

**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
JACKSON WALKER LLP AS CO-COUNSEL AND
CONFLICTS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE FEE PERIOD FROM JULY 23, 2023 THROUGH SEPTEMBER 14, 2023**

Name of Applicant:	Jackson Walker LLP	
Applicant's Role in Case:	Co-Counsel and Conflicts Counsel to Debtors and Debtors in Possession	
Docket No. of Employment Order(s):	Docket No. 470	
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		

¹ The Wind-Down Debtors in this chapter 11 case, together with the last four digits of the Wind-Down 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 Wind-Down Debtors' service address is 500 Appalachian Way, Morehead, KY 40351.

Do expense reimbursements represent actual and necessary expenses incurred? Yes	
Compensation Breakdown for Time Period Covered by this Application	
Total professional fees requested in this Application:	\$183,283.50
Total professional hours covered by this Application:	278.2
Average hourly rate for professionals:	\$658.82
Total paraprofessional fees requested in this Application:	\$8,775.00
Total paraprofessional hours covered by this Application:	36.2
Average hourly rate for paraprofessionals:	\$242.40
Total fees requested in this Application:	\$192,058.50
Total expense reimbursements requested in this Application:	\$2,524.93
Total fees and expenses requested in this Application:	\$194,583.43
Total fees and expenses awarded in all prior Applications:	N/A
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 occurred on December 5, 2023 [Docket No. 666].	
Primary Benefits: As co-counsel and conflicts counsel to the Debtors, Jackson Walker LLP (“<u>JW</u>”) diligently represented the Debtors during these chapter 11 cases, including collaborating closely Sidley Austin LLP (“<u>Sidley</u>”) to advise on a wide variety of complex bankruptcy issues with the goal of efficiently achieving a value-maximizing sale process and obtaining confirmation of a Plan of Liquidation within less than two months of filing these chapter 11 cases.	

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FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

APPHARVEST PRODUCTS, LLC., *et al.*¹

Debtors.

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**FIRST AND FINAL FEE APPLICATION OF JACKSON WALKER LLP AS CO-
COUNSEL AND CONFLICTS COUNSEL TO THE DEBTORS AND DEBTORS IN
POSSESSION FOR FINAL 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 application was filed. If you do not have electronic filing privileges, you must file a written objection that is actually received by the clerk within twenty-one days from the date this application was filed. Otherwise, the Court may treat the pleading as unopposed and grant the relief requested.

Jackson Walker LLP (“JW” or the “Firm”), counsel to the above-captioned debtors (collectively, before the Effective Date of the Plan, the “Debtors,” and after the Effective Date of the Plan, the “Wind-Down Debtors”), hereby submits its *First and Final Fee Application of Jackson Walker LLP as Co-Counsel and Conflicts Counsel to the Debtors and Debtors in Possession for Final Allowance and Payment of Fees and Expenses for the Period July 23, 2023*

¹ The Wind-Down Debtors in this chapter 11 case, together with the last four digits of the Wind-Down 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 Wind-Down Debtors’ service address is 500 Appalachian Way, Morehead, KY 40351.

Through September 14, 2023 (the “Application”). In support of this Application, JW 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). The Wind-Down Debtors confirm their consent to entry of a final order.

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. JW requests that the Court enter an order, substantially in the form filed herewith, allowing, on a final basis, JW’s compensation for professional services rendered in the total amount of \$192,058.50 and reimbursement of actual and necessary expenses incurred by JW in the total amount of \$2,524.93 during the period from July 23, 2023 through and including September 14, 2023 (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. The Court ordered these cases to be 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 *[Corrected] Declaration of Gary*

Broadbent, Chief Restructuring of the Debtors, in Support of the Debtors' Chapter 11 Proceedings [Docket No. 19] (the "First Day Declaration").

7. On August 2, 2023, the Office of the United States Trustee for Region 7 (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Committee") [Docket No. 130].

8. On September 14, 2023, the Court entered its *Order Approving the Debtors' Disclosure Statement and Confirming the Amended Joint Plan of Liquidation of AppHarvest Products, LLC and its Debtor Affiliates* [Docket No. 471] ("Confirmation Order"), which confirmed the *Amended Joint Plan of Liquidation of AppHarvest Products, LLC and its Debtors Affiliates* [Docket No. 458] (the "Plan"). The effective date of the Plan occurred on December 5, 2023 (the "Effective Date") [Docket No. 666].

IV. THE DEBTORS' RETENTION OF JW

9. On August 21, 2023, the Debtors filed the *Application to Retain Jackson Walker LLP as Co-Counsel and Conflicts Counsel* [Docket No. 247] (the "Retention Application").

10. On September 14, 2023, the Court entered its *Order Authorizing the Retention and Employment of Jackson Walker LLP as Co-Counsel and Conflicts Counsel* [Docket No. 470] ("Retention Order"). A copy of the Retention Order is attached as **Exhibit 1**.

11. JW performed the services for which it seeks compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

12. Except as set forth in the Retention Application regarding payments paid to JW prior to the Petition Date, JW has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these chapter 11 cases.

13. Pursuant to Bankruptcy Rule 2016(b), JW has not shared, nor has JW agreed to share (a) compensation it has received or may receive with any other party or person other than the partners, counsel, and associates of JW or (b) any compensation another person or party has received or may receive.

V. COMPLIANCE WITH INTERIM COMPENSATION ORDER

A. Fees Incurred During the Application Period.

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

15. JW filed the following Monthly Fee Statements during the Application Period:

- (i) *Notice of Jackson Walker LLP’s Combined First Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel and Conflicts Counsel to the Debtors and Debtors in Possession for the Period from July 23, 2023 Through August 31, 2023* [Docket No. 495] (the “First Monthly Fee Statement”); and
- (ii) *Notice of Jackson Walker LLP’s Second Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Co-Counsel and Conflicts Counsel to the Debtors and Debtors in Possession for the Period from September 1, 2023 Through September 14, 2023* [Docket No. 544] (the “Second Monthly Fee Statement”).

16. True and correct copies of JW’s Monthly Fee Statements are attached as **Exhibit 2**.

17. Pursuant to the Interim Compensation Order, JW was entitled to receive payment of 80% of its requested fees and 100% of its requested expenses for services rendered for the Application Period through each Monthly Fee Statement. The following chart contains a summary

of amounts JW requested pursuant to the Interim Compensation Order during this Application Period, together with amounts paid:

Fee Statement Application Period	Date Filed	Amount Requested	Date Paid	Amount Outstanding
Combined First Monthly Fee Statement 7/23/2023 – 8/31/2023	9/19/2023	\$102,933.14 (80% of \$127,336.00 + 100% of \$1,064.34 in expenses)	10/24/2023	\$25,467.20
Second Monthly Fee Statement 9/1/2023 – 9/14/2023	10/11/2023	\$53,238.59 (80% of \$64,722.50 + 100% of \$1,460.59 in expenses)	11/3/2023	\$12,944.50
TOTAL DUE AS OF FILING OF APPLICATION:				\$38,411.70

B. Expenses Incurred During the Application Period.

18. Attached hereto as **Exhibit 3** is a summary of expenses incurred during the Application Period. **Exhibit 3** details the total amount of reimbursement sought with respect to each category of expenses, all of which are included in the Monthly Fee Statements attached as **Exhibit 2**.

19. The rates and expenses charged by JW are reasonable based on the customary compensation charged by comparably skilled practitioners in other bankruptcy matters. A summary of blended hourly rates for timekeepers who billed to non-bankruptcy matters and the blended hourly rates for timekeepers who billed to the Debtors during the Application Period is attached hereto as **Exhibit 4**.

VI. CASE SUMMARY

20. During the Application Period, JW, along with co-counsel, assisted the Debtors with the prosecution of their bankruptcy cases in this Court. JW expended time and effort as counsel to the Debtors in these proceedings. JW provided legal advice and services regarding numerous issues in the Debtors' cases, including:

- (a) providing legal advice and services regarding local rules, practices, and procedures, including Fifth Circuit law;

- (b) providing certain services in connection with administration of the chapter 11 cases, including, without limitation, preparing agendas, hearing notices and exhibits, and coordinating hearings;
- (c) reviewing and commenting on proposed drafts of pleadings to align with local practice;
- (d) appearing in Court proceedings;
- (e) assisting in case strategy with respect to certain issues arising from the sales and global resolution achieved with the Committee in these chapter 11 cases;
- (f) performing all other services assigned by the Debtors to the Firm as co-counsel and conflicts counsel to the Debtors; and
- (g) providing legal advice and services on any matter that Sidley Austin LLP (“Sidley”) may have a conflict with respect to the Debtors, if any, or as needed based on specialization.

21. Given these accomplishments in these chapter 11 cases and the complexities of the Debtors’ businesses, the compensation and expense reimbursement sought herein for JW’s necessary and beneficial professional services were necessary and appropriate, commensurate with the scale, nature, and complexity of these chapter 11 cases, and should be approved.

VII. TERMS AND CONDITIONS OF EMPLOYMENT AND COMPENSATION

22. The terms and conditions of JW’s employment and compensation to be paid to JW by the Debtors are specifically outlined in the Retention Application. Post-petition compensation is paid to JW from the Debtors’ estates.

VIII. PROFESSIONAL SERVICES PROVIDED BY JW TO THE DEBTORS

23. During the Application Period, JW provided extensive and important professional services to the Debtors in connection with these chapter 11 cases. Attached hereto as **Exhibit 5** is a summary of fees incurred and hours expended during the Application Period by professional or paraprofessionals, including, among other things, each person’s applicable rate and the number of rate increases.

24. The following is a summary, by matter category, of the significant professional services JW rendered during this Application Period. A summary chart of fees related to each matter category is attached hereto as **Exhibit 6**.

(a) **B110 - Case Administration**: Fees: \$37,165.00; Hours: 63.2. These fees include time spent by JW attorneys and paraprofessionals providing services related to the filing of the Debtors' chapter 11 petitions and various "first day" pleadings and related notices during the initial days of these chapter 11 cases, including, without limitation: (a) reviewing and revising the Debtors' petitions and "first day" motions, proposed orders, revised orders, declarations, and notices; and (b) preparing for the "first day" hearing, including preparing potential witnesses in connection with certain first day motions, and preparing witness and exhibit lists and agendas. Additionally, the fees included in this category include services that JW rendered regarding general administration of the case and may also include specific matters that are not readily classifiable into other more specific matters, including telephonic conferences with the U.S. Trustee, the Debtors' co-counsel and financial advisor, and parties-in-interest, communications with the Court's staff, finalizing and filing witness and exhibit lists, handling first and second day administrative matters, obtaining hearing transcripts, preparing for and attending hearings, and addressing other administrative issues.

(b) **B115 – Reporting**: Fees: \$4,082.50; Hours 6.8. These fees include time spent by JW attorneys and paraprofessionals reviewing and revising schedules and statements of financial affairs for all of the Debtors, and preparing the same for filing. The fees related to this category also include services related to corresponding and negotiating with the U.S. Trustee regarding monthly operating reports and working with co-counsel regarding the same.

(c) **B130 - Asset Disposition: Fees: \$77,575.50; Hours: 117.2.** These fees pertain to time spent by JW attorneys and paraprofessionals for matters related to sales of the Debtors' property interests. Specifically, JW spent time assisting the Debtors and their other advisors with: (a) reviewing, revising, and obtaining approval of the *Order (I)(A) Approving Bidding Procedures; (B) Approving the Selection of Stalking Horse Purchaser; (C) Approving the Debtors' Entry into the Stalking Horse APA and Approving Bid Protections; (D) Scheduling Auctions and Sale Hearing; (E) Approving Form and Manner of Sale Notice; (F) Approving Form and Manner of Potential Assumption and Assignment Notice; (G) Approving the Form and Manner of Post-Auction Notice; (H) Approving the Assumption and Assignment Procedures; and (II) Granting Related Relief*[Docket No. 298]; (b) coordinating, preparing, and revising notices related to the sale process; (c) attending and participating in the auction; (d) reviewing, revising, and obtaining approval of the *Emergency Motion for Entry of an Interim and Final Order (I) Approving Transfer Between the Debtors and Mastronardi Berea LLC Pursuant to Federal Rule of Bankruptcy Procedure 9019 and (II) Granting Related Relief* [Docket No. 25]; (e) assisting in preparation for the sale hearing hearings, including reviewing, revising, and finalizing witness and exhibit lists and hearing agendas; and (f) assisting in issues related to cure and assumption of contracts related to the sale process.

(d) **B150 – Meetings and Communications with Creditors: Fees: \$5,244.50; Hours: 8.8.** The fees included in this category pertain to time spent by JW attorneys and paraprofessionals assisting the Debtors, in conjunction with co-counsel, in preparing for and attending the section 341(a) meeting. Additionally, the fees included in this category relate to time spent corresponding with creditors regarding general case inquiries.

(e) **B160 - Fee/Employment Applications:** Fees: \$17,889.50; Hours: 34.7.

The fees included in this category pertain to time spent by JW attorneys and paraprofessionals providing services related to ensuring the proper retention of the Debtors' other professionals in these chapter 11 cases in conjunction with Sidley, drafting, reviewing, and revising JW's retention application and retention order, preparing JW's fee statements, and reviewing and revising the monthly fee statements and fee applications of the Debtors' other advisors to ensure confidentiality and compliance with the requirements of the Interim Compensation Order and Local Rules.

(f) **B185 - Assumption and Rejection of Leases and Contracts:**

Fees: \$96.00; Hours: 0.4. The fees included in this category pertain to time spent by JW attorneys and paraprofessionals related to the assumption and/or rejection of the Debtors' executory contracts and unexpired leases.

(g) **B195 - Non-Working Travel:** Fees: \$2,407.50; Hours: 4.5.

The fees included in this category pertain to time spent by JW attorneys in transit to the sale and/or confirmation hearings. The fees included in this matter category are billed at half the time actually spent in transit by JW attorneys.

(h) **B210 - Business Operations:** Fees: \$2,917.00; Hours: 4.5.

JW attorneys and paraprofessionals spent time, along with co-counsel, assisting the Debtors with a smooth transition into chapter 11 and to ensure that business operations would continue with as little interruption as possible. Time included in this matter category relates to time spent reviewing and revising first and second day motions and ordinary course professionals motion.

(i) **B220 - Employee Benefits and Pensions:** Fees: \$1,790.00; Hours: 2.6.

These fees are related to time spent by JW attorneys and paraprofessionals reviewing and revising motions and orders related to wages, compensation, and benefits.

(j) **B230 – Financing and Cash Collateral: Fees: \$8,935.50; Hours: 14.4.**

The fees included in this category pertain to time spent by JW attorneys and paraprofessionals advising and assisting with the Debtors' DIP financing, including assisting co-counsel in preparing for hearings related to the same.

(k) **B310 – Claims Administration and Objections: Fees: \$4,475.00; Hours:**

6.8. The fees included in this category pertain to time spent by JW attorneys and paraprofessionals on matters related to claims administration and claims-related issues, including reviewing, revising, and obtaining approval of the bar date motion.

(l) **B320 - Plan and Disclosure Statement: Fees: \$29,480.50; Hours: 50.5.**

The fees included in this category pertain to time spent by JW attorneys and paraprofessionals assisting and advising on development of a confirmation strategy and timeline, reviewing and commenting on the proposed chapter 11 plan, analyzing certain confirmation issues, and preparing for and attending confirmation of the Debtors' Plan.

IX. COMPENSATION REQUESTED

25. JW seeks final approval of \$192,058.50 in fees and \$2,524.93 in expenses, or \$194,583.43 in total fees and expenses for the Application Period. JW submits the following exhibits in support of this Application:

- (a) **Exhibit 2** - JW's Monthly Fee Statements, which provide a detailed record of fees and expenses as counsel for the Application Period.
- (b) **Exhibit 3** - a chart detailing the summary of expenses incurred by JW during the Application Period.
- (c) **Exhibit 4** - a chart reflecting customary and comparable compensation disclosures with fee applications.
- (d) **Exhibit 5** - a chart summarizing the JW timekeepers included in this Application.

- (e) **Exhibit 6** - a chart with a summary of compensation requested by project category.

26. The blended rate for all JW timekeepers in this Application is \$610.87.

27. The Application readily meets the standards of Bankruptcy Code § 330 and applicable case law for compensation for services rendered on behalf of the Debtors' estates and for the administration of these cases. The Fifth Circuit set forth the contours of the requirements for allowance of compensation under § 330 in *Barron & Newburger, P.C. v. Tex. Skyline, Ltd., (In re Woerner)*, 783 F.3d 266 (5th Cir. 2015). In *Woerner*, the Fifth Circuit held that a court would allow compensation to an attorney for the debtor for services that are "reasonably likely to benefit" the estate, and that a court should adjudge the reasonableness of requested compensation "at the time at which the service was rendered." *Id.* at 273-74. All of the compensation requested in the Application meets the requirements of § 330 as delineated by the Fifth Circuit, and should be approved.

28. JW provided necessary and beneficial services to the Debtors through assisting the Debtors in myriad ways as more fully described in the previous section of this Application. The time JW spent on services rendered and the rates charged for such services were reasonable and necessary to fully protect the Debtors' estates consistent with JW's role as co-counsel and conflicts counsel, and to maximize the dividend to creditors, in line with the *Johnson*² factors adopted by the Fifth Circuit in *In re First Colonial Corp.*, 544 F.2d 1291, 1299 (5th Cir. 1977), as follows:

² See *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974).

A. The Time and Labor Required.

29. As further illustrated by the fee breakdown in the Summary Cover Sheet, the amount of time spent by JW professionals and paraprofessionals on this case for the Application Period is 314.4 hours.

B. The Novelty and Difficulty of the Questions Presented by the Case.

30. This case has presented unique questions of fact and law relevant to both bankruptcy and applicable nonbankruptcy law.

C. The Skill Requisite to Perform the Legal Services Properly.

31. JW possesses the skill required to properly perform the legal services involved, in particular bankruptcy law expertise, as well as practice experience before this Court, and knowledge of its local rules.

D. The Preclusion of Other Employment by the Attorneys due to Acceptance of the Case.

32. Attorneys at JW were necessarily precluded from employment on other cases by the size and exigency of this case. This case moved at an expedient pace requiring quick attention and open availability from JW attorneys.

E. The Customary Fee for Similar Work in the Community.

33. The fees charged by JW compare favorably with fees charged by other counsel in similar cases in this jurisdiction. JW sets its fees consistent with available market data for similarly sized and situated firms given the years of experience of each attorney. In addition, JW employs associates and legal assistants on this case in lieu of a single attorney, resulting in a blended rate of \$610.87 per hour. JW's blended rate compares favorably with hourly rates charged by local practitioners. **Exhibit 4** is a chart reflecting customary and comparable compensation disclosures.

F. Whether the Fees are Fixed or Contingent.

34. JW attorneys in this case do not charge fixed or contingent fees.

G. Time Pressures Imposed by the Client or Circumstances.

35. The circumstances of the bankruptcy case imposed time pressures due to the need to take steps to help the Debtors' case progress at an expedient pace.

H. The Amount Involved and Results Obtained as a Result of the Attorney Services.

36. As a result of JW's services, strategy, and efficiency as co-counsel and conflicts counsel, the Debtors have successfully sold the majority of their assets and obtained confirmation of a liquidating Plan. During the Application Period, with the assistance of JW as co-counsel in concert with Sidley, the Debtors made a smooth transition into Chapter 11, negotiated a resolution of significant litigation and related issues that lead to a global resolution with key stakeholders, consummated various sales of the majority of the Debtors' assets, and obtained quick confirmation of the Debtors' Plan of liquidation.

I. The Experience, Reputation, and Ability of the Attorneys.

37. The JW attorneys involved in the work on behalf of the Debtors represent years of combined experience in the particular area of bankruptcy law, including representation of chapter 11 debtors such as the Debtors in these cases. The JW attorneys bring extensive experience in bankruptcy issues to the Debtors' bankruptcy cases, ongoing operations, and sale transactions, and have substantial experience practicing in this Court and extensive familiarity with applicable Fifth Circuit bankruptcy law necessary for the successful prosecution of the Debtors' bankruptcy cases.

J. The Undesirability of the Cases.

38. Every debtor case carries some risks due to the uncertainty of payment stemming from the relatively unknown value of the debtor's principal assets and the debtor's ability to pay administrative fees and costs. These cases presented no additional undesirable elements.

K. The Nature and Length of the Professional Relationship with the Client.

39. JW's business relationship with the Debtors began on July 19, 2023, the date of the Engagement Letter between JW and the Debtors.

L. Awards in Similar Cases.

40. The fees requested are in line with fee awards approved in similar cases, by counsel with similar sophistication and experience.

41. In conclusion, the services provided by JW have been necessary to the administration of the Debtors' estates in the Application Period and beneficial at the time at which the services were rendered toward the successful prosecution of the Debtors' cases. Further, JW performed the services within a reasonable amount of time commensurate with the complexity, importance, nature of the problems, issues, and tasks addressed on behalf of the Debtors' estates. Finally, the compensation sought is reasonable based on the customary compensation charged by comparably skilled practitioners in cases under title 11 of the district. JW requests that the Court determine that the nature, extent, and value of these services were appropriate under the circumstances at the time the services were rendered.

X. CONCLUSION

JW requests that this Court enter an order (a) granting final allowance and approval of compensation for professional services rendered during the Application Period in the total amount of \$192,058.50, and reimbursement of actual and necessary expenses incurred by Jackson Walker LLP during the Application Period in the amount of \$2,524.93, (b) authorizing the Plan Administrator (as defined in the Plan), on behalf of the Wind-Down Debtors, to pay the fees and expenses as requested, and (c) granting such other and further relief as is just and proper.

Dated: December 12, 2023

/s/ Matthew D. Cavanaugh

JACKSON WALKER LLP

Matthew D. Cavanaugh (TX Bar No. 24062656)

Vienna Anaya (TX Bar No. 24091225)

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Co-Counsel to the Plan Administrator

CERTIFICATE OF SERVICE

I hereby certify that on the 12th day of December, 2023, a copy of the foregoing was served via the Court's ECF system upon all parties receiving notice through same.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh

EXHIBIT 1

Retention Order

ENTERED

September 14, 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)

Re: Docket No. 247**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF JACKSON WALKER LLP AS CO-COUNSEL AND CONFLICTS COUNSEL**

The Court, having considered the Application to Retain Jackson Walker LLP (the “Firm”) as Co-Counsel and Conflicts Counsel for the Debtors and Debtors-in-Possession (the “Application”) pursuant to 11 U.S.C. §§ 327(a) and 330, filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), is of the opinion that the requested relief is in the best interest of the estates and their creditors; that the Firm represents no interest adverse to the estates in the matters upon which it is to be engaged and are disinterested persons within the definition of 11 U.S.C. § 101(14); and that the Application should be approved. It is therefore ORDERED THAT:

1. The Debtors are authorized to retain and employ the Firm as co-counsel and conflicts counsel effective as of the Petition Date upon the terms and conditions set forth in the Application and the Engagement Letter, as modified herein.

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

2. The Firm shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with Bankruptcy Code sections 330 and 331 and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules and any other applicable procedures and orders of the Court. For billing purposes, the Firm shall keep its time in one tenth (1/10) hour increments. The Firm shall use reasonable efforts to avoid any duplication of services provided by any of the Debtors' other chapter 11 professionals in these chapter 11 cases.

3. The Firm 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, the Firm will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

4. The Firm shall not charge a markup to the Debtors with respect to fees billed by contract attorneys ("Contractors") who are hired by the Firm to provide services to the Debtors, and shall ensure that any such Contractors who are attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

5. To the extent the Application, the Engagement Letter, or the Cavanaugh Declaration is inconsistent with this Order, the terms of this Order shall govern.

6. Notwithstanding anything to the contrary in the Application, the Firm shall not be entitled to reimbursement for fees and expenses incurred in connection with any objection to its fees absent further order of the Court.

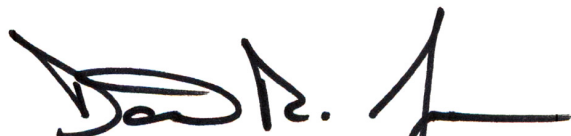
7. To the extent further increases in rates set forth in the Application occur after entry of this Order, the Firm shall file a notice with the Court and give the Debtors, the U.S. Trustee and

counsel to the Committee notice of any increases in the rates set forth in the Application. The notice shall explain the basis for the requested rate increases in accordance with Bankruptcy Code section 330(a)(3)(F) and state whether the Debtors have consented to the rate increase. The U.S. Trustee retains all rights to object to any hourly rate increases on all grounds, including the reasonableness standard set forth in Bankruptcy Code section 330, and the Court may review any rate increase pursuant to Bankruptcy Code section 330.

8. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Signed: September 14, 2023.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 2

Monthly Fee Statements

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

In re:

APPHARVEST PRODUCTS, LLC., *et al.*¹

Debtors.

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

**NOTICE OF JACKSON WALKER LLP'S COMBINED FIRST
MONTHLY FEE STATEMENT FOR COMPENSATION OF SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL AND
CONFLICTS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM JULY 23, 2023 THROUGH AUGUST 31, 2023**

Name of Applicant:	Jackson Walker LLP	
Applicant’s Role in Case:	Co-Counsel and Conflicts Counsel to the Debtors and Debtors in Possession	
Date Order of Employment Signed:	9/14/2023 [Docket No. 470]	
	Beginning of Period:	End of Period
Time period covered by this Statement:	July 23, 2023	August 31, 2023
Summary of Total Fees and Expenses Requested		
Total fees requested in this Statement:	\$101,868.80 (80% of \$127,336.00)	
Total expenses requested in this Statement:	\$1,064.34	
Total fees and expenses requested in this Statement (excludes the 20% Holdback):	\$102,933.14	
Total fees and expenses referenced in this Statement (includes the 20% Holdback):	\$128,400.34	
Summary of <u>Attorney</u> Fees for the Period Covered by This Statement		
Attorney fees:	\$120,793.00	
Actual attorney hours:	187.4	
Average hourly rate for attorneys:	\$644.57	

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.

Summary of <u>Paraprofessional</u> Fees for the Period Covered by This Statement	
Paraprofessional fees:	\$6,543.00
Actual paraprofessional hours:	27.0
Average hourly rate for paraprofessionals:	\$242.33

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 Professionals* (the “Fee Procedures Order”) [Docket No. 435], Jackson Walker LLP (“JW”), as co-counsel and conflicts counsel to the Debtors and Debtors in Possession, hereby files its *Combined First Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel to the Debtors for the Period from July 23, 2023 through August 31, 2023* (“Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Fee Procedures Order, JW seeks (a) interim payment of \$101,868.80 (80% of \$127,336.00) as compensation for professional services rendered to the Debtors during the period from July 23, 2023 through August 31, 2023 (the “Fee Period”) and (b) reimbursement of actual and necessary expenses in the amount of \$1,064.34, for a total amount of \$102,933.14 to be paid upon expiration of the objection deadline.

2. In support of the Monthly Fee Statement, JW submits a *Summary of Expenses for the Fee Period*, attached hereto as **Exhibit A**, a *Summary of Legal Fees by Category as Counsel for the Fee Period*, attached hereto as **Exhibit B**, and a *Detailed Record of Fees as Counsel for the Fee Period*, attached hereto as **Exhibit C**.

3. Pursuant to the Fee Procedures Order, any party objecting to the payment of the compensation and reimbursement of expenses shall serve via email to JW 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. JW reserves the right to make further application to this 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.

Dated: September 19, 2023

/s/ Vienna F. Anaya

JACKSON WALKER LLP

Matthew D. Cavanaugh (TX Bar No. 24062656)

Vienna Anaya (TX Bar No. 24091225)

Emily Meraia (TX Bar No. 24129307)

1401 McKinney Street, Suite 1900

Houston, TX 77010

Telephone: (713) 752-4200

Facsimile: (713) 752-4221

Email: mcavanaugh@jw.com

Email: vanaya@jw.com

Email: emeraia@jw.com

*Co-Counsel and Conflicts Counsel to the Debtors
and Debtors in Possession*

EXHIBIT A

SUMMARY OF EXPENSES FOR THE FEE PERIOD

EXPENSE	TOTAL
Staff Overtime	\$407.00
Business Meals	\$94.34
Hearing Transcript	\$363.00
Filing Fee	\$200.00
TOTAL	\$1,064.34

EXHIBIT B**SUMMARY OF LEGAL FEES AND EXPENSES
BY CATEGORY FOR THE FEE PERIOD**

	DESCRIPTION	LEGAL FEES	EXPENSES	TOTAL
110	Case Administration	\$32,805.50		
115	Reporting	\$4,082.50		
130	Asset Disposition	\$45,387.00		
150	Meetings and Communications with Creditors	\$4,868.50		
160	Fee/Employment Applications	\$13,893.00		
185	Assumption and Rejection of Leases and Contracts	\$48.00		
210	Business Operations	\$2,917.00		
220	Employee Benefits and Pensions	\$1,790.00		
230	Financing and Cash Collateral	\$8,540.00		
310	Claims Administration and Objections	\$4,250.00		
320	Plan and Disclosure Statement	\$8,754.50		
	Totals	\$127,336.00	\$1,064.34	\$128,400.34

Total Fees for Fee Period	\$127,336.00
20% Fee Holdback for Fee Period	(\$25,467.20)
80% of Fees Amount for Fee Period	\$101,868.80
Expenses for Fee Period	\$1,064.34
TOTAL REQUEST	<u>\$102,933.14</u>

EXHIBIT C**DETAILED RECORD OF FEES FOR THE FEE PERIOD**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<u>Case Administration:</u>				
07/23/23	C. Cameron	1.9	1,016.50	Review and revise first day pleadings for filing.
07/23/23	W. Farmer	1.6	856.00	Review first day pleadings for accuracy and compliance with local rules prior to filing same.
07/23/23	K. Gradney	2.2	550.00	Assist with review of first day pleadings and new case filing.
07/24/23	V. Polnick	7.0	5,250.00	Review and revise various first day orders and pleadings (6.5) discuss changes internally and with Sidley team (.5).
07/24/23	E. Flynn Meraia	8.9	5,028.50	Review and file first day motions (6.0); draft, revise w/e list, hearing agenda, and hearing notice (1.0); correspond with Sidley, JW teams re same (1.4); telephone conferences with Sidley team (.5)
07/24/23	D. Trevino	0.8	192.00	Review first day pleadings and calculate and docket related deadlines.
07/25/23	K. Gradney	0.3	75.00	Meet with A. Grossi and R. Fink re first day hearing presentation.
07/25/23	D. Trevino	1.1	264.00	Calculate and docket related deadlines re orders on first day relief.
07/27/23	E. Flynn Meraia	0.4	226.00	Correspond with Sidley re second day hearing.
08/01/23	V. Anaya	0.3	225.00	Correspond with Sidley team regarding redaction issues.
08/01/23	V. Anaya	1.0	750.00	Call with E. Meraia with outstanding matters (0.2); Begin preparing WIP (0.8).
08/01/23	E. Flynn Meraia	0.5	282.50	Telephone conference with V. Anaya re case (.3); telephone conference with UST re potential UCC parties (.2).
08/01/23	A. Lozano	2.0	1,070.00	Review case docket and update work in progress tracker to track relevant deadlines.
08/01/23	A. Lozano	1.3	695.50	Review entered first day orders for deadlines and update works in progress tracker to reflect same.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/02/23	V. Anaya	0.1	75.00	Correspond with Sidley regarding hearing preparation.
08/02/23	V. Anaya	0.1	75.00	Review and revise witness and exhibit list and prepare for filing.
08/02/23	V. Anaya	0.1	75.00	Correspond with Sidley team regarding service issues.
08/02/23	A. Lozano	0.5	267.50	Review case docket for new filings and revise works in progress tracker to reflect same.
08/02/23	J. Pupo	0.5	115.00	Update supplemental party list.
08/03/23	V. Anaya	0.5	375.00	Review correspondence regarding extensions and reply practice (0.2); Correspond with Sidley team regarding preparation for hearing (0.3).
08/03/23	E. Flynn Meraia	0.9	508.50	Correspond with Sidley re works in progress.
08/03/23	A. Lozano	0.3	160.50	Review case docket for new filings and revise works in progress tracker to reflect same.
08/04/23	V. Anaya	0.3	225.00	Coordinate hearing preparation and upcoming deadlines.
08/04/23	A. Lozano	0.3	160.50	Review case docket for new filings and revise works in progress tracker to reflect same.
08/07/23	E. Flynn Meraia	0.6	339.00	Telephone conference with Sidley re case status (.5); telephone conference with V. Anaya re same (.1)
08/07/23	A. Lozano	0.3	160.50	Review case docket for new filings and revise works in progress tracker to reflect same.
08/08/23	V. Anaya	0.9	675.00	Coordinate hearing preparation (0.2); Correspond with Sidley team regarding outstanding issues (0.4); Coordinate chambers requests (0.3).
08/08/23	V. Anaya	0.4	300.00	Review and revise notice of reset (0.2); Coordinate hearing reset issues with Sidley team (0.2).
08/08/23	A. Lozano	0.5	267.50	Review case docket for new filings and revise works in progress tracker to reflect same.
08/08/23	D. Trevino	0.5	120.00	Draft notice of reset on the 8/10/23 second day hearing.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/09/23	V. Anaya	0.8	600.00	Coordinate hearing preparation with Sidley team (0.6); Coordinate chambers requests related to same (0.2).
08/09/23	E. Flynn Meraia	0.2	113.00	Telephone conference with V. Anaya re case status
08/09/23	A. Lozano	0.3	160.50	Review case docket for new filings and revise works in progress tracker to reflect same.
08/10/23	V. Polnick	0.2	150.00	Coordinate with chambers re case settings and docket management.
08/10/23	V. Anaya	1.2	900.00	Review and revise certificate of counsel (0.5); Review emails from UST related to upcoming motions (0.2); Correspond with Sidley team regarding certificate of counsel issues (0.1); Review and revise amended notice of hearing and coordinate same with Sidley team (0.4).
08/10/23	A. Lozano	0.4	214.00	Review case docket for new filings and revise works in progress tracker to reflect same.
08/10/23	D. Trevino	0.2	48.00	Update calendar for reset of second day hearing and related deadlines.
08/11/23	V. Anaya	0.5	375.00	Review WIP and upcoming dates and deadlines.
08/11/23	A. Lozano	0.4	214.00	Review case docket for new filings and revise works in progress tracker to reflect same.
08/14/23	A. Lozano	0.3	160.50	Review case docket for new filings and revise works in progress tracker to reflect same.
08/15/23	E. Flynn Meraia	0.4	226.00	Telephone conference with V. Anaya re case status (.1); correspond with Sidley re same (.3)
08/15/23	A. Lozano	0.3	160.50	Review case docket for new filings and revise works in progress tracker to reflect same.
08/16/23	V. Anaya	0.3	225.00	Coordinate chambers request for hearing times (0.1); respond to questions from company regarding Texas comptroller (0.2).
08/16/23	A. Lozano	0.3	160.50	Review case docket for new filings and revise works in progress tracker to reflect same.
08/17/23	V. Anaya	0.2	150.00	Correspond with Sidley regarding upcoming issues.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/17/23	A. Lozano	0.2	107.00	Review case docket for new filings and revise works in progress tracker to reflect same.
08/18/23	E. Flynn Meraia	0.7	395.50	Telephone conference with V. Anaya re case status (.4); correspond re same (.3).
08/20/23	A. Lozano	0.2	107.00	Review case docket for new filings and revise works in progress tracker to reflect same.
08/21/23	V. Anaya	0.5	375.00	Internal WIP call.
08/21/23	A. Lozano	0.3	160.50	Review case docket for new filings and revise works in progress tracker to reflect same.
08/22/23	A. Lozano	0.4	214.00	Review case docket for new filings and revise works in progress tracker to reflect same.
08/23/23	V. Anaya	0.7	525.00	Attend and participate in WIP call with Sidley (0.5); Internal WIP call with E. Meraia (0.2).
08/23/23	E. Flynn Meraia	0.6	339.00	Telephone conference with V. Anaya re case status (.1); telephone conference with Sidley re works in progress (.5)
08/23/23	A. Lozano	0.8	428.00	Meet with Sidley regarding case updates and impending deadlines (0.5); Review case docket for new filings and revise works in progress tracker to reflect same (0.3).
08/24/23	E. Flynn Meraia	0.2	113.00	Correspond with Sidley re PHVs.
08/24/23	A. Lozano	0.4	214.00	Review docket for new filings and update works in progress tracker to reflect same.
08/25/23	V. Anaya	3.3	2,475.00	Revise agenda and witness and exhibit list in preparation for hearing on various matters (1.0); Prepare for hearing on various matters (1.0); Attend hearing on same (0.8); Coordinate various chambers requests (0.5).
08/27/23	A. Lozano	0.4	214.00	Review case docket for new filings and revise works in progress tracker to reflect same.
08/28/23	V. Anaya	0.5	375.00	Review outstanding deadlines.
08/28/23	E. Flynn Meraia	0.6	339.00	Draft w/e list (.3); correspond with Sidley re same (.3)
08/28/23	A. Lozano	0.4	214.00	Review case docket for new filings and revise works in progress tracker to reflect same.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/29/23	E. Flynn Meraia	0.2	113.00	Telephone conference re meet and confer
08/29/23	A. Lozano	0.5	267.50	Review case docket for new case filings and update works in progress tracker to reflect same.
08/30/23	V. Anaya	0.4	300.00	Attend and participate in WIP call with Sidley team.
08/30/23	E. Flynn Meraia	0.8	452.00	Telephone conference with Sidley, JW teams re works in progress (.3); correspond re same (.5).
08/30/23	A. Lozano	1.4	749.00	Review case docket and update works in progress tracker to reflect same (1.0); Meet with Sidley regarding upcoming filings and deadlines (0.4).
08/31/23	J. Pupo	0.4	92.00	Correspond with team re filing of post -auction notice (.1); compile and prepare for filing (.2); request service (.1)
Total Case Administration		56.0	\$ 32,805.50	

Reporting:

08/03/23	V. Anaya	0.3	225.00	Correspond with Sidley team regarding MORs.
08/04/23	V. Anaya	0.6	450.00	Correspond with J. Miller regarding MOR letter.
08/07/23	V. Anaya	0.4	300.00	Review issues related to schedules and prepare for filing.
08/07/23	E. Flynn Meraia	4.2	2,373.00	Review schedules and statements and prepare same for filing (3.2); correspond with Stretto, Sidley teams re same (.7); telephone conferences with Sidley re same (.3).
08/08/23	E. Flynn Meraia	1.3	734.50	Correspond re schedules and statements (.6); prepare filing redacting versions of same (.7)
Total Reporting		6.8	\$ 4,082.50	

Asset Disposition:

07/24/23	W. Farmer	0.6	321.00	Review and revise bid procedures motion.
07/25/23	R. Chaikin	1.3	1,059.50	Attend first day hearing re 9019 motion.
07/26/23	R. Chaikin	1.0	815.00	Mark up bid procedures motion (.8); call with M. Alden, E. Meraia re same (.2).
07/26/23	W. Farmer	1.2	642.00	Review bid procedures motion.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
07/26/23	E. Flynn Meraia	3.6	2,034.00	Correspond with JW, Sidley teams re bidding procedures (.7); review same (1.8); prepare same for filing (.6); telephone conference with Sidley re same (.5).
08/01/23	V. Anaya	0.5	375.00	Review and revise notice of APA and prepare for filing.
08/01/23	E. Flynn Meraia	3.2	1,808.00	Revise APA notice (.9); review APA for filing (1.0); correspond with Sidley re same (1.2); telephone conference with M. Alden re same (.1).
08/01/23	D. Trevino	0.4	96.00	Compile and prepare for filing the notice of executed stalking horse APA (.2) prepare for filing exhibit under seal (.1); coordinate service (.1).
08/02/23	E. Flynn Meraia	0.9	508.50	Conference and correspond with Sidley re bid procedures.
08/05/23	V. Anaya	0.4	300.00	Review authorities regarding bid procedures protections issues.
08/07/23	V. Anaya	3.1	2,325.00	Call with Sidley team regarding bid procedures motion and proposed order (0.5); Review precedent related to same (2.6).
08/08/23	V. Anaya	0.8	600.00	Review issues related to bid procedures (0.3); Correspond with Sidley team regarding cure issues related to bid procedures (0.5).
08/08/23	E. Flynn Meraia	1.3	734.50	Correspond with V. Anaya re bid procedures (.5); telephone conference with V. Anaya re same (.8)
08/10/23	D. Trevino	0.5	120.00	Draft CNO for the 9019 motion of the Debtors and Mastronardi Berea.
08/11/23	V. Anaya	0.2	150.00	Correspond with Sidley team regarding sale motion.
08/11/23	E. Flynn Meraia	0.5	282.50	Correspond re de minimis asset sale motion.
08/14/23	V. Anaya	1.2	900.00	Review and revise de minimis asset sale motion (1.0); correspond with Sidley team regarding same (0.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/17/23	V. Anaya	0.2	150.00	Correspond with M. Alden regarding sale order language.
08/23/23	V. Anaya	0.8	600.00	Review and revise 9019 order.
08/24/23	V. Anaya	2.1	1,575.00	Finalize and prepare agenda for filing (0.2); Review and revise notice of reset hearing (0.2); Assist in hearing preparation (0.2); Attend hearing on UCC motion to continue 9019 (1.5).
08/24/23	V. Anaya	3.5	2,625.00	Review and revise 9019 reply and prepare for filing (0.3); Call with A. Barajas regarding sealing issues (0.2); Coordinate sealing motion preparation (0.2); Review various sale motions and prepare same for filing (2.8).
08/24/23	E. Flynn Meraia	4.1	2,316.50	Review, revise sale motion and order (2.1); attended hearing re UCC's motion to continue (1.5); review objection (.5).
08/24/23	A. Lozano	4.6	2,461.00	Review and revise proposed sale order (1.2); attend hearing on UCC's motion to continue 9019 hearing re sale (.8); correspond with Sidley re motion to seal (.3); review and revise proposed notice of reset of hearing (.3); review and revise proposed motion to seal and attachments (1.1); review and revise proposed final bid procedures order and attachments (.9).
08/24/23	D. Trevino	0.2	48.00	Review the recently filed UCC's motion to continue hearing on Mastronardi Berea 9019, docket hearing dates.
08/24/23	D. Trevino	0.2	48.00	Review and prepare for filing the Debtors' Objection to Official Committee of Unsecured Creditors Emergency Motion to Continue Hearing on Debtors' 9019 Motion (.1) Coordinate service (.1)
08/24/23	D. Trevino	0.2	48.00	Review and prepare for filing the 9019 reply.
08/24/23	D. Trevino	0.4	96.00	Attend the hearing on UCC's motion to continue hearing.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/25/23	V. Anaya	3.2	2,400.00	Review and revise sale notices and prepare same for filing (1.0); Call with A. Lozano regarding revisions to certain sale motions (0.2); Coordinate service issues related to sale motion and revised sale motion issues (2.0).
08/25/23	E. Flynn Meraia	0.6	339.00	Correspond with Sidley re sales related pleadings.
08/25/23	A. Lozano	2.1	1,123.50	Attend hearing regarding UCC's Motion to Continue (0.8); Correspond and meet with Sidley regarding corrected sale motion and motion to seal (0.5); Review and revise same for filing (0.8).
08/25/23	D. Trevino	0.2	48.00	Review and prepare for filing the notice of proposed sale (.1) Coordinate service (.1)
08/28/23	V. Anaya	2.1	1,575.00	Prepare witness and exhibit list (0.3); Prepare notice of settlement term sheet (0.6); Review and revise same for filing (0.6); Coordinate service of same (0.1); Review outstanding deadlines (0.5).
08/28/23	V. Anaya	0.7	525.00	Attend and participate in Auction coordination call with Debtors' professionals (0.5); Prepare notice of auction time (0.2).
08/28/23	E. Flynn Meraia	0.5	282.50	Telephone conference with Sidley, Jefferies teams re auction.
08/28/23	E. Flynn Meraia	1.0	565.00	Conference and correspond with Sidley, JW teams re 9019
08/28/23	D. Trevino	0.2	48.00	Review and prepare for filing the Joint Notice of Settlement Term Sheet Among the Debtors, The Committee, and Equilibrium (.1) Coordinate service (.1)
08/29/23	V. Anaya	3.1	2,325.00	Coordinate 9019 logistics (0.5); Call with Sidley regarding same (0.3); Coordinate COC preparation for same (0.1); Review revised 9019 order in preparation for filing (0.2); Call with M. Alden regarding Auction preparation (0.4); Draft notice of cancellation of auction with respect to certain assets (0.7); Review and revise same for filing (0.7); Review deadlines in bid procedures order (0.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/29/23	V. Anaya	0.8	600.00	Review outstanding issues in preparation for upcoming hearings and notice deadlines (0.6); Review settlement amendment and prepare for filing (0.2).
08/29/23	E. Flynn Meraia	0.5	282.50	Review 9019 COC and order (.3); correspond re same (.2)
08/29/23	A. Lozano	0.6	321.00	Review Notice of Joint Settlement Agreement to ensure accuracy and compliance with local rules.
08/29/23	D. Trevino	0.2	48.00	Review and prepare for filing the Joint Notice of Amended Settlement Term Sheet Among the Debtors, the Committee, Equilibrium.
08/29/23	D. Trevino	0.2	48.00	Compile and prepare for filing the COC for the 9019 motion.
08/30/23	V. Anaya	6.7	5,025.00	Correspond with Sidley team regarding 9019 logistics (0.2); Review 9019 for filing (0.5); Attend auction (0.9); Coordinate notice of continued auction (0.4); Review and revise same (0.6); Coordinate service of same (0.1); Review and revise witness and exhibit list for sale hearing (0.3); Review various notices regarding winning bidders and contracts in preparation for filing (1.2); coordinate service issues related to same (0.2); Correspond with Sidley team regarding other obligations under bid procedures order (0.8); Review and revise notice of contracts and prepare same for filing (1.5).
08/30/23	E. Flynn Meraia	2.6	1,469.00	Attend auction (.8); telephone with V. Anaya re same (.2); review bid procedures (.7); correspond re same (.9)
08/30/23	A. Lozano	0.8	428.00	Participate in auction of debtors' assets.
08/30/23	A. Lozano	1.0	535.00	Draft Witness and Exhibit List for 9/6 sale hearing.
08/30/23	D. Trevino	0.4	96.00	Calendar the deadlines related to the sale motion and sale hearing.
08/30/23	D. Trevino	0.5	120.00	Draft witness and exhibit list for the 9/6 sale hearing.
08/30/23	D. Trevino	0.4	96.00	Draft the notice of adjourned auction.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/31/23	V. Anaya	2.6	1,950.00	Attend auction (1.6); Review service issues post-auction (0.1); Review and revise notice of winning bidder and prepare for filing (0.4); Review and revise 365 notice and prepare for filing (0.5).
08/31/23	E. Flynn Meraia	2.2	1,243.00	Attend auction (1.6); correspond with Sidley team re same (.6)
08/31/23	A. Lozano	1.6	856.00	Participate in auction of debtors' assets.
Total Asset Disposition		71.8	\$ 45,387.00	

Meetings of and Communications with Creditors:

07/31/23	V. Anaya	0.1	75.00	Call with creditor.
08/01/23	V. Anaya	0.3	225.00	Correspond with UST regarding UCC formation (0.1); follow up call with UST regarding UCC (0.2).
08/09/23	V. Anaya	0.2	150.00	Prepare notice of 341 meeting.
08/09/23	E. Flynn Meraia	0.3	169.50	Telephone conference with creditor re case inquiries.
08/09/23	E. Flynn Meraia	1.1	621.50	Correspond with creditors re case inquiries (.5); telephone conference with creditors re same (.6)
08/10/23	V. Anaya	0.4	300.00	Prepare notice of 341 and coordinate issues related to same.
08/10/23	E. Flynn Meraia	0.6	339.00	Correspond with JW team re creditor inquiries.
08/10/23	D. Trevino	0.3	72.00	Review and prepare for filing the notice of meeting of creditors (.1) Coordinate service (.1) Calendar dates (.1)
08/11/23	V. Anaya	0.2	150.00	Coordinate responses to creditor with A. Lozano.
08/11/23	E. Flynn Meraia	0.9	508.50	Correspond with JW team re creditor inquiries.
08/16/23	V. Anaya	0.4	300.00	Coordinate preparation for 341 meeting (.2); correspond with Sidley team regarding same (.2).
08/21/23	E. Flynn Meraia	0.4	226.00	Correspond with creditors re case inquiries.
08/22/23	E. Flynn Meraia	0.6	339.00	Correspond with creditors re case inquiries
08/23/23	V. Anaya	0.2	150.00	Correspond with various creditors re case status.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/23/23	E. Flynn Meraia	0.5	282.50	Correspond with creditors re case inquiries.
08/25/23	E. Flynn Meraia	1.0	565.00	Attend 341 meeting (partial) (.5); correspond with creditors re case inquiries (.5).
08/28/23	E. Flynn Meraia	0.7	395.50	Correspond with creditors re case inquiries.
Total Meetings of and Communications with Creditors		8.2	\$ 4,868.50	
<u>Fee/Employment Applications:</u>				
08/01/23	D. Trevino	0.2	48.00	Communicate with team regarding JW retention application.
08/02/23	V. Anaya	1.5	1,125.00	Review and revise Jefferies retention application.
08/02/23	D. Trevino	1.0	240.00	Initial draft of JW retention application.
08/03/23	V. Anaya	0.2	150.00	Correspond with Sidley team regarding retention issues.
08/04/23	V. Anaya	4.5	3,375.00	Review and revise Jefferies Retention Application (0.5); Review and revise interim compensation motion (2.2); Review and revise Sidley retention application (0.8); Review and revise outstanding application issues (1.0).
08/04/23	E. Flynn Meraia	1.8	1,017.00	Review, revise Portage retention app (1.2); correspond with V. Anaya re retention application (.6).
08/07/23	V. Anaya	0.5	375.00	Review and revise employment applications in preparation for filing.
08/07/23	E. Flynn Meraia	2.9	1,638.50	Review, revise interim comp motion (.5); correspond with JW, Sidley teams re same (.5); review debtor professionals retention applications (1.0); prepare same for filing (.3); review, revise JW retention application (.6).
08/08/23	D. Trevino	0.2	48.00	Calculate and docket objection deadline re OCP and interim compensation.
08/11/23	V. Anaya	0.2	150.00	Coordinate fee application preparation.
08/11/23	D. Trevino	0.1	24.00	Communicate with V. Anaya regarding the JW retention application.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/13/23	D. Trevino	2.5	600.00	Continue draft for the JW retention application.
08/14/23	D. Trevino	4.0	960.00	Continued draft of the schedules for the JW retention application.
08/15/23	V. Anaya	1.7	1,275.00	Review and revise JW retention application (1.6); Correspond with M. Cavanaugh related to same (0.1).
08/15/23	D. Trevino	0.1	24.00	Communicate with team regarding the JW retention application.
08/16/23	V. Anaya	0.2	150.00	Correspond with Sidley team regarding JW's retention application.
08/18/23	V. Anaya	0.5	375.00	Continue reviewing and revising JW employment application.
08/21/23	V. Anaya	0.2	150.00	Correspond with team regarding retention issues (0.1); review JW retention application and prepare for filing (0.1).
08/21/23	E. Flynn Meraia	1.1	621.50	Review, revise JW retention (.6); correspond with JW team re same (.5).
08/21/23	D. Trevino	0.4	96.00	Compile and prepare for filing the JW retention application (.2) Coordinate service (.1) Calculate and docket objection deadline (.1)
08/22/23	V. Anaya	0.3	225.00	Coordinate outstanding retention issues related to JW (0.3).
08/22/23	K. Gradney	0.5	125.00	Confer with M. Cavanaugh and V. Anaya re JW retention application (.2); review same (.3).
08/24/23	K. Gradney	0.2	50.00	Update JW retention application.
08/28/23	V. Anaya	0.2	150.00	Coordinate preparation of certificates of counsel for various retention applications.
08/28/23	D. Trevino	1.0	240.00	Draft the COCs for the retention applications of Portage, Sidley and Jefferies.
08/29/23	E. Flynn Meraia	1.0	565.00	Draft, revise COCs re retention applications and interim comp motion (.8); correspond re same (.2)
08/29/23	D. Trevino	0.4	96.00	Compile and prepare for filing the COCs for the Interim Compensation Motion, OCP Motion and retention applications.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
Total Fee/Employment Applications		27.4	\$ 13,893.00	
<u>Assumption/Rejection of Leases and Contracts:</u>				
08/25/23	D. Trevino	0.2	48.00	Review and prepare for filing the notice of cure amounts and potential assumption and assignment of executory contracts (.1) Coordinate service (.1)
Total Assumption/Rejection of Leases and Contracts		0.2	\$ 48.00	
<u>Business Operations:</u>				
07/28/23	E. Flynn Meraia	0.3	169.50	Correspond with Sidley re cash management order.
08/04/23	E. Flynn Meraia	1.5	847.50	Review, revise OCP motion (1.2); correspond re same (.3).
08/07/23	E. Flynn Meraia	0.4	226.00	Review, revise OCP motion (.3); correspond with Sidley re same (.1).
08/14/23	V. Anaya	0.2	150.00	Correspond with team regarding cash management issues.
08/18/23	V. Anaya	1.3	975.00	Review motions set for 8/25 in preparation for call with Sidley (0.4); Call with P. Venter regarding strategy related to outstanding issues (0.2); Correspond with company regarding tax obligations in Texas (0.7).
08/18/23	A. Withers	0.4	286.00	Analysis of company's requirements related to the Comptroller of Public Accounts communications and franchise tax account matters.
08/28/23	V. Anaya	0.2	150.00	Correspond with Sidley team regarding resolution of cash management issues.
08/29/23	E. Flynn Meraia	0.2	113.00	Draft, revise COC re OCP motion.
Total Business Operations		4.5	\$ 2,917.00	
<u>Employee Benefits/Pensions:</u>				
08/01/23	V. Anaya	1.5	1,125.00	Review wage motion.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/03/23	E. Flynn Meraia	0.4	226.00	Telephone conference with Sidley, UST re wages motion (.2); correspond with Sidley re same (.2).
08/04/23	V. Anaya	0.3	225.00	Call with UST regarding wages motion.
08/24/23	A. Lozano	0.4	214.00	Review and revise proposed wage order.
Total Employee Benefits/Pensions		2.6	\$ 1,790.00	
<u>Financing/Cash Collections:</u>				
07/25/23	E. Flynn Meraia	0.5	282.50	Correspond with Sidley re DIP order.
07/25/23	D. Trevino	0.2	48.00	Compile and prepare for filing the revised DIP order (.1); communicate with chambers regarding same (.1).
07/26/23	E. Flynn Meraia	0.6	339.00	Telephone conference and correspond with Sidley re DIP.
07/26/23	D. Trevino	0.2	48.00	Calculate and docket deadlines re Interim DIP order.
08/01/23	E. Flynn Meraia	0.8	452.00	Draft notice of hearing (.2); correspond with Sidley re same (.6).
08/07/23	V. Anaya	2.1	1,575.00	Review DIP order (0.6); Review precedent related to same (1.5).
08/08/23	V. Anaya	1.9	1,425.00	Call with M. Cavanaugh regarding DIP (0.2); Review lien issues and precedent related to same (1.7).
08/08/23	E. Flynn Meraia	0.5	282.50	Correspond with Sidley re second day hearing.
08/15/23	K. Gradney	0.2	50.00	Correspond with V Anaya re fees.
08/21/23	V. Anaya	0.3	225.00	Review and revise witness and exhibit list for August 25 DIP hearing.
08/21/23	A. Lozano	1.2	642.00	Draft Witness and Exhibit List for hearing on August 25.
08/22/23	A. Lozano	0.2	107.00	Correspond with Sidley regarding draft Witness and Exhibit List for hearing on August 25.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/23/23	V. Anaya	1.6	1,200.00	Review and revise witness and exhibit list for DIP hearing and prepare for filing (0.2); Assist in hearing preparation (0.5); Draft hearing agenda (0.9).
08/23/23	A. Lozano	0.3	160.50	Review Witness and Exhibit List for hearing on August 25 for filing.
08/24/23	E. Flynn Meraia	0.4	226.00	Review, revise omnibus reply.
08/24/23	A. Lozano	1.6	856.00	Review and revise proposed final DIP order and attachments (.8); review and revise omnibus reply for filing (.8).
08/25/23	E. Flynn Meraia	1.1	621.50	Attend hearing re DIP, wages, and bidding procedures (.7); correspond with JW, Sidley teams re same (.4)
Total Financing/Cash Collections		13.7	\$ 8,540.00	

Claims Administration and Objections:

08/01/23	V. Anaya	2.2	1,650.00	Correspond with Sidley team regarding Bar Date issues (0.2); Coordinate hearing matters (0.1); Review and revise bar date motion (1.4); Review additional revisions to same and correspond with Sidley team regarding timing (0.5).
08/01/23	E. Flynn Meraia	1.5	847.50	Revise bar date motion (1.0); correspond with Sidley, JW teams re same (.5).
08/01/23	D. Trevino	0.2	48.00	Review and prepare for filing the Bar Date Motion (.1) Coordinate service (.1)
08/04/23	E. Flynn Meraia	0.5	282.50	Correspond re bar date motion.
08/07/23	V. Anaya	0.8	600.00	Coordinate outstanding bar date issues (0.2); Coordinate chambers requests related to new hearing dates (0.3); Coordinate same with Sidley team (0.3).
08/09/23	V. Anaya	1.0	750.00	Review revised bar date order and prepare for filing (0.2); Review and revise notice of reset hearing (0.3); Correspond with Sidley team related to same (0.3); coordinate chambers request re same (.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
08/09/23	D. Trevino	0.1	24.00	Compile and prepare for filing the revised bar date order.
08/11/23	D. Trevino	0.2	48.00	Docket deadlines related to bar date order.
Total Claims Administration and Objections		6.5	\$ 4,250.00	
<u>Plan and Disclosure Statement (including Business Plan):</u>				
07/24/23	K. Gradney	2.4	600.00	Assist with filing of plan/DS materials (2.1); correspond with E Meraia re same (.3).
07/25/23	C. Cameron	1.3	695.50	Attend first day hearing and conditional approval of DS.
07/25/23	E. Flynn Meraia	5.1	2,881.50	Prepare for first day hearing (3.4); attend first day hearing and conditional approval of DS (1.3); correspond with Sidley re same (.4).
07/25/23	K. Gradney	1.4	350.00	Attend first day hearing and conditional approval of DS.
07/25/23	D. Trevino	1.0	240.00	Attend first day hearing and conditional approval of DS.
08/21/23	V. Anaya	0.7	525.00	Coordinate preparation of plan confirmation (0.3); Draft notice of service of combined hearing (0.4).
08/22/23	V. Anaya	0.5	375.00	Correspond with J. Leigh regarding combined notice (0.2); Review notice of same (0.3).
08/23/23	V. Anaya	0.2	150.00	Review affidavits of service and correspond with stretto regarding same.
08/24/23	A. Lozano	0.5	267.50	Review and revise plan supplement for filing.
08/30/23	A. Lozano	0.2	107.00	Review and revise Notice of Plan Objection Extension to ensure accuracy and compliance with local rules.
08/31/23	R. Chaikin	0.2	163.00	Call with V. Anaya re plan modification.
08/31/23	V. Anaya	3.2	2,400.00	Review issues regarding plan revisions based on UCC settlement.
Total Plan and Disclosure Statement (including Business Plan)		16.7	\$ 8,754.50	

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>	
Total Fees					\$127,336.00
Expenses:					
Business Meals			94.34		
Staff Overtime			407.00		
VENDOR: Kendra Gradney INVOICE#: ER375891 DATE: 7/28/2023			363.00		
Miscellaneous Expense - hearing transcript					
Filing Fee -VENDOR: Pupo, Jolene J. INVOICE#: ER376902 DATE: 8/24/2023			200.00		
Filing Fee - Pro hac filing fees- AppHarvest					
Total Expenses					\$1,064.34

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

In re:

APPHARVEST PRODUCTS, LLC., *et al.*¹

Debtors.

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

**NOTICE OF JACKSON WALKER LLP'S SECOND
MONTHLY FEE STATEMENT FOR COMPENSATION OF SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL AND
CONFLICTS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM SEPTEMBER 1, 2023 THROUGH SEPTEMBER 14, 2023**

Name of Applicant:	Jackson Walker LLP	
Applicant’s Role in Case:	Co-Counsel and Conflicts Counsel to the Debtors and Debtors in Possession	
Date Order of Employment Signed:	9/14/2023 [Docket No. 470]	
	Beginning of Period:	End of Period
Time period covered by this Statement:	September 1, 2023	September 14, 2023
Summary of Total Fees and Expenses Requested		
Total fees requested in this Statement:	\$51,778.00 (80% of \$64,722.50)	
Total expenses requested in this Statement:	\$1,460.59	
Total fees and expenses requested in this Statement (excludes the 20% Holdback):	\$53,238.59	
Total fees and expenses referenced in this Statement (includes the 20% Holdback):	\$66,183.09	
Summary of <u>Attorney</u> Fees for the Period Covered by This Statement		
Attorney fees:	\$62,490.50	
Actual attorney hours:	90.8	
Average hourly rate for attorneys:	\$688.22	

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.

Summary of <u>Paraprofessional</u> Fees for the Period Covered by This Statement	
Paraprofessional fees:	\$2,232.00
Actual paraprofessional hours:	9.2
Average hourly rate for paraprofessionals:	\$242.61

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 Professionals* (the “Fee Procedures Order”) [Docket No. 435], Jackson Walker LLP (“JW”), as co-counsel and conflicts counsel to the Debtors and Debtors in Possession, hereby files its *Second Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel to the Debtors for the Period from September 1, 2023 Through September 14, 2023* (“Monthly Fee Statement”).

1. Pursuant to the Fee Procedures Order, JW seeks (a) interim payment of \$51,778.00 (80% of \$64,722.50) as compensation for professional services rendered to the Debtors during the period from September 1, 2023 through September 14, 2023 (the “Fee Period”) and (b) reimbursement of actual and necessary expenses in the amount of \$1,460.59, for a total amount of \$53,238.59 to be paid upon expiration of the objection deadline.

2. In support of the Monthly Fee Statement, JW submits a *Summary of Expenses for the Fee Period*, attached hereto as **Exhibit A**, a *Summary of Legal Fees by Category as Counsel for the Fee Period*, attached hereto as **Exhibit B**, and a *Detailed Record of Fees as Counsel for the Fee Period*, attached hereto as **Exhibit C**.

3. Pursuant to the Fee Procedures Order, any party objecting to the payment of the compensation and reimbursement of expenses shall serve via email to JW 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. JW reserves the right to make further application to this 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.

Dated: October 11, 2023

/s/ Matthew D. Cavanaugh

JACKSON WALKER LLP

Matthew D. Cavanaugh (TX Bar No. 24062656)

Vienna Anaya (TX Bar No. 24091225)

Emily Meraia (TX Bar No. 24129307)

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Email: emeraia@jw.com

*Co-Counsel and Conflicts Counsel to the Debtors
and Debtors in Possession*

EXHIBIT A

SUMMARY OF EXPENSES FOR THE FEE PERIOD

EXPENSE	TOTAL
Airfare	\$454.95
Filing Fee	\$100.00
Hearing Transcript	\$235.95
Hearing Transcript	\$308.55
Staff Overtime	\$198.00
Taxi	\$163.14
TOTAL	\$1,460.59

EXHIBIT B**SUMMARY OF LEGAL FEES AND EXPENSES
BY CATEGORY FOR THE FEE PERIOD**

	DESCRIPTION	LEGAL FEES	EXPENSES	TOTAL
110	Case Administration	\$4,359.50		
130	Asset Disposition	\$32,188.50		
150	Meetings and Communications with Creditors	\$376.00		
160	Fee/Employment Applications	\$3,996.50		
185	Assumption and Rejection of Leases and Contracts	\$48.00		
195	Non-Working Travel	\$2,407.50		
230	Financing and Cash Collateral	\$395.50		
310	Claims Administration and Objections	\$225.00		
320	Plan and Disclosure Statement	\$20,726.00		
	Totals	\$64,722.50	\$1,460.59	<u>\$66,183.09</u>

Total Fees for Fee Period	\$64,722.50
20% Fee Holdback for Fee Period	(\$12,944.50)
80% of Fees Amount for Fee Period	\$51,778.00
Expenses for Fee Period	\$1,460.59
TOTAL REQUEST	<u>\$53,238.59</u>

EXHIBIT C**DETAILED RECORD OF FEES FOR THE FEE PERIOD**

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
<u>Case Administration:</u>				
09/01/23	A. Lozano	0.5	267.50	Review case docket for new filings and update works in progress tracker to reflect same.
09/04/23	A. Lozano	0.4	214.00	Review case docket for new filings and update works in progress tracker to reflect same.
09/06/23	V. Anaya	0.3	225.00	Attend and participate in WIP call.
09/06/23	E. Flynn Meraia	0.4	226.00	Telephone conference with Sidley, JW teams re works in progress (.2); correspond with V. Anaya re same (.2).
09/06/23	A. Lozano	0.7	374.50	Review case docket for new filings and update works in progress tracker to reflect same (0.4); Meet with Sidley regarding upcoming filings and impending deadlines (0.3).
09/07/23	V. Anaya	0.3	225.00	Coordinate outstanding chambers issues with Sidley and with chambers.
09/07/23	A. Lozano	0.4	214.00	Review case docket for new filings and update works in progress tracker to reflect same.
09/08/23	A. Lozano	0.4	214.00	Review case docket for new filings and update works in progress tracker to reflect same.
09/11/23	V. Anaya	0.2	150.00	Coordinate outstanding chambers requests.
09/11/23	A. Lozano	0.4	214.00	Review case docket for new filings and update works in progress tracker to reflect same.
09/12/23	V. Anaya	0.3	225.00	Correspond with team regarding outstanding chambers requests (0.1); Coordinate additional chambers requests (0.2).
09/12/23	A. Lozano	0.4	214.00	Review case docket for new filings and update works in progress tracker to reflect same.
09/13/23	V. Anaya	1.3	975.00	Attend and participate in WIP call with Sidley (0.3); Prepare agenda for hearing on 9/14 (0.8); Revise same for filing (0.2).
09/13/23	E. Flynn Meraia	0.3	169.50	Draft PHV (.2); correspond with Sidley re same (.1)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
09/13/23	A. Lozano	0.8	428.00	Review case docket for new filings and update works in progress tracker to reflect same (0.5); Meet with Sidley to discuss impending deadlines and upcoming filings (0.3).
09/13/23	D. Trevino	0.1	24.00	Communicate with team regarding pro hac vice motions.
Total Case Administration		7.2	\$ 4,359.50	

Asset Disposition:

09/01/23	V. Anaya	4.8	3,600.00	Review and revise witness and exhibit list for sale (1.0); Coordinate issues related to same (0.7); Correspond with Sidley team regarding additional exhibits and issues related to same (0.6); Correspond with Sidley team regarding resolution of certain objections (0.1); Review authorities related to 363(f) (2.2); Correspond with Sidley team regarding entry of 9019 order (0.2).
09/01/23	E. Flynn Meraia	4.0	2,260.00	Review, revise sale hearing w/e list (.5); correspond with Sidley team re same (.3); review sale pleadings (1.5); correspond with Sidley re same (.8); assist with filing same (.9).
09/04/23	M. Cavanaugh	2.3	2,403.50	Assist in preparation for contested sale hearing including advising on strategy and tactics.
09/04/23	V. Anaya	1.7	1,275.00	Review and revise various sale notices and prepare same for filing (1.2); Prepare revised witness and exhibit list and coordinate filing of same (0.5).
09/04/23	V. Anaya	1.7	1,275.00	Review and revise asset sale notices and prepare for filing (1.2); Review and revise witness and exhibit list and coordinate filing of same (0.5).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
09/05/23	V. Anaya	4.3	3,225.00	Review transcripts regarding certain 363 issues in preparation for sale hearing (2.7); Review and revise assumption and assignment notice for Berea (0.4); Correspond with Sidley team regarding witness and exhibit list questions (0.3); Review and revise same (0.2); Review and revise notice of 365 and prepare same for filing (0.3); Review reply and prepare same for filing (0.2); Review and prepare somerset notice for filing (0.2).
09/05/23	E. Flynn Meraia	6.3	3,559.50	Correspond with Sidley team re sale related pleadings (1.2); review sale pleadings (3.8); assist filing same (1.0); correspond with Sidley re sale hearing (.3).
09/05/23	D. Trevino	0.2	48.00	Review and prepare for filing the second amended notice of desired 365 contracts with respect to Somerset Sale Transaction (.1) Coordinate service (.1)
09/05/23	D. Trevino	0.1	24.00	Prepare for filing and service reply to related to sale transaction.
09/06/23	M. Cavanaugh	3.7	3,866.50	Assist in preparation for contested sale hearing including advising on strategy and tactics.
09/06/23	V. Anaya	3.1	2,325.00	Coordinate preparation of sale hearing (1.4); Review and revise amended witness and exhibit list and prepare same for filing (0.9); Attend sale hearing (0.8).
09/06/23	E. Flynn Meraia	4.1	2,316.50	Correspond re amended w/e list for sale hearing (.3); revise same (.2); attend sale hearing (.8); correspond with Sidley team re same (.5); review, revise sale pleadings (1.5); assist filing same (.8).
09/06/23	A. Lozano	0.8	428.00	Participate in sale hearing.
09/06/23	K. Gradney	0.8	200.00	Attend sale hearing.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
09/06/23	D. Trevino	2.0	480.00	Compile and prepare for filing the amended witness and exhibit list for the sale hearing (.4) finalize for filing further revised list (.3) finalize for filing sealed exhibits (.2) Circulate filed stamped sealed documents (.3) finalize for filing revised sale orders and communicate with chambers re same (.3) Attend sale hearing (.5).
09/06/23	D. Trevino	0.2	48.00	Review and prepare for filing the amended notice of desired 365 contracts that may be assumed (.1) Coordinate service (.1)
09/07/23	M. Cavanaugh	3.9	4,075.50	Prepare for and attend contested sale hearing and assist in obtaining all requested relief.
09/07/23	A. Lozano	0.4	214.00	Review and revise assumption and cure notice to ensure accuracy and compliance with the local rules.
09/08/23	E. Flynn Meraia	1.0	565.00	Correspond re sale order.
Total Asset Disposition		45.4	\$ 32,188.50	

Meetings of and Communications with Creditors:

09/07/23	E. Flynn Meraia	0.4	226.00	Correspond with creditors re case inquiries.
09/14/23	V. Anaya	0.2	150.00	Correspond with equity holder regarding documents received.
Total Meetings of and Communications with Creditors		0.6	\$ 376.00	

Fee/Employment Applications:

09/04/23	K. Gradney	1.4	350.00	Prepare Jackson Walker combined first monthly fee statement.
09/07/23	E. Flynn Meraia	0.3	169.50	Correspond re retention applications.
09/11/23	V. Anaya	0.2	150.00	Review and revise certificate of no objection for JW employment application.
09/11/23	J. Pupo	0.4	92.00	Prepare CNO for JW retention application.
09/12/23	V. Anaya	1.3	975.00	Review and revise Sidley monthly fee statements (1.1); Begin reviewing and revising JW fee statement (0.2).

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
09/12/23	A. Lozano	1.0	535.00	Review and revise Sidley fee statements (0.5); Review and revise Portage fee statements (0.5).
09/13/23	V. Anaya	0.9	675.00	Review and revise Sidley fee statements (0.3); Review and revise Portage fee statements (0.4); Review and prepare same for filing (0.2).
09/13/23	A. Lozano	0.9	481.50	Continue reviewing and revising Sidley fee statement.
09/13/23	D. Trevino	0.1	24.00	Communicate with team regarding the fee applications for professionals.
09/14/23	V. Anaya	0.5	375.00	Review and revise Jeffries first fee statement (0.3); Review and revise Jeffries second fee statement (0.2).
09/14/23	E. Flynn Meraia	0.3	169.50	Review Jefferies fee statement in preparation for filing.
Total Fee/Employment Applications		7.3	\$ 3,996.50	

Assumption/Rejection of Leases and Contracts:

09/05/23	D. Trevino	0.2	48.00	Review and prepare for filing the Notice of Cure Amounts and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases (.1) Coordinate service (.1)
Total Assumption/Rejection of Leases and Contracts		0.2	\$ 48.00	

Non-Working Travel:

09/14/23	A. Lozano	4.5	2,407.50	Travel to and from Houston to participate in confirmation hearing.
Total Non-Working Travel		4.5	\$ 2,407.50	

Financing/Cash Collections:

09/13/23	E. Flynn Meraia	0.7	395.50	Review final cash management order (.4); correspond with Sidley re same (.3).
Total Financing/Cash Collections		0.7	\$ 395.50	

Claims Administration and Objections:

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
09/01/23	V. Anaya	0.3	225.00	Correspond with Sidley team regarding filing of Nixon complaint (0.1); Review same (0.2).
Total Claims Administration and Objections		0.3	\$ 225.00	
<u>Plan and Disclosure Statement (including Business Plan):</u>				
09/01/23	D. Trevino	0.3	72.00	Prepare for filing sealed exhibits for conditional approval of disclosure statement.
09/05/23	V. Anaya	0.2	150.00	Review amended plan and prepare same for filing.
09/05/23	D. Trevino	0.3	72.00	Review and prepare for filing amended Plan (.2); coordinate service (.1)
09/07/23	D. Trevino	0.1	24.00	Review and calendar the initial exclusivity period.
09/08/23	E. Flynn Meraia	2.5	1,412.50	Review, revise confirmation order (2.1); correspond re same (.4).
09/11/23	V. Anaya	2.1	1,575.00	Coordinate witness and exhibit list issues for confirmation (0.3); Review and revise same (0.1); Review voting declaration (0.2); Review and revise confirmation order (1.5).
09/11/23	E. Flynn Meraia	2.1	1,186.50	Review, revise confirmation order (1.0); correspond re same (.6); review, revise voting report declaration (.5).
09/12/23	R. Chaikin	0.3	244.50	Call with E. Meraia, V. Anaya re confirmation order findings and share precedent re same.
09/12/23	V. Anaya	1.2	900.00	Review and revise witness and exhibit list for confirmation hearing (0.7); Prepare same for filing (0.3); Review additional revisions to confirmation order (0.2).
09/12/23	E. Flynn Meraia	6.4	3,616.00	Review, revise declarations in support of confirmation (1.4); correspond with Sidley team re confirmation order (1.1); review confirmation pleadings (2.1); prepare same for filing (1.8)
09/12/23	D. Trevino	0.6	144.00	Compile and prepare for filing the revised plan supplement (.3) Coordinate service (.1) Compile and prepare for filing the confirmation order (.2)

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Amount</u>	<u>Description</u>
09/13/23	V. Anaya	2.5	1,875.00	Coordinate hearing preparation with Sidley team (0.2); Review and revise various confirmation documents and prepare same for filing (2.1); Review and revise amended witness and exhibit list and prepare for filing (0.2).
09/13/23	E. Flynn Meraia	4.4	2,486.00	Review, revise confirmation pleadings (2.8); prepare same for filing (1.1); correspond with Sidley, JW teams re same (.5).
09/13/23	D. Trevino	1.3	312.00	Prepare agenda for confirmation hearing (1.0) Communicate with Stretto regarding service on agenda (.1) compile and circulate precedent confirmation transcripts (.2)
09/14/23	M. Cavanaugh	2.3	2,403.50	Assist in preparation for chapter 11 confirmation hearing and successful achievement of plan confirmation.
09/14/23	R. Chaikin	1.7	1,385.50	Attend confirmation hearing (.5); prepare for same (1.2).
09/14/23	V. Anaya	0.7	525.00	Attend confirmation hearing (0.5); Coordinate preparation for confirmation hearing (0.2).
09/14/23	E. Flynn Meraia	3.1	1,751.50	Attend confirmation (.5); prepare for same (2.6).
09/14/23	A. Lozano	0.6	321.00	Attend confirmation hearing.
09/14/23	K. Gradney	0.6	150.00	Attend confirmation hearing.
09/14/23	D. Trevino	0.5	120.00	Attend confirmation hearing.
Total Plan and Disclosure Statement (including Business Plan)		33.8	\$ 20,726.00	

Total Fees

\$64,722.50

Itemized List of Expenses:

Airfare	454.95
Staff Overtime	198.00
Taxi Expense	163.14
VENDOR: Kendra Gradney INVOICE#: ER378907 DATE: 8/28/2023	308.55
Miscellaneous Expense - hearing transcript	
Filing Fee -VENDOR: Teso, Sarah R. INVOICE#: ER378342 DATE: 9/13/2023	100.00
Filing Fee - Filing Fee reimbursement	
VENDOR: Kendra Gradney INVOICE#: ER378903 DATE: 9/14/2023	235.95
Miscellaneous Expense - hearing transcript	

Total Expenses**\$1,460.59**

EXHIBIT 3**Summary of Expenses for Application Period**

Expense Category	Total Amount for Application Period
Airfare	\$454.95
Filing Fees – Pro Hacs	\$300.00
Business Meals	\$94.34
Hearing Transcripts	\$907.50
Staff Overtime	\$605.00
Taxi Expense	\$163.14
Grand Total	\$2,524.93

EXHIBIT 4**Customary and Comparable Compensation Disclosure with Fee Applications**

Category of Timekeeper	BLENDED HOURLY RATE	
	Billed [By JW for 2022 Year, Excluding Bankruptcy]	Billed [In this Fee Application]
Equity Partner/Shareholder	\$754.00	\$1,045.00
Non-Equity Partner/Shareholder	\$656.00	\$775.00
Associate [All Ranges]	\$479.00	\$634.95
Legal Assistant	\$194.00	\$242.40
All Timekeepers Aggregated:	\$589.00	\$610.87

Case Name: AppHarvest Products, LLC, et al.

Case Number: 23-90745

Applicant's Name: Jackson Walker LLP

Date of Application: December 12, 2023

Interim or Final: First and Final

EXHIBIT 5**Summary of Timekeepers Included in this Fee Application**

Name	Title or Position	Department, Group, or Section	Date of First Admission	Fees Billed in this Application	Hours Billed in this Application	Hourly Rate Billed in this Application	Hourly Rate Billed in First Interim Application	Number of Rate Increases Since Case Inception
Matthew D. Cavanaugh	Equity Partner	Bankruptcy	5/2/2008	\$12,749.00	12.2	\$1,045.00	N/A	N/A
Rebecca Blake Chaikin	Partner	Bankruptcy	2/14/2015	\$3,667.50	4.5	\$815.00	N/A	N/A
Veronica A. Polnick	Partner	Bankruptcy	11/4/2011	\$5,400.00	7.2	\$750.00	N/A	N/A
Vienna F. Anaya	Associate	Bankruptcy	5/18/2016	\$77,475.00	103.3	\$750.00	N/A	N/A
Ashley Withers	Associate	Tax	11/4/2011	\$286.00	0.4	\$715.00	N/A	N/A
Emily Meraia	Associate	Bankruptcy	11/8/2018	\$59,042.50	104.5	\$565.00	N/A	N/A
Courtney L. Cameron	Associate	Corporate	11/18/2021	\$1,712.00	3.2	\$535.00	N/A	N/A
Will T. Farmer	Associate	Finance	12/10/2021	\$1,819.00	3.4	\$535.00	N/A	N/A
Aaron Lozano	Associate	Bankruptcy	10/13/2021	\$21,132.50	39.5	\$535.00	N/A	N/A
Kendra Gradney	Legal Assistant	Bankruptcy	N/A	\$2,500.00	10.0	\$250.00	N/A	N/A
Daniela Trevino	Legal Assistant	Bankruptcy	N/A	\$5,976.00	24.9	\$240.00	N/A	N/A
Jolene Pupo	Legal Assistant	Bankruptcy	N/A	\$299.00	1.3	\$230.00	N/A	N/A
Total				\$192,058.50	314.4			

Case Name: AppHarvest Products, LLC, et al.

Case Number: 23-90745

Applicant's Name: Jackson Walker LLP

Date of Application: December 12, 2023

Interim or Final: First and Final

EXHIBIT 6
Summary of Compensation Requested by Project Category

Matter Number	Matter Category	Hours Budgeted	Fees Budgeted	Hours Billed	Fees Sought
B110	Case Administration			63.2	\$37,165.00
B115	Reporting			6.8	\$4,082.50
B120	Asset Analysis and Recovery				
B130	Asset Disposition			117.2	\$77,575.50
B140	Relief from Stay and Adequate Protection				
B150	Meeting and Communications with Creditors			8.8	\$5,244.50
B160	Employment and Fee Applications			34.7	\$17,889.50
B170	Employment and Fee Application Objections				
B180	Avoidance Action Analysis				
B185	Assumption and Rejection of Leases and Contracts			0.4	\$96.00
B195	Non-Working Travel			4.5	\$2,917.00
B210	Business Operations			4.5	\$2,917.00
B220	Employee Benefits and Pensions			2.6	\$1,790.00
B230	Financing and Cash Collateral			14.4	\$8,935.50
B240	Tax				
B250	Real Estate				
B255	Valuation				
B260	Corporate Governance and Board Matters				
B310	Claims Administration and Objections			6.8	\$4,475.00
B320	Plan and Disclosure Statement			50.5	\$29,480.50
	Budgeting (Case)				
	Litigation: Contested Matters and Adversary Proceedings (not otherwise within a specific project category) - identify each separately by caption and adversary number, or title of motion or application and docket number)				
	Total			314.4	\$192,058.50

Matter Number	Matter Category	Hours Budgeted	Fees Budgeted	Hours Billed	Fees Sought
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Case Name: AppHarvest Products, LLC, et al.

Case Number: 23-90745

Applicant's Name: Jackson Walker LLP

Date of Application: December 12, 2023

Interim or Final: First and Final

**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 GRANTING FIRST AND FINAL
FEE APPLICATION OF JACKSON WALKER LLP AS CO-COUNSEL AND
CONFLICTS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
FINAL ALLOWANCE AND PAYMENT OF FEES AND EXPENSES FOR THE PERIOD
FROM JULY 23, 2023 THROUGH SEPTEMBER 14, 2023**

The Court has considered the *First and Final Fee Application for Allowance and Payment of Fees and Expenses as Co-Counsel and Conflicts Counsel to the Debtors for the Period From July 23, 2023 Through September 14, 2023* (the “Application”) filed by Jackson Walker LLP (the “Applicant”). The Court orders:

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

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

¹ The Wind-Down Debtors in this chapter 11 case, together with the last four digits of the Wind-Down 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 Wind-Down Debtors’ service address is 500 Appalachian Way, Morehead, KY 40351.

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

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

IT IS THEREFORE ORDERED THAT:

1. Applicant is allowed compensation and reimbursement of expenses in the amount of \$194,583.43 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 Plan Administrator is authorized to disburse any unpaid amounts allowed by paragraphs 1 or 2 of this Order.

Signed:

CHRISTOPHER M. LOPEZ
UNITED STATES BANKRUPTCY JUDGE