00	1.6	1,480
9/5/2023	Tom Studebaker	Review and analysis of pending settlement terms related to ongoing Dalsem objection to sale motion and plan of liquidation.	925.00	1.5	1,388
9/5/2023	Ryan Mersch	Review updated Plan liquidation language proposals	720.00	0.8	576
9/5/2023	Chad Bacon	Review of comments on plan of liquidation	540.00	0.7	378
9/5/2023	Tom Studebaker	Continued development and analysis around wind down and transition planning.	925.00	1.6	1,480
9/6/2023	Ryan Mersch	Update and revise Plan liquidation analysis based on actual Sale results	720.00	0.9	648
9/7/2023	Ryan Mersch	Revise liquidation analysis based on auction process and revised bids	720.00	1.1	792
9/7/2023	Chad Bacon	Begin making updates to liquidation analysis	540.00	1.6	864
9/8/2023	Tom Studebaker	Review of settlement term sheet for purposes of updated DIP budget amounts / assumptions.	925.00	1.7	1,573
9/8/2023	Tom Studebaker	Preliminary research and analysis on flow of funds at emergence.	925.00	1.6	1,480
9/8/2023	Tom Studebaker	Review of updated draft liquidation analysis incorporating results from asset sales, including correspondence regarding the same.	925.00	1.9	1,758
9/8/2023	Chad Bacon	Review of settlement term sheet and revise liquidation analysis	540.00	1.8	972
9/8/2023	Ryan Mersch	Revise liquidation analysis for actual bids received and UCC settlement	720.00	1.9	1,368
9/8/2023	Ryan Mersch	Update liquidation analysis write up based on revised analysis	720.00	1.2	864
9/9/2023	Chad Bacon	Detailed review of settlement term sheet; outline flow of funds	540.00	1.7	918

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
9/10/2023	Ryan Mersch	Edits and updates to the Plan liquidation analysis for initial draft of write up	720.00	1.3	936
9/10/2023	Ryan Mersch	Prepare for and participate in liquidation analysis discussion with Portage Point (R. Mersch, C. Bacon)	720.00	0.7	504
9/10/2023	Ryan Mersch	Further revisions and update to the Plan liquidation analysis prior to broader distribution	720.00	1.2	864
9/10/2023	Chad Bacon	Prepare for and participate in liquidation analysis discussion with Portage Point (R. Mersch, C. Bacon)	540.00	0.7	378
9/10/2023	Chad Bacon	Continued updates to liquidation analysis and corresponding write-up; revised based on 9019	540.00	1.8	972
9/10/2023	Chad Bacon	Revise liquidation analysis write-up per comments from R. Mersch	540.00	1.7	918
9/11/2023	Chad Bacon	Prepare for and participate in call with PPP (T. Stuebaker, R. Mersch, C. Bacon) re: review of liquidation analysis	540.00	0.7	378
9/11/2023	Ryan Mersch	Prepare for and participate in call with PPP (T. Stuebaker, R. Mersch, C. Bacon) re: review of liquidation analysis	720.00	0.7	504
9/11/2023	Tom Stuebaker	Prepare for and participate in call with PPP (T. Stuebaker, R. Mersch, C. Bacon) re: review of liquidation analysis	925.00	0.7	648
9/11/2023	Tom Stuebaker	Review and analysis of updated draft liquidation analysis and reconciliation to prior versions, settlement agreement, and sale outcomes.	925.00	1.8	1,665
9/11/2023	Chad Bacon	Process further comments on liquidation analysis from T. Stuebaker and prepare redline for Sidley	540.00	1.3	702
9/11/2023	Ryan Mersch	Revise liquidation analysis based on comments and edits from Sidley	720.00	1.4	1,008
9/11/2023	Ryan Mersch	Update liquidation analysis Plan write up for updated analysis	720.00	1.3	936
9/11/2023	Chad Bacon	Revise liquidation analysis per comments from counsel	540.00	1.8	972
9/11/2023	Chad Bacon	Review of T. Stuebaker declaration	540.00	0.6	324
9/11/2023	Tom Stuebaker	Review and analysis of Stretto declaration in connection with confirmation hearing.	925.00	0.6	555
9/11/2023	Tom Stuebaker	Continued review and analysis draft wind down budget, plan admin fee estimates, and open items, including correspondence regarding the same.	925.00	0.9	833
9/11/2023	Tom Stuebaker	Continued review and analysis of updated draft liquidation analysis and related write-ups.	925.00	1.9	1,758
9/12/2023	Tom Stuebaker	Review and analysis of updated Stuebaker declaration, including correspondence regarding the same.	925.00	1.1	1,018
9/12/2023	Chad Bacon	Prepare side-by-side comparison of key differences in 7 vs 11 LA for deposition prep	540.00	0.8	432
9/12/2023	Tom Stuebaker	Review of summary analysis detailing comparison of Ch. 11 v Ch. 7 in advance of confirmation hearing.	925.00	1.8	1,665
9/12/2023	Tom Stuebaker	Review and analysis of distribution process and correspondence on implications to DIP budget.	925.00	1.5	1,388
9/12/2023	Ryan Mersch	Finalize and distribute liquidation analysis for Plan filing support	720.00	1.3	936
9/12/2023	Chad Bacon	Continued updates to revised liquidation analysis	540.00	1.4	756
9/12/2023	Chad Bacon	Review of revised plan supplement filed	540.00	0.7	378
9/13/2023	Ryan Mersch	Revise Liquidation Analysis	720.00	0.7	504
9/13/2023	Tom Stuebaker	Ongoing analysis and development of wind down budget, including updates for additional information obtained.	925.00	1.8	1,665
9/13/2023	Tom Stuebaker	Review of updated liquidation analysis	925.00	1.1	1,018
9/14/2023	Tom Stuebaker	Review and analysis of draft wind down budget and open items in connection with ongoing discussions with DIP lender.	925.00	1.7	1,573
<u>Relief From Stay & Adequate Protection</u>					
9/7/2023	Chad Bacon	Update first day motions tracker	540.00	1.4	756
9/13/2023	Chad Bacon	Review of OCP order	540.00	0.4	216
9/13/2023	Chad Bacon	Update first day motion tracker	540.00	1.7	918
9/13/2023	Chad Bacon	Continue reconciling 503(b)(9) claims to Company records	540.00	1.8	972
<u>Reporting</u>					
9/4/2023	Chad Bacon	Prepare weekly variance report	540.00	1.9	1,026
9/5/2023	Chad Bacon	Revise variance report for comments from T. Stuebaker and R. Mersch	540.00	1.6	864
9/8/2023	Ryan Mersch	Begin development and overview of Monthly Operating Reports	720.00	1.6	1,152
9/11/2023	Chad Bacon	Prepare monthly operating report request list	540.00	1.6	864
9/11/2023	Ryan Mersch	Begin monthly operating reporting data collection and overview to Debtor finance team	720.00	1.4	1,008
9/12/2023	Chad Bacon	Prepare weekly variance report	540.00	1.8	972
9/13/2023	Ryan Mersch	Monthly operating report detail and initiating developing of July stub period	720.00	1.4	1,008
9/14/2023	Manning Wu	Participate in the Confirmation Hearing	400.00	0.4	160

<u>Date</u>	<u>Professional</u>	<u>Notes</u>	<u>Rate</u>	<u>Hours</u>	<u>Fees</u>
9/14/2023	Ryan Mersch	Monthly operating report follow ups and other diligence detail required	720.00	1.4	1,008
9/14/2023	Chad Bacon	Continue gathering information for July and August monthly operating report	540.00	<u>1.8</u>	<u>972</u>
	Grand Total			329.8	\$ 225,715.5

<u>Date</u>	<u>Professional</u>	<u>Expense Type</u>	<u>Notes</u>	<u>Expense</u>
9/5/2023	Ryan Mersch	Client Expenses:Transportation	Ord to home	\$ 55.55
9/6/2023	Ryan Mersch	Client Expenses:Transportation	Home to Ord	78.13
9/6/2023	Ryan Mersch	Client Expenses:Transportation	Houston to Sidley office	42.58
9/6/2023	Ryan Mersch	Client Expenses:Transportation	Court to IAH	45.22
9/6/2023	Ryan Mersch	Client Expenses:Transportation	Ord to home	55.94
9/9/2023	Ryan Mersch	Client Expenses:Transportation	Home to ORD	47.57
9/9/2023	Ryan Mersch	Client Expenses:Travel:Airfare	Houston to ORD	378.90
9/9/2023	Ryan Mersch	Client Expenses:Travel:Airfare	Ord to Houston	328.90
9/9/2023	Ryan Mersch	Client Expenses:Travel:Airfare	Ord to LEX	173.90
			Total	\$ 1,206.69

EXHIBIT 3**Portage Point Professionals' Information**

Professional	Position	Rate	7/23/2023 - 9/14/2023	
			Hours	Fees
Tom Studebaker	Managing Director	\$ 925.00	296.60	\$ 274,355.00
Ryan Mersch	Senior Director	720.00	552.50	397,800.00
Rob Wedinger	Senior Director	725.00	45.90	33,277.50
Chad Bacon	Vice President	540.00	492.70	266,058.00
Zach Fritz	Vice President	600.00	70.60	42,360.00
Logan Hays	Vice President	600.00	35.50	21,300.00
Vito Brancatella	Senior Associate	435.00	65.70	28,579.50
Manning Wu	Associate	400.00	51.00	20,400.00
Payton Fanning	Associate	420.00	53.20	22,344.00
Total Hours and Fees			1,663.70	\$ 1,106,474.00
			Average Billing Rate	\$ 665.07

EXHIBIT 4**Statement of Fees and Expenses by Task Code**

<u>Matter Category</u>	<u>Hours</u>	<u>Fees</u>
Asset Recovery & Analysis	162.60	\$ 107,934.50
Assumption & Rejection of Leases and Contracts	80.90	49,803.00
Business Operations	110.70	75,744.00
Case Administration	156.00	120,250.00
Claims Administration & Objections	47.60	30,659.00
Employee Benefits & Pensions	20.50	14,443.00
Employment & Fee Applications	40.40	23,010.50
Financing & Cash Collateral	261.70	181,098.00
Meetings & Communication with Creditors	93.10	69,084.00
Non-Working Travel	10.20	8,164.00
Plan & Disclosure Statement	173.20	128,796.50
Relief From Stay & Adequate Protection	63.70	40,632.00
Reporting	443.10	256,855.50
Total Hours and Fees	1,663.70	\$ 1,106,474.00

EXHIBIT 5

Certification of Thomas Studebaker

In re:

APPHARVEST PRODUCTS, LLC, et al.,¹

Debtors.

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

CERTIFICATION OF THOMAS STUDEBAKER

I, Thomas Studebaker, hereby declare, under penalty of perjury, that the following is true to the best of my knowledge, information, and belief:

1. I am a Managing Director of Portage Point Partners, LLC, which has its principal place of business at 300 North LaSalle, Suite 1420, Chicago, Illinois 60654. Triple P RTS, LLC (“Portage Point”) is wholly owned by Portage Point Partners, LLC.

2. I have personally performed many of the services rendered by Portage Point as financial advisor to the Debtors and am familiar with all other work performed on behalf of the Debtors by Portage Point personnel.

3. This certification is made in connection with Portage Point’s first and final application for compensation and reimbursement of expenses for the period commencing July 23, 2023 through and including September 14, 2023, to which it is attached (the “Fee Application”).

4. I am the professional at Portage Point designation with the responsibility in these chapter 11 cases for compliance with the Complex Case Procedures. In connection therewith, I hereby certify that:

(a) I have read the Fee Application;

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.

- (b) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the compensation and expense reimbursement sought in the Fee Application is in conformity with the Complex Case Procedures, except as specifically noted therein; and
- (c) the compensation requested is billed at rates, in accordance with practices, no less favorable than those customarily employed by Portage Point and generally accepted by Portage Point's clients.

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

Dated: October 27, 2023

THOMAS STUDEBAKER, as an Authorized
Representative of Portage Point Partners, LLC
300 North LaSalle, 1420
Chicago, IL 60654

/s/ Thomas Studebaker

By: Thomas Studebaker
Managing Director

**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)
) Re: Docket No. __

**FINAL ORDER ALLOWING COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED BY TRIPLE P RTS, LLC AS FINANCIAL ADVISOR
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 Triple P RTS, LLC As Financial Advisor to the Debtors for the Fee Period from July 23, 2023 through September 14, 2023* (the “Application”) filed by Triple P RTS, LLC (the “Applicant”).

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 this bankruptcy case.

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

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.

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.

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

IT IS THEREFORE ORDERED THAT:

1 The Applicant is allowed compensation and reimbursement of expenses in the amount of \$1,113,972.13 for the period set forth in the Application.

2 The compensation and reimbursement of expenses allowed in this order and all previous interim allowances of compensation and reimbursement of expenses 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

CHRISTOPHER M. LOPEZ
UNITED STATES BANKRUPTCY JUDGE