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Hearing Date: May 28, 2024 @ 2:00 p.m.
Objection Deadline: May 21, 2024 @ 11:59 p.m.

*Proposed Counsel to the Debtors and Debtors-
in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	
	:	Chapter 11
WEISS MULTI-STRATEGY ADVISERS	:	
LLC, <i>et al.</i> , ¹	:	Case No. 24-10743 (MG)
	:	
Debtors.	:	(Joint Administration Requested)
-----X		

**DEBTORS' MOTION FOR ENTRY OF AN ORDER
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

The debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), hereby submit this motion (the “Motion”), for entry of an order substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), pursuant to sections 105(a), 330, 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”),

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Weiss Multi-Strategy Advisers LLC (7518); GWA, LLC (7079); OGI Associates LLC (4493); and Weiss Special Operations LLC (7626). The location of Debtor Weiss Multi-Strategy Advisers LLC’s principal place of business is 320 Park Avenue, 20th Floor, New York, New York 10022 and the Debtors’ service address in these Chapter 11 Cases is P.O. Box 2857, Meriden, Connecticut 06450.

establishing the Interim Compensation Procedures for Retained Professionals (each as defined below). In support of this Motion, the Debtors, by and through their undersigned proposed counsel, respectfully represent:

JURISDICTION AND VENUE

1. The United States Bankruptcy Court for the Southern District of New York (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.).

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

3. The bases for the relief requested herein are sections 105(a), 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a), and Local Rule 2016-1.

BACKGROUND

I. General Background

4. On April 29, 2024 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

5. The Debtors continue to manage and operate their businesses as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

6. The Debtors requested procedural consolidation and joint administration of the Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b).

7. No trustee, examiner, or statutory committee of creditors has been appointed in these Chapter 11 Cases.

8. A detailed description of the facts and circumstances surrounding these Chapter 11 Cases is set forth in the *Declaration of Pierce Archer, Senior Vice President and Chief Operating Officer of the Debtors Pursuant to Local Bankruptcy Rule 1007-2 in Support of Chapter 11*

Petitions [Dkt. No. 6] (the “First Day Declaration”), which is incorporated herein by reference.²

II. Retention of Professionals

9. Given the size and complex nature of these Chapter 11 Cases and the various regulatory regimes and reporting requirements to which the Debtors are subject, the Debtors require the assistance of various professionals to appropriately wind down their estates and administer these Chapter 11 Cases. Accordingly, the Debtors have filed or will soon file separate applications with the Court to employ and retain a number of professionals including, without limitation, (a) Klestadt Winters Jureller Southard & Stevens, LLP, as proposed bankruptcy counsel, (b) Omni Agent Solutions, Inc., as proposed claims and noticing agent, (c) KPMG LLP as proposed auditors and tax accountants, (d) Citrin Cooperman & Company, LLP as proposed auditors for the GWA, LLC 401(K) Profit Sharing Plan, (e) TR Paul Inc., as proposed Third-Party Administrator for the GWA, LLC 401(K) Profit Sharing Plan, (f) Seward & Kissel LLP, as proposed corporate, securities and ERISA counsel, and (g) Gama Glória, as special litigation counsel (collectively, the “Debtors’ Professionals”). The Debtors may also need to retain additional professionals in connection with the continued prosecution of the Chapter 11 Cases. In addition, if a committee is formed, the committee will need to retain professionals (collectively, with the Debtors’ Professionals, the “Retained Professionals”).

RELIEF REQUESTED

10. The Debtors request entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, establishing procedures for interim compensation and reimbursement of expenses for the Retained Professionals whose services are authorized by this Court pursuant to sections 327, 328, or 1103 of the Bankruptcy Code and who will be required to file applications

² Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the First Day Declaration.

for allowance of compensation and reimbursement of expenses pursuant to sections 328, 330, and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) (collectively, the “Interim Compensation Procedures”).

11. The Interim Compensation Procedures set forth below substantially comply with the *Court’s Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, dated January 29, 2013, and the United States Trustee’s *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Large Chapter 11 Cases*, effective November 1, 2013 (collectively, the “Fee Guidelines”).

THE INTERIM COMPENSATION PROCEDURES

12. The Debtors propose that the payment of compensation and reimbursement of expenses for Retained Professionals be structured as set forth below:

I. Monthly Statements

- a. On or before the twentieth (20th) day of each month following the month for which compensation is sought, each Retained Professional seeking compensation shall serve a monthly fee statement (the “Monthly Fee Statement”) by email, hand, or overnight delivery on the following parties (collectively, the “Notice Parties”):
 - i. The Debtors, c/o Weiss Multi Strategy Advisers LLC, P.O. Box 2857, Meriden, Connecticut 06450, Attn: Jeffrey Dillabough and Michele Lanzoni (jdillabough@gweiss.com; mlanzoni@gweiss.com);
 - ii. proposed counsel to the Debtors, Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41st Street, 17th Floor, New York, NY 10036, Attn: Lauren C. Kiss and Stephanie R. Sweeney (lkiss@klestadt.com; ssweeney@klestadt.com);
 - iii. the Office of the United States Trustee for Region 2, U.S. Federal Office Building, One Bowling Green, Suite 534, New York, NY 10004, Attn: Daniel Rudewicz and Annie Wells (daniel.rudewicz@usdoj.gov; annie.wells@usdoj.gov); and

- iv. proposed counsel to any Official Committee of Unsecured Creditors.
- b. On or before the twentieth (20th) day of each month following the month for which compensation is sought, each Retained Professional shall file a Monthly Fee Statement with the Court; provided, however, a courtesy copy of the Monthly Fee Statements need not be delivered to the Judge's chambers because the Proposed Order does not alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code. Retained Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, Bankruptcy Rules, and the Local Rules.
- c. Except as otherwise ordered by the Court, for those Retained Professionals who bill hourly, each Monthly Fee Statement must contain a list of the individuals – and their respective titles (e.g. attorney, accountant, or paralegal) – who provided services during the statement period, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred, and time entries by project category where applicable for each individual in increments of tenths (1/10) of an hour or as close thereto as practicable unless otherwise ordered by the Court. No Retained Professional should seek reimbursement of an expense that would otherwise not be allowed pursuant to Local Rule 2016-1 or the Fee Guidelines.
- d. For those Retained Professionals who bill on a fixed or flat fee basis, each Monthly Fee Statement will contain such details as required by their respective retention orders, including a detailed breakdown of the disbursements incurred and, with respect to Monthly Fee Statements for the Retained Professionals.
- e. If any Notice Party has an objection to the compensation or reimbursement sought in a particular Monthly Fee Statement (an “Objection”) such party shall, by no later than 5:00 p.m. (EST) on the date that is fifteen (15) days following the filing of the particular Monthly Fee Statement (the “Objection Deadline”), serve via electronic mail upon the Retained Professional whose Monthly Fee Statement is the subject of an Objection, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- f. At the expiration of the Objection Deadline, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified in each Monthly Fee Statement to which no Objection has been served in accordance with paragraph (e) above.³
- g. If a Notice of Objection to Fee Statement with respect to a particular Monthly Fee Statement is served, the Debtors shall withhold payment of that portion of

³ The remaining 20% of the fees for each Monthly Fee Statement shall not be paid until the fees and expense of a Retained Professional are approved on an interim or final basis by further order of the Court.

the Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (f).

- h. If an Objection is resolved and if the party whose Monthly Fee Statement was the subject of the Objection serves on all Notice Parties a statement indicating that the Objection has been withdrawn or resolved and describing the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (f), that portion of the Monthly Fee Statement that is no longer subject to the Objection.
- i. All Objections that are not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court or such other dated agreed to by the Retained Professional and the Court.
- j. The service of a Notice of Objection to Fee Statement in accordance with paragraph (e) above shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in the Objection or not. Furthermore, the decision by any party not to object to a Monthly Fee Statement shall not be a waiver of any kind and shall not prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.

II. Interim Fee Applications

- a. Commencing with the period beginning with the Petition Date (April 29, 2024) and ending August 31, 2024, and at four-month intervals thereafter (each such period, an "Interim Fee Period"), each of the Retained Professionals shall file with the Court and serve on the Notice Parties an application (an "Interim Fee Application") for interim Court approval and allowance pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be), of the compensation and reimbursement of expenses requested in the Monthly Fee Statements served during each applicable Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than forty-five (45) days after the end of an Interim Fee Period. Each Retained Professional shall file its first Interim Fee Application on or before October 15, 2024 and the first Interim Fee Application shall cover the Interim Fee Period from the Petition Date (or the effective date of the Retained Professional retention) through and including August 31, 2024.
- b. Interim Fee Applications shall comply with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, General Order M-447 (Morris, C.J.) and proposed orders granting such Fee Applications shall include the schedules required by General

Order M-427 (Gonzalez, C.J.).

- c. The Debtors' attorneys shall obtain a date from the Court for the hearing to consider Interim Fee Applications for all Retained Professionals (the "Interim Fee Hearing"), which shall be scheduled no earlier than thirty (30) days after the expiration of the forty-five (45) day period set forth in paragraph (a), unless otherwise agreed to by the Debtors, the United States Trustee, and any Official Committee of Unsecured Creditors. At least thirty (30) days prior to the Interim Fee Hearing, the Debtors' attorneys shall file a notice with the Court, with service upon the United States Trustee, and all Retained Professionals, setting forth the time, date, and location of the Interim Fee Hearing, the period covered by the Interim Fee Applications, and the Objection Deadline. Any Retained Professional unable to file its own Interim Fee Application with the Court shall deliver to the Debtors' attorneys a fully executed copy, along with service copies, three business days before the filing deadline. The Debtors' attorneys shall file and serve such Interim Fee Application.
- d. Any Retained Professional who fails to timely file an Interim Fee Application seeking approval of compensation and expenses previously paid pursuant to a Monthly Fee Statement shall (i) be ineligible to receive further monthly payments of fees or reimbursement of expenses as provided under the Proposed Order until such Interim Fee Application is filed, and (ii) may be required to disgorge any fees paid since retention or the last fee application, whichever is later.
- e. The pendency of an Interim Fee Application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Fee Statement shall not disqualify a Retained Professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court.
- f. Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on the Court's interim or final allowance of compensation and reimbursement of expenses of any Retained Professionals. To the extent authorized by the Court, including in an order allowing a Retained Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Retained Professional all allowed requested fees (including the 20% of the fees withheld from each Monthly Fee Statement) and expenses not previously paid.
- g. Counsel for any statutory committee appointed in these Chapter 11 Cases may, in accordance with the Interim Compensation Procedures, collect and submit statements of expenses, with supporting vouchers, from members of such committee; provided, that such reimbursement requests must comply with the Fee Guidelines, and any other applicable fee and expense guidelines adopted by the Court. Notwithstanding the foregoing, the Debtors are authorized to

promptly pay upon the receipt of invoices therefore the actual and necessary expenses, other than compensation and reimbursement of expenses specified in paragraph four of section 503(b) of the Bankruptcy Code, incurred by a natural person who is a member of such committee in the performance of the duties of such committee. The payment of such expenses as provided herein shall be subject to, and shall not have any effect on, the Court's interim and final allowance of reimbursement of such expenses.

13. The Debtors request that the Court limit service of Fee Applications to the Notice Parties. The Debtors further request that all other parties that have filed a notice of appearance with the Clerk of the Court and requested notice of pleadings in the Chapter 11 Cases be entitled to receive only notice of hearings on the Fee Applications (the "Hearing Notices"). Serving the Fee Applications and the Hearing Notices in this manner will permit the parties most active in the Chapter 11 Cases to review and object to the Retained Professionals' fees and will save unnecessary duplication and mailing expenses.

BASIS FOR RELIEF

I. The Interim Compensation Procedures Should be Granted Pursuant to Sections 105(a) and 331 of the Bankruptcy Code.

14. Pursuant to section 331 of the Bankruptcy Code, all professionals are entitled to submit applications for interim compensation and reimbursement of expenses every 120 days, or more often if permitted by the court. Section 331 of the Bankruptcy Code provides, in part, as follows:

A trustee, an examiner, a debtor's attorney, or any professional person employed under section 327 or 1103 of this title may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered before the date of such an application or reimbursement for expenses incurred before such date as is provided under section 330 of this title.

11 U.S.C. § 331.

15. Section 105(a) of the Bankruptcy Code provides, in relevant part, that "[t]he court

may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” *Id.* at § 105(a). Thus, the Court has ample authority to grant this relief.

16. The Interim Compensation Procedures are in accordance with Local Rule 2016-1(c), which sets forth procedures for monthly compensation and reimbursement of expenses for professionals, as well as sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a).

17. The Interim Compensation Procedures will enable efficient payment of Retained Professional fees and expenses while ensuring all interested parties can monitor such costs. These procedures will allow the Debtors to more accurately forecast cash flows and better administer their cash position. Additionally, these procedures will permit the Court and key parties-in-interest, including the United States Trustee, to assess the reasonableness of their requested compensation and reimbursements more easily. At the same time, the Interim Compensation Procedures are necessary to avoid having the Retained Professionals fund the Chapter 11 Cases.

18. The Interim Compensation Procedures requested herein are comparable to those procedures established in other chapter 11 cases filed in this District. *See, e.g., In re Genesis Global Holdco, LLC*, Case No. 23-10063 (SHL) (Bankr. S.D.N.Y. Feb. 24, 2023) [Docket No. 101]; *In re Celsius Network LLC, et al.*, Case No. 22-10964 (MG) (Bankr. S.D.N.Y. August 17, 2022) [Docket No. 521]; *In re LATAM Airlines Group, S.A.*, Case No. 20-11254 (JLG) (Bankr. S.D.N.Y. Aug. 11, 2020) [Docket No. 828]; *In re LSC Communications, Inc.*, Case No. 20-10950 (SHL) (Bankr. S.D.N.Y. May 12, 2020) [Docket No. 217]; *In re Purdue Pharm. L.P.*, Case No. 19-23649 (RDD) (Bankr. S.D.N.Y. Nov. 21, 2019) [Docket No. 529]; *In re Aegerion Pharm. Inc.*, Case No. 19-11632 (MG) (Bankr. S.D.N.Y. June 27, 2019) [Docket No. 143]; *In re Windstream Holdings, Inc.*, Case No. 19-22312 (RDD) (Bankr. S.D.N.Y. April 22, 2019) [Docket No. 374].

19. For the reasons set forth above, the Debtors submit that the relief requested herein is in the best interest of the Debtors, their estates, creditors, stakeholders, and other parties-in-interest, and therefore, should be granted.

NOTICE

20. The Debtors will provide notice of this Motion to the following parties or their respective counsel: (i) the Office of the United States Trustee for the Southern District of New York; (ii) counsel to Jefferies Strategic Investments, LLC and Leucadia Asset Management Holdings LLC; (iii) the top twenty (20) general unsecured creditors of each Debtor; (iv) the United States Attorney's Office for the Southern District of New York; (v) the Internal Revenue Service; (vi) the Securities and Exchange Commission; (vii) the National Futures Association; (viii) Financial Industry Regulatory Authority; (ix) the Commodities Futures Trading Commission; (x) the various professionals sought to be retained; and (xi) any party that has requested notice pursuant to Bankruptcy Rule 2002.

21. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be provided.

NO PRIOR REQUEST

22. No previous request for the relief sought herein has been made to this Court or any other court.

[Continued on Next Page]

WHEREFORE, the Debtors respectfully request that the Court (a) enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested in this Motion and (b) grant such other and further relief as may be just and proper.

Dated: New York, New York
May 10, 2024

**KLESTADT WINTERS JURELLER
SOUTHARD & STEVENS, LLP**

By: /s/ Tracy L. Klestadt

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*Proposed Counsel to the Debtors and
Debtors-in-Possession*

Exhibit A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	
	:	Chapter 11
WEISS MULTI-STRATEGY ADVISERS LLC,	:	
<i>et al.</i> , ¹	:	Case No. 24-10743 (MG)
	:	
Debtors.	:	(Joint Administration Requested)
-----X		

**ORDER ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES OF PROFESSIONALS**

Upon the motion (the “Motion”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), for entry of an order (this “Order”), as more fully described in the Motion, establishing procedures for interim compensation and reimbursement of expenses of professionals; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Amended Standing Order; and the Court having determined that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of the Motion having been given as provided in the Motion, and such notice having been adequate and appropriate under the circumstances; and the Court having reviewed the Motion and the First Day Declaration and having heard the statements in support of the relief requested therein at a hearing before the Court on May 28, 2024 (the “Hearing”); and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Weiss Multi-Strategy Advisers LLC (7518); GWA, LLC (7079); OGI Associates LLC (4493); and Weiss Special Operations LLC (7626). The location of Debtor Weiss Multi-Strategy Advisers LLC’s principal place of business is 320 Park Avenue, 20th Floor, New York, New York 10022 and the Debtors’ service address in these Chapter 11 Cases is P.O. Box 2857, Meriden, Connecticut 06450.

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

creditors, and all parties in interest; and the Court having determined that the legal and factual basis set forth in the Motion and on the record of the Hearing established just cause for the relief granted herein; and all objections to the Motion, if any, having been withdrawn or overruled; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is GRANTED to the extent set forth herein.

2. Except as may otherwise be provided by orders of this Court authorizing the retention of specific professionals, all Retained Professionals (including, for the avoidance of doubt, any professionals retained by the Debtors or any statutory committee, including any Official Committee of Unsecured Creditors, after the date of this Order) and members of any statutory committee appointed in the Chapter 11 Cases, including members of the committee, may seek interim compensation and/or reimbursement of expenses, in accordance with the following Interim Compensation Procedures:

I. Monthly Statements

- a. On or before the twentieth (20th) day of each month following the month for which compensation is sought, each Retained Professional seeking compensation shall serve a monthly fee statement (the “Monthly Fee Statement”) by email, hand, or overnight delivery on the following parties (collectively, the “Notice Parties”):
 - i. The Debtors, c/o Weiss Multi Strategy Advisers LLC, P.O. Box 2857, Meriden, Connecticut 06450, Attn: Jeffrey Dillabough and Michele Lanzoni (jdillabough@gweiss.com; mlanzoni@gweiss.com);
 - ii. proposed counsel to the Debtors, Klestadt Winters Jureller Southard & Stevens, LLP, 200 West 41st Street, 17th Floor, New York, NY 10036, Attn: Lauren C. Kiss and Stephanie R. Sweeney (lkiss@klestadt.com; ssweeney@klestadt.com);
 - iii. the Office of the United States Trustee for Region 2, U.S. Federal Office Building, One Bowling Green, Suite 534, New York, NY 10004, Attn: Daniel Rudewicz and Annie Wells (daniel.rudewicz@usdoj.gov;

annie.wells@usdoj.gov); and

- iv. proposed counsel to any Official Committee of Unsecured Creditors.
- b. On or before the twentieth (20th) day of each month following the month for which compensation is sought, each Retained Professional shall file a Monthly Fee Statement with the Court; provided, however, a courtesy copy of the Monthly Fee Statements need not be delivered to the Judge's chambers because the Proposed Order does not alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code. Retained Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, Bankruptcy Rules, and the Local Rules.
- c. Except as otherwise ordered by the Court, for those Retained Professionals who bill hourly, each Monthly Fee Statement must contain a list of the individuals – and their respective titles (e.g. attorney, accountant, or paralegal) – who provided services during the statement period, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred, and time entries by project category where applicable for each individual in increments of tenths (1/10) of an hour or as close thereto as practicable unless otherwise ordered by the Court. No Retained Professional should seek reimbursement of an expense that would otherwise not be allowed pursuant to Local Rule 2016-1 or the Fee Guidelines.
- d. For those Retained Professionals who bill on a fixed or flat fee basis, each Monthly Fee Statement will contain such details as required by their respective retention orders, including a detailed breakdown of the disbursements incurred and, with respect to Monthly Fee Statements for the Retained Professionals.
- e. If any Notice Party has an objection to the compensation or reimbursement sought in a particular Monthly Fee Statement (an “Objection”) such party shall, by no later than 5:00 p.m. (EST) on the date that is fifteen (15) days following the filing of the particular Monthly Fee Statement (the “Objection Deadline”), serve via electronic mail upon the Retained Professional whose Monthly Fee Statement is the subject of an Objection, a written “Notice of Objection to Fee Statement,” setting forth the nature of the Objection and the amount of fees or expenses at issue.
- f. At the expiration of the Objection Deadline, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified in each Monthly Fee Statement to which no Objection has been served in accordance with paragraph (e) above.³

³ The remaining 20% of the fees for each Monthly Fee Statement shall not be paid until the fees and expenses of a Retained Professional are approved on an interim or final basis by further order of the Court.

- g. If a Notice of Objection to Fee Statement with respect to a particular Monthly Fee Statement is served, the Debtors shall withhold payment of that portion of the Monthly Fee Statement to which the Objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (f).
- h. If an Objection is resolved and if the party whose Monthly Fee Statement was the subject of the Objection serves on all Notice Parties a statement indicating that the Objection has been withdrawn or resolved and describing the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (f), that portion of the Monthly Fee Statement that is no longer subject to the Objection.
- i. All Objections that are not resolved by the parties shall be preserved and presented to the Court at the next interim or final fee application hearing to be heard by the Court or such other dated agreed to by the Retained Professional and the Court.
- j. The service of a Notice of Objection to Fee Statement in accordance with paragraph (e) above shall not prejudice the objecting party's right to object to any fee application made to the Court in accordance with the Bankruptcy Code on any ground, whether raised in the Objection or not. Furthermore, the decision by any party not to object to a Monthly Fee Statement shall not be a waiver of any kind and shall not prejudice that party's right to object to any fee application subsequently made to the Court in accordance with the Bankruptcy Code.

II. Interim Fee Applications

- a. Commencing with the period beginning with the Petition Date (April 29, 2024) and ending August 31, 2024, and at four-month intervals thereafter (each such period, an "Interim Fee Period"), each of the Retained Professionals shall file with the Court and serve on the Notice Parties an application (an "Interim Fee Application") for interim Court approval and allowance pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be), of the compensation and reimbursement of expenses requested in the Monthly Fee Statements served during each applicable Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than forty-five (45) days after the end of an Interim Fee Period. Each Retained Professional shall file its first Interim Fee Application on or before October 15, 2024 and the first Interim Fee Application shall cover the Interim Fee Period from the Petition Date (or the effective date of the Retained Professional retention) through and including August 31, 2024.
- b. Interim Fee Applications shall comply with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York

Bankruptcy Cases, General Order M-447 (Morris, C.J.) and proposed orders granting such Fee Applications shall include the schedules required by General Order M-427 (Gonzalez, C.J.).

- c. The Debtors' attorneys shall obtain a date from the Court for the hearing to consider Interim Fee Applications for all Retained Professionals (the "Interim Fee Hearing"), which shall be scheduled no earlier than thirty (30) days after the expiration of the forty-five (45) day period set forth in paragraph (a), unless otherwise agreed to by the Debtors, the United States Trustee, and any Official Committee of Unsecured Creditors. At least thirty (30) days prior to the Interim Fee Hearing, the Debtors' attorneys shall file a notice with the Court, with service upon the United States Trustee, and all Retained Professionals, setting forth the time, date, and location of the Interim Fee Hearing, the period covered by the Interim Fee Applications, and the Objection Deadline. Any Retained Professional unable to file its own Interim Fee Application with the Court shall deliver to the Debtors' attorneys a fully executed copy, along with service copies, three business days before the filing deadline. The Debtors' attorneys shall file and serve such Interim Fee Application.
- d. Any Retained Professional who fails to timely file an Interim Fee Application seeking approval of compensation and expenses previously paid pursuant to a Monthly Fee Statement shall (i) be ineligible to receive further monthly payments of fees or reimbursement of expenses as provided under the Proposed Order until such Interim Fee Application is filed, and (ii) may be required to disgorge any fees paid since retention or the last fee application, whichever is later.
- e. The pendency of an Interim Fee Application or a Court order that payment of compensation or reimbursement of expenses was improper as to a particular Monthly Fee Statement shall not disqualify a Retained Professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by the Court.
- f. Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on the Court's interim or final allowance of compensation and reimbursement of expenses of any Retained Professionals. To the extent authorized by the Court, including in an order allowing a Retained Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Retained Professional all allowed requested fees (including the 20% of the fees withheld from each Monthly Fee Statement) and expenses not previously paid.
- g. Counsel for any statutory committee appointed in these Chapter 11 Cases may, in accordance with the Interim Compensation Procedures, collect and submit statements of expenses, with supporting vouchers, from members of such committee; provided, that such reimbursement requests must comply with the

Fee Guidelines, and any other applicable fee and expense guidelines adopted by the Court. Notwithstanding the foregoing, the Debtors are authorized to promptly pay upon the receipt of invoices therefore the actual and necessary expenses, other than compensation and reimbursement of expenses specified in paragraph four of section 503(b) of the Bankruptcy Code, incurred by a natural person who is a member of such committee in the performance of the duties of such committee. The payment of such expenses as provided herein shall be subject to, and shall not have any effect on, the Court's interim and final allowance of reimbursement of such expenses.

3. Notwithstanding anything contained herein, any amounts authorized to be paid to a Retained Professional pursuant to this Order or otherwise, shall be paid first by application against any retainer balance or fixed fee prepayment held by such Retained Professional, and, once such retainer balance is exhausted, paid in arrears, each following submission of Monthly Fee Statements, Interim Fee Applications or Final Fee Applications, as applicable, in accordance with this Order or any other orders of the Court.

4. The amount of compensation sought shall be set out in U.S. dollars. If the compensation is to be paid in foreign currency, the amount shall be set out in U.S. dollars and the conversion amount in the foreign currency, calculated at the time of the submission.

5. The Debtors shall include all payments to Retained Professional on their monthly operating reports, detailed so as to state the amount paid to each Retained Professional; provided that amounts paid to professionals retained in the ordinary course of business in accordance with procedures approved by the Court may be stated in the aggregate on any monthly operating report.

6. Service of the Fee Applications shall be limited to the Notice Parties. Notice of hearings to consider Fee Applications shall be served on the Notice Parties and any party who files a Notice of Objection to Fee Statement or a notice of appearance and requests notice in these Chapter 11 Cases.

7. All time periods set forth in this Order shall be calculated in accordance with

Bankruptcy Rule 9006(a).

8. The Debtors shall serve a copy of this Order on each of the Retained Professionals (including, for the avoidance of doubt, any professionals who become Retained Professionals after the date of this Order), the Notice Parties, and all persons and entities that have formally appeared and requested service in these Chapter 11 Cases pursuant to Bankruptcy Rule 2002.

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

10. Notwithstanding anything to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

12. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or related to the Motion or the implementation, interpretation or enforcement of this Order.

Dated: New York, New York
_____, 2024

HONORABLE MARTIN GLENN
CHIEF UNITED STATES BANKRUPTCY JUDGE