

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF INDIANA
HAMMOND DIVISION AT LAFAYETTE

In re:

MAXIMUS SUPPLY CHAIN HOLDINGS, LLC
MAXIMUS LOGISTICS SOLUTIONS, LLC
MAXIMUS TRANSPORT SYSTEMS, LLC
MAXIMUS INDUSTRIES CORPORATION
GC3 LOGISTICS, INC.
GC3 WAREHOUSING LLC and
ACTION SCS LLC,

Debtors.¹

Case No. 24-40167

Chapter 11

(Jointly Administered)

**FINAL APPLICATION OF BLACKWELL, BURKE & FOWLER, P.C. FOR
ALLOWANCE AND PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES
AS COUNSEL TO DEBTORS FOR SERVICES RENDERED
FROM THE PETITION DATE THROUGH SEPTEMBER 17, 2024**

Blackwell, Burke & Fowler, P.C. (“**Applicant**”), as former counsel to
Maximus Supply Chain Holdings, LLC; Maximus Transport Systems, LLC;
Maximus Logistics Corporation; Maximus Industries Corporation; Maximus
Logistics Solutions, LLC; Action SCS, LLC; GC3 Logistics, Inc.; and GC3
Warehousing, LLC, as debtors and debtors-in-possession (each a “**Debtor**”;
collectively, the “**Debtors**” or “**Maximus Group**”), for its *Final Application of
Blackwell, Burke & Fowler, P.C. for Allowance and Payment of Compensation and*

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number are: Maximus Supply Chain Holdings, LLC (6729); Maximus Transport Systems, LLC (9839); Maximus Logistics Corporation (2907); Maximus Industries Corporation (0902); Maximus Logistics Solutions, LLC (0372); Action SCS, LLC (1633); GC3 Logistics, Inc. (8844); and GC3 Warehousing, LLC (4132).

Reimbursement of Expenses as Counsel to Debtors for Services Rendered from Petition Date through September 17, 2024 (the “**Application**”), states as follows:

JURISDICTION

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334(b).

2. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).

3. The Court has authority to grant the relief requested in this Application pursuant to 11 U.S.C. §§ 327, 330, and 331.

FACTUAL BACKGROUND

4. On June 25, 2024 (the “**Petition Date**”), Debtors each filed a Voluntary Petition under Chapter 11 of Title 11 of the Bankruptcy Code.

5. Debtors continue to operate and maintain their businesses as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108 of the Bankruptcy Code.

6. No trustee or examiner has been appointed in this Chapter 11 case and no official unsecured creditors’ committee has been appointed herein

7. On June 26, 2024, Debtors filed their *Application to Employ Blackwell, Burke & Fowler, P.C. as Debtors’ Counsel Effective as of the Petition Date* (the “**Employment Application**”). [Doc. No. 12].

8. On July 19, 2024, the Court entered its *Order Granting Application to Employ Blackwell, Burke & Fowler, P.C. as Debtors’ Counsel Effective as of the Petition Date* (the “**Employment Order**”). [Doc. No. 88].

9. On August 23, 2024, Applicant filed its *First Interim Application of Blackwell, Burke & Fowler, P.C. for Allowance and Payment of Compensation and Reimbursement of Expenses as Counsel to Debtors for Services Rendered from Petition Date through August 18, 2024*, (the “**Interim Application**”) seeking interim compensation in the sum of \$88,800.00 (the “**Interim Fees**”) representing compensation for actual and necessary legal services rendered to the Debtor from the Petition Date through August 18, 2024 (the “**Interim Compensation Period**”) and reimbursement in the sum of \$1,393.85 (the “**Interim Expenses**”) for actual and necessary out-of-pocket expenses incurred in providing legal services to the Debtors during the Interim Compensation Period. [Doc. No. 205].

10. Applicant hereby incorporates the Interim Application and the exhibit attached thereto to the Application.

11. On September 13, 2024, Centier Bank filed its objection to the Interim Application (the “**Objection**”). [Doc. No 251].

12. The Interim Application and Objection remain pending before the Court.

13. On September 17, 2024, the Court granted the requests of the Applicant to withdraw as counsel to the Debtors. [Doc. Nos. 260 and 261].

RELIEF REQUESTED

14. By this Application, Applicant seeks final allowance and payment of its attorney fees and expenses incurred from the Petition Date through September 17,

2024 (the “**Compensation Period**”) for services provided as counsel to Debtors in these chapter 11 cases.

15. Applicant has not received any compensation for fees or reimbursement of expenses for its role as counsel for the Debtors.

16. As set forth in the Employment Application, Applicant is holding a remaining retainer in the amount \$21,729.87 (the “**Remaining Retainer**”).

SUMMARY OF SERVICES PROVIDED

17. Pursuant to the Employment Application and Employment Order, Applicant provided a variety of necessary services to the Debtors during the Compensation Period, including but not limited to the following:

- a. Preparing filings, applications, and motions necessary to the administration of this matter;
- b. Preparing initial filings, including but not limited to Schedules and Statements of Financial affairs and appearing for related hearing and proceedings;
- c. Advising Debtors regarding their rights, duties, and obligations as debtors-in possession;
- d. Negotiating Debtors’ authority to continue to use cash collateral to facilitate ongoing operations;
- e. Negotiating with various creditors and parties in interest regarding loan and lease obligations and resolution of such obligations during the pendency of these chapter 11 cases;
- f. Resolving multiple contested motions related to Debtors’ secured financing allowing Debtors to continue operations during these chapter 11 cases;
- g. Reviewing and analyzing various loans and leases of Debtors and negating the treatment of such loans and leases in these chapter 11 cases; and

- h. Taking all other necessary action incident to the proper preservation and administration of Debtors' bankruptcy estates.

18. The foregoing descriptions serve as a general overview of the services provided by Applicant. A complete description of all services performed is detailed on the attached statements as **Exhibit A** (the "**Invoices**").

19. None of the legal services provided by Applicant was duplicative of any other services provided by Debtors' other professionals.

20. As set forth in the Interim Application, during the Interim Compensation Period, Applicant provided legal services totaling \$88,800.00 and incurred expenses of \$1,393.85.

21. From August 19, 2024 through September 17, 2024, (the "**Final Compensation Period**"), every entry itemized on the Invoices includes a category identifying the project category, a description of the activity performed, and the number of hours (in increments of one-tenth of an hour) spent on the activity.

Below is a list of the aggregate recorded hours and fees incurred for each category:

Project Category	Total Hours by Category	Total Fees by Category
Fee and Employment Applications	3.6	\$ 2,520.00
Asset Disposition	25.7	\$ 10,280.00
Assumption and Rejection and Leases and Contracts	2.6	\$ 1,040.00
Avoidance Action Analysis	1.8	\$ 720.00
Cash Use and Financing	10.2	\$ 4,080.00
Fee and Employment Objections	1.0	\$ 400.00
Litigation/Contested Matters	17.4	\$ 6,960.00
Meeting of and Communications with Creditors	0.5	\$ 200.00
Case Administration	10.8	\$ 4,230.00
	73.6	\$ 30,430.00

22. As set forth in the Invoices, for the Final Compensation Period, in addition to the Interim Fees and Interim Expenses, Applicant has provided

additional legal services totaling \$30,430.00 and has incurred additional expenses of \$4,514.13 for total fees and expenses as follows:

Period	Fees	Expenses
Interim Compensation Period	\$88,800.00	\$1,393.85
Final Compensation Period	\$30,430.00	\$4,514.13
Total	\$119,230.00	\$5,907.98

23. Applicant requests an order allowing compensation for legal services provided to the Debtors on a final basis in the total sum of \$119,230.00 for the Interim Compensation Period and the Final Compensation Period and reimbursement in the total sum of \$5,907.98 for actual and necessary out-of-pocket expenses incurred during the Interim Compensation Period and the Final Compensation Period.

24. All of the services performed by Applicant are set forth on the Invoices and have been billed at the hourly rates established by Applicant in the Employment Application.

25. Copies of the Invoices have been provided to Debtors prior to this Application for review and approval.

GROUND FOR RELIEF REQUESTED

26. Pursuant to Section 330 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure, Applicant is entitled to allowance of fees set forth in this Application.

27. Applicant's legal services are properly compensable, were actual and necessary services and expenses of administration of the estate, were not

duplicative of any services provided by other professionals in this case and have allowed Debtors to fulfill their duties under the Bankruptcy Code.

28. The legal services for which Applicant seeks compensation and the expenditures for which it seeks reimbursement in this Application were necessary for and beneficial to the preservation and maximization of value of the estate, and in the best interest of the estate and its creditors.

29. The compensation requested herein is reasonable in light of the nature, extent, and value of such services to Debtors, creditors, and all parties in interest and the complexity of these chapter 11 cases.

30. All services rendered on behalf of Debtors and all expenses incurred for which compensation or reimbursement is sought have been rendered or incurred exclusively on behalf of Debtors and represent necessary and proper legal assistance in the administration of this chapter 11 case.

31. No agreement or understanding exists between the Applicant and any other person or entity for the sharing of compensation received for its services rendered in connection with this case.

WHEREFORE, Applicant respectfully requests that the Court enter an Order:

- a. Allowing final compensation to the Applicant in the total sum of \$119,230.00 representing compensation for actual and necessary legal services rendered during the Interim Compensation Period and the Final Compensation Period (the “**Fees**”);

- b. Allowing the Applicant the total sum of \$5,907.98 for actual and necessary out-of-pocket expenses incurred during the Interim Compensation Period and the Final Compensation Period as a result of its representation of Debtors (the “**Expenses**”);
- c. Authorizing Applicant to immediately apply the Remaining Retainer to the amounts owed to Applicant by the Debtors for the Fees and Expenses;
- d. Authorizing that the remaining Fees and Expenses after application of the Remaining Retainer be allowed and paid as an administrative expense pursuant to section 503(b)(1) of the Bankruptcy Code;
- e. Directing Debtors to pay the balance of the Fees and Expenses after application of the Remaining Retainer to Applicant in the total amount of \$103,408.11 within 10 days of entry of an order on this Application; and
- f. Granting Applicant all other just and proper relief.

Dated: October 7, 2024

Respectfully submitted,

/s/ Sarah L. Fowler

Sarah L. Fowler, Attorney No. 30621-49
BLACKWELL, BURKE & FOWLER, P.C.
101 W. Ohio Street, Suite 1700
Indianapolis, Indiana 46204
(317) 533-7869
sfowler@bbrlawpc.com

Former Counsel for Debtors and Debtors in Possession

CERTIFICATE OF SERVICE

I hereby certify that on October 7, 2024, a copy of the foregoing was filed electronically. Notice of this filing will be sent to parties through the Court's Electronic Case Filing System. Parties may access this filing through the Court's system.

I further certify that on October 7, 2024, a copy of the foregoing was mailed by first-class U.S. Mail, postage prepaid, and properly addressed to the following:

N/A

/s/ Sarah L. Fowler

Sarah L. Fowler

**Blackwell, Burke & Fowler, P.C.**

101 West Ohio St., Suite 1700

Indianapolis, IN 46204

Phone: (317) 635-5005

EIN: [REDACTED]

INVOICE

Invoice # 1994

Date: 10/04/2024

Due Upon Receipt

Maximus Supply Chain Holdings, LLC

99202 - 2**DIP - Fee and Employment Applications****Services**

Date	Billing	Notes	Quantity	Total
08/20/2024	SLF	Commence draft of first interim fee application for special counsel.	1.20	\$480.00
08/20/2024	SLF	Revise proposed order employing Stretto; communicate with UST regarding same.	0.40	\$160.00
08/20/2024	SLF	Review Stretto July invoice (.4); communicate with client regarding same (.1).	0.50	\$200.00
08/22/2024	SLF	Continue drafting first interim fee applications for BBF and special counsel.	1.30	\$520.00
08/22/2024	SLF	Continue drafting interim fee applications for debtor's professionals.	1.80	\$720.00
08/22/2024	SLF	Review communication from CRO regarding [REDACTED]	0.30	\$120.00
08/22/2024	SLF	Draft notices for first interim fee applications.	0.50	\$200.00
08/22/2024	SLF	Communicate with client regarding [REDACTED].	0.10	\$40.00
09/17/2024	SLF	Communicate with Stretto regarding employment issues.	0.20	\$80.00
			Quantity Subtotal	6.3
			Services Subtotal	\$2,520.00

Expenses

Date	Notes	Total
10/07/2024	Estimate from certificateofservice.com for Final Fee Application	\$3,642.50

Expenses Subtotal **\$3,642.50**

Time Keeper	Quantity	Rate	Total
Sarah Fowler	6.3	\$400.00	\$2,520.00
Quantity Total			6.3
Subtotal			\$6,162.50
Total			\$6,162.50

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1829	08/20/2024	\$6,120.00	\$0.00	\$6,120.00

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1994	10/04/2024	\$6,162.50	\$0.00	\$6,162.50
Outstanding Balance				\$12,282.50
Amount in Trust				\$0.00
Total Amount Outstanding				\$12,282.50

This statement contains information protected by the attorney-client and/or work product privileges.

Please make all amounts payable to Blackwell, Burke & Fowler, P.C.

American Express credit card payments will incur a 3.5% fee of the amount processed. Other credit card types will incur a 2.95% fee of the amount processed. E-Checks will incur a \$2.00 fee.

Payment is due upon receipt.

**Blackwell, Burke & Fowler, P.C.**

101 West Ohio St., Suite 1700

Indianapolis, IN 46204

Phone: (317) 635-5005

EIN: 35-1823712

INVOICE

Invoice # 1995
 Date: 10/04/2024
 Due Upon Receipt

Maximus Supply Chain Holdings, LLC

99202 - 3**DIP - Asset Disposition**

Date	Billing	Notes	Quantity	Total
08/19/2024	SLF	Communicate with CRO and special counsel regarding [REDACTED]	0.80	\$320.00
08/20/2024	SLF	Communicate with counsel for Bazzi regarding potential transaction.	0.30	\$120.00
08/21/2024	SLF	Communicate with client regarding [REDACTED].	0.10	\$40.00
08/22/2024	SLF	Communicate with counsel for Cambridge regarding proceeds waterfall.	0.30	\$120.00
08/22/2024	SLF	Communicate with special counsel regarding [REDACTED]	0.30	\$120.00
08/22/2024	SLF	Communicate with CRO regarding [REDACTED]	0.30	\$120.00
08/22/2024	SLF	Communicate with CRO and special counsel regarding [REDACTED]	0.50	\$200.00
08/22/2024	SLF	Communicate with counsel for Centier and Cambridge regarding Wabash APA.	0.30	\$120.00
08/23/2024	SLF	Communicate with client regarding [REDACTED]	0.20	\$80.00
08/23/2024	SLF	Communicate with client regarding [REDACTED].	0.10	\$40.00
08/23/2024	SLF	Review and analyze [REDACTED].	1.00	\$400.00
08/23/2024	SLF	Communicate with CRO regarding [REDACTED].	0.50	\$200.00
08/23/2024	SLF	Communicate with counsel for Cambridge regarding Wabash APA.	0.50	\$200.00
08/26/2024	JB	Attention to purchase money priority issues.	0.30	\$120.00
08/26/2024	SLF	Communicate with counsel for Wabash regarding 363 motion and order; communicate with special counsel regarding [REDACTED]	0.20	\$80.00

08/26/2024	SLF	Communicate with counsel for Centier regarding Wabash APA.	0.30	\$120.00
08/26/2024	SLF	Communicate with counsel for Cambridge and Centier regarding Wabash APA.	0.20	\$80.00
08/26/2024	SLF	Legal analysis of Dominion PMSI and amount of same.	0.90	\$360.00
08/26/2024	SLF	Communicate with counsel for Centier and Cambridge regarding Dominion PMSI and amount of same.	0.20	\$80.00
08/26/2024	SLF	Communicate with special counsel regarding [REDACTED]	1.10	\$440.00
08/27/2024	SLF	Draft Wabash 363 motion.	2.60	\$1,040.00
08/27/2024	SLF	Communicate with counsel for M&T regarding Wabash sale.	0.20	\$80.00
08/27/2024	SLF	Communicate with counsel for Centier and Cambridge regarding Wabash sale motion.	0.20	\$80.00
08/27/2024	SLF	Communicate with CRO regarding [REDACTED].	0.30	\$120.00
08/27/2024	SLF	Communicate with counsel for Cambridge regarding status of Wabash transaction.	0.20	\$80.00
08/27/2024	SLF	Follow up communication with counsel for Centier regarding status of Wabash transaction.	0.20	\$80.00
08/27/2024	SLF	Communicate with special counsel regarding [REDACTED].	0.70	\$280.00
08/27/2024	SLF	Communicate with counsel for Wabash regarding 363 motion.	0.20	\$80.00
08/27/2024	SLF	Communicate with counsel for Centier regarding status of Wabash transaction.	0.20	\$80.00
08/28/2024	JB	Work with Sarah Fowler regarding [REDACTED]	0.40	\$160.00
08/28/2024	JB	Work on issues regarding [REDACTED].	0.30	\$120.00
08/28/2024	SLF	Communicate with counsel for Wabash regarding 90-day warranty provisions.	0.30	\$120.00
08/28/2024	SLF	Communicate with counsel for Wabash regarding allocation of purchase price.	0.40	\$160.00
08/28/2024	SLF	Review Wabash changes to sale and assumptions motions (1); communicate with counsel for Wabash regarding same (.2).	1.20	\$480.00
08/28/2024	SLF	Communicate with special counsel regarding changes [REDACTED]	0.30	\$120.00
08/28/2024	SLF	Communicate with counsel for Bazzi regarding potential transaction for non-Wabash assets.	0.10	\$40.00
08/28/2024	SLF	Review Wabash's proposed order on 363 motion (.5); communicate with counsel for Wabash regarding same (.2).	0.70	\$280.00
08/29/2024	SLF	Revise Wabash sale motion and order and lease assumption motion and order.	0.80	\$320.00
08/29/2024	SLF	Communicate with counsel for Wabash regarding finalizing Wabash APA and related motions.	0.60	\$240.00
08/29/2024	SLF	Communicate with CRO regarding [REDACTED]	0.30	\$120.00
08/29/2024	SLF	Finalize sale and assumption motions and orders for Wabash sale; communicate with counsel for Wabash regarding same.	0.60	\$240.00

08/29/2024	SLF	Communicate with counsel for Cambridge and Centier regarding Wabash APA and related motions.	0.20	\$80.00
08/29/2024	SLF	Communicate with counsel for Centier regarding itemized list of assets being sold to Wabash.	0.20	\$80.00
08/29/2024	SLF	Communicate with counsel for Bazzi regarding potential sale of non-Wabash assets.	0.20	\$80.00
08/30/2024	SLF	Communicate with CRO regarding [REDACTED].	0.10	\$40.00
08/30/2024	SLF	Communicate with counsel for Centier regarding value of Wabash assets and sale terms.	0.20	\$80.00
08/30/2024	SLF	Communicate with special counsel regarding [REDACTED].	0.30	\$120.00
08/30/2024	SLF	Communicate with counsel for Centier regarding status of Wabash transaction.	0.10	\$40.00
08/30/2024	SLF	Communicate with counsel for Dominion regarding PMSI claim.	0.20	\$80.00
09/03/2024	SLF	Communicate with special counsel regarding Wabash APA; communicate with counsel for Cambridge and Centier regarding same.	0.30	\$120.00
09/04/2024	SLF	Revise 363 motion asset description for Wabash sale; communicate with counsel for Wabash regarding same.	0.30	\$120.00
09/04/2024	SLF	Communicate with counsel for Cambridge regarding status of Wabash sale.	0.10	\$40.00
09/04/2024	SLF	Review assignment of Kepner lease to Wabash; communicate with special counsel regarding [REDACTED].	0.30	\$120.00
09/04/2024	SLF	Communicate with special counsel regarding [REDACTED].	0.10	\$40.00
09/05/2024	SLF	Communicate with special counsel regarding [REDACTED].	0.10	\$40.00
09/05/2024	SLF	Revise and finalize Wabash sale and lease assumption motions.	0.80	\$320.00
09/05/2024	SLF	Draft notice for Wabash sale motion.	0.30	\$120.00
09/06/2024	SLF	Communicate with counsel for Wabash regarding service of Wabash sale motion.	0.10	\$40.00
09/11/2024	SLF	Communicate with counsel for Centier regarding Wabash sale.	0.20	\$80.00
09/11/2024	SLF	Communicate with counsel for Dominion regarding Wabash sale.	0.30	\$120.00
09/12/2024	SLF	Communicate with special counsel regarding [REDACTED].	0.20	\$80.00
09/12/2024	SLF	Communicate with special counsel regarding [REDACTED].	0.40	\$160.00
09/12/2024	SLF	Communicate with counsel for Dominion regarding PMSI.	0.20	\$80.00
09/13/2024	SLF	Communicate with special counsel and counsel for Dominion regarding Wabash sale and PMSI issues.	0.30	\$120.00
09/13/2024	SLF	Communicate with special counsel regarding [REDACTED].	0.30	\$120.00
09/13/2024	SLF	Follow up communication with counsel for Dominion regarding Wabash sale.	0.20	\$80.00
09/16/2024	SLF	Communicate with special counsel regarding [REDACTED].	0.30	\$120.00
09/16/2024	SLF	Communicate with counsel for Cambridge regarding cash use status conference.	0.20	\$80.00
Quantity Subtotal			25.7	

Time Keeper	Quantity	Rate	Total
Jason Burke	1.0	\$400.00	\$400.00
Sarah Fowler	24.7	\$400.00	\$9,880.00
Quantity Total			25.7
Subtotal			\$10,280.00
Total			\$10,280.00

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1830	08/20/2024	\$11,920.00	\$0.00	\$11,920.00

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1995	10/04/2024	\$10,280.00	\$0.00	\$10,280.00
Outstanding Balance				\$22,200.00
Amount in Trust				\$0.00
Total Amount Outstanding				\$22,200.00

This statement contains information protected by the attorney-client and/or work product privileges.

Please make all amounts payable to Blackwell, Burke & Fowler, P.C.

American Express credit card payments will incur a 3.5% fee of the amount processed. Other credit card types will incur a 2.95% fee of the amount processed. E-Checks will incur a \$2.00 fee.

Payment is due upon receipt.

**Blackwell, Burke & Fowler, P.C.**

101 West Ohio St., Suite 1700

Indianapolis, IN 46204

Phone: (317) 635-5005

EIN: [REDACTED]

INVOICE

Invoice # 1996
 Date: 10/04/2024
 Due Upon Receipt

Maximus Supply Chain Holdings, LLC

99202 - 4**DIP - Assumption and Rejection and Leases and Contracts**

Date	Billing	Notes	Quantity	Total
08/19/2024	SLF	Revise and finalize notice of rejection of Amston leases.	0.20	\$80.00
08/20/2024	SLF	Communicate with counsel for Amston regarding return of certain trucks in the ordinary course of business.	0.10	\$40.00
08/28/2024	SLF	Draft motion to assume and assign Kepner lease.	1.50	\$600.00
08/28/2024	SLF	Communicate with counsel for Wabash regarding motion to assume and assign Kepner lease.	0.10	\$40.00
08/28/2024	SLF	Communicate with counsel for Amston regarding return of trailers.	0.10	\$40.00
08/30/2024	SLF	Review information from Xtra regarding leases; communicate with counsel for Xtra regarding same; communicate with client regarding same.	0.20	\$80.00
09/03/2024	SLF	Communicate with counsel for Xtra regarding trailer leases.	0.10	\$40.00
09/10/2024	SLF	Communicate with CRO regarding Xtra lease payments.	0.10	\$40.00
09/11/2024	SLF	Review communication from Travelers regarding audit and insurance premiums; communicate with special counsel regarding same.	0.20	\$80.00

Quantity Subtotal **2.6**

Time Keeper	Quantity	Rate	Total
Sarah Fowler	2.6	\$400.00	\$1,040.00

Quantity Total **2.6**

Subtotal **\$1,040.00**

Total **\$1,040.00**

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1831	08/20/2024	\$6,120.00	\$0.00	\$6,120.00

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1996	10/04/2024	\$1,040.00	\$0.00	\$1,040.00

Outstanding Balance **\$7,160.00**

Amount in Trust **\$0.00**

Total Amount Outstanding **\$7,160.00**

This statement contains information protected by the attorney-client and/or work product privileges.

Please make all amounts payable to Blackwell, Burke & Fowler, P.C.

American Express credit card payments will incur a 3.5% fee of the amount processed. Other credit card types will incur a 2.95% fee of the amount processed. E-Checks will incur a \$2.00 fee.

Payment is due upon receipt.

**Blackwell, Burke & Fowler, P.C.**

101 West Ohio St., Suite 1700

Indianapolis, IN 46204

Phone: (317) 635-5005

EIN: [REDACTED]

INVOICE

Invoice # 1997
 Date: 10/04/2024
 Due Upon Receipt

Maximus Supply Chain Holdings, LLC

99202 - 5**DIP - Avoidance Action Analysis**

Date	Billing	Notes	Quantity	Total
08/21/2024	SLF	Review and analyze payments made within 90 days of petition date for purposes of proceeds waterfall.	1.80	\$720.00
			Quantity Subtotal	1.8

Time Keeper	Quantity	Rate	Total
Sarah Fowler	1.8	\$400.00	\$720.00
		Quantity Total	1.8
		Subtotal	\$720.00
		Total	\$720.00

Detailed Statement of Account**Current Invoice**

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1997	10/04/2024	\$720.00	\$0.00	\$720.00
			Outstanding Balance	\$720.00
			Amount in Trust	\$0.00

**Blackwell, Burke & Fowler, P.C.**

101 West Ohio St., Suite 1700

Indianapolis, IN 46204

Phone: (317) 635-5005

EIN: [REDACTED]

INVOICE

Invoice # 1998

Date: 10/04/2024

Due Upon Receipt

Maximus Supply Chain Holdings, LLC

99202 - 6**DIP - Cash Use and Financing**

Date	Billing	Notes	Quantity	Total
08/19/2024	SLF	Communicate with counsel for Midland States Bank regarding adequate protection payments.	0.10	\$40.00
08/20/2024	SLF	Communicate with counsel for Cambridge regarding status of hearing on continued cash use.	0.20	\$80.00
08/21/2024	SLF	Communicate with counsel for Cambridge and Centier regarding cash use variance report.	0.10	\$40.00
08/26/2024	SLF	Communicate with counsel for Centier regarding August payments.	0.10	\$40.00
08/27/2024	SLF	Communicate with CRO regarding [REDACTED]	0.10	\$40.00
08/29/2024	SLF	Review client email regarding [REDACTED].	0.20	\$80.00
08/30/2024	SLF	Review updated budget based on anticipated increase in revenue; communicate with CRO regarding [REDACTED]	0.20	\$80.00
09/04/2024	SLF	Review two-week variance report; communicate with counsel for Centier and Cambridge regarding same.	0.20	\$80.00
09/06/2024	SLF	Communicate with client regarding [REDACTED]	0.30	\$120.00
09/09/2024	SLF	Communicate with client regarding [REDACTED].	0.40	\$160.00
09/09/2024	SLF	Communicate with CRO regarding [REDACTED]	0.10	\$40.00
09/10/2024	SLF	Communicate with client regarding [REDACTED]	0.10	\$40.00
09/11/2024	SLF	Communicate with client regarding [REDACTED]	0.10	\$40.00
09/11/2024	SLF	Communicate with counsel for Centier regarding cash use issues.	0.20	\$80.00
09/12/2024	SLF	Communicate with client regarding [REDACTED].	0.20	\$80.00

09/12/2024	SLF	Communicate with client regarding [REDACTED].	0.20	\$80.00
09/12/2024	SLF	Communicate with CRO regarding [REDACTED]	0.20	\$80.00
09/12/2024	SLF	Communicate with CRO regarding [REDACTED].	0.20	\$80.00
09/13/2024	JB	Attention to modified budget, treatment of secured creditors, and next steps.	0.40	\$160.00
09/13/2024	SLF	Communicate with client regarding [REDACTED].	0.10	\$40.00
09/13/2024	SLF	Communicate with counsel for Cambridge regarding updated cash use budget.	0.40	\$160.00
09/13/2024	SLF	Communicate with counsel for Centier regarding cash use budget.	0.20	\$80.00
09/13/2024	SLF	Communicate with counsel for Cambridge regarding updated cash use budget.	0.10	\$40.00
09/16/2024	SLF	Communicate with CRO regarding [REDACTED].	0.10	\$40.00
09/17/2024	SLF	Prepare for status conference on continued cash use.	0.70	\$280.00
09/17/2024	SLF	Appear for status conference on continued cash use.	5.00	\$2,000.00
			Quantity Subtotal	10.2

Time Keeper	Quantity	Rate	Total
Jason Burke	0.4	\$400.00	\$160.00
Sarah Fowler	9.8	\$400.00	\$3,920.00
Quantity Total			10.2
Subtotal			\$4,080.00
Total			\$4,080.00

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1832	08/20/2024	\$27,960.00	\$0.00	\$27,960.00

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1998	10/04/2024	\$4,080.00	\$0.00	\$4,080.00
			Outstanding Balance	\$32,040.00
			Amount in Trust	\$0.00
			Total Amount Outstanding	\$32,040.00

**Blackwell, Burke & Fowler, P.C.**

101 West Ohio St., Suite 1700

Indianapolis, IN 46204

Phone: (317) 635-5005

EIN: [REDACTED]

INVOICE

Invoice # 1999
 Date: 10/04/2024
 Due Upon Receipt

Maximus Supply Chain Holdings, LLC

99202 - 8**DIP - Fee and Employment Objections**

Date	Billing	Notes	Quantity	Total
09/13/2024	SLF	Review and analyze objections to fee applications (.5); communicate with counsel for Centier regarding same (.1); communicate with special counsel regarding same (.2).	0.80	\$320.00
09/16/2024	JB	Work on response to objection to fees.	0.20	\$80.00
			Quantity Subtotal	1.0

Time Keeper	Quantity	Rate	Total
Jason Burke	0.2	\$400.00	\$80.00
Sarah Fowler	0.8	\$400.00	\$320.00
Quantity Total			1.0
Subtotal			\$400.00
Total			\$400.00

Detailed Statement of Account**Other Invoices**

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1827	08/20/2024	\$2,360.00	\$0.00	\$2,360.00

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1999	10/04/2024	\$400.00	\$0.00	\$400.00
Outstanding Balance				\$2,760.00
Amount in Trust				\$0.00
Total Amount Outstanding				\$2,760.00

This statement contains information protected by the attorney-client and/or work product privileges.

Please make all amounts payable to Blackwell, Burke & Fowler, P.C.

American Express credit card payments will incur a 3.5% fee of the amount processed. Other credit card types will incur a 2.95% fee of the amount processed. E-Checks will incur a \$2.00 fee.

Payment is due upon receipt.

**Blackwell, Burke & Fowler, P.C.**

101 West Ohio St., Suite 1700

Indianapolis, IN 46204

Phone: (317) 635-5005

EIN: [REDACTED]

INVOICE

Invoice # 2000

Date: 10/04/2024

Due Upon Receipt

Maximus Supply Chain Holdings, LLC

99202 - 9**DIP - Litigation/Contested Matters**

Date	Billing	Notes	Quantity	Total
08/19/2024	SLF	Communicate with client regarding [REDACTED]	0.20	\$80.00
08/19/2024	SLF	Review additional information regarding M&T collateral; communicate with client regarding [REDACTED]	0.20	\$80.00
08/19/2024	SLF	Review Tempus Maximus motion for relief from stay in preparation for hearing (.6); communicate with counsel for Tempus Maximus pursuant to court order for same (.1).	0.60	\$240.00
08/19/2024	SLF	Communicate with counsel for M&T regarding call in advance of preliminary hearing on motion for relief from stay.	0.10	\$40.00
08/20/2024	SLF	Communicate with counsel for M&T regarding preliminary hearing on motion for relief from stay (.5); communicate with client regarding [REDACTED] (.2).	0.50	\$200.00
08/20/2024	SLF	Communicate with counsel for Tempus Maximus regarding hearing on motion for relief from stay.	0.30	\$120.00
08/20/2024	SLF	Communicate with client regarding [REDACTED]	0.70	\$280.00
08/21/2024	SLF	Communicate with counsel for Tempus Maximus regarding resolution of two pending motions (.2); communicate with client regarding same (.2).	0.40	\$160.00
08/22/2024	SLF	Prepare for hearings on Stretto employment application, M&T motion for relief from stay; and Tempus Maximus motion for relief from stay.	1.10	\$440.00
08/22/2024	SLF	Appear for hearings on application to employ Stretto, continued cash use, M&T motion for relief from stay, and Tempus motion for relief from stay. (split travel time with another client)	2.70	\$1,080.00
08/22/2024	SLF	Communicate with counsel for M&T regarding potential settlement.	0.30	\$120.00
08/26/2024	SLF	Communicate with client regarding [REDACTED].	0.10	\$40.00

08/27/2024	SLF	Communicate with client regarding [REDACTED]	0.10	\$40.00
08/29/2024	SLF	Communicate with counsel for Bazzi regarding pending M&T motions.	0.60	\$240.00
08/30/2024	SLF	Communicate with client regarding [REDACTED]	0.40	\$160.00
08/30/2024	SLF	Communicate with counsel for TransLease regarding upcoming hearing on motion for relief from stay.	0.20	\$80.00
09/03/2024	SLF	Communicate with client regarding [REDACTED].	0.10	\$40.00
09/03/2024	SLF	Communicate with counsel for TransLease regarding motion for relief from stay.	0.10	\$40.00
09/03/2024	SLF	Review and revised proposed order on TransLease motion for relief from stay.	0.30	\$120.00
09/03/2024	SLF	Communicate with counsel for Volvo Financial regarding motion for relief from stay.	0.10	\$40.00
09/03/2024	SLF	Review and revise Volvo Financial order on motion for relief from stay; communicate with counsel for Volvo Financial regarding same.	0.20	\$80.00
09/03/2024	SLF	Communicate with counsel for Mitsubishi regarding resolution of motion for relief from stay; communicate with client regarding same.	0.30	\$120.00
09/03/2024	SLF	Communicate with counsel for Byline regarding resolution of motion for relief from stay; communicate with client regarding same.	0.30	\$120.00
09/04/2024	SLF	Communicate with counsel for TransLease regarding order on motion for relief from stay.	0.20	\$80.00
09/05/2024	SLF	Communicate with counsel for Byline regarding motion for relief from stay.	0.10	\$40.00
09/05/2024	SLF	Review proposed order from M&T on motion for relief from stay; communicate with counsel for M&T regarding same.	0.20	\$80.00
09/05/2024	SLF	Communicate with counsel for Mitsubishi regarding order on motion for relief from stay.	0.20	\$80.00
09/05/2024	SLF	Communicate with client regarding [REDACTED].	0.40	\$160.00
09/06/2024	SLF	Communicate with client regarding [REDACTED]	0.20	\$80.00
09/06/2024	SLF	Communicate with client regarding [REDACTED].	0.40	\$160.00
09/09/2024	SLF	Communicate with counsel for M&T regarding hearing on motion for relief from stay; communicate with court regarding same.	0.30	\$120.00
09/09/2024	SLF	Communicate with counsel for Mitsubishi regarding motion for relief from stay.	0.20	\$80.00
09/09/2024	SLF	Communicate with counsel for Byline regarding hearing on motion for relief from stay.	0.10	\$40.00
09/10/2024	SLF	Review notice of joint motion resolving M&T's motion for relief from stay; communicate with counsel for M&T regarding same.	0.20	\$80.00
09/10/2024	SLF	Communicate with counsel for Centier regarding motion for adequate protection.	0.10	\$40.00
09/10/2024	SLF	Communicate with counsel for Mitsubishi regarding hearing on motion for relief from stay; communicate with client regarding same.	0.20	\$80.00
09/10/2024	SLF	Communicate with counsel for Centier regarding hearing on motion for adequate protection.	0.20	\$80.00

09/10/2024	SLF	Review and revise proposed order on Centier motion for adequate protection; communicate with counsel for Centier regarding same.	0.50	\$200.00
09/10/2024	SLF	Communicate with client regarding [REDACTED].	0.10	\$40.00
09/10/2024	SLF	Communicate with client regarding [REDACTED].	0.30	\$120.00
09/11/2024	SLF	Prepare for hearings on motions for relief from stay.	0.70	\$280.00
09/11/2024	SLF	Appear for hearings on motions for relief from stay.	0.80	\$320.00
09/11/2024	SLF	Communicate with counsel for TransLease regarding motion for relief from stay.	0.20	\$80.00
09/12/2024	SLF	Review and revise proposed order on Byline motion for relief from stay; communicate with counsel for Byline regarding same.	0.30	\$120.00
09/12/2024	SLF	Communicate with client regarding [REDACTED].	0.30	\$120.00
09/13/2024	SLF	Review and revised motion to approve agreement with Mitsubishi for motion for relief from stay; communicate with counsel for Mitsubishi regarding same.	0.30	\$120.00
09/13/2024	SLF	Review motion to approve agreement with Byline; communicate with counsel for Byline regarding same.	0.30	\$120.00
09/13/2024	SLF	Communicate with client regarding [REDACTED].	0.20	\$80.00
09/16/2024	SLF	Review and revise agreed order on Byline motion for relief from stay; communicate with counsel for Byline regarding same.	0.30	\$120.00
09/17/2024	SLF	Review Byline motion to approve agreement regarding adequate protection; communicate with counsel for Byline regarding same.	0.20	\$80.00
			Quantity Subtotal	17.4

Time Keeper	Quantity	Rate	Total
Sarah Fowler	17.4	\$400.00	\$6,960.00
		Quantity Total	17.4
		Subtotal	\$6,960.00
		Total	\$6,960.00

Detailed Statement of Account

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
2000	10/04/2024	\$6,960.00	\$0.00	\$6,960.00
			Outstanding Balance	\$6,960.00
			Amount in Trust	\$0.00

**Blackwell, Burke & Fowler, P.C.**

101 West Ohio St., Suite 1700

Indianapolis, IN 46204

Phone: (317) 635-5005

EIN: [REDACTED]

INVOICE

Invoice # 2001
 Date: 10/04/2024
 Due Upon Receipt

Maximus Supply Chain Holdings, LLC

99202 - 10**DIP - Meeting of and Communications with Creditors**

Date	Billing	Notes	Quantity	Total
08/23/2024	SLF	Communicate with counsel for Libertas regarding claims.	0.20	\$80.00
08/30/2024	SLF	Communicate with counsel for Renishaw regarding administrative expense.	0.10	\$40.00
09/12/2024	SLF	Communicate with client regarding [REDACTED]	0.10	\$40.00
09/12/2024	SLF	Communicate with creditor regarding filing a proof of claim.	0.10	\$40.00
			Quantity Subtotal	0.5

Time Keeper	Quantity	Rate	Total
Sarah Fowler	0.5	\$400.00	\$200.00
		Quantity Total	0.5
		Subtotal	\$200.00
		Total	\$200.00

Detailed Statement of Account**Other Invoices**

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1833	08/20/2024	\$5,080.00	\$0.00	\$5,080.00

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
2001	10/04/2024	\$200.00	\$0.00	\$200.00
Outstanding Balance				\$5,280.00
Amount in Trust				\$0.00
Total Amount Outstanding				\$5,280.00

This statement contains information protected by the attorney-client and/or work product privileges.

Please make all amounts payable to Blackwell, Burke & Fowler, P.C.

American Express credit card payments will incur a 3.5% fee of the amount processed. Other credit card types will incur a 2.95% fee of the amount processed. E-Checks will incur a \$2.00 fee.

Payment is due upon receipt.

**Blackwell, Burke & Fowler, P.C.**

101 West Ohio St., Suite 1700

Indianapolis, IN 46204

Phone: (317) 635-5005

EIN: [REDACTED]

INVOICE

Invoice # 2002
 Date: 10/04/2024
 Due Upon Receipt

Maximus Supply Chain Holdings, LLC

99202 - 12**DIP - Case Administration****Services**

Date	Billing	Notes	Quantity	Total
08/20/2024	SLF	Follow up communication with counsel for Great Dane regarding amounts owed and product on hand.	0.20	\$80.00
08/20/2024	SLF	Communicate with CRO regarding [REDACTED]	0.50	\$200.00
08/20/2024	SLF	Review June and July monthly operating reports; communicate with client regarding same.	0.70	\$280.00
08/21/2024	SLF	Communicate with counsel for Cambridge regarding pending motions.	0.20	\$80.00
08/21/2024	SLF	Communicate with client regarding [REDACTED]	0.20	\$80.00
08/21/2024	SLF	Communicate with client regarding [REDACTED]	0.20	\$80.00
08/21/2024	SLF	Communicate with CRO regarding [REDACTED]	0.10	\$40.00
08/22/2024	SLF	Communicate with client regarding [REDACTED].	0.30	\$120.00
08/22/2024	SLF	Communicate with client regarding [REDACTED].	0.10	\$40.00
08/23/2024	SLF	Communicate with UST regarding [REDACTED].	0.10	\$40.00
08/23/2024	SLF	Review and analyze PACCAR loan documents.	0.70	\$280.00
08/23/2024	SLF	Communicate with client, CRO, and special counsel regarding [REDACTED]	1.70	\$680.00
08/26/2024	SLF	Communicate with Stretto regarding service of various documents moving forward in	0.10	\$40.00

case.

08/26/2024	SLF	Communicate with counsel for Navitas regarding COI for trucks.	0.10	\$40.00
08/30/2024	SLF	Communicate with client regarding [REDACTED].	0.10	\$40.00
09/03/2024	JB	Work on issues with post petition surrender and lease back of trucks.	0.30	\$120.00
09/03/2024	SLF	Review client proposal for treatment of JX Financial; communicate with client regarding [REDACTED]	0.30	\$120.00
09/03/2024	SLF	Review client proposal for treatment of Finloc; communicate with client regarding [REDACTED]	0.40	\$160.00
09/03/2024	SLF	Review client proposal for treatment of PACCAR; communicate with client regarding [REDACTED]	0.30	\$120.00
09/05/2024	SLF	Communicate with client regarding various outstanding issues in case and strategy for [REDACTED]	0.30	\$120.00
09/10/2024	SLF	Communicate with client regarding [REDACTED]	0.10	\$40.00
09/12/2024	KE	Work with Sarah Fowler regarding [REDACTED].	0.40	\$70.00
09/12/2024	SLF	Meet with counsel for Centier, Cambridge, and Dominion regarding Wabash sale and cash use issues.	3.10	\$1,240.00
09/13/2024	SLF	Communicate with Stretto regarding updated addresses for certain creditors for service.	0.20	\$80.00
09/16/2024	SLF	Communicate with client regarding [REDACTED]	0.10	\$40.00
			Quantity Subtotal	10.8
			Services Subtotal	\$4,230.00

Expenses

Date	Notes	Total
08/08/2024	West Law Searches	\$644.63
08/14/2024	Pacer Searches	\$8.20
08/22/2024	Pacer Search	\$4.00
08/22/2024	Pacer Search	\$4.00
08/28/2024	Postage Charge	\$9.50
09/05/2024	IN Northern BK Court - Fee for Motion to Sell	\$199.00
09/13/2024	Pacer Search	\$2.30
Expenses Subtotal		\$871.63

Time Keeper	Quantity	Rate	Total
Jason Burke	0.3	\$400.00	\$120.00

Sarah Fowler	10.1	\$400.00	\$4,040.00
Kara Ellis	0.4	\$175.00	\$70.00
Quantity Total			10.8
Subtotal			\$5,101.63
Total			\$5,101.63

Detailed Statement of Account

Other Invoices

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1834	08/20/2024	\$30,193.85	\$0.00	\$30,193.85

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
2002	10/04/2024	\$5,101.63	\$0.00	\$5,101.63
Outstanding Balance				\$35,295.48
Amount in Trust				\$0.00
Total Amount Outstanding				\$35,295.48

This statement contains information protected by the attorney-client and/or work product privileges.

Please make all amounts payable to Blackwell, Burke & Fowler, P.C.

American Express credit card payments will incur a 3.5% fee of the amount processed. Other credit card types will incur a 2.95% fee of the amount processed. E-Checks will incur a \$2.00 fee.

Payment is due upon receipt.

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF INDIANA
HAMMOND DIVISION AT LAFAYETTE

In re:

MAXIMUS SUPPLY CHAIN HOLDINGS, LLC
MAXIMUS LOGISTICS SOLUTIONS, LLC
MAXIMUS TRANSPORT SYSTEMS, LLC
MAXIMUS INDUSTRIES CORPORATION
GC3 LOGISTICS, INC.
GC3 WAREHOUSING LLC and
ACTION SCS LLC,

Debtors.¹

Case No. 24-40167

Chapter 11

(Jointly Administered)

**ORDER ALLOWING FINAL APPLICATION OF BLACKWELL, BURKE &
FOWLER, P.C. FOR ALLOWANCE AND PAYMENT OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO DEBTORS FOR SERVICES RENDERED
FROM THE PETITION DATE THROUGH SEPTEMBER 17, 2024**

This matter is before the Court on the *Final Application of Blackwell, Burke & Fowler, P.C. for Allowance and Payment of Compensation and Reimbursement of Expenses as Counsel to Debtors for Services Rendered from Petition Date through September 17, 2024* (the “**Application**”) seeking allowance and payment on a final basis of its attorney fees and expenses incurred from the Petition Date through September 17, 2024 (the “**Compensation Period**”) for services provided as counsel to Debtors in these chapter 11 cases.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number are: Maximus Supply Chain Holdings, LLC (6729); Maximus Transport Systems, LLC (9839); Maximus Logistics Corporation (2907); Maximus Industries Corporation (0902); Maximus Logistics Solutions, LLC (0372); Action SCS, LLC (1633); GC3 Logistics, Inc. (8844); and GC3 Warehousing, LLC (4132).

The Court, having reviewed the Application and being duly advised now finds that the Motion should be and hereby is GRANTED.

THEREFORE, IT IS ORDERED, ADJUDGED, AND DECREED that compensation to Blackwell, Burke & Fowler, P.C. for actual and necessary legal services rendered to the Debtors during the Interim Compensation Period² and the Final Compensation Period shall be allowed on a final basis in the sum of \$119,230.00 (the “**Fees**”).

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that reimbursement for actual and necessary out-of-pocket expenses to Blackwell, Burke & Fowler, P.C. shall be allowed on a final basis in the sum of \$5,907.98 (the “**Expenses**”).

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Blackwell, Burke & Fowler, P.C. is authorized to immediately apply the Remaining Retainer to the amounts owed to Applicant by the Debtors for the Fees and Expenses.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the balance of the Fees and Expenses after application of the Remaining Retainer are allowed as an administrative expense pursuant to section 503(b)(1) of the Bankruptcy Code.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Debtors shall pay the balance of the Fees and Expenses after application of the Remaining Retainer in the total amount of \$103,408.11 within 10 days of the entry of this Order.

² All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Application.

SO ORDERED.

Dated:

Judge, Northern District of
Indiana Bankruptcy Court