

**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
FOR FIRST AND FINAL FEE APPLICATION
OF SIDLEY AUSTIN LLP AS CO-COUNSEL TO THE DEBTORS
FOR THE FEE PERIOD FROM JULY 23, 2023 THROUGH SEPTEMBER 14, 2023**

Name of Applicant:	Sidley Austin LLP	
Applicant's Role in Case:	Debtors' Co-Counsel	
Docket No. of Employment Order(s):	Docket No. 434	
Interim Application () No. ____ Final Application (X)	First and Final	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded:	7/23/2023	9/14/2023
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? Yes		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? Yes		
Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? Yes		
Do expense reimbursements represent actual and necessary expenses incurred? Yes		

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

Compensation Breakdown for Time Period Covered by this Application	
Total professional fees requested in this Application:	\$3,431,290.50
Total professional hours covered by this Application:	2,944.30
Average hourly rate for professionals:	\$1,165.40
Total paraprofessional fees requested in this Application:	\$137,418.00
Total paraprofessional hours covered by this Application:	251.00
Average hourly rate for paraprofessionals:	\$547.48
Total fees requested in this Application:	\$3,568,708.50
Total expense reimbursements requested in this Application:	\$57,792.45
Total fees and expenses requested in <u>this</u> Application:	\$3,626,500.95
Total fees and expenses awarded in all <u>prior</u> Interim Applications:	\$0.00
Plan Status: On September 14, 2023, after a hearing before the United States Bankruptcy Court for the Southern District of Texas (the “<u>Court</u>”), the Court entered the <i>Order Approving the Debtors’ Disclosure Statement and Confirming the Amended Joint Plan of Liquidation of AppHarvest Products, LLC and its Debtor Affiliates</i> [Docket No. 471], confirming the <i>Second Amended Joint Plan of Liquidation of AppHarvest Products, LLC and Its Debtor Affiliates</i> [Docket No. 458] (the “<u>Plan</u>”). As of the date hereof, the effective date of the Plan has not yet occurred.	
Primary Benefits: Sidley advised the Debtors on a variety of complex matters and issues, including administration of the chapter 11 cases, a comprehensive sale process, negotiation of definitive documentation related thereto with applicable stakeholders, preparation of and participation in Court hearings, responses and negotiations regarding various formal and informal objections and inquiries regarding the chapter 11 cases, and confirmation of the Plan.	

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Debtors.

Chapter 11

Case No. 23-90745 (CML)

(Jointly Administered)

**FIRST AND FINAL FEE APPLICATION OF
SIDLEY AUSTIN LLP AS CO-COUNSEL TO THE DEBTORS
FOR THE FEE PERIOD FROM JULY 23, 2023 THROUGH SEPTEMBER 14, 2023**

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

Pursuant to sections 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 Local Bankruptcy Rules of the United States Bankruptcy Court for the Southern District of Texas (the “Local Rules”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals*, entered on September 12, 2023 [Docket No. 435] (the “Compensation Procedures Order”), Sidley Austin LLP (“Sidley”),

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 Company, 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.

attorneys for the above-captioned debtors (the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), hereby files this first and final fee application (this “Application”) for entry of an order, substantially in the form attached to this Application as (the “Proposed Order”), (i) granting final allowance and approval of (a) compensation for professional services to the Debtors during the period from July 23, 2023 to and including September 14, 2023 (the “First and Final Fee Period”) in the amount of \$3,568,708.50, and (b) reimbursement of 100% of the actual and necessary expenses incurred by Sidley during the First and Final Fee Period, in the amount of \$57,792.45; (ii) authorizing and directing payment of the foregoing fees and expenses, less any amounts the Debtors previously paid to Sidley on account of such amounts, and (iii) granting such other and further relief this Court deems just and proper. In further support of the Application, Sidley respectfully represents as follows:

STATUS OF CASE AND JURISDICTION

1. On July 23, 2023 (the “Petition Date”), the debtors and debtors-in-possession, filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “Court”). The Debtors continued to operate their business and managed their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner was appointed in these cases. On August 2, 2023, the Office of the United States Trustee (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors (the “Committee”).

2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

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

4. The statutory and other bases for the relief requested herein are Bankruptcy Code sections 105(a), 330 and 331, Bankruptcy Rule 2016, Local Rule 2016-1, and the Compensation Procedures Order. .

5. The Debtors retained Sidley as its bankruptcy counsel effective as of the Petition Date pursuant to the *Order Authorizing the Retention and Employment of Sidley Austin LLP as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 434] (the “Retention Order”), attached hereto as **Exhibit A**. The Retention Order authorizes the Debtors to compensate and reimburse Sidley subject to allowance of such compensation and reimbursement by the Court.

6. On September 14, 2023, the Court confirmed the *Second Amended Joint Plan of Liquidation of AppHarvest Products, LLC and its Debtor Affiliates* [Docket No. 458] (the “Plan”), pursuant to the *Order Approving the Debtors’ Disclosure Statement and Confirming the Amended Joint Plan of Liquidation of AppHarvest Products, LLC and its Debtor Affiliates Reorganization* [Docket No. 471] (the “Confirmation Order”), entered September 14, 2023 (the “Confirmation Date”). Pursuant to the Confirmation Order, final fee applications of Debtors’ professionals seeking awards of compensation of services rendered or reimbursement of expenses incurred through and including the Confirmation Date shall be filed no later than forty-five (45) days after entry of the Confirmation Order.

SIDLEY’S PRIOR FEE APPLICATIONS

7. Prior to this Application and pursuant to the procedures set forth in the Compensation Procedures Order, Sidley filed with the Court and served upon the appropriate notice parties three monthly fee statements (the “Monthly Fee Statements”) together covering the period from July 23, 2023, to September 14, 2023. Each of Sidley’s Monthly Fee Statements contain detailed time and expense records which relate to the periods covered by each Monthly Fee

Statement, and each is incorporated herein by reference.² Additionally, the records of time expended providing professional services to the Debtors during such period are attached hereto as **Exhibit C**. A detailed statement of Sidley's out-of-pocket expenses incurred during such period is attached hereto as **Exhibit D**.

8. A summary of the Monthly Fee Statements previously filed by Sidley in these Chapter 11 Cases is set forth in the chart below:

		Requested		Paid ³		Outstanding	
Date Filed; Docket No.	Period Covered	Fees	Expenses	Fees	Expenses	Fees	Expenses
1st Monthly Fee Statement; 9/13/23; [ECF No. 453]	7/23/23 – 7/31/23	\$728,804.00 (80% of \$911,005.00)	\$4,698.55	\$728,804.00	\$4,698.55	\$182,201.00	\$0.00
2nd Monthly Fee Statement; 9/13/23; [ECF No. 454]	8/1/23 – 8/31/23	\$1,545,613.20 (80% of \$1,932,016.50)	\$11,940.64	\$1,545,613.20	\$11,940.64	\$386,403.30	\$0.00
3rd Monthly Fee Statement; 10/17/23 [ECF No. 552]	9/1/23 – 9/14/23	\$580,549.60 (80% of \$725,687.00)	\$40,673.43	TBD	TBD	\$725,687.00	\$40,673.43
Total		\$3,568,708.50	\$57,792.45	\$2,274,417.20	\$16,639.19	\$1,294,291.30	\$40,673.43

RELIEF REQUESTED

9. By this Application, Sidley respectfully requests entry of an order (i) granting final allowance and approval of (a) compensation for Sidley's services to the Debtors for the First and Final Fee Period in the amount of \$3,568,708.50 and (b) reimbursement of expenses that Sidley incurred during the First and Final Fee Period in the amount of \$57,792.45, (ii) authorizing and directing payment of all the foregoing fees and expenses, less any amounts the Debtors previously

² Detailed time and expense records which relate to the periods covered by each Monthly Fee Statement were also attached to the Monthly Fee Statement at Exhibit C and Exhibit D thereto respectively. See chart at paragraph 8 for docket references and other details.

³ Payment on account of the fees and expenses described in the 3rd Monthly Fee Statement are expected to be paid on or around November 1, 2023, pursuant to the Compensation Procedures Order.

paid to Sidley pursuant to the Compensation Procedures Order, and (iii) granting such other and further relief this Court may deem just and proper.

FEES EARNED DURING THE FIRST AND FINAL FEE PERIOD

I. Customary Billing Disclosures

10. Sidley's hourly rates are set at a level designed to compensate Sidley fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates charged by Sidley in the Chapter 11 Cases were billed in accordance with Sidley's rates and procedures in effect during the First and Final Fee Period and in accordance with the Retention Order. As described in the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Sidley Austin LLP as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date* [Docket No. 160] (the "Retention Application"), the rates Sidley charges for the services of its attorneys and paraprofessionals in the Chapter 11 Cases are consistent with the rates Sidley charges other comparable chapter 11 clients, regardless of the location of the case. Moreover, Sidley's rate structure is appropriate and not significantly different from the rates that Sidley charges for non-bankruptcy representations or the rates that other comparable counsel would charge to perform substantially similar services.

11. Sidley has received no payment or promises of payment from any source other than the Debtors for services rendered in the Chapter 11 Cases.⁴ There is no agreement or understanding between Sidley and any other entity or person, other than members of the firm, for the sharing of compensation to be received for services rendered in or in connection with the

⁴ As described in the *Declaration of Anthony Grossi in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Sidley Austin LLP as Attorneys for the Debtors and Debtors in Possession Effective as of the Petition Date* annexed as Exhibit B to the Retention Application, Sidley received an Advanced Payment Retainer (as defined in the Retention Application) before the Petition Date.

Chapter 11 Cases. All professional and paraprofessional services for which Sidley is requesting compensation were rendered solely on behalf of the Debtors.

12. In compliance with paragraph C.5 of the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses by Attorneys in Large Chapter 11 Cases, effective November 13, 2013:

- a. Sidley did not agree to any variations from, or alternatives to, its standard or customary billing rates for services pertaining to this engagement that were provided during the First and Final Fee Period.
- b. The fees requested in the Application were not higher by 10% or more than the fees budgeted for the First and Final Fee Period.
- c. None of the professionals included in the Application varied their hourly rate based on the geographic location of these Chapter 11 Cases.
- d. The Application did not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy. Any invoice preparations done in the ordinary course are handled by billing specialists for which the firm does not charge any time. The only fees incurred in connection with such matters is conforming the invoices for U.S. Trustee compliance purposes and in connection with preparing exhibits to fee applications filed with the Court. In those instances, the fees are mostly generated by lower paralegal hourly rates and are a small percentage of the total fees in the case.
- e. The time entries covered by the Application for the First and Final Fee Period includes approximately 4.20 hours with a value of \$3,357.00 spent by Sidley to ensure that the time entries subject for the First and Final Fee Period do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of Sidley's preparation of each fee application.
- f. The Application does not include any rate increases since the Petition Date.

II. Supporting Documentation

13. For the convenience of the Court and parties in interest, the following exhibits are attached to this Application:

- (a) **Exhibit A** is the Retention Order.

- (b) **Exhibit B** is (1) a schedule identifying all Sidley attorneys and paraprofessionals who provided services to the Debtors during the First and Final Fee Period, including, with respect to each attorney and paraprofessional, as applicable, his or her position and area of expertise, date of admission or years of experience, hourly rate, hours billed, and total fees charged; (2) a summary of Sidley's compensation by project matter category for services provided to the Debtors during the First and Final Fee Period; and (3) a summary of the actual and necessary expenses that Sidley incurred during the First and Final Fee Period in connection with its professional services to the Debtors.
- (c) **Exhibit C** includes the records of time expended providing professional services to the Debtors during the First and Final Fee Period.
- (d) **Exhibit D** is a detailed statement of Sidley's out-of-pocket expenses incurred during the First and Final Fee Period.
- (e) **Exhibit E** is the budget and staffing plan of Sidley for the First and Final Fee Period.
- (f) **Exhibit F** is Sidley's disclosures of customary and comparable compensation, including blended hourly rates, for the First and Final Fee Period is attached hereto as.

SUMMARY OF SERVICES

14. Attached hereto as **Exhibit C** is a detailed statement of Sidley's hours expended and fees incurred during the First and Final Fee Period. Detailed time entries for the First and Final Fee Period are attached hereto and to the applicable and Monthly Fee Statements filed on the docket of this case, which are incorporated by reference. Sidley attorneys and paraprofessionals expended a total of 3,195.30 hours in connection with the Chapter 11 Cases during the First and Final Fee Period. All services for which Sidley is requesting compensation were performed for or on behalf of the Debtors.

15. The services rendered by Sidley during the First and Final Fee Period can be grouped into the categories set forth below. Sidley attempted to place the services provided in the category that best relates to such services. However, because certain services may relate to one or

more categories, services pertaining to one category may in fact be included in another category. Categories with less than one hour of services are not listed below.

A. First Day Motions/Second Day Motions – Category No. 001

First and Final Fee Period: 525.00 hours; \$558,992.50

16. This matter category includes time spent by Sidley attorneys and paraprofessionals providing services related to the filing of the Debtors' motions requesting first- and second-day relief, obtaining entry of orders granting the relief requested therein, and advising the Debtors with respect thereto.

B. Financing Matters/Cash Collateral – Category No. 002

First and Final Fee Period: 278.70 hours; \$347,933.00

17. This matter category includes time spent by Sidley attorneys and paraprofessionals providing services in connection with negotiating, seeking approval of, and complying with the terms of the order allowing the Debtors' postpetition financing and use of cash collateral.

C. Asset Disposition/363 Sale – Category No. 003

First and Final Fee Period: 1,021.90 hours; \$1,123,714.00

18. This matter category includes time spent by Sidley attorneys related to the marketing and sale of all or substantially all of the Debtors' assets. Sidley attorneys have worked with the Debtors' other professionals to (i) conduct due diligence, (ii) draft and negotiate bid procedures, (iii) negotiate with potential bidders, (iv) address potential bidders' due diligence requests, (v) consummate certain sale transactions, and (vi) obtain Court approval with respect thereto.⁵

⁵ Pursuant to the Court's directive, the Debtors are separately seeking reimbursement from Greater Nevada Credit Union regarding certain of the pre- and post-confirmation fees, as applicable, associated with closing the sale of AppHarvest Somerset (as defined in the Plan).

D. Relief from Stay/Adequate Protection – Category No. 004

First and Final Fee Period: 3.10 hours; \$3,771.00

19. This matter category includes time spent by Sidley attorneys analyzing issues related to the automatic stay, including enforcement thereof, and evaluating adequate protection obligations.

E. Assumption/Rejection of Leases and Executory Contracts – Category No. 005

First and Final Fee Period: 32.30 hours; \$37,933.00

20. This matter category includes time spent by Sidley attorneys and paraprofessionals examining issues related to the Debtors' executory contracts and unexpired leases. Specifically, Sidley attorneys spent time analyzing the Debtors' contract assumption strategy and coordinating with the Debtors regarding the treatment of the Debtors' executory contracts.

F. Professional Retention – Category No. 006

First and Final Fee Period: 101.30 hours; \$75,592.00

21. This matter category includes time spent by Sidley attorneys and paraprofessionals providing services related to the retention of Debtors' professionals and obtaining court approval for such retention.

G. Fee Applications – Category No. 007

First and Final Fee Period: 108.20 hours; \$64,654.50

22. This matter category includes time spent by Sidley attorneys and paraprofessionals preparing monthly and final fee applications materials and exhibits, advising the Debtors' other professionals on matters related to fee applications, and engaging in discussions with other professionals regarding the same.

H. Claims Processing – Category No. 008

First and Final Fee Period: 24.80 hours; \$27,803.50

23. This matter category includes time spent by Sidley attorneys and paraprofessionals providing services related to claims asserted or that could be asserted against the Debtors. Specifically, time spent on the claims estimation process and evaluation claims, including negotiations related thereto, is also included in this category.

I. Litigation – Category No. 009

First and Final Fee Period: 271.10 hours; \$343,952.50

24. This matter category relates to time spent by Sidley attorneys and paraprofessionals providing services related to matters in an adversarial posture. Specifically, Sidley attorneys spent time drafting pleadings, negotiating, and appearing at hearings on behalf of the Debtors.

J. Case Administration – Category No. 010

First and Final Fee Period: 166.50 hours; \$169,948.50

25. This matter category includes time spent on various tasks that were necessary to ensure the efficient and seamless administration of legal services related to these Chapter 11 Cases. Specifically, Sidley attorneys and paraprofessionals spent time: (i) coordinating, managing, and administering these Chapter 11 Cases, including review of filings on the case docket, monitoring critical dates, and maintaining a case calendar, work plan, and status reports; (ii) communicating with the Debtors' other advisors to manage various work streams throughout the Chapter 11 Cases; (iii) reviewing procedures for case administration and docket monitoring; (iv) organizing and maintaining document files; (v) ensuring compliance with service and notice requirements of Bankruptcy Code, the Local Rules, including coordinating service of pleadings and related notices with the Debtors' claims and noticing agent; (vi) ensuring compliance with all other applicable requirements of the Bankruptcy Code, Bankruptcy Rules, Local Rules, and orders and procedures

issued by the Court; (vii) analyzing schedules, statements, and monthly operating reports of the Debtors; and (viii) communicating with the Court regarding hearings and various procedural matters. This matter category also includes work and meetings related to multiple matters such that the time cannot be easily allocated to one of the other matter categories.

K. Non-Working Travel – Category No. 011

First and Final Fee Period: 29.10 hours; \$38,145.50

26. This matter category relates to non-working travel time spent by attorneys. All non-working travel time is billed at half of the actual hours of the non-working travel time.

L. Employee/Labor Matters – Category No. 012

First and Final Fee Period: 152.20 hours; \$200,334.00

27. This matter category includes time spent reviewing draft employee communications proposed to be given to the property manager's employees working at the Debtors' self-storage facilities.

M. Business Operations – Category No. 013

First and Final Fee Period: 36.40 hours; \$41,716.50

28. This matter category includes time spent by Sidley attorneys developing and implementing a strategy with the Debtors to maintain business operations, including vendor communications and general business planning.

N. Tax Issues – Category No. 014

First and Final Fee Period: 11.30 hours; \$15,395.00

29. This matter category relates to Sidley attorneys' review and analysis of tax issues related to the Chapter 11 Cases.

O. Plan and Disclosure Statement – Category No. 015

First and Final Fee Period: 302.70 hours; \$360,564.00

30. This matter category includes time spent by Sidley attorneys related to formulating, negotiating, drafting, and preparing the Plan and Disclosure Statement (as defined in the Plan).

P. Bankruptcy Court Hearings – Category No. 016

First and Final Fee Period: 65.30 hours; \$82,238.00

31. This matter category includes time spent by Sidley attorneys preparing for and attending hearings held by the Court.

Q. Creditor Meetings and Communications – Category No. 017

First and Final Fee Period: 26.40 hours; \$31,214.50

32. This matter category covers time spent by Sidley attorneys responding to inquiries from creditors regarding their rights and claims and these Chapter 11 Cases and facilitating discussions and corresponding with various creditors and other parties regarding these Chapter 11 Cases.

R. Corporate Governance and Board Matters – Category No. 018

First and Final Fee Period: 5.90 hours; \$7,247.50

33. This matter category includes time spent by Sidley attorneys in connection with the Debtors' corporate governance, including advising the Debtors' board of directors on various issues and strategies, participating in board meetings, and researching, negotiating, and drafting governance documents necessary to transition to the court-approved governance structure.

S. SEC/Nasdaq/Public Disclosure – Category No. 019

First and Final Fee Period: 33.10 hours; \$37,559.00

34. This matter category includes time spent by Sidley attorneys in connection with the Debtors’ public securities disclosure requirements during the Chapter 11 Cases.

ACTUAL AND NECESSARY EXPENSES

35. Attached hereto as **Exhibit D** is a detailed statement of Sidley’s out-of-pocket expenses incurred during the First and Final Fee Period, totaling \$57,792.45. These expenses include, but are not limited to, reprographics services, transcript services, court fees, on-line research services, litigation support services, and travel expenses.

**SIDLEY’S REQUESTED COMPENSATION AND
EXPENSE REIMBURSEMENT SHOULD BE ALLOWED**

36. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 also establishes the following non-exclusive criteria to determine the amount of reasonable compensation to be awarded:

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

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered towards the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and expertise in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

37. Sidley respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, necessary for and beneficial to the Debtors and were rendered to assist the Debtors in discharging its statutory duties during the pendency of the Chapter 11 Cases. Sidley further believes that its services to the Debtors during the First and Final Fee Period were performed efficiently and in an expert manner and ultimately benefitted the Debtors. Sidley submits that the compensation requested herein is reasonable in light of the nature, extent, and value of Sidley's services to the Debtors. Accordingly, the Application should be approved.

RESERVATION OF RIGHTS

38. Sidley reserves the right to modify, amend, or supplement this Application at any time before the hearing on this Application.

NOTICE

39. This Application shall be served on all applicable parties pursuant to the Procedures for Complex Cases in the Southern District of Texas.

Sidley requests that the Court enter the Proposed Order (i) granting final allowance and approval of (a) compensation for Sidley's services to the Debtors for the First and Final Fee Period in the amount of \$3,568,708.50 and (b) reimbursement of expenses that Sidley incurred during the First and Final Fee Period in the amount of \$57,792.45, (ii) authorizing and directing payment of all the foregoing fees and expenses, less any amounts the Debtors previously paid to Sidley pursuant to the Compensation Procedures Order, and (iv) granting such other and further relief this Court may deem just and proper.

October 27, 2023
Houston, Texas

/s/ Anthony Grossi

SIDLEY AUSTIN LLP

Stephen E. Hessler (admitted *pro hac vice*)

Anthony Grossi (admitted *pro hac vice*)

Patrick Venter (admitted *pro hac vice*)

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Co Counsel to the Debtors and Debtors in Possession

Certificate of Service

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

/s/ Vienna F. Anaya

Vienna F. Anaya

EXHIBIT A

RETENTION ORDER

ENTERED

September 12, 2023

Nathan Ochsner, Clerk

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

In re:

APPHARVEST PRODUCTS, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 23-90745 (DRJ)

(Jointly Administered)

**ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF SIDLEY
AUSTIN LLP AS ATTORNEYS FOR THE DEBTORS AND
DEBTORS IN POSSESSION EFFECTIVE AS OF THE PETITION DATE**

(Related to Docket No. 160)

Upon the application (the “Application”)² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) authorizing the Debtors to retain and employ Sidley Austin LLP (“Sidley”) as their attorneys, effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the ~~XXXXXX~~ District of Texas ~~Delaware~~ (the “Bankruptcy Local Rules”); and the Court having reviewed the Application, the Declaration of Anthony Grossi, a partner of Sidley Austin LLP (the “Grossi Declaration”), and the declaration of Gary Broadbent, the Chief Restructuring Officer of the Debtors (the “Broadbent”

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.

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

Declaration”); and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and venue of this proceeding being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Grossi Declaration that (a) Sidley does not hold or represent an interest adverse to the Debtors’ estates and (b) Sidley is a “disinterested person” as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having determined that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Debtors are authorized to retain and employ Sidley as their attorneys effective as of the Petition Date, in accordance with the terms and conditions set forth in the Application and in the Engagement Letter as modified herein.

2. Sidley is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter.

3. Sidley shall apply for compensation earned for professional services rendered and reimbursement of expenses incurred in connection with the Debtors’ chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders

of the Court. For billing purposes, Sidley shall keep its time in one tenth (1/10) hour increments. Sidley 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. ~~Sidley shall also make a~~

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~~reasonable effort to comply with the request for information and additional disclosure set forth in the U.S. Trustee's Guidelines, both in connection with the Application and all applications for compensation and reimbursement of expenses filed by Sidley in these chapter 11 cases.~~

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

5. 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 and expenses absent further order of the Court.

6. Prior to any increases in Sidley's rates, Sidley shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, the U.S. Trustee and any official committee, which supplemental affidavit shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtors have consented to the rate increase. The U.S. Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

7. Sidley shall not charge a markup to the Debtors with respect to fees billed by contract attorneys (“Contractors”) who are hired by Sidley 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.

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

9. To the extent there is any inconsistency between the Application, the Declarations and this Order, the provisions of this Order shall govern.

10. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

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

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

Signed: September 12, 2023.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT B

**SUMMARY OF TOTAL FEES AND HOURS BY ATTORNEYS AND
PARAPROFESSIONALS FOR THE FIRST AND FINAL FEE PERIOD
JULY 23, 2023 – SEPTEMBER 14, 2023**

Name	Position Area of Expertise	Year of Admission / Years of Experience	Hourly Rate	Total Hours	Total Compensation
Chris E. Abbinante	Partner Private Equity	1997	\$1,600	4.30	\$6,880.00
Suresh Advani	Partner Tax	1992	\$1,850	3.70	\$6,845.00
Beatriz Azcuy	Partner Real Estate	1994	\$1,475	13.90	\$20,502.50
Jim Ducayet	Partner Litigation	1996	\$1,450	60.80	\$88,160.00
Anthony R. Grossi	Partner Restructuring	2010	\$1,600	154.80	\$247,680.00
Istvan Hajdu	Partner Capital Markets	2005	\$1,500	3.40	\$5,100.00
Stephen E. Hessler	Partner Restructuring	2002	\$1,950	33.90	\$66,105.00
Duston K. McFaul	Partner Restructuring	1997	\$1,500	9.00	\$13,500.00
Mary C. Niehaus	Partner Employee Benefits	1988	\$1,450	84.80	\$122,960.00
Katherine A. Roberts	Partner Labor/Employment	2008	\$1,350	6.50	\$8,775.00
Ryan S. Scofield	Partner Private Equity	2010	\$1,425	16.90	\$24,082.50
Walter C. Carlson	Senior Counsel Litigation	1978	\$1,725	7.60	\$13,110.00
Mark G. Adler	Counsel Global Finance	2014	\$1,500	37.20	\$55,800.00
Julia M. Chester	Counsel Private Equity	1998	\$1,300	9.10	\$11,830.00
Edward W. Sharon	Counsel Private Equity	2002	\$1,300	5.70	\$7,410.00
Margaret R. Alden	Associate Restructuring	2020	\$1,060	298.10	\$315,986.00
Andres Barajas	Associate Restructuring	2019	\$1,175	363.20	\$426,760.00
Dzenela Becic	Associate Private Equity	2022	\$830	5.80	\$4,814.00
Kostian Ciko	Associate Capital Markets	2015	\$1,275	11.30	\$14,407.50
Shayona Dhanak	Associate Global Finance	2016	\$1,255	43.60	\$54,718.00
Weiru Fang	Associate Restructuring	2019	\$1,125	288.30	\$324,337.50

Name	Position Area of Expertise	Year of Admission / Years of Experience	Hourly Rate	Total Hours	Total Compensation
Ian C. Ferrell	Associate Restructuring	2021	\$960	266.10	\$255,456.00
Marian Fielding	Associate Employee Benefits	2012	\$1,300	3.30	\$4,290.00
Ryan Fink	Associate Restructuring	2021	\$960	134.50	\$129,120.00
Benjamin I. Friedman	Associate Litigation	2014	\$1,275	60.10	\$76,627.50
Joseph Ha	Associate Global Finance	2021	\$1,060	24.10	\$25,546.00
Vera M. Iwankiw	Associate Labor/Employment	2017	\$1,175	15.80	\$18,565.00
Dina M. Kang	Associate Private Equity	2020	\$960	6.40	\$6,144.00
Mitchell Li	Associate Tax	2014	\$1,125	11.20	\$12,600.00
Courtney Luster	Associate Private Equity	2018	\$1,125	61.50	\$69,187.50
Gregory C. Matisoff	Associate Private Equity	2010	\$1,255	13.00	\$16,315.00
Chelsea McManus	Associate Restructuring	2022	\$700	165.50	\$115,850.00
Katherine Medianik	Associate Real Estate	2019	\$1,125	3.10	\$3,487.50
Jeri Leigh Miller	Associate Restructuring	2016	\$1,230	226.10	\$278,103.00
James P. Mooney	Associate Litigation	2020	\$1,060	32.60	\$34,556.00
Jeremy B. Pettit	Associate Energy	2014	\$1,275	41.40	\$52,785.00
Ashley S. Rogers	Associate Private Equity	2021	\$830	45.30	\$37,599.00
Bill Turnbull III	Associate Global Finance	2023	\$700	5.20	\$3,640.00
Patrick Venter	Associate Restructuring	2016	\$1,230	367.20	\$451,656.00
David J. Lutes	Paralegal Restructuring	37 years	\$555	206.20	\$114,441.00
Pamela Santos	Paralegal Restructuring	21 years	\$540	34.00	\$18,360.00
Dana L. Velkovich	Paralegal Litigation	20 years	\$540	5.40	\$2,916.00
Nate G. Petty	Project Assistant IP Litigation	>1 year	\$315	5.40	\$1,701.00
Total				3,195.30	\$3,568,708.50¹
Blended Rate					\$1,116.86

¹ This total includes a voluntary reduction of \$50,246.50 representing 51.30 hours for the First and Final Fee Period.

**SUMMARY OF TOTAL FEES AND HOURS BY PROJECT CATEGORY
FOR THE FIRST AND FINAL FEE PERIOD
JULY 23, 2023 – SEPTEMBER 14, 2023**

Task Description	Total Hours	Total Fees
001 – First Day Motions/Second Day Motions	525.00	\$558,992.50
002 – Financing Matters/Cash Collateral	278.70	\$347,933.00
003 – Asset Disposition	1,021.90	\$1,123,714.00
004 – Relief from Stay/Adequate Protection	3.10	\$3,771.00
005 – Assumption/Rejection of Leases and Executory Contracts	32.30	\$37,933.00
006 – Professional Retention	101.30	\$75,592.00
007 – Fee Applications	108.20	\$64,654.50
008 – Claims Processing	24.80	\$27,803.50
009 – Litigation	271.10	\$343,952.50
010 – Case Administration	166.50	\$169,948.50
011 – Non-Working Travel ²	29.10	\$38,145.50
012 – Employee/Labor Matters	152.20	\$200,334.00
013 – Business Operations	36.40	\$41,716.50
014 – Tax Issues	11.30	\$15,395.00
015 – Plan and Disclosure Statement	302.70	\$360,564.00
016 – Bankruptcy Court Hearings	65.30	\$82,238.00
017 – Creditor Meetings and Communications	26.40	\$31,214.50
018 – Corporate Governance and Board Matters	5.90	\$7,247.50
019 – SEC/Nasdaq/ Public Disclosure	33.10	\$37,559.00
TOTAL	3,195.30	\$3,568,708.50

² As noted above, Sidley charged the Debtors for only 50% of non-working travel time.

SUMMARY OF EXPENSES FOR THE FIRST AND FINAL FEE PERIOD
JULY 23, 2023 – SEPTEMBER 14, 2023

Category	Amount
Copying	\$2,744.70
Delivery Services/Messenger	\$42.54
Legal Support Services	\$15.00
Meals (includes working meal meetings with client and constituents and late night in-office working meals)	\$1,202.01
On-line Research Services (Westlaw, Lexis, Pacer and related services)	\$20,045.08
Other (includes late meals/late night taxis)	\$176.49
Out of Town Travel (includes lodging, airfare, ground and meals)	\$25,595.74
Professional Services/Specialists (includes CT Corporation and Cogency Global)	\$1,568.42
Transcripts	\$6,402.47
TOTAL	\$57,792.45

EXHIBIT C

TIME RECORDS

July 23 - 31, 2023

Time Records

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TASK DETAIL

Date	Name	Narrative	Hours
001 First Day Motions/Second Day Motions			
07/23/23	P Santos	Communications with Sidley Team re first day pleadings, timeline and status re US Trustee (1.6); analysis of PPI list (2.1); correspondence with D. Lutes re same (.1); coordinate with J. Miller first day pleading filings (1.2)	5.00
07/23/23	J Miller	Review and revise first day pleadings (3.1); revise plan and disclosure statement with first day motions (2.1); revise first day declarations (2.8); review combined motion for filing (.8); emails and phone calls relating to the same with Sidley team (1.8)	10.60
07/23/23	IC Ferrell	Review and revise pleadings and other materials for filing and transaction close (13.6); conference with the U.S. Trustee's office re same (.7)	14.30
07/23/23	DJ Lutes	Revise pro hac vice motions for updated information (.4); prepare email to B. Ong and A. McGarry regarding additional parties of interest (.3); review materials and Top 30 names for same (.2); correspond with P. Santos regarding Top 30 updates and PPI list (.1); review Sidley and JW team correspondence for updates, next steps and timing (.2); update timekeeper reminder memo (.1)	1.30
07/23/23	C McManus	Revise 9019 motion, order, declaration (.5); analyze employment issues and wage motion (.4); revise wage motion and prepare for filing (3.8); revise 9019 motion (3.0); revise 9019 declaration (3.4); revise utilities motion and prepare for filing (1.0); confer with A. Barajas re declaration in support of 9019 motion (.8); analyze employment questions (.2)	13.10
07/23/23	A Barajas	Emails with M. Alden re declaration in support of bidding procedures motion (.6); confer with M. Alden re Rx comments to stalking horse APA provisions (.3); edit combined notice solicitation exhibit to incorporate conflicts counsel's comments (3.1); confer with C. McManus re declaration in support of 9019 motion (.8); draft 9019 Motion (4.4); edit 9019 Motion to incorporate comments (2.8); emails with conflicts counsel re UST's comments to Solicitation Exhibits (.4); confer with J.L. Miller re UST's comments to Solicitation Exhibits (.6); edit 9019 motion to incorporate Portage Point's comments (2.2); emails with conflicts counsel re 9019 Motion (.4)	15.60
07/23/23	J Ha	Review existing security documentation for existing security interest and liens declaration	2.20
07/23/23	A Barajas	Edit draft Berea Term sheet to incorporate comments from Mastronardi (0.4); email Berea Term Sheet to counsel to Mastronardi and counsel to Equilibrium (0.1); edit 9019 motion to incorporate JW's comments (0.5); email Portage Point re question on declaration in support of 9019 motion (0.1); call with DPW re negotiation over Berea Term Sheet terms (0.2)	1.30
07/23/23	P Venter	Review and revise 9019 motion (1.3); correspond with Sidley team re same (1.5); correspond with Sidley team re filing process (1.4)	4.20
07/23/23	AR Grossi	Review background on contingency planning (2.2); telephone conferences with Sidley working group re deal status (1.8); telephone conference with lenders and Sidley working group re deal status and next steps (2.1); review contingency materials (2.3); correspond with Sidley working group re same (1.9)	10.30
07/23/23	SE Hessler	Telephone conferences with Sidley team re deal status and next steps (1.5); review contingency materials and correspondence re same (1.3)	2.80

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Date	Name	Narrative	Hours
07/23/23	W Fang	Review and revise 9019 motion	4.30
07/23/23	R Fink	Conferences with Sidley, UST, Jefferies and Portage re same (2.5); correspondence with Company and advisors re same (1.6)	4.10
07/23/23	R Fink	Review and revise chapter 11 petitions and attendant filing materials (2.1); review and revise tax motion and critical vendors motions re filing (2.3)	4.40
07/24/23	P Santos	Emails with J. Miller, R. Fink, A. Grossi re first day pleadings updates and service (2.1); correspondence with C. McManus re research request (.3); research re company industry issues (4.2); draft analysis of research re same (.5); correspondence with C. McManus re same (.2)	7.30
07/24/23	C McManus	Prepare utilities proposed order for filing (0.3); revise 9019 motion and prepare for filing (3.1); revise 9019 declaration and prepare for filing (3.9); analyze employment questions from the U.S. Trustee (2.5); revise Berea term sheet (1.0); revise workplan (2.0)	12.80
07/24/23	DJ Lutes	Revise pro hac vice motions for updated information (.7); correspond with J. Miller regarding same (.1); review status and updates of first day motions (.3); review Stretto docket updates for same (.2); review Sidley and Jackson Walker team correspondence for first day next steps, timing and hearing updates (.4); correspond with J. Miller and P. Venter regarding electronic appearances (.2); review court procedures, link, notice of agenda and first day motions (.7)	2.60
07/24/23	J Ducayet	Review background materials (.8); and draft declarations in preparation for First Day hearing (2.7)	3.50
07/24/23	J Miller	Review and revise first day declarations (2.4); review and revise combined motion and solicitation procedures (2.2); resolve utilities motion question from company (.3); review and revise plan and disclosure statement (1.1); calls with R. Mersch (Portage) regarding first day pleadings (.2); review and respond to emails regarding first day pleadings, declarations in support, plan, and disclosure statement (2.3); review and revise the remaining filings for consistency and accuracy (2.2)	10.70
07/24/23	R Fink	Review and analyze first day motions re hearing	0.80
07/24/23	A Barajas	Calls with DPW re negotiations over waiver terms in Berea term sheet (1.0); call with W. Fang re negotiations of Berea Term Sheet (0.3); emails with P. Venter re same (0.5); emails with P. Venter re questions on JW's comments to 9019 Motion (0.5); review Berea Term Sheet terms to edit 9019 Motion (0.5); continue editing 9019 Motion to incorporate JW's comments (2.4); draft additional background facts sections of 9019 Motion (3.5); incorporate P. Venter's edits to 9019 Motion (1.0) edit draft declaration in support of 9019 Motion (2.0); incorporate DPW's comments to draft 9019 Motion (0.6); edit 9019 final order to incorporate language from DPW and Gibson Dunn re releases (0.5); email updated draft 9019 Motion to DPW and Buchalter for their review (0.1); email updated Berea Term Sheet to Buchalter (0.1); email 9019 Motion and Declaration to Portage Point for their sign off to declaration (0.1); emails with conflicts counsel re 9019 Motion (0.2); edit 9019 Motion and Declaration for filing (0.4); call with conflicts counsel re 9019 Motion (0.5); email I. Ferrell re signature page for Berea Term Sheet (0.1) coordinate with conflicts counsel to file 9019 Motion (0.6); edit draft bidding procedures motion (1.5)	16.40
07/24/23	IC Ferrell	Conference with PPP and Jefferies re filing and first day motions (.3); draft first day motions (.5); draft disclosure statement (3.7); review first day hearing precedent transcripts (1.0)	5.50

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Date	Name	Narrative	Hours
07/24/23	P Venter	Review and revise 9019 motion (2.2); correspond with Sidley team re same (1.5); correspond with creditor parties re same (.5); review first day declaration (.6); correspond with Sidley team re filing process (1.3)	6.10
07/24/23	MR Alden	Further revise RSA (1.3); correspond with various professionals re same (.7); conferences with various professionals re same (.8); further revise same (1.2); strategize re finalization of same (.8); compile execution version of same (.8); coordinate execution re same (.8); coordinate filing re same (.7)	7.10
07/25/23	P Santos	Review correspondence from Sidley team re first day pleading issues (.6); call with D. Lutes re first day hearing issues (.5); correspondence with D. Lutes re Court procedures (.2); correspondence from R. Fink re first day presentation with the court (.2); calendar key hearing dates (.2); correspondence with Dockets Dept., D. Lutes re court docket notices (.3); correspondence from Stretto, J. Miller re service (.2)	2.20
07/25/23	DJ Lutes	Correspond with J. Miller and R. Fink regarding electronic appearances for first days (.1); review courtroom link and instructions for same (.3); correspond with M. Alden regarding first day hearing issue (.4); review materials for same (.4); call with P. Santos regarding multiple first day issues (.5); review status and updates of pending first day motions (.9); review Sidley and Jackson Walker team correspondence for first day next steps, timing and hearing updates (.4); assist Sidley team with first day agenda and tasks (.7)	3.70
07/25/23	J Miller	Review and provide comment on first day ancillary motions and pleadings for filing	1.10
07/25/23	DK McFaul	Assess positions for pleadings and press reports in advance of hearing	0.50
07/25/23	DK McFaul	Review potential objections, terms of orders relevant to same and coordinate with team for relief strategy with court today	0.80
07/25/23	A Barajas	Review each of the draft bidding procedures notices (0.5); emails to C. McManus re editing same (0.2); email filed 9019 Motion to W&C team (0.1); confer with C. McManus re drafting portions of bidding procedures motion (0.3); attend first day hearing for AppHarvest (1.4); incorporate C. McManus's edits to stalking horse APA table into draft bidding procedures motion (0.3); draft bidding procedures and sale motion (3.8); research for same (2.9); revise charts and timelines for same (2.2)	11.70
07/25/23	IC Ferrell	Prepare background materials for presentation of certain first day motions	1.50
07/25/23	MR Alden	Correspond with JW, Sidley teams re RSA filing	0.20
07/25/23	SE Hessler	Confer with Sidley team re first day hearing (.5); review first day presentation (.8); review follow up correspondence re first day hearing (.2)	1.50
07/25/23	J Ducayet	Testimony prep calls with G. Broadbent, T. Studebaker, R. Morgner (1.0); review first day declarations and motions in preparation for first day hearing (2.5)	3.50
07/25/23	C McManus	Revise bidding procedures exhibits (4.0); call with internal Sidley team regarding general strategy (0.1); prepare for first day hearing (1.3); revise bidding procedures order (2.0)	7.40
07/26/23	DJ Lutes	Review Stretto correspondence for notice status and timing for interim orders (.3); review next steps and timing required for second day motions (.4); calendar for same (.3); research for exemplar second day motions (.6); research for pro hac orders and related ECF docket materials (.5)	2.10

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Date	Name	Narrative	Hours
07/26/23	P Santos	Correspondence with Sidley re status of pleadings (.2); correspondence with dockets re team Pacer (.3); correspondence with D. Lutes re revisions to retention application exhibit (.3); revise re same (.3); correspondence with D. Lutes re same (.3)	1.40
07/26/23	A Barajas	Continue drafting bidding procedures/sale motion (3.1); emails with C. McManus re edits to Bidding procedures declaration and exhibits (.3); email M. Alden re questions re Bidding Procedures motion (.3); email conflicts counsel re question on filing bidding procedures motion (.1); emails with C. McManus re notice parties for bidding procedures motion (.2); call with P. Venter and M. Alden re draft Bidding Procedures Motion (.5); edit draft bidding procedures motion to incorporate P. Venter's comments (4.0); edit bidding procedures motion to incorporate comments from conflicts counsel (.6); review and edit draft bidding procedures declaration (2.0); call with conflicts counsel re bidding procedures motion (.2); calls with M. Alden re bidding procedures (.3); emails with Jefferies re outstanding questions on bidding procedures (.2); emails and calls with C. McManus re incorporating edits to bidding procedures motion, declaration, order received from A. Grossi (.6); edit and provide comments on bidding procedures exhibits for filing (.5); complete final edits of bidding procedures motion for filing (1.0); coordinate with M. Alden, C. McManus, and conflicts counsel re filing bidding procedures motion (.5)	14.40
07/26/23	P Venter	Correspond and confer with opposing counsel re first day relief (1.2); correspond with Sidley team re same (.4)	1.60
07/26/23	MR Alden	Draft, revise RSA amendment	0.80
07/26/23	C McManus	Revise bidding procedures motion and prepare for filing (4.2); revise bidding procedures order and prepare for filing (4.3); draft bidding procedures exhibits and prepare for filing (4.9); call with Sidley and Portage regarding general strategy (.1)	13.50
07/27/23	J Miller	Call with R. Fink regarding vendor issues	0.10
07/27/23	DJ Lutes	Review next steps and timing required for second day motions (.4); prepare first day materials for team (.2)	0.60
07/27/23	A Barajas	Emails with P. Venter and conflicts counsel re scheduling 9019 Motion for second day hearing	0.40
07/27/23	P Venter	Correspond with Sidley team re case calendar	0.50
07/27/23	MR Alden	Finalize sale, bidding procedure/SH motion documents, correspondence, conference with various re same (1.5); conference with Jefferies, PPP, Sidley teams re strategy, next steps (.2); conference with R. Fink re bid procedures reply (.2); conference with P. Engel re sale process (.3); research, conference with Sidley team re precedent re same (.2); correspond with P. Venter, D. Lutes, P. Santos re matter administration (.2); correspond with Sidley team re sale process, next steps (.2); correspond with Jefferies re dataroom (.3); draft board materials re stalking horse, correspond with Company re same (1.0); draft bid facilitation language (.4); analyze issues re sale process (.7)	5.20
07/27/23	P Santos	Correspondence from Sidley re status of pleadings (1.0); correspondence with D. Lutes re same (.2)	1.20
07/28/23	R Fink	Conference with Sidley and Portage teams (in part) re second day motions	0.20
07/28/23	P Santos	Correspondence from Sidley re status of outstanding pleadings (1.0); correspondence with D. Lutes re same (.2)	1.20

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Date	Name	Narrative	Hours
07/28/23	J Miller	Review JPM edits to Cash Management Order (.1); emails to team regarding same (.1)	0.20
07/28/23	BI Friedman	Review and analyze first day declarations	0.80
07/31/23	R Fink	Conference with Sidley team and G. Broadbent re employee compensation plan (.3); review and analyze precedent re bid procedures issues (1.4); correspond with Sidley team re vendor issues (.2)	1.90
07/31/23	IC Ferrell	Draft cash management proposed final order	0.90
07/31/23	MR Alden	Conference with Jefferies, PPP, Sidley teams re standing call (.3); correspond with Jefferies re SH vendor (.2); correspond with Sidley team, PPP re environmental vendor (.3); revise dataroom language re sales process (.3)	1.10
Task Subtotal			248.50
002 Financing Matters/Cash Collateral			
07/23/23	MG Adler	Review, revise, prepare issues list (2.6); calls re DIP Credit Agreement and restructuring documents (3.6)	6.20
07/23/23	J Ha	Review and revise DIP Credit Agreement, including preparation of schedules and other deliverables (1.8); calls and emails regarding foregoing with Sidley team and opposing counsel (1.0)	2.80
07/23/23	B Azcuy	Review of mortgage and title documents regarding perfection representations re DIP	1.20
07/23/23	S Dhanak	Assess deal correspondence (1.0); all hands call with Sidley team re same (.5); review and revise DIP credit agreement and prepare issues list (3.9); call with EQ counsel on page flip of DIP CA (.9); revise same (3.7)	10.00
07/23/23	P Venter	Correspond with creditors' counsel re DIP order (1.8); correspond with Sidley team re same (3.2)	5.00
07/23/23	W Fang	Review and revise DIP motion and documents (12.0); various discussions with team re filing and DIP (2.3)	14.30
07/23/23	R Fink	Draft and revise GNCU letter re DIP facility (.5); correspond with Sidley and GNCU teams re same (.5); review and revise DIP motion (1.2)	2.20
07/24/23	MG Adler	Review and revise multiple drafts of DIP Credit Agreement, DIP Motion and DIP order (5.5); discuss same with PPP, Sidley Restructuring and Sidley Debt Finance colleagues (1.0)	6.50
07/24/23	B Turnbull III	Review good standings and charters for newly added AppHarvest entities to DIP CA (.5); distribute good standings and charters to APB team for review and sign-off (.1); excerpt relevant covenants to be sent to portage team for sign-off (.4); compile final Secretary's Certificate (.4); Compile final DIP Credit Agreement (.2); recompile DIP credit agreement based on late changes to terms (.3); seek out insurance broker information for purposes of complying insurance information to DIP Credit Agreement (.2)	2.10
07/24/23	W Fang	Review and revise DIP motion (4.8); revise accompanying declarations (4.4); research for same (2.6); analyze calculations for same (1.9); correspond with Sidley team regarding same (.7); revise exhibits for same (.8); prepare for first day hearing re same (2.1)	17.30
07/24/23	S Dhanak	Review and revise DIP Credit Agreement (5.5); attend to deal correspondence with advisors and Company (.9); prepare material DIP deal terms summary for interim motion (4.2); analyze open economic issues (.7)	11.30
07/24/23	S Dhanak	Attend to daily deal team check in call for DIP issues	0.20

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Date	Name	Narrative	Hours
07/24/23	R Fink	Research re DIP order variances (.4); correspond with Sidley team re same (.1); correspond with Sidley and Portage teams re title issues (.3)	0.80
07/24/23	B Azcuy	Review of title documents (1.1); revise DIP Credit Agreement (1.3); review of updated reports (.9)	3.30
07/24/23	J Ha	Email with APB legal for request of existing EQ financing documents (.2); review new charters and good standing certificates received in respect of new obligors under the DIP Credit Agreement (.3); review existing newly received EQ financing documents (.3); prepare security documents package for exiting security interest and liens declaration (.5)	1.30
07/24/23	IC Ferrell	Research DIP precedent re fees	0.70
07/24/23	P Venter	Correspond with creditors' counsel re DIP order (2.2); correspond with Sidley team re same (1.6); review and revise DIP documentation (2.2)	6.00
07/24/23	AR Grossi	Telephone conference with Equilibrium and advisor working groups re DIP loan (.6); correspond with Sidley working group re same and next steps (.7); review background on DIP loan and order (2.2); telephone conference with Company and advisor working groups re first day hearing (1.1); review background on contingency preparations (1.7); telephone conference with Equilibrium advisors re DIP open points and next steps (1.2); review further revisions to DIP (1.4)	8.90
07/24/23	SE Hessler	Confer with Sidley team re DIP loan, contingency planning and next steps	2.90
07/25/23	MG Adler	Negotiate final DIP Terms with opposing counsel (1.0); prep call with Jefferies PPP, Sidley Real Estate and Sidley Restructuring (.5); Discuss and negotiate calculation of DIP fees and DIP amount with PPP and Sidley Restructuring (1.8); draft, review and negotiate amendment no.1 to DIP (1.5); and tend to closing DIP (.7)	5.50
07/25/23	B Turnbull III	Finalize filing version of DIP Credit Agreement (1.1); reach out to insurance broker regarding modification of casualty insurance policies pursuant to DIP CA (.3); compile revised DIP CA (.2); send compiled DIP CA for sign off (.1); revise Secretary's Certificate (.3); distribute Secretary's Certificate (.1); further revise DIP Credit Agreement (.3); distribute revised DIP CA (.1)	2.50
07/25/23	S Dhanak	Attend to Sidley call re DIP (.5); review and revise DIP credit agreement (4.5); prepare issues list on DIP CA (1.5); attend to deal correspondence re outstanding DIP CA issues (.8); finalize and close DIP CA (1.2)	8.50
07/25/23	J Ha	Correspond with B. Turnbull regarding insurance requirements under the DIP CA (.2); revise and review DIP CA (.2); respond to Lender counsel inquiry regarding closing certification (.2); prepare signature pages to 1st Amendment to the DIP CA (.3); correspond with Lender counsel execution of 1st Amendment to DIP CA (.2); review and revise draft of 1st Amendment to DIP CA (.5); correspond with Lender counsel regarding revised draft of 1st Amendment (.4); finalize 1st Amendment to the DIP Credit Agreement and attend to closing of same (.7)	2.70
07/25/23	B Azcuy	Meeting with Company re mortgage priority review and review of title work	2.90

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Date	Name	Narrative	Hours
07/25/23	P Venter	Correspond with Sidley team re DIP order (1.5); call with EQ counsel re same (.3); review precedent re same (.4); call with Dalsem counsel re same (.5); review proposed modifications (.6); correspond with Sidley team re same (.5); correspond with Sidley debt team re amendment to credit agreement (.8); review correspondence re same (1.0); review DIP order re same (.6)	6.20
07/25/23	W Fang	Review and incorporate changes to DIP pleadings (10.0); various calls with P. Venter re DIP issues (.9); attend witness prep session for R. Morgner (.5); review budget (.5); emails to A. Grossi re DIP order (.8)	12.70
07/26/23	MG Adler	Status call with Jefferies, PPP and Sidley re DIP (.3); attention to closing and funding Interim Advance (.4)	0.70
07/26/23	W Fang	Correspond with Sidley team re DIP motion and order	2.20
07/26/23	B Turnbull III	Follow up with insurance broker regrading endorsement of casualty insurance to DIP Lender	0.10
07/26/23	S Dhanak	Respond to deal correspondence re outstanding issues related to the APA and DIP	0.50
07/26/23	AR Grossi	Review background on APA open points and related issues (1.1); review background on DIP issues and next steps (1.4); correspond with Sidley working group re APA issues (.4); review bid procedures (.6); correspond with Sidley working group re same (.3)	3.80
07/27/23	W Fang	Review issues regarding potential DIP objection	0.90
07/27/23	S Dhanak	Conference with Sidley team regarding DIP and next steps	0.50
07/27/23	B Turnbull III	Follow up with insurance broker with respect to endorsements of casualty insurance for DIP Credit Agreement	0.10
07/27/23	IC Ferrell	Determine appropriate insurance contact individual to complete necessary steps in compliance with financing (.5); conference with A. Liu re same (.1)	0.60
07/27/23	AR Grossi	Review background on vendor issues (.6); review background on sale issues (1.3)	1.90
07/28/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring re DIP (.3); assess negative covenant compliance (.3)	0.60
07/28/23	W Fang	Analyze issues regarding potential DIP objection	1.10
07/28/23	S Dhanak	Confer with Sidley and advisors re next steps	0.50
07/29/23	AR Grossi	Review background on common interest agreement (.4); correspond with Sidley working group re same (.2); review background on APA issues (.9); correspond with Sidley working group re same (.3)	1.80
07/30/23	MG Adler	Analyze APA covenant compliance and waiver	0.50
07/30/23	S Dhanak	Attend to deal correspondence re: DIP covenant waiver	0.30
07/30/23	AR Grossi	Review background on DIP issues (1.1); correspond with Sidley working group re same (.2)	1.30
07/30/23	SE Hessler	Confer with Sidley team re DIP issues	0.10
07/31/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring (.4); assess APA waiver extension and related matters (.9)	1.30
07/31/23	W Fang	Analyze case law regarding priming DIP liens	2.40
07/31/23	S Dhanak	Confer with Sidley team re DIP and waiver	0.50

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Date	Name	Narrative	Hours
07/31/23	B Turnbull III	Review revised insurance policies received from insurance broker (.3); send insurance policies to APB team for review (.1)	0.40
07/31/23	AR Grossi	Review background on DIP issues (.9); correspond with Sidley working group re same (.5)	1.40
Task Subtotal			167.50
003 Asset Disposition/363 Sale			
07/23/23	AS Rogers	Confer with Sidley teams regarding purchase agreement signature pages	0.20
07/23/23	RM Scofield	Review and comment on updated draft stalking horse APA (.7); email correspondence with Sidley restructuring team regarding filing and related disclosures related to stalking horse APA (.6)	1.30
07/23/23	JB Pettit	Draft, review and revise APA and omnibus filing consent	2.40
07/23/23	EW Sharon	Prepare for and conduct conference call regarding HSR reportability of Equilibrium acquisition	1.10
07/23/23	EW Sharon	Research HSR regulations and informal guidance regarding HSR reportability for Equilibrium acquisition	3.10
07/23/23	MR Alden	Analyze issues re SH APA (.8); correspond with A. Barajas re same (.2); revise bid procedures (.7); correspond with DPW, Buchalter, PPP, Jefferies, P. Venter, J. L. Miller, I. Ferrell re same (.5); correspond with P. Venter, W. Fang, A. Barajas, Sidley corp team re SH APA (.4); correspond with Jefferies re same (.3); correspond with Jefferies team re follow-up re bid procedures (.3)	3.20
07/23/23	C Luster	Revise Asset Purchase Agreement based on additional specialist comments (1.4); correspondence with Sidley Restructuring team regarding comments, next steps, and filing (.7); correspondence with AppHarvest team regarding open questions and strategic positions (.7); revise draft and distribute to APB Team (.8)	3.60
07/24/23	EW Sharon	Research APA and bankruptcy regulations for Equilibrium acquisition	1.50
07/24/23	R Fink	Correspond with Jefferies re sale NDAs (.3); review and revise same (.5)	0.80
07/24/23	CE Abbinante	Review purchase agreement (1.7); analyze comments to same (.3); calls with Sidley team re same (.3)	2.30
07/24/23	JB Pettit	Conference with R. Scofield and A. Rogers regarding APA schedules and specialist comments to APA (.2); conference with R. Scofield and A. Rogers regarding 363 APA (.1)	0.30
07/24/23	AS Rogers	Confer with bankruptcy team regarding purchase agreement (.4); revise purchase agreement (1.4); review bankruptcy comments to purchase agreement (.4)	2.20
07/24/23	MR Alden	Conferences re APA with Company and advisors (.5); correspond with A. Rogers, Sidley corp team re same (.4); review, analyze same (.5); correspond with various professionals re same (.3); correspond with advisors re bidding procedures (.4)	2.10
07/25/23	MC Niehaus	Review of revised draft Stalking Horse APA	0.90

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Date	Name	Narrative	Hours
07/25/23	RM Scofield	Conference call with buyer, buyer counsel, Sidley restructuring team and Sidley corporate team to discuss latest buyer turn of purchase agreement (.6); conference call with G. Broadbent, Sidley restructuring team and Sidley corporate team to discuss changes to be made to purchase agreement (.7); conference call with buyer outside counsel to discuss updated draft of purchase agreement and anticipated changes to be made to the draft (.6); review and comment on updated draft purchase agreement (2.1); correspondence with Sidley corporate team regarding development of disclosure and asset schedules to purchase agreement (.9)	4.90
07/25/23	R Fink	Review and revise sale NDAs (.5); correspond with Jefferies team re same (.2)	0.70
07/25/23	C Luster	Telephone Conference between Sidley and APB Law regarding open Purchase Agreement issues (1.5); review and revise omnibus consent approving Sale (1.2); telephone Conference between Sidley and APB Law regarding Purchase Agreement (1.0); internal Sidley Corporate Call to discuss Disclosure Schedules (0.3); telephone call with J. Pettit regarding liability allocation (0.2); research materials and precedent relating to pre- and post-close liabilities and asset allocation (1.5); telephone call with R. Scofield discussing liability and asset allocation (0.8)	6.50
07/25/23	JB Pettit	Review Buchalter's revisions to 363 APA (.4); conference with R. Scofield regarding 363 APA revisions (.3); prepare for all hands APA negotiation (.3); participate in all hands APA negotiation (.5); draft, review and revise Stalking Horse APA (1.4); correspondence with J. Michul and C. Van Bever regarding tax provision of Stalking Horse APA (.3); draft, review and revise Assignment and Assumption Agreement (1.1); conference with R. Scofield regarding outstanding schedule and exhibits (.2); participate in negotiations with R. Brewer, J. Burule and P. Arrow regarding Stalking Horse APA (.5); conference with R. Scofield regarding Assumed Contracts (.3); conference with C. Luster and A. Rogers regarding draft APA schedules and APA board consent (.4); correspondence with A. Rogers and C. Luster regarding schedules (.3); conference with R. Scofield regarding same (.3)	6.30
07/25/23	AS Rogers	Revise purchase agreement (2.8); revise purchase agreement exhibits (2.2); review disclosure schedules tracker (1.8); draft written consent to enter into purchase agreement (1.8); confer with specialist teams regarding purchase agreement revisions (.7); revise form assignment agreement (1.0); confer with all teams re: purchase agreement issues (.7)	11.00
07/25/23	IC Ferrell	Research re sale procedures and senior/junior liens issues	1.20
07/25/23	P Venter	Correspond with Sidley team re APA process (.6); correspond with M. Alden, A. Barajas re APA motion (.3); review draft re same (.3); review bidding procedures order (.6); correspond with company re APA process (.4)	2.20
07/25/23	MR Alden	Review, analyze SH APA issues (1.8); correspond with Sidley corp team re talking points re same (.7); conference with various team members re open points (.7); conference with Company re APA (.8); further analyze issues re APA (1.9); research bid procedures filings (2.1); further revise pleadings re same (.9)	8.90
07/25/23	MR Alden	Correspond, coordinate with various professionals and Company re governance, corporate documents re SH APA, bid protections, associated pleadings (.8); review same (.4); revise same (.2); analyze issues re same (.3); research re precedent re same (.4)	2.10

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Date	Name	Narrative	Hours
07/25/23	AR Grossi	Telephone conference with Company and advisor working groups re APA and next steps (1.1); correspond with Sidley working group re follow up on first day hearing (1.2)	2.30
07/26/23	DJ Lutes	Review bidding procedure and sale motions for dates, event timelines and requirements regarding different asset facilities (.5); review Sidley restructuring team correspondence for updates (.3)	0.80
07/26/23	RM Scofield	Review and comment on updated draft purchase agreement and discuss the same with J. Pettit and A. Rogers	0.30
07/26/23	R Fink	Conference with Sidley, Portage, and Jefferies re APA updates (.2); correspond with Jefferies team re NDAs re sale transaction (.3); review and revise same (.8)	1.30
07/26/23	JB Pettit	Review opposing counsel markup of Stalking Horse APA (.2); correspondence with R. Scofield regarding same (.1); correspondence with M. Alder regarding filing of form APA (.2); conference with A. Rogers and G. Broadbent regarding open Stalking Horse APA points (.2); review revised draft of Stalking Horse APA (.1)	0.80
07/26/23	AS Rogers	Revise purchase agreement (1.0); review documents in data room (1.0); confer with client team re: revisions to purchase agreement (.3); confer with bankruptcy team regarding filing form purchase agreement (.4)	2.70
07/26/23	IC Ferrell	Conference with P. Venter and W. Fang re section 363 sales (.4); summarize section 363 sales issues for conflicts counsel (1.2); research re section 363 sales (3.0)	4.60
07/26/23	P Venter	Attend call with Jefferies, Portage re APA considerations (.3); attend call with M. Alden, A. Barajas re APA motion, order (1.5); review and revise APA motion (1.0); attend call with Sidley team re section 363 considerations (.3); review legal considerations re same (.4)	3.50
07/26/23	MR Alden	Revise bidding procedures (1.0); revise bidding procedures order (.7); review, comment on bidding procedures/stalking horse motion (2.3); revise various sale notices (.7); revise bidding procedures declaration (.9); correspond with various re APA issues (.5); correspond with various professionals re sale documents finalization (.6); conferences with various professionals re sale documents finalization (.6)	7.30
07/26/23	SE Hessler	Confer with Sidley team re APA issues and bid procedures	0.70
07/27/23	DJ Lutes	Research precedent filing relating to bidding procedures, assumption/assignments and stalking horse materials (2.9); correspond with M. Alden regarding same (.2); prepare summary report and electronic materials for same (.3)	3.40
07/27/23	R Fink	Conference with Sidley, Jefferies, and Portage teams re sale updates (.2); confer with M. Alden re same (.2); conference with Sidley team re securities filing requirements (.4); review and revise NDAs re same (.5)	1.30
07/27/23	A Barajas	Meet with P. Venter and M. Alden re issues related to sale of assets free and clear of mechanic's lien (0.2); communications with I. Ferrell re research of sales free and clear of mechanic's liens (0.3); research re section 363(f)(3) (2.4)	2.90
07/27/23	AS Rogers	Draft disclosure schedules (1.0); revise purchase agreement (.9); confer with client team regarding revisions to purchase agreement (.4)	2.30
07/27/23	CE Abbinante	Purchase agreement review and related correspondence	1.00
07/27/23	IC Ferrell	Collect signature pages re asset purchase agreement	0.20

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Date	Name	Narrative	Hours
07/27/23	IC Ferrell	Research re section 363 sale issues (4.5); conference with A. Barajas re same (.4)	4.90
07/27/23	P Venter	Attend standing call re sale process (.4); correspond with Jefferies, Portage re same (.5); review potential bid proposals (.4)	1.30
07/27/23	SE Hessler	Confer with Sidley team re APA open points and related issues (.4) and bid procedures (.2)	0.60
07/28/23	DJ Lutes	Research precedent filings relating to sale issues and related materials (2.7); correspond with C. McManus regarding same (.2); prepare summary report and electronic materials for same (.2)	3.10
07/28/23	M Li	Emails with A. Rogers and S. Advani et al re transfer tax issues in Stalking Horse APA	1.30
07/28/23	R Fink	Conference with Sidley, Jefferies, and Portage teams re sale process (.3); review and revise NDAs (.2); correspond with Jefferies re same (.2)	0.70
07/28/23	A Barajas	Research case law re sales of assets free and clear under section 363(f)(3) (3.3); calls with I. Ferrell re drafting memo on sale of assets free and clear of mechanic's liens (0.3); emails with P. Venter re memo on free and clear sales (0.2); edit draft research outline on issues related to mechanic's liens in bankruptcy (1.0); research case law re mechanic's lien holders' objections to DIP financing (1.1)	5.90
07/28/23	W Fang	Analyze 363(f) issues re APA	0.50
07/28/23	C Luster	Review and comment on Disclosure Schedules (1.0); correspondence with R. Scofield and A. Rogers regarding distribution of schedules and timing (0.2)	1.20
07/28/23	JB Pettit	Review revised Stalking Horse disclosure schedules	0.30
07/28/23	AS Rogers	Draft disclosure schedules (1.2); revise purchase agreement (1.1)	2.30
07/28/23	BI Friedman	Review and analyze Section 363 sale issues	1.80
07/28/23	IC Ferrell	Draft common interest agreement re section 363 sale	2.70
07/28/23	IC Ferrell	Conference with A. Barajas re section 363 sale (.7); research re section 363 sale (5.5)	6.20
07/28/23	P Venter	Attend calls with Jefferies, Portage teams re sale process (.3); correspond with Sidley team re same (.5); correspond with Sidley team re sale process (.7)	1.50
07/28/23	AR Grossi	Review background on APA issues (1.1); correspond with Sidley working group re same (.6); review background on sale issues (1.2); telephone conference with Jefferies re same (.4)	3.30
07/28/23	MR Alden	Correspond with C. McManus, W. Fang re APA sale matters, transfer taxes (.3); research re same (.3); correspond with A. Grossi, Sidley team re follow-up re same (.2); conference with P. Venter re sale issues (.1); correspond with Jefferies, PPP re sale issues (.2); analyze and research sale issues (2.7); review, comment on, revise APA notice (.6)	4.40
07/28/23	SE Hessler	Confer with Sidley team re APA issues and sale issues	0.80
07/29/23	A Barajas	Research Judge Jones' decisions re statutory interpretation of bankruptcy code (0.3); research case law re section 363(e) adequate protection required for junior lien holders in credit bid of assets (1.5); draft memo re a sale free and clear of mechanic's liens under section 363(f)(3) (3.7)	5.50

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Date	Name	Narrative	Hours
07/29/23	JB Pettit	Correspondence with A. Rogers regarding revisions to disclosure schedules and Stalking Horse APA	0.30
07/29/23	AS Rogers	Confer with opposing counsel regarding pre-closing claims and liabilities	0.30
07/29/23	IC Ferrell	Draft agreement re asset disposition research	0.70
07/29/23	RM Scofield	Review and discuss with J. Pettit, C. Luster, A. Rogers and Sidley restructuring team open issues relating to transfer taxes and disclosure schedules	0.30
07/29/23	MR Alden	Correspond with C. McManus re resolutions re sale	0.10
07/29/23	SE Hessler	Confer with Sidley team re common interest agreement and APA issues	0.60
07/30/23	A Barajas	Research case law re junior lienholder objections to debtor in possession financing under section 364(d) (0.5); research re section 545 of the bankruptcy code re avoiding statutory liens (0.4); research case law re free and clear sales under section 363(f)(5) of the bankruptcy code (0.8); Draft memo sections re sale free and clear of liens under section 363(f)(3) (3.9); draft memo section re adequate protection required in section 363 sales (2.0) draft memo section re whether a mechanic's lien is primed by the DIP facility (0.3); draft memo section re free and clear sales under section 363(f)(5) (0.4); provide edits to I. Ferrell's re draft memo of issues regarding free and clear sale of liens (0.7)	9.00
07/30/23	A Barajas	Review Berea term sheet for question re assumption and assignment of equipment leases	0.10
07/30/23	AS Rogers	Revise disclosure schedules (0.3); confer with client re: transfer taxes (0.2); revise purchase agreement (0.6); compile execution version of purchase agreement (0.3); confer with client re: environmental notice (0.2)	1.60
07/30/23	IC Ferrell	Research re sale process and effects re senior/junior liens	9.00
07/30/23	P Venter	Correspond with Sidley team re APA issues (1.2); correspond with company re same (.5); correspond with advisor team re sale process (.3)	2.00
07/30/23	RM Scofield	Correspondence with G. Broadbent and Sidley corporate team regarding open transfer tax issue in purchase agreement	0.20
07/30/23	MR Alden	Correspond with C. McManus, Sidley team re APA matters	0.40
07/31/23	R Fink	Correspond with Jefferies and Company teams re sale NDAs (.2); conference with Sidley, Portage, and Jefferies teams re sale process updates (.3)	0.50
07/31/23	W Fang	Call with J. Ducayet re 363 sale	0.50
07/31/23	JB Pettit	Correspondence with G. Broadbent and Sidley restructuring team regarding Morehead facility	0.30
07/31/23	AS Rogers	Confer with client regarding purchase agreement comments (.3); confer with restructuring team regarding purchase agreement comments (.3)	0.60

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Date	Name	Narrative	Hours
07/31/23	A Barajas	Review Kentucky statutes re foreclosure proceedings for draft memo re free and clear sales under section 363(f)(5) (0.8); coordinate with Sidley library team re research of Kentucky foreclosure proceedings (0.3); review and provide edits to draft memo re mechanic's lien issues in connection with free and clear sale (2.6); research section 363(f)(5) case law (1.0); research statute and case law mechanic's liens under Kentucky State law (1.0); calls and emails with I. Ferrell re draft memo (1.0); call with P. Venter and Sidley litigation team re mechanic's liens and memo (0.4); conduct final review to make edits to draft memo (2.4); confer with W. Fang re research on DIP financing adequate protection (0.3)	9.80
07/31/23	IC Ferrell	Draft memo re section 363 sales issues (3.6); research for same (3.8); conference with A. Barajas re same (.6)	8.00
07/31/23	C Luster	Various correspondence regarding finalization of asset purchase agreement and disclosure schedules between Sidley, APB Legal, EQ, and AppHarvest	0.60
07/31/23	P Venter	Attend standing call re sale process (.3); correspond with Sidley, Jefferies, Portage teams re same (1.0)	1.30
07/31/23	RM Scofield	Discuss with A. Rogers and J. Pettit purchase agreement drafting points relating to transfer taxes and operational issue at Morehead facility	0.30
07/31/23	AR Grossi	Review background on APA issues (.8); telephone conference with Company and advisor working group re next steps on same (.4)	1.20
Task Subtotal			200.20
004 Relief from Stay/Adequate Protection			
07/26/23	W Fang	Call with I. Ferrell and P. Venter re lien and stay issues	0.40
07/27/23	P Venter	Analyze automatic stay issues (.4); correspond with company, Sidley team re same (1.0)	1.40
07/28/23	P Venter	Correspond with Portage re automatic stay issues (.3); call with AppHarvest team re same (.3); correspond with company re same (.2)	0.80
Task Subtotal			2.60
006 Professional Retention			
07/24/23	DJ Lutes	Correspond to prepare email to B. Ong and A. McGarry regarding additional parties of interest (.3); review PPI list and Top 30 names for same (.8); prepare tracker materials for connection searches (3.8); prepare retention application materials (.6); review incoming connection searches for retention application (.4); prepare electronic materials for same (.3); research Portage materials for same (.5)	6.70
07/25/23	DJ Lutes	Review PPI list for vendors and ordinary course professionals (.6); prepare tracker materials for connection searches (1.6); review incoming connection searches for retention application (.5); prepare electronic materials for same (.3); research Portage materials for same (.4)	3.40
07/26/23	DJ Lutes	Review PPI list for vendors and restructuring professionals (.3); correspond with P. Santos regarding same (.2); prepare tracker materials for connection searches (.8); review incoming connection searches for retention application (.5); additional research for same (.5); revise retention application and Grossi declaration (.6)	2.90
07/26/23	J Miller	Call with EY regarding OCP motion	0.30

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Date	Name	Narrative	Hours
07/27/23	DJ Lutes	Correspond with B. Ong regarding additional PII names and excel updates (.2); prepare tracker materials for connection searches (.3); review incoming connection searches for retention application (.3); additional research for precedent retention issues (.3); correspond with R. Fink regarding PII list for Jefferies (.2); review materials for same (.2)	1.50
07/27/23	R Fink	Correspond with Sidley and Jefferies teams re Jefferies retention application	0.30
07/28/23	DJ Lutes	Review PII materials and version updates (.3); correspond with C. McManus regarding same (.1); additional research for precedent retention issues (.4)	0.80
07/28/23	J Miller	Call with C. McManus regarding conflicts clearance and declaration in support of retention application (.3); review PPI list for accuracy and completeness (.3)	0.60
07/28/23	C McManus	Draft Sidley retention application	2.20
07/31/23	R Fink	Correspond with Dentons re Jefferies retention application	0.10
07/31/23	C McManus	Draft Sidley retention application (4.2); review materials for same (3.8); call with Company regarding non-executive compensation program (.3)	8.30
07/31/23	DJ Lutes	Research retention issues and precedent files for SDTX (2.1); prepare electronic files for Sidley team regarding same (.6); review PPI list for updates (.2)	2.90

Task Subtotal	30.00
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008 Claims Processing

07/28/23	A Barajas	Email J.L. Miller re bar date motion	0.10
07/29/23	A Barajas	Research bar date motion precedent for drafting of same	0.30
07/30/23	A Barajas	Draft Motion to set bar date for proofs of claim	0.60
07/31/23	A Barajas	Draft Bar Date Motion	1.20

Task Subtotal	2.20
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009 Litigation

07/27/23	P Venter	Analyze Dalsem litigation issues (.4); review documentation re same (.6); correspond with Sidley team re same (1.0)	2.00
07/28/23	J Ducayet	Telephone conversation with B. Friedman regarding potential litigation (.4); telephone conversation with J. Mooney regarding potential litigation (.4); review and comment on draft common interest document (.7)	1.50
07/28/23	P Venter	Review common interest agreement (.3); correspond with Sidley team re same (.2); analyze issues re lien dispute (1.2)	1.70
07/31/23	BI Friedman	Call with J. Ducayet, P. Venter, and F. Weiru regarding case strategy	0.80
07/31/23	J Ducayet	Telephone conversation with P. Venter, W. Fang, B. Friedman regarding Dalsem issues	0.40
07/31/23	P Venter	Analyze legal issues re lien dispute (.6); review memo re same (.3); attend call with Sidley team re same (.3); correspond with Sidley team re next steps (.4)	1.60

Task Subtotal	8.00
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010 Case Administration

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Date	Name	Narrative	Hours
07/24/23	DJ Lutes	Prepare memo to Sidley teams regarding for UST requirements (.9); correspond with J. Miller regarding same (.1); correspond with D. Geoghegan regarding task code status (.2); correspond with Sidley team members regarding new task codes and requirements (.3)	1.50
07/24/23	IC Ferrell	Research for pleadings and prepare for client/declarants (.9); schedule meetings for client, internal, advisors (.2)	1.10
07/25/23	DJ Lutes	Coordinate with Docket and P. Santos regarding Pacer court notifications going forward (.3); review team strategies and materials for same (.3); prepare additional reminder materials for timekeepers regarding UST requirements (.3)	0.90
07/25/23	IC Ferrell	Revise internal WIP document (.1); pull and share declarations and pleadings with clients/declarants (.3); prepare and gather signature pages (.8)	1.20
07/26/23	DJ Lutes	Coordinate with docket team regarding Pacer court notifications and additional materials for same (.3); research materials for same (.3); prepare additional reminder materials regarding UST requirements to corporate team members (.3); review materials and timing for same (.3); correspond with D. Geoghegan regarding task code status and next steps (.2); tasks in connection with post-hearing clean up of working materials (.3)	1.70
07/26/23	J Miller	Call with Jefferies, Portage, and Sidley teams regarding open items and next steps (.1); call with Portage and Sidley regarding second day pleadings (.1); review and respond to Sidley team emails regarding bidding procedures and NOL (.1)	0.30
07/26/23	IC Ferrell	Conference with Jefferies and PPP re action items following first day hearing (.2); conference with PPP re action items following first day hearing (.1)	0.30
07/27/23	J Miller	Call with Jefferies, Sidley, and Portage regarding open items and next steps (.3); review and respond to emails regarding OCP motion, vendor issues, second day hearing (1.0); strategize regarding second day pleadings and case calendar (1.7)	3.00
07/27/23	DJ Lutes	Correspond with docket team regarding Pacer court notifications and additional distributions for same (.4); correspond with M. Alden regarding same (.1); research materials for same (.3); calls with C. Wheeler and R. Boone for ECF/SDTX and Pacer notification requirements, status and updates (.5); correspond with D. Geoghegan regarding task code status (.1); research for same (.2); correspond with timekeepers regarding task codes and time entry (.2)	1.80
07/27/23	C McManus	Revise workplan re status of cases and filings	1.50
07/27/23	IC Ferrell	Conference with Jefferies and PPP re case action items (.3); draft timeline of key case milestones (1.2)	1.50
07/28/23	DJ Lutes	Correspond with Sidley team regarding WIP updates (.2); review materials for same (.4); correspond with timekeepers regarding task codes and time entry (.3); review timing, strategies and next steps (.2); prepare electronic files for Sidley restructuring teams (.3)	1.40
07/28/23	A Barajas	Attend Sidley/PP call re next steps in AppH chapter 11 cases	0.30
07/28/23	W Fang	Attend all advisors call re case status (.4); attend call with Portage re case status (.2)	0.60

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Date	Name	Narrative	Hours
07/28/23	J Miller	Call with Sidley, Portage, and Jefferies Teams regarding open items and next steps (.4); call with Sidley and Portage Teams regarding Schedules and SOFAs and Second Day Pleadings (.1); call with Sidley Team regarding Second Day Pleadings (.2); review and respond to emails regarding OCP Motion (.1)	0.80
07/28/23	IC Ferrell	Coordinate gathering team time entries	0.20
07/28/23	C McManus	Call with Sidley and Portage regarding general strategy (0.3); revise workplan (0.8); draft APA notice (0.9)	2.00
07/30/23	C McManus	Prepare APA for filing (1.2); assess wage issues (.2)	1.40
07/31/23	W Fang	Attend all advisors call re case status (.4); call with G. Broadbent, et al re employee issues (.5); call with P. Venter re same (.1)	1.00
07/31/23	DJ Lutes	Correspond with D. Geoghegan and A. Sattaur regarding case administrative tasks and UST requirements (.2); review materials for same (.1)	0.30
07/31/23	A Barajas	Attend call with Sidley, Jefferies, and Portage Point teams re status of work streams	0.30
07/31/23	J Miller	Call with Portage, Jefferies, and Sidley team regarding open items and next steps (.4); review and respond to emails regarding wages question, cash management language, OCP Motion, and case calendar (.4); update case calendar (.2)	1.00
07/31/23	IC Ferrell	Conference with PPP, Jefferies, and Sidley teams re case status and action items (.3)	0.30
Task Subtotal			24.40
012 Employee/Labor Matters			
07/23/23	MC Niehaus	Preparation of employee FAQs relating to bankruptcy filing	1.50
07/23/23	MC Niehaus	E-mails with E. Wilson re preparation of employee FAQs relating to bankruptcy filing	0.90
07/24/23	MC Niehaus	E-mails with E. Wilson at AppHarvest re employee communications re bankruptcy filing	0.90
07/24/23	MC Niehaus	Preparation of employee and plan participant FAQs relating to bankruptcy filing	2.20
07/24/23	GC Matisoff	Review Employee Stock Purchase Plan and Equity Incentive Plan (2.0); draft employee FAQ addressing questions that might arise (2.1)	4.10
07/24/23	VM Iwankiw	Conference call with C. McManus re: bankruptcy filing (.3); research transfer of employment records in Kentucky (1.0); draft transfer of employment records waiver (.6); communicate with K. Roberts, E. Kauffman, R. Fink and C. McManus re: same (.3)	2.20
07/24/23	R Fink	Correspond with Sidley and client teams re employee waiver issues (.4); review and revise same (.2); confer with C. McManus re compensation plan issues (.2); correspond with Sidley team re same (.1)	0.90
07/25/23	MC Niehaus	Review and markup of draft participant Q&A re stock delisting and employee benefit plans	1.50
07/25/23	VM Iwankiw	Review K. Roberts' and M. Niehaus' edits to the purchase agreement and communicate with K. Roberts re: same	0.20
07/26/23	MC Niehaus	Revision of employee Q&A to reflect comments received	0.90

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Date	Name	Narrative	Hours
07/26/23	MC Niehaus	E-mails with E. Wilson, G. Matisoff, R. Fink, K. Ciko, and P. Venter re employee Q&A re impact of delisting and bankruptcy filings on equity compensation	1.40
07/26/23	R Fink	Review and review equity award FAQ	0.30
07/26/23	A Barajas	Review NOL Procedures re limitations on employees selling stock (.8); draft FAQ response re NOL Procedures and employees selling stock (.9)	1.70
07/26/23	GC Matisoff	Assess correspondence on FAQ for employees regarding impact of bankruptcy on stock awards	0.10
07/27/23	MC Niehaus	E-mails to company re comments to employee Q&A and related issues	1.20
07/27/23	A Barajas	Review NOL Procedures (0.3); attend Sidley call re Employee FAQs, disclosures, and NOL Procedures (0.5)	0.80
07/27/23	GC Matisoff	Participate in call with securities team (.3); make revisions to employee FAQ addressing whether employees and management issues (1.0)	1.30
07/27/23	P Venter	Correspond with G. Matisoff re employee matters (.3); analyze legal considerations re same (.4)	0.70
07/28/23	MC Niehaus	Call with AppHarvest and Sidley teams re 8-K filing and questions relating to employee FAQs	0.40
07/28/23	MC Niehaus	E-mails with E. Wilson and G. Matisoff re AppHarvest FAQs	0.50
07/28/23	MC Niehaus	Revision of employee FAQs based on comments received from Sidley and AppHarvest teams	0.90
07/28/23	GC Matisoff	Make further revisions to employee FAQ on the treatment of stock with respect to bankruptcy and NASDAQ delisting (1.9); call with L. Eggleton and E. Wilson at Company to discuss employee stock sales (.7); review employee stock purchase plan with respect to employee issues (.5)	3.10
07/29/23	A Barajas	Review Berea Term Sheet for information re Berea assuming employee PTO obligations	0.40
07/30/23	P Venter	Correspond with company, Sidley team on labor issues	0.50
07/31/23	MC Niehaus	Correspond with E. Wilson, I. Hajdu and G. Matisoff re liquidity issues relating to equity awards and related issues (1.5); review materials for same (.7)	2.20
07/31/23	J Miller	Call with G. Broadbent, C. McManus, and R. Fink regarding KERP plan (.3); follow-up emails regarding the same (.1)	0.40
07/31/23	VM Iwankiw	Research KY vacation accrual and payout laws (.4); review company policies and agreements re: vacation accrual and payout upon termination and communicate with P. Venter re: same (.4)	0.80
07/31/23	GC Matisoff	Review equity incentive plan and address related questions (.7); draft FAQ to address tax withholding requirements (.7)	1.40
07/31/23	P Venter	Analyze legal considerations re employee issues (1.3); correspond with Sidley, Portage teams re same (1.2); correspond with DPW re same (.3); review Berea transition documentation re same (.3)	3.10

Task Subtotal	36.50
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013 Business Operations

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Date	Name	Narrative	Hours
07/23/23	R Fink	Draft and revise press release and other communications materials re chapter 11 filing	1.50
07/24/23	R Fink	Review and revise same (.9); correspond with client re same (.3); draft vendor correspondence re vendor treatment (.5); correspond with client re same (.1)	1.80
07/25/23	J Miller	Review and respond to emails regarding vendor questions and OCP	0.30
07/25/23	R Fink	Confer with T. Martin re facility operations	0.10
07/27/23	R Fink	Conferences with A. Liu re critical vendor outreach (.3); conferences with vendor parties re same (.3); confer with J. Miller re same (.1); analyze critical vendors relief (.2); draft materials re critical vendor outreach (.5)	1.40
07/28/23	W Fang	Revise global notes to schedules and statements	3.30
07/28/23	P Venter	Correspond with company re ordinary course operational requirements (.4); correspond with Sidley team re same (.3)	0.70
07/28/23	R Fink	Correspond with Portage team re vendor outreach	0.10
07/31/23	W Fang	Revise global notes to schedules and statements	2.40
Task Subtotal			11.60
014 Tax Issues			
07/23/23	ST Advani	Review and markup tax provisions of Plan and Disclosure Statement	2.20
07/25/23	M Li	Revised tax provisions of Stalking Horse APA	1.90
07/25/23	ST Advani	Review comments to asset purchase agreement re tax matters	1.10
07/28/23	ST Advani	Review, respond to Sidley team and company e-mails on transfer tax issues	0.40
Task Subtotal			5.60
015 Plan and Disclosure Statement			
07/23/23	M Li	Emails re Plan and DS tax comments with Sidley team	1.10
07/23/23	P Venter	Review and revise RSA (1.5); correspond with Sidley team re same (1.2); review and revise plan term sheet (2.4); correspond with creditors' counsel re same (1.8); correspond with Sidley team re plan term sheet (1.4)	8.30
07/23/23	MR Alden	Revise RSA (3.5); correspond with P. Venter, W. Fang re same (.4); conference, correspond with DPW, P. Venter re RSA (.3); further revise same (1.1); analyze issues re same (.5); correspond with Sidley team re same (.2); all-hands conference call re definitive documents (.5); further revise RSA re same (.6); analyze issues re same (.9); correspond with all parties re same (.3)	8.30
07/24/23	P Venter	Review and revise restructuring term sheet (1.2); correspond with Sidley team re same (1.8)	3.00
07/26/23	J Miller	Respond to email regarding solicitation	0.60
07/28/23	C McManus	Conduct research regarding 1146 requirements	3.10
Task Subtotal			24.40
016 Bankruptcy Court Hearings			

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Date	Name	Narrative	Hours
07/25/23	J Miller	Call with Sidley team regarding first day hearing (.1); prepare for first day hearing (4.2); attend and present first day motions at hearing (1.3); call with P. Venter regarding first day hearing (.1)	5.90
07/25/23	R Fink	Prepare for first day hearing (1.1); attend and participate in same (1.3); draft first day hearing presentation materials (.6); participate in hearing prep call with Sidley and JW teams (.5)	3.50
07/25/23	DK McFaul	Attend first day hearing	1.30
07/25/23	DK McFaul	Telephone conference with A. Grossi regarding hearing mechanics	0.20
07/25/23	DK McFaul	Coordinate with Sidley team for order of presentation and prepare same	0.30
07/25/23	P Venter	Prepare for first day hearing (2.2); attend same (1.3); attend to follow up re same (1.3)	4.90
07/25/23	W Fang	Attend first day hearing to present DIP motion	1.30
07/25/23	AR Grossi	Prepare for first day hearing (3.0); review and revise first day presentation (2.3)	5.30
07/25/23	J Ducayet	Attend first day hearing for litigation issues	1.30
07/25/23	AR Grossi	Attend first day hearing for presentation of case background	1.30
Task Subtotal			25.30
017 Creditor Meetings & Communications			
07/28/23	P Venter	Correspond with company re creditors committee issues	0.30
Task Subtotal			0.30
018 Corporate Governance & Board Meetings			
07/23/23	C Luster	Review and comment on Omnibus Filing Resolution	0.60
07/24/23	P Venter	Review public filings and communications (1.2); correspond with company, Sidley team re same (1.0)	2.20
07/25/23	CE Abbinante	Prepare comments on revised purchase agreement (.7); related correspondence with Sidley team regarding same (.3)	1.00
Task Subtotal			3.80
019 SEC/Nasdaq/Public Disclosure			
07/23/23	K Ciko	Analyze disclosure matters, including review of press release and updated 8-K	0.40
07/23/23	IA Hajdu	Correspondence with Restructuring team and AppHarvest regarding public disclosure questions	0.50
07/23/23	R Fink	Draft and revise 8-K disclosures re chapter 11 filings and bankruptcy transactions (1.1); correspond with Sidley team re same (.5)	1.60
07/24/23	K Ciko	Review of draft 8-K (.5); tending to inquiries re 8-K (.5); review of Company facts in connection to going dark procedures and ability to rely on related SEC guidance (.6)	1.60
07/24/23	IA Hajdu	Analyze NASDAQ delisting matter and disclosure questions	0.50
07/24/23	R Fink	Correspond with Sidley team re 8-K	0.50
07/25/23	MC Niehaus	E-mails with Sidley team and E. Wilson re proposed participant communications explaining bankruptcy filing and delisting	1.20
07/25/23	K Ciko	Discussion of Company facts in connection to going dark procedures and ability to rely on related SEC guidance with Sidley team	1.00

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Date	Name	Narrative	Hours
07/25/23	IA Hajdu	Sidley call regarding ongoing reporting obligation question and related matters	0.50
07/26/23	R Fink	Confer with K. Ciko re SEC disclosures (.2); correspond with Sidley team re same (.2); draft 8-K filing (.7)	1.10
07/26/23	K Ciko	Discussion with Sidley team and Company of company facts in connection to going dark procedures and ability to rely on related SEC guidance (.3); discussion with same of 8-K matters (.2)	0.50
07/26/23	IA Hajdu	Respond to company regarding reporting obligation and other disclosure questions	0.50
07/27/23	K Ciko	Review and revise 8-K (.4), discussion and research on matters relating to stock sales (.8)	1.20
07/27/23	IA Hajdu	Respond to company questions regarding on-going 1934 Act reporting and employee FAQ	0.70
07/27/23	P Venter	Attend call with K. Ciko, R. Fink re reporting issues (.5); review correspondence re same (.3); analyze considerations re same (.4); review FAQ re same (.3)	1.50
07/27/23	D Becic	Draft item 8.01 and add general comments for inclusion in draft of 8-K	0.50
07/27/23	R Fink	Correspond with Sidley team re 8-K (.3); revise same (.2)	0.50
07/28/23	IA Hajdu	Call with AppHarvest and Sidley teams regarding on-going 1934 Act reporting matters	0.50
07/28/23	IA Hajdu	Call with B. Rashkover regarding "open trading window" question and related follow-up	0.20
07/28/23	K Ciko	Preparation for and call with the Company on FAQ and 10-Q matters	0.60
07/28/23	D Becic	Analyze AppH 10-Q and FAQ discussion with the company	0.40
07/28/23	R Fink	Conference with Sidley and Company teams re securities filings (.4); confer with G. Broadbent re same (.1)	0.50
07/29/23	D Becic	Research and analyze shareholder approval question in the context of the proposed Chapter 11 transaction	3.80
07/31/23	D Becic	Continue research and provide detail summary regarding shareholder approval question in the context of the proposed Chapter 11 transaction	1.10
Task Subtotal			21.40
Total Hours for all Tasks			812.30

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Time Records

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TASK DETAIL

Date	Name	Narrative	Hours
001 First Day Motions/Second Day Motions			
08/01/23	A Barajas	Attend Sidley, Jefferies, PP call re status of bankruptcy cases and next steps (.2); prepare for same (.1)	0.30
08/01/23	W Fang	Attend all advisors call re case status	0.20
08/01/23	S Dhanak	Attend daily all hands call (.2); assist with second amendment to DIP (1.0); assess deal correspondence (.3)	1.50
08/01/23	J Miller	Call with Sidley, Jefferies, and Portage teams regarding open items and next steps (.2); call with Sidley team regarding open items and next steps (.1); review and respond to emails regarding second day pleadings; timing for second day pleadings, and service questions (.3)	0.60
08/01/23	J Miller	Call with East Kentucky Power regarding adequate assurance (.2); follow up with C. McManus regarding same (.1)	0.30
08/01/23	R Fink	Conference with Sidley, Portage, and Jefferies teams re second day hearing updates (.2); conference with Sidley team re same (.1); correspond with Sidley and Portage teams re critical vendors motion (.2)	0.50
08/01/23	C McManus	Telephone call with Dinsmore regarding utilities (0.2); telephone call with WTW regarding non-executive compensation plan (0.3)	0.50
08/02/23	W Fang	Attend all advisors call re case status (.2); prepare for same (.2); call with Portage/Sidley teams re chapter 11 prep (.2)	0.60
08/02/23	W Fang	Call with Walker construction re mechanics lien issue (.2); email to EQ re same (.2); review memo re DIP issues (1.9)	2.30
08/02/23	R Fink	Conference with Sidley and Portage teams re second day updates (.2); draft vendor agreement letter (.7); correspond with Portage re same (.2); review Company correspondence re vendor negotiations (.3)	1.40
08/02/23	S Dhanak	Daily catch up call with Company advisor teams	0.50
08/02/23	A Barajas	Review limited objection filed to 9019 Motion (0.3); communications with P. Venter re drafting 9019 supplemental Declaration and revised 9019 final order (0.2); research for precedent assumption/assignment orders for revised 9019 final order (0.4)	0.90
08/02/23	IC Ferrell	Conference with PPP, Jefferies, and Sidley teams re case status and actions items for case	0.50
08/02/23	J Miller	Draft OCP Motion (3.2); review and summarize HYG objection (.3)	3.50
08/03/23	R Fink	Conference with Sidley team, Portage, and Jefferies teams re case updates	0.20
08/03/23	DJ Lutes	Review status of WIP and timing of 2nd day filings (.1); review materials for same (.2); prepare electronic files and update files for Sidley team (.4); review status of Sidley team Pacer docket notifications (.2); review Stretto docket updates (.2); prepare electronic files for Sidley teams (.2)	1.30

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Date	Name	Narrative	Hours
08/03/23	J Miller	Call with R. Mersch regarding OCP Motion (.3); call with P. Venter regarding OCP Motion (.1); call with R. Eisenbach regarding OCP Motion (.3); call T. Crist regarding OCP Motion (.1); call with EY regarding OCP Motion (.3); review and revise OCP Motion (.7); review and respond to emails regarding OCP Motion (.4); call with R. Mersch regarding the final wage order and U.S. Trustee questions regarding same (.2); review final wage order and employee wage motion in anticipation of U.S. Trustee call (.4); call with the UST, C. McManus, P. Venter, and E. Meria regarding final wages order (.2); draft interim comp motion (3.4)	6.40
08/03/23	A Barajas	Review precedent assumption and assignment procedures orders for drafting revised 9019 final order (0.7); draft 9019 revised final order (3.7); draft supplemental declaration in support of 9019 Motion (1.2); review limited objection filed to 9019 (0.2); draft and send emails to objectors to 9019 Motion to set calls to discuss (0.2); emails with DPW re IFM limited Objection (0.4); emails with Portage Point re cure amounts for executory contracts related to Berea facility (0.2)	6.60
08/04/23	R Fink	Conference with Sidley and Portage teams re second day updates (.3); conference with M. Alden and P. Venter (in part) re bid procedures objections (.4); research re bid protections precedent (1.6); draft bid procedures reply (1.9)	4.20
08/04/23	J Miller	Call with Sidley and Portage teams regarding schedules / SOFAs and Second Day Pleadings (.5); review and respond to emails, objections to 9019 motion (.5); call with A. Barajas regarding IMF limited objection and next steps (.2)	1.20
08/04/23	A Barajas	Review HYG's limited objection to 9019 motion and facts re HYG's leases in preparation for call with counsel to HYG (0.3); call with P. Venter and HYG counsel re HYG's limited objection to 9019 motion (0.1); review IFM limited objection to 9019 Motion in preparation for call with IFM's counsel (0.2); call with IFM's counsel (0.5); email P. Venter re summary of call with IFM's counsel (0.4); emails with Mastronardi's counsel re list of IFM contracts (0.3); emails with Portage Point re questions on list of IFM contracts for Berea facility (0.3); review Berea Term Sheet and 9019 Interim Order for Berea's assumed liabilities (0.3); email P. Venter re Berea's assumed liabilities under Berea Term Sheet and 9019 Interim Order (0.1); edit Revised 9019 final Order to implement P. Venter's comments (0.5); edit supplemental declaration in support of 9019 Motion to implement P. Venter's comments (0.6); draft agenda for call with Benesch law re mechanic's lien issues (0.5); emails with I. Ferrell and Litigation team re comments to agenda for call with Benesch (0.2); edit agenda for call with Benesch to incorporate comments from Sidley team (0.2)	4.50
08/04/23	IC Ferrell	Conference with PPP and Sidley team re case and action items	0.30
08/04/23	C McManus	Telephone call with Sidley and Portage regarding general strategy (0.4); telephone call with UST regarding wage motion (0.3); prepare regarding same (0.3); draft de minimis asset order (3.5); attention regarding wages final order (2.8)	7.30

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Date	Name	Narrative	Hours
08/08/23	A Barajas	Review P. Venter's edits to draft 9019 Revised Order (0.2); emails and calls to counsel to objecting parties re adjournment of 9019 hearing (0.3); edit 9019 revised order to incorporate P. Venter's comments (0.3); call with DPW re questions on their markup of draft revised 9019 final order (0.2); review and edit IFM's proposed language to revised 9019 order (0.6); review Portage Point's schedule of Berea contracts and leases and provide comments (0.4); upload Berea contracts and leases to Sidley Sharefile to share with Mastonardi's counsel DWP (0.3); emails with DPW re schedule of Berea contracts and leases and underlying contracts/leases (0.3)	2.60
08/09/23	R Fink	Conference with Sidley, Portage, and Jefferies teams re second day updates	0.50
08/09/23	A Barajas	Email Portage team re information needed for assumption and assignment schedule for revised 9019 final order (0.3); review proposed 9019 final order for required timing of funding transfer compensation (0.2); edit revised final 9019 order to update cure objection timeline and incorporate IFM's proposed language (0.5); make further edits to 9019 final order to incorporate P. Venter's comments to IFM's proposed language (0.2); email DWP Sidley draft of revised 9019 final order (0.1); edit bar date order to incorporate edit from UCC (0.3); emails with local counsel re proposed bar date order (0.2); review email from IFM counsel re documentation supporting cure amounts and 503(b)(9) claims related to Berea facility (0.4); emails with J.L. Miller and Portage re 503(b)(9) claims (0.2); call with Ryan and emails re 503(b)(9) claims (0.3); emails with P. Venter re treatment of 503(b)(9) claims related to Berea facility (0.5)	3.20
08/09/23	J Miller	Email P. Venter regarding bar date motion (.1); call with K. Ciko regarding FINRA email (.1); communicate with A. Barajas regarding revised bar date order (.1)	0.30
08/09/23	SE Hessler	Review correspondence and confer with Sidley working group regarding strategies and next steps	0.50
08/10/23	P Santos	Review court docket (.4); update case calendar (.4); correspondence with P. Venter, J. Miller re additional deadline and clarifications (.4); correspondence with Sidley team re status of second day pleadings (1.1)	2.30
08/10/23	A Barajas	Email objecting parties re updated second day hearing (0.2); email Stretto team re Bar date notice (0.1); meeting with P. Venter re treatment of 503(b)(9) claims for Berea facility (0.3); call with Portage Point re same (0.2); emails with Local Counsel re entry of 9019 final order on certification (0.2); call with Portage Point re schedule of executory contracts and unexpired leases schedule with Berea facility (0.5); confer with M. Alden re assumption of corporate executory contracts and unexpired leases (0.1); edit Supplemental 9019 Declaration in support of revised 9019 final order (0.4); email DPW re HYG's limited objection to 9019 motion (0.1); email Portage Point re IFM's cure amount for Berea facility contracts (0.2); emails with P. Venter and M. Alden re issues with assumption of executory contracts and unexpired leases re to Berea facility (0.3); call with Portage Point re cure amounts for statements of work and purchase orders re to Berea facility (0.4); review draft of updated schedule of Berea facility executory contracts and leases and provide comments (0.6); emails with Portage Point re updated schedule (0.4); research executory contract case law re purchase of non-executory contracts (0.5); draft description of schedule of Berea executory contracts and leases for Mastronardi (0.6); emails with DPW updated schedule of Berea executory contracts and unexpired leases (0.2)	5.30
08/10/23	R Fink	Conference with Sidley, Portage, and Jefferies team re case updates	0.40

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Date	Name	Narrative	Hours
08/10/23	IC Ferrell	Review comments / update status re cash management proposed final order	0.40
08/11/23	W Fang	Call with Davis Polk re 9019 motion	0.30
08/11/23	R Fink	Conference with Portage, Sidley, and Jefferies teams re second day updates (.2); conference with Portage and Sidley teams re same (.2); conference with Sidley and DPW teams re 9019 motion (.2); conference with Sidley and Buchalter teams re DIP and bid procedure motions issues (.9)	1.50
08/14/23	J Miller	Call with R. Mersch regarding additional employee wage costs	0.20
08/14/23	R Fink	Conference with Sidley, Portage, and Jefferies teams re second day updates (.4); conference with Sidley and Portage teams re same (.2); analyze sale motion precedent (.5); draft sale motion (2.1)	3.20
08/14/23	IC Ferrell	Draft and coordinate filing of cash management proposed final order	1.00
08/14/23	A Barajas	Review DPW draft of 9019 revised final order and send comments to P. Venter (1.7); emails with DPW re Mastronardi's draft of 9019 revised final order (0.2); review P. Venter's comments on 9019 revised final order (0.5); call with IFM's counsel re its 503(b)(9) claims and its objection to 9019 motion (0.1); email Sidley and Portage re potential assumption of IFM's contracts (0.1); call with W. Fang re IFM's contracts (0.3); calls with DPW to negotiate terms of revised 9019 Final Order (0.5); review HYG's comments on proposed revised 9019 final order (0.2); draft Sidley markup of 9019 final order (1.2)	4.80
08/15/23	J Miller	Call with Sidley and Portage teams regarding employee wage costs	0.30
08/15/23	A Barajas	Attend call with Sidley team and UCC's counsel re 9019 Motion and other first day motions (0.4); meet with P. Venter re proposed 9019 final order meeting (0.4); call with P. Venter and DPW re proposed 9019 final order (0.1); review addendum to statement of work related to Berea facility (0.5)	1.40
08/15/23	P Santos	Correspondence with Sidley team re second day pleadings	1.00
08/15/23	R Fink	Conference with Sidley, Portage, and Jefferies team re second day updates (.4); conference with Sidley team re same (.2); confer with M. Alden re sale motion (.2); draft sale motion (1.9); draft sale order (1.6); research and analysis re same (.4)	4.70
08/16/23	A Barajas	Draft email to G. Broadbent re proposed SOW addendum related to Berea facility (0.5); review emails from Company re same (0.3); review DPW's proposed language to 9019 final order (0.4); email Portage Point re HYG leases related to Berea Facility (0.1); review excel spreadsheet with HYG leases (0.3); call with R. Mersch re executory contracts related to Berea Facility (0.3)	1.90
08/16/23	R Fink	Conference with Jefferies, Portage, and Sidley teams re second day updates (.5); revise sale motion and sale order (.9); correspond with M. Alden re same (.2)	1.60
08/16/23	P Santos	Correspondence with Sidley team re second day pleadings (.5); update cases calendar per C. McManus (.2)	0.70
08/16/23	P Venter	Correspond with A. Barajas re Berea contracts (.4); analyze issues re same (.6); review diligence information re Berea (1.1); correspond with committee, Mastronardi, company advisors re same (2.3); correspond with Portage Point team re executory contracts (.4); analyze legal issues re same (.4)	5.20

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Date	Name	Narrative	Hours
08/17/23	A Barajas	Review emails between Sidley and DPW re 9019 final order (0.3); Emails with Portage Point re SOWs related to Berea Facility (0.5); attend Sidley, Jefferies, Portage call re status of bankruptcy cases and sale process (0.3); call with R. Mersche re Mastronardi diligence requests for Berea contracts (0.3); emails with G. Broadbent re SOW related to Berea Facility (0.2); edit draft 9019 supplemental declaration and send to Portage Point for their review (0.4); email DPW and Portage Team re Berea Contracts (0.2)	2.20
08/17/23	P Venter	Correspond with DPW re Berea transfer (.5); review order re same (.3); correspond with A. Barajas re same (.4); analyze issues re same (.4); correspond with J. Miller re 341 hearing prep (.2); analyze issues re same (.2)	2.00
08/18/23	W Fang	Review and circulate second day motion objections	0.60
08/18/23	W Fang	Draft responses to 341 questions	1.70
08/18/23	BI Friedman	Analyze Rule 9019 motion and related pleadings	0.70
08/18/23	BI Friedman	Call with counsel for Mastronardi re 9019	0.40
08/18/23	J Miller	Analyze objection to 9019 motion (1.1); begin draft of 9019 reply (.2)	1.30
08/18/23	A Barajas	Review email from P. Venter re drafting 9019 reply in response to expected UCC objection (0.2); coordinate with DPW and Portage team to schedule call re Berea Contracts diligence (0.3); review and provide comments re Portage's updated draft Berea contracts schedule (0.6); coordinate Jefferies team re call re reply in support of 9019 motion (0.2); email DPW re HYG's comments to proposed 9019 final order (0.1); edit draft 9019 final order and email to DPW (0.5); call with Jefferies re draft Reply in support of 9019 motion (0.2); review Cowen marketing process documents for draft 9019 reply (0.4); review HYG comments to draft proposed 9019 order (0.2); review HYG's leases in connection with proposed assumption under stalking horse bid and 9019 final order (0.5); email DPW re HYG contracts and updated Berea contracts schedule (0.2); call with DPW and R. Mersche re Mastronardi's diligence requests related to Berea contracts and leases (0.3); call with T. Studebaker re supplemental 9019 declaration (0.4); review Dalsem's informal discovery requests and coordinate with Sidley litigation team re response (0.4); email Portage re Dalsem discovery requests (0.1); call with M. Alden re executory contracts schedule for 363 sale (0.1); review UCC objection to 9019 to draft Debtor's reply (1.2); review cases cited by UCC in its objection to 9019 Motion (1.0); draft outline of reply in support of 9019 Motion (1.6); review UCC objection to Bidding Procedures (0.2); review UCC objection to DIP financing motion (0.2)	8.90
08/18/23	AR Grossi	Review background on second day hearing issues	0.80
08/18/23	R Fink	Conference with Sidley, Portage, and Jefferies teams second day updates	0.50
08/18/23	P Venter	Correspond with Sidley team re 9019 objection (.3); analyze issues re same (.4); review diligence re same (.2); prepare outline re same (.2); correspond with EQ's counsel re Dalsem settlement (.3); correspond with Committee re 9019 settlement; (.5) analyze settlement terms re same (.3); correspond with DPW re 9019 issues (.3); coordinate with multiple parties re all hands meeting to discuss settlement term sheet (.8); attend call with DPW re discovery issues (.3)	3.60
08/19/23	R Fink	Conferences with Sidley team re second day objections and replies	0.90

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Date	Name	Narrative	Hours
08/19/23	J Miller	Call with Sidley team regarding second day objections (.7); follow-up with A. Barajas regarding 9019 reply (.2); review and respond to emails regarding same (.1)	1.00
08/19/23	W Fang	Draft DIP portion of omnibus reply	2.50
08/19/23	A Barajas	Research case law re fraudulent transfers for draft Reply in support of 9019 motion (1.5) draft 9019 reply section re fraudulent transfer claims (1.5); call with Sidley team re UCC Objections (0.7); call with J.L. Miller re drafting 9019 Reply (0.2); review HYG's edits to 9019 Proposed Order (0.3); email G. Broadbent re 9019 supplemental declaration (0.2); edit draft proposed 9019 final order and email to DPW (0.7); Research case law re recharacterizing true sales as loans (0.8) and recharacterizing leases as loans (1.2)	7.10
08/19/23	P Venter	Correspond with A. Barajas, J. Miller re 9019 reply and next steps (.5); analyze diligence documentation re same (.4); correspond with Sidley team re legal strategy (.6)	1.50
08/20/23	R Fink	Draft omnibus reply re bid procedures (2.6); research re same (.9); revise same (.5); correspond with M. Alden re same (.1)	4.10
08/20/23	W Fang	Revise DIP portion of omnibus reply	1.30
08/20/23	A Barajas	Research and review case law and UCC sections re recharacterizing leases to loan (2.5); review Berea Lease Agreement for true lease analysis (1.1); draft Reply in support of 9019 motion (2.6); draft L. Eggleton's declaration in support of 9019 motion (0.5); emails with Portage Point re information in response to Dalsem's informal discovery request (0.1); email Dalsem's counsel response to informal discovery requests (0.3)	7.10
08/20/23	P Venter	Coordinate with Sidley team, company re 9019 background (.7); review litigation materials re same (.6); analyze legal strategy re same (.3)	1.60
08/21/23	P Santos	Correspondence with Sidley team re objections to second day pleadings and all-hands meeting	0.50
08/21/23	R Fink	Correspond with Sidley and opposing counsel re bid procedures objection (.2); revise bid procedures order re same (.3); confer with Sidley, Portage, and Jefferies teams re second day updates (.2); conference with Sidley and Portage teams re same (.4); revise bid procedures objection tracker (.3); draft Morgner declaration ISO bid procedures and sale motion (1.9); prepare for conference with opposing counsel re bid procedures objections (.2)	3.50
08/21/23	J Miller	Call with Company, P. Venter, and A. Barajas regarding 9019 reply (.4); draft 9019 reply (8.1); call with Sidley and DPW teams regarding Committee objections and draft reply (.3)	8.80
08/21/23	W Fang	Draft omnibus DIP reply (4.9); research re same (4.1); analyze same (3.3)	12.30

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Date	Name	Narrative	Hours
08/21/23	A Barajas	Continue drafting Eggleton declaration in support of 9019 motion (0.2); call with P. Venter, G. Broadbent, L. Eggleton re 9019 declaration (0.3); attend call with Sidley, Jefferies, Portage re status of cases and upcoming second day hearing (0.4); call with Sidley and Portage team re second day hearing (0.3); attend call with T. Crist re draft declaration in support of Sale Motion (1.0); edit notes from call and email to P. Venter and JL Miller (0.3); emails with P. Venter re summary of recharacterization analysis in 9019 reply (0.5); emails with DPW information re Berea executory contracts and leases (0.3); email UCC counsel summary of marketing process for Berea Facility (0.2); email DPW same (0.1); review DPW's edits to draft proposed final 9019 order (0.5); call with DPW re proposed 9019 order (0.2); attend call with Sidley and DWP re UCC's objection to 9019 motion (0.3); confer with JL Miller re draft 9019 reply sections (0.3); incorporate J.L. Miller's drafted sections into draft 9019 reply (0.5); review case law re recharacterization of leases to loan under federal law (1.3); draft reply in support of 9019 motion (5.0)	11.70
08/21/23	P Venter	Attend call with L. Eggleton re 9019 background (.3); analyze issues and review diligence information re same (1.4); attend to follow up re same (.3)	2.00
08/22/23	J Miller	Review and revise 9019 reply (2.8); draft supplemental studebaker declaration (.6); review and provide comment on Eggleton declaration (.4)	3.80
08/22/23	A Barajas	Draft Reply in support of 9019 motion (2.1); attend settlement discussions with UCC counsel, Mastronardi counsel; Equilibrium counsel (3.0); review factual materials to draft Eggleton Declaration in support of 9019 Motion (1.6); draft Eggleton declaration in support of 9019 motion (2.0); call with J.L. Miller re declarations in support of 9019 motion (0.2); draft Sidley markup of proposed 9019 final order (0.5)	9.40
08/23/23	J Miller	Call with A. Barajas regarding L. Eggleton declaration (.1); review and revise 9019 reply (.6); coordination prep with the declarants (.3); revise Studebaker Declaration (.3); call with Committee and Sidley regarding status of settlement negotiations (.5); call with H. Klabo and A. Barajas regarding 9019 reply (.2); follow-up with A. Barajas regarding same (.3)	2.30
08/23/23	R Fink	Conference with Sidley, Portage, and Jefferies teams re second day updates (.5); conference with Sidley and JW teams re same (.5); correspond with Sidley and Jefferies teams re Morgner declaration ISO bid procedures and sale (.2); revise omnibus reply re bid procedures/DIP motions (1.4); revise supplemental Morgner declaration ISO same (.6)	3.20

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Date	Name	Narrative	Hours
08/23/23	A Barajas	Continue editing Sidley markup of draft final 9019 order (0.5); finalize draft 9019 Eggleton declaration (0.5); call with DPW re negotiations of draft 9019 order (0.3); call with Jefferies, Portage, Sidley re status of cases and second day hearing (0.4); call with Sidley/Portage re status of cases and second day hearing (0.3); call with Sidley and local counsel re filings for second day hearing (0.4); call with B. Friedman re draft 9019 Eggleton declaration (0.2); conduct diligence for factual support for 9019 Eggleton declaration (0.7); edit draft 9019 declaration to incorporate B. Friedman's edits (0.5); email DPW draft reply in support of 9019 motion (0.1); review DPW's edits to draft reply in support of 9019 motion (0.9); call with DPW re same (0.2); call with J.L. Miller re incorporating DPW's edits to draft reply in support of 9019 motion (0.5); call with BRG re referencing fairness opinion in 9019 declaration (0.1); emails with BRG's counsel re draft language referencing fairness opinion in 9019 Eggleton declaration (0.6); draft email to P. Venter re proposed 9019 order edits (0.5); email IFM's counsel re draft final 9019 order (0.1); coordinate with Sidley litigation team re Debtors' responses to informal discovery requests (0.4); emails with Dalsem's counsel re informal discovery requests (0.2); email Portage re information requested by Dalsem's counsel (0.2)	7.60
08/24/23	J Miller	Revise Studebaker Declaration (1.2); review and revise reply (1.6); review and respond to emails regarding 9019 reply (.2); participate in witness preparation for L. Eggleton (.8); participate in witness preparation for T. Studebaker (.5); draft objection to emergency motion to continue (1.9); call with H. Klabo and A. Barajas regarding 9019 reply (.2); review and revise 9019 documents for filing (1.1)	7.50
08/24/23	R Fink	Conference with Sidley, Portage, and Jefferies teams re second day updates (.4); correspond with Jefferies re supplemental Morgner declaration (.2); conference with Jefferies and Sidley team re testimony of same (.3); revise same (.9); revise reply re same (.8); conference with M. Alden re same (.1); confer with Jefferies re same (.1); analyze break-fee precedent (.5)	3.30
08/24/23	DJ Lutes	Research case law in connection with omni reply motion (3.6); prepare summary materials for same (.7); correspond with C. McManus regarding same (.2); assist Sidley team with hearing and filing preparations relating to second day motions (1.1)	5.60
08/24/23	A Barajas	Review draft agenda for second day hearing and provide comments (0.4); call with Sidley litigation team and L. Eggleton re preparation for second day hearing (0.5); call with Sidley litigation team and T. Studebaker re preparation for second day hearing (0.5); call with Sidley litigation team and R. Morgner re preparation for second day hearing (0.4); emails with G. Broadbent re factual materials needed for 9019 Eggleton Declaration (0.3); review and edit revised draft reply in support of 9019 Motion (1.6); call with DPW re revised draft of 9019 reply (0.2); emails with BRG's counsel re language in 9019 Eggleton declaration referencing fairness opinion (0.2); call with P. Venter re Sidley markup of draft 9019 proposed order call (0.1); call with DPW re draft proposed 9019 final order (0.1); email Sidley markup of 9019 proposed final order to DPW (0.2); calls and emails with DPW re objection to UCC's continuation motion (0.3); emails with Dalsem's counsel re Debtors' responses to informal discovery requests (0.4); call and email with Portage team re information for informal discovery request (0.2); coordinate with J.L. Miller re filing 9019 Reply (0.4); attend emergency hearing to continue 9019 motion (0.4)	6.20

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Date	Name	Narrative	Hours
08/24/23	P Venter	Correspond with DPW re transferred asset analysis (.7); correspond with Portage Point re settlement term sheet and liquidity considerations (1.1); correspond with Sidley litigation team re evidentiary record (.5); correspond with Sidley restructuring team re same (.4); correspond with company re settlement discussions and key open issues (.3); conference with M. Alden, W. Fang re hearing prep (1.3)	4.30
08/25/23	J Miller	Call with A. Barajas regarding 9019 order	0.30
08/25/23	W Fang	Revise settlement term sheet and circulate same to UCC, Mastronardi (.8); request RSA milestone extension via email to UCC, Mastronardi (.4)	1.20
08/25/23	A Barajas	prepare for Second Day Hearing (0.2); attend second day hearing (0.8); edit revised proposed final 9019 order for filing (0.7); call with J.L. Miller re 9019 order assumption and assignment timeline issue (0.2); call with DPW re 9019 Assumption and Assignment procedures timeline (0.1); edit Assumption and Assignment Procedures timeline (1.0); draft email to DPW re Assumption and Assignment Schedule (0.5); review Berea executory contracts and leases schedule received from DPW (0.5)	4.00
08/25/23	P Santos	Correspondence with Sidley team re preparation for second day hearing	0.50
08/25/23	DK McFaul	Coordinate with Sidley team regarding hearing issues and strategy today on second day relief	0.30
08/26/23	J Miller	Emails to MWE regarding OCP motion	0.20
08/28/23	J Miller	Call with Sidley litigation team regarding notices of deposition (.3)	0.30
08/29/23	J Miller	Call with I. Ferrell regarding cash management stipulation with U.S. Trustee (.1); review and provide comment on stipulation and cover email (.3)	0.40
08/29/23	IC Ferrell	Draft cash management order stipulation (1.3); conference with JL Miller re cash management stipulation (.1)	1.40
08/29/23	A Barajas	Edit draft certificate of counsel for 9019 motion (0.2); call with Jefferies, Sidley, Portage re Auction (0.5); calls with local counsel re COC for 9019 and hearing on 9019 motion (0.5); emails with Portage re potential assumption and assignment notice for Berea contracts (0.4); calls and emails with R. Mersch re questions on Berea contracts (0.6); call with Stretto re service of solicitation materials (0.2); emails with Sidley litigation team to prep for meet and confer with Nixon's counsel (0.3); attend meet and confer with Nixon's counsel and Sidley litigation team (0.3); email UCC counsel re Dalsem depositions (0.1); review Berea contracts for continuing obligations to complete executory contract analysis (2.6); emails with Portage re Berea continuing obligations with proposals and purchase orders (0.6); emails with R. Mersch re lien waivers related to Berea facility (0.2); email DPW updated Berea diligence information (0.2); review proposed 9019 order for filing (0.5); coordinate with local counsel and bankruptcy court staff re 9019 hearing (0.5); obtain sign off on 9019 final order from Mastronardi and UCC counsel (0.2); coordinate filing of 9019 final order under certificate of counsel (0.4);	8.30

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Date	Name	Narrative	Hours
08/01/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring (.3); drafting, reviewing and negotiating amendment no. 2 (2.2)	2.50
08/01/23	J Ha	Coordinate execution of Amendment No. 2 to DIP Credit Agreement (0.3); compile, review and circulate Amendment No. 2 to DIP Credit Agreement (0.4)	0.70
08/01/23	P Venter	Correspond with Sidley team re DIP issues (.3); analyze legal analysis re same (.3); review precedent re same (.3); call with Sidley team re same (.2)	1.10
08/02/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring re DIP (.3); assess closing and funding Interim Advance (.1)	0.40
08/02/23	P Venter	Attend call with Sidley team re DIP Order (.3); review open issues re same (.8); attend call with counsel to EQ re open issues and next steps (.3); attend to follow up re same (.3)	1.70
08/02/23	AR Grossi	Review background in DIP issues	1.10
08/03/23	W Fang	Revise DIP final order with comments received	0.70
08/03/23	W Fang	Call with P. Venter re DIP comments	0.20
08/03/23	S Dhanak	Daily check in call with company advisors re sale	0.50
08/03/23	P Venter	Review DIP budget (.5); correspond with Sidley, Portage teams re same (1.3)	1.80
08/04/23	BI Friedman	Review Dalsem DIP objection (.3); revise agenda for lien discussion (.3)	0.60
08/04/23	AR Grossi	Correspond with Sidley working group re DIP research	0.80
08/04/23	AR Grossi	Review background on DIP issues	0.70
08/05/23	P Venter	Review open DIP issues (.3); review research re same (.3)	0.60
08/05/23	W Fang	Call with P. Venter and White & Case re DIP Objection	0.30
08/06/23	W Fang	Review case law regarding DIP reply	0.50
08/06/23	BI Friedman	Analyze DIP objection	0.60
08/07/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring (.3); Committee objection to DIP (0.5)	0.80
08/07/23	W Fang	Review committee DIP issues list and propose responses	1.60
08/07/23	BI Friedman	Analyze DIP issues list	0.20
08/07/23	P Venter	Attend call with EQ re case status and next steps (.3); correspond with Sidley team re strategy (.3)	0.60
08/08/23	W Fang	Review and revise DIP precedent regarding Committee DIP issues	3.90
08/08/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring (.3); assess Milestone extensions (0.4)	0.50
08/08/23	S Dhanak	Daily check in call for strategies and next steps with professionals	0.50
08/08/23	P Venter	Analyze open DIP final order issues (.6); correspond with Sidley team re same (.5)	1.10
08/09/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring	0.60
08/09/23	W Fang	Review and analyze DIP precedent in connection with Committee DIP issues	3.80
08/09/23	S Dhanak	Daily deal team call with advisor teams DIP strategy	0.50
08/09/23	BI Friedman	Call with J. Ducayet regarding lien issues	0.30

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Date	Name	Narrative	Hours
08/09/23	P Venter	Attend call with Sidley, Buchalter re DIP issues list (.5); correspond with W. Fang re same (.4); review proposed changes re same (.3); attend to follow up re same (.4)	1.60
08/10/23	MG Adler	Analyze amendment and conformed Credit Agreement	0.30
08/10/23	A Barajas	Review language of EPC subordination provision (0.4); review case law re deemed consent of DIP priming liens (0.5); review emails from W. Fang re subordination of mechanic's liens to DIP liens (0.4); draft email to W. Fang re deemed consent of priming DIP Liens (0.5)	1.80
08/10/23	J Ha	Prepare and review conformed DIP Credit Agreement	1.50
08/10/23	W Fang	Review DIP Precedent and draft summary chart re same	3.30
08/10/23	S Dhanak	Review and revise conformed amendment re DIP	0.50
08/10/23	P Venter	Correspond with Sidley team re DIP financing updates (.6); analyze legal issues and precedent re same (.5); correspond with Portage re same (.3); analyze budget considerations (.8)	2.20
08/11/23	J Ha	Attend to inquiry from S. Dhanak regarding DIP Credit Agreement	0.10
08/11/23	W Fang	Draft settlement term sheet re DIP/sale	2.90
08/11/23	W Fang	Call with Buchalter re open issues (.9); prepare open issues list (.5)	1.40
08/11/23	S Dhanak	Daily deal team calls re status auction items (.3); review materials for same (.2)	0.50
08/11/23	S Dhanak	Coordinate additional amendments to DIP credit agreement	0.30
08/11/23	P Venter	Attend call with Buchalter and Sidley teams re open items and next steps (.3); attend to follow up re same (.5)	0.80
08/11/23	MR Alden	Conference with PPP, Jefferies, Sidley teams re strategy, next steps (.5); correspond with various professionals re same (.4); revise settlement term sheet (.3); correspond with W. Fang re same (.3); prepare for, attend conference with DPW re strategy (.8)	2.30
08/13/23	P Venter	Revise DIP settlement term sheet (.6); correspond with W. Fang re same (.3)	0.90
08/14/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring (.3); assess DIP amendment and settlement matters (.7)	1.00
08/14/23	W Fang	Emails to M. Adler re DIP credit agreement (.4); review amendment to DIP (.3); draft email re DIP amendment to various parties (.7)	1.40
08/14/23	J Ha	Review and respond to inquiry regarding from Bridge Collateral from restructuring team (0.2); review terms and prepare draft of Third Amendment to DIP Credit Agreement (0.5)	0.70
08/14/23	S Dhanak	Daily all hands call (.5); assist with 3rd amendment to DIP CA (.5)	1.00
08/14/23	P Venter	Correspond with Sidley team re DIP issues	0.80
08/15/23	W Fang	Correspondence with EQ legal counsel re DIP amendment (.6); review and revise DIP amendment for execution (.3)	0.90
08/15/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring (.3); analyze milestone amendment matters (.7)	1.00
08/15/23	P Venter	Revise proposed settlement term sheet (.3); correspond with Sidley team, Company re case strategy (2.7)	3.00
08/15/23	S Dhanak	Daily deal team call with advisors regarding status	0.50

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Date	Name	Narrative	Hours
08/16/23	W Fang	Emails to P. Venter re DIP questions (1.0); revise DIP reply (.5)	1.50
08/16/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring (.3); attention to closing and funding Interim Advance (0.4)	0.50
08/16/23	S Dhanak	Daily all hands call with advisors regarding status	0.50
08/17/23	MG Adler	Analyze status and amendments re DIP	0.40
08/17/23	W Fang	Create Dalsem issues list and responses regarding DIP (1.0); discuss with M. Adler re same (.3); emails to P. Venter same (.4)	1.70
08/17/23	S Dhanak	Daily all hands call with advisors re status	0.50
08/18/23	S Dhanak	Daily deal team call with professionals regarding case status	0.50
08/18/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring	0.50
08/18/23	J Ha	Review preparations for Fourth Amendment to DIP Credit Agreement	0.30
08/18/23	R Fink	Correspond with Sidley and Portage teams re DIP budget	0.30
08/18/23	W Fang	Emails to M. Adler re DIP credit agreement	0.10
08/23/23	W Fang	Revise omnibus reply regarding DIP (5.3); revise final DIP order (0.9)	6.20
08/24/23	MG Adler	Attention to EQ prepetition premium matters and other DIP related amendments	1.00
08/24/23	W Fang	Review omnibus reply edits (6.4); emails and calls to A. Zatz re language to final DIP order (2.6); various calls and emails to J. Gurule re reply and resolution on DIP (2.9); various emails to K. Going, et al re same (1.5)	13.40
08/25/23	W Fang	Review and revise DIP final order and accompanying documents for filing (3.7); prep for DIP hearing (4.2)	7.90
08/28/23	R Fink	Correspond with Sidley and Portage teams re DIP budget	0.20
08/29/23	MG Adler	Analyze DIP Credit Agreement Amendment	1.00
08/29/23	W Fang	Respond to M. Adler re DIP amendment (.3); review DIP amendment draft (.3); draft same (.8)	1.40
08/30/23	MG Adler	Analyze Amendment No 4.	1.70
08/30/23	W Fang	Call with M. Alder re DIP CA amendment	0.20
08/31/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring	0.30
08/31/23	W Fang	Call with R. Mersch re DIP budget	0.20
Task Subtotal			100.20
003 Asset Disposition/363 Sale			
08/01/23	R Fink	Conference with Sidley and K&S teams re Red Sea convertible note (.3); correspond with Jefferies and Company team re sale NDAs (.1)	0.40
08/01/23	W Fang	Analyze memo re Dalsem (1.2); analyze issue in connection with certain assets re same (.8)	2.00
08/01/23	JB Pettit	Review and revise Stalking Horse APA (.3); conference with A. Grossi, M. Adler and R. Scofield regarding Morehead facility (.3); negotiate Stalking Horse APA with opposing counsel (.3); conference with A. Rogers and R. Scofield regarding Stalking Horse APA (.3)	1.20

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Date	Name	Narrative	Hours
08/01/23	MR Alden	Conference with Jefferies, Mel's, Sidley teams re APA lien matters (.2); conference with Sidley team re sale issues (.3); conference with K&S re RedSea Farms (.3); follow-up conferences, correspondence with Sidley team re same (.4); conference with A. Grossi re sale issues (.1); correspond with C. McManus, Sidley team re APA (1.1); conference with JW re same (.1); review, revise, compile executed APA notice (.9)	3.40
08/01/23	AS Rogers	Revise asset purchase agreement (.6); compile executed asset purchase agreement (.2); compile final disclosure schedules (.5); confer with bankruptcy team regarding purchase agreement (.6); confer with Buyer's counsel regarding purchase agreement (.4)	2.30
08/01/23	IC Ferrell	Conference with A. Barajas re 363 research (.1); research/analysis re section 363 sale issues (.8); draft common interest agreement re section 363 sale issues (.2)	1.10
08/01/23	RM Scofield	Review and comment on proposed updates to purchase agreement from Sidley corporate associate team	0.70
08/01/23	P Venter	Attend standing call with Jefferies, Portage teams re open items and next steps (.3); correspond with Sidley team re same (.3); review correspondence re sale transaction (.4); correspond with advisor team re same (.6)	1.60
08/01/23	AR Grossi	Review background on APA issues	1.70
08/01/23	AR Grossi	Telephone conference with Company, Sidley, and stalking horse advisors re open issues	0.60
08/01/23	AR Grossi	Telephone conference with Jefferies working group re sale process	0.30
08/01/23	A Barajas	Attend call with counsel to Red Sea re Other Assets in 363 Sale	0.50
08/01/23	C McManus	Prepare materials regarding APA	1.90
08/02/23	DJ Lutes	Correspond with M. Alden regarding bid procedures (.1); research precedent orders for same (1.6); review materials for same (.4)	2.10
08/02/23	R Fink	Conference with Sidley, Portage, and Jefferies teams re sale process and other updates (.5); review and revise sale NDAs (.5); correspond with Jefferies re same (.1); confer with M. Alden re bid procedures reply (.1); analyze precedent re same (.5)	1.70
08/02/23	JB Pettit	Respond to query regarding Assumed Contracts from M. Alder (.4); correspondence and conference with M. Alder regarding bid form APA for Somerset (.5); review precedent APAs for Somerset assets (.2); review and revise Form 8-K filing (.3)	1.40
08/02/23	BI Friedman	Call with J. Ducayet and J. Mooney regarding mechanic's liens	0.50
08/02/23	BI Friedman	Analyze section 363 case law re lien issues	0.90
08/02/23	BI Friedman	Review and analyze stalking horse APA	0.50
08/02/23	MR Alden	Analyze issues re contract claim (1.2); correspond with Company, R. Scofield, Sidley team re same (.2); draft, revise SH APA summary (.8); research, analyze form APA issues (1.1); correspond with JW, Buchalter, D. Lutes, Sidley team re bid procedures (.4)	3.70
08/02/23	AS Rogers	Review summary of stalking horse purchase agreement	0.60
08/02/23	C Luster	Review and revise 8-K Stalking Horse provisions (0.8); draft Bid Form Asset Purchase Agreement for remaining assets (3.2)	4.00
08/02/23	RM Scofield	Correspondence with Sidley associates regarding finalization of purchase agreement and disclosure schedules	0.20

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Date	Name	Narrative	Hours
08/02/23	IC Ferrell	Draft analysis re free and clear sales (.5); draft common interest agreement and coordinate signatures (1.0); prepare materials re free and clear analysis (.7)	2.20
08/02/23	P Venter	Attend standing call with Jefferies, Portage teams re open items and next steps (.3); correspond with Sidley, Jefferies teams re sale process (.5)	0.80
08/02/23	AR Grossi	Review background materials on bid procedures issues	0.50
08/03/23	W Fang	Call with J. Ducayet, et al re sale process and other potential issues	0.50
08/03/23	R Fink	Correspond with Jefferies re sale NDAs (.2); review and revise same (.2)	0.40
08/03/23	R Fink	Review bid procedures and motion re same (.4); draft bid procedures omnibus reply (.7); analyze issues re bid procedures and potential objections re same (1.5)	2.60
08/03/23	JB Pettit	Draft, review and revise bid form APA for Somerset assets	2.30
08/03/23	MR Alden	Conference with PPP, Jefferies, Sidley teams re asset disposition (.1); correspond with R. Scofield, Sidley team re APA disclosures (.3); correspond with counsels re bid procedures order (.6); analyze issues re de minimis asset sales (.5); analyze issues re non-SH asset sales (.9)	2.40
08/03/23	C Luster	Revise and conform Asset Purchase Agreement to cover all remaining farms and assets and implement feedback (4.2); correspondence with Sidley Restructuring regarding handling of Accounts Receivables (0.2); correspondence with Sidley Tax regarding Bidder Asset Purchase Agreement (0.1); correspondence with AppHarvest team regarding Bidder Asset Purchase Agreement (0.1)	4.60
08/03/23	IC Ferrell	Conference with J. Mooney, J. Ducayet, B. Friedman, A. Barajas, and W. Fang re free and clear analysis (.5); coordinate meeting re discussion of same (.3); research re same (.5); draft and coordinate execution of common interest agreement (.3)	1.60
08/03/23	P Venter	Attend standing call with Jefferies, Portage teams re open items and next steps (.3); correspond with Sidley, Jefferies teams re same process (.3); analyze considerations re same (.4)	1.00
08/03/23	AR Grossi	Telephone conference with Jefferies and Company working groups re sale process and next steps	1.40
08/04/23	JB Pettit	Draft, review and revise bid form APA for Somerset assets	0.70
08/04/23	AS Rogers	Draft remaining assets disclosure schedules shell (1.1); revise remaining assets purchase agreement (1.6)	2.70
08/04/23	C Luster	Review and revise Remaining Asset Purchase Agreement based on comments received (0.8); review and comment on Remaining Asset Disclosure Schedules for client distribution (1.0)	1.80
08/04/23	MR Alden	Analyze issues re APA (.5); correspond with W. Fang re same (.2); conference with Sidley, PPP teams re strategy, next steps (.2); analyze, address bid procedures matters (.3); correspond with counsel re RedSea (.2); analyze Dalsem issues (.5)	1.90
08/04/23	IC Ferrell	Sidley meeting re sale / free and clear analysis (.4); draft analysis re same (2.0)	2.40
08/04/23	P Venter	Attend call with company re sale and DIP process (.3); correspond with Sidley team re same (1.3); analyze open DIP issues (1.6); review interim order re same (.8)	4.00

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Date	Name	Narrative	Hours
08/04/23	AR Grossi	Telephone conference with Company and Jefferies working groups re sale process	0.90
08/04/23	AR Grossi	Review background on sale process	0.80
08/04/23	SE Hessler	Review correspondence and confer with Sidley working group regarding strategies	0.70
08/04/23	W Fang	Email to R. Mersch re DIP budget (.2); email to L. Eggleton re Construction plan per DIP agreement (.3); research DIP issues and review filed DIP objections (1.5)	2.00
08/05/23	MR Alden	Correspond with JW, P. Venter, counsel teams re sale process	1.00
08/05/23	IC Ferrell	Draft analysis re sale / free and clear issue	2.50
08/05/23	P Venter	Correspond with Sidley team re bid procedures timing (.3); review same (.2)	0.50
08/06/23	IC Ferrell	Coordinate meeting re sale / free and clear issue (.3); analysis re same (.5)	0.80
08/07/23	A Barajas	Call with Sidley, Jefferies, PP team re status of sale process and bankruptcy cases	0.50
08/07/23	MR Alden	Prepare for, attend conference with JW, Sidley teams re Dalsem (.5); conference with Jefferies, PPP teams re strategy, next steps (.6); conference with PPP, Sidley teams re same (.4); conference with Benesch, Sidley teams re Dalsem/COFRA (.7); correspond with JW, Jefferies, various re bid procedures, sale timeline (.8)	3.00
08/07/23	P Venter	Attend call with M. Alden re bidding procedures objections (.4); analyze issues re same (.8); review precedent re same (.8); correspond with Sidley, Jefferies teams re sale process (1.4); analyze next steps re same (.4); attend standing call with Jefferies, Portage, Sidley team re open issues and next steps (.3)	4.10
08/07/23	AR Grossi	Correspond with Sidley working group re case strategy	0.90
08/07/23	A Barajas	Call with local counsel and Sidley team re bidding procedures motion and sale motion (0.5); review outline to sale motion and coordinate with Sidley restructuring and litigation team to divide drafting (0.5); review Benesch law email re arbitration and mechanic lien issues in preparation for call with Benesch law (0.2); attend call with Sidley and Benesch law re mechanic's lien and arbitration issues for sale motion briefing (0.5); coordinate with I. Ferrell re drafting notes and next steps from call with Benesch (0.3); call with I. Ferrell re drafting sale motion (0.5); research case law re subordination agreements, intercreditor agreements, and deemed consent to DIP priming liens under section 364(d) of the bankruptcy code for sale motion briefing (2.8); review case law re deemed consent to DIP priming liens (1.8); review EPC subordination provision (0.4); draft analysis re subordination of mechanic liens to DIP priming liens (2.3)	9.80
08/08/23	R Fink	Review and revise sale NDAs (.3); correspond with Jefferies and Company teams re same (.2)	0.50
08/08/23	JB Pettit	Correspondence with tax specialist regarding form APA	0.10
08/08/23	BI Friedman	Call with J. Mooney regarding sale motion	0.60

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Date	Name	Narrative	Hours
08/08/23	A Barajas	Edit email to Benesch law re next steps for factual support for sale motion (0.3); email Sidley lit team re precedent 363 sale motions (0.1); emails with JW team re precedent 363 sale motions (0.2); confer with P. Venter re mechanic's lien issues (0.2); calls and emails with J. Mooney re sale motion and lien issues (0.2); review transcript from precedent case re dispute over statutory liens (0.4)	1.40
08/08/23	C Luster	Correspondence with AppHarvest team regarding remaining assets and farms	0.20
08/08/23	IC Ferrell	Summarize issues/coordinate with Benesch re sale-related issues (.4); distribute pleadings re same (.2); draft sale motion (1.5)	2.10
08/08/23	P Venter	Attend standing call with Jefferies, Portage, Sidley team re open issues and next steps (.3); correspond with company, Jefferies, Portage re sale process (1.0); analyze inbounds and correspondence re same (.6)	1.90
08/08/23	MR Alden	Conferences with Jefferies, Portage, Sidley teams re asset dispositions, next steps (1.2); correspond with same re timelines re sales, negotiations, bid procedures (1.8); correspond with Buchalter re same (.6); research re bid pro reply (1.9); correspond with R. Fink re same (.3); correspond with tax team re transfer taxes re APA (.5); correspond with corp team re employee issues re APA (.5)	6.80
08/09/23	R Fink	Correspond with Jefferies re sale NDAs (.1); review and revise same (.2); confer with J. Bienestock re same (.1)	0.40
08/09/23	W Fang	Review and respond to Red Sea issue from Jefferies	0.50
08/09/23	JB Pettit	Correspondence with tax and benefits specialists regarding form APA revisions	0.20
08/09/23	A Barajas	Review draft T. Crist declaration in support of Sale Motion and provide comments to same (1.0); call with I. Ferrell re edits to T. Crist declaration in support of Sale Motion (0.3); emails with I. Ferrell re draft of free and clear section of sale motion (0.2)	1.50
08/09/23	C Luster	Review and revise remaining asset Purchase Agreement per comments received	1.90
08/09/23	AS Rogers	Confer with labor and benefits colleagues regarding remaining assets purchase agreement	0.30
08/09/23	P Venter	Attend standing call with Jefferies, Portage, Sidley team re open issues and next steps (.3); correspond with Sidley, Jefferies teams re sale process and next steps (1.8)	2.10
08/09/23	MR Alden	Conference with Jefferies, PPP, Sidley teams re strategy (.5); conferences with corp team re remaining assets (.6); correspond with same re same (.3); correspond with company advisors re sale, timelines, next steps (.9)	2.30
08/10/23	MC Niehaus	Revision of APA provisions re transfer of employees and benefit plans per input received	1.80
08/10/23	MC Niehaus	E-mails with company and Sidley teams re comments to APA and employee communications	1.70
08/10/23	W Fang	Call with Armory/Buchalter re Red Sea	0.60
08/10/23	C Luster	Revise Asset Purchase Agreement to reflect employment concerns and Benefit's comments	1.30
08/10/23	JB Pettit	Draft, review and revise bid form APA for non-Stalking Horse assets	0.40
08/10/23	IC Ferrell	Draft sale motion (4.9); research re same (1.6)	6.50

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Date	Name	Narrative	Hours
08/10/23	P Venter	Attend standing call with Jefferies, Portage, Sidley team re open issues and next steps (.5); analyze issues re bidding procedures (.3); correspond with Sidley team re same (.3)	1.10
08/10/23	AR Grossi	Review background on sale process	0.80
08/10/23	MR Alden	Analyze, address bid pros, sale issues (2.1); research re same (2.2); correspond with various professionals re same (.5); analyze timeline issues (.3)	5.10
08/11/23	MC Niehaus	E-mails with corporate team re comments to APA	0.90
08/11/23	A Barajas	Research section 363(f)(1) case law re free and clear sales (1.2); draft sale motion section on free and clear sale under section 363(f)(1) (1.6); call and emails with I. Ferrell re draft Sale Motion and research re section 363(f) (0.4); call with W. Fang re sale motion and mechanic's liens issues (0.2); call with Sidley litigation team re sale motion and mechanic's lien issues (0.3); emails with M. Alden re assumption of executory contracts under sale motion (0.2)	3.90
08/11/23	P Santos	Correspondence with Sidley Team and JW re timing of filings (.5); review proposed sale motion deadlines (.2); correspondence with Sidley team re assets status (.7)	1.40
08/11/23	W Fang	Email to McDermott team re previously unencumbered assets (.9); review de minimis assets sale motion and order (.9)	1.80
08/11/23	R Fink	Correspond with Company and Jefferies re sale NDAs (.2); review and revise same (.3)	0.50
08/11/23	C McManus	Telephone call with Sidley and PPP regarding general strategy (0.2); revise de minimis asset sale motion and order (3.8)	4.00
08/11/23	IC Ferrell	Conference with H. Klabo, P. Venter, E. Vonnegut, B. Hirsch re 9019 motion and sale motion	0.20
08/11/23	RM Scofield	Review and comment on draft APA for remaining assets	1.40
08/11/23	P Venter	Attend standing call with Jefferies, Portage, Sidley team re open issues and next steps (.3); correspond with Jefferies re next steps (.3); correspond with Sidley team re asset sale process and next steps re same (.5)	1.10
08/11/23	MR Alden	Review, revise de minimis procedures motion (1.0); correspond with C. McManus, Sidley team re same (.5); conference with Buchalter re open issues (.4); correspond with same re follow-up re sale issues (.4); correspond with same re de minimis procedures motion (.3); analyze issues re bid procedures (1.2)	3.80
08/13/23	A Barajas	Draft sale motion section re free and clear sale of assets under section 363(f)(3) of the bankruptcy code	2.20
08/13/23	MR Alden	Analyze issues re bid procedures (.2); correspond with P. Venter re same (.2); revise settlement TS (.2)	0.60
08/14/23	W Fang	Email to P. Venter re Red Sea (.1); call with A. Barajas re IMF contracts (.3)	0.40
08/14/23	A Barajas	Continue drafting Sale Motion section on 363(f)(3) of the Bankruptcy Code (1.7); review case law re section 363(f)(4) of the bankruptcy code (0.7); call with I. Ferrell re 363(f)(4) research and draft sale motion (0.5); email P. Venter re status of draft Sale Motion (0.1)	3.00

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Date	Name	Narrative	Hours
08/14/23	C McManus	Telephone call with Sidley and PPP regarding general strategy (0.2); revise de minimis asset sale motion and order (0.6); assess scheduling (0.8); analyze employee benefits programs (0.2)	1.80
08/14/23	R Fink	Correspond with Jefferies and Company re sale NDAs	0.20
08/14/23	P Venter	Correspond with Sidley team re bid procedures issues (1.2); correspond with Sidley team re de minimis asset sales (.3); review considerations re same (.5); attend standing call with Jefferies, Portage, Sidley team re open issues and next steps (.3)	2.30
08/14/23	C Luster	Review and revise Remaining Asset Purchase Agreement (1.7); distribute to AppHarvest team for review and comment (.3)	2.00
08/14/23	MR Alden	Conferences with various professionals re sale matters (1.1); correspond with counsel, advisors, various parties re same (.8)	1.90
08/15/23	W Fang	Summarize sale process to P. Venter (.5); review and analyze Red Sea issue (1.2)	1.70
08/15/23	IC Ferrell	Draft sale motion re facility sales	3.70
08/15/23	A Barajas	Draft sale motion section on section 363(f)(5) of the Bankruptcy Code (2.1); research case law re section 363(f)(5) (0.8); email Sidley team re status of sale motion draft (0.1); call with J. Mooney Sidley litigation team's portions of draft sale motion (0.1); review case law re section 363(f)(4) (0.3); review I. Ferrell's drafts of sale motion section 363(f)(4) and provide comments (0.7); call with I. Ferrell re same (0.1); review and provide comments to draft email to Benesch Law on questions re Kentucky state foreclosure law for sale motion (0.3); draft and edit sale motion portion on section 363(f)(4) (2.5)	7.00
08/15/23	R Fink	Correspond with Jefferies and Company teams re sale NDAs	0.30
08/15/23	AS Rogers	Review KISS note to determine buyout options	0.60
08/15/23	C Luster	Telephone conference between AppHarvest and Sidley team regarding open employment issues	0.70
08/15/23	MR Alden	Conference with GNCU, Jefferies re sale process (.4); correspond with P.Venter, W. Fang re follow-up re same (.2); correspond with Jefferies re sale issues (.2)	0.80
08/16/23	W Fang	Emails to corporate team re Red Sea disposition (.5); draft Red sea sale motion (.5); emails to M. Alden re GNCU debt sale (.9)	1.90
08/16/23	A Barajas	Review Dalsem DIP objection for drafting sale motion section (0.3); review DIP Credit Agreement, Interim DIP Order, and EPC Subordination Agreement for drafting sale motion (1.3); draft sale motion section re subordination of mechanic's lien to DIP liens (1.9); call with I. Ferrell's re edits to draft Sale Motion sections on 363(f) (1.0); draft and edit sale motion section on 363(f)(3) (2.5)	7.00
08/16/23	R Fink	Confer with opposing counsel re mechanics lien issues (.2); correspond with P. Venter re same (.2); research re same (.5); correspond with Jefferies and Company teams re sale NDAs (.3)	1.20
08/16/23	RM Scofield	Review and discuss questions from Sidley restructuring team regarding Red Sea with A. Rogers	0.20
08/16/23	IC Ferrell	Research and draft sale motion (4.0); conference with A. Barajas re same (1.0)	5.00
08/16/23	AS Rogers	Review closing deliverables under stalking horse purchase agreement	0.90

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Date	Name	Narrative	Hours
08/16/23	C Luster	Review documents corresponding with the Company's Red Sea entity ownership, required consents under the KISS Note, and Company leverage with regard to sale of such equity interests (2.0); draft summary response of documents (0.2)	2.20
08/16/23	P Venter	Analyze timing re sale hearing (.4); correspond with company re same (.4)	0.80
08/16/23	MR Alden	Correspond with Sidley corp team re sale timeline (.8); conferences with various professionals re sale issues (1.6); correspond with various professionals re same (.6); analyze issues re same (.4)	3.40
08/17/23	R Fink	Correspond with Jefferies and Company re sale NDAs (.4); Research re postpetition lien perfection (.6); correspond with Sidley team re same (.3); correspond with opposing counsel re same (.2); review and analyze sale motion updates (.4)	1.90
08/17/23	IC Ferrell	Draft sale motion (.9); conference with A. Barajas re same (.5)	1.40
08/17/23	A Barajas	Research case law re section 363(f)(5) for draft sale motion (1.6); review debtors' proposed responses to Dalsem's DIP issues (0.1); calls with I. Ferrell re draft Sale motion 363(f) issues (0.6); emails with J. Mooney re Sidley Litigation team portions of Sale motion (0.2); edit sale motion to incorporate Litigation team portions (0.5); review and edit re mechanic's lien sections of draft Sale Motion (0.8)	3.80
08/17/23	MR Alden	Correspond with Jefferies re schedules (.2); revise settlement term sheet (1.1); conference with W. Fang re same (.3); further revise same (.2); correspond with M. Fishel re RedSea (.2); revise sale orders, sale motion (1.0); correspond with Sidley team re same (.1)	3.10
08/18/23	W Fang	Review and revise portions of the sale motion brief	2.00
08/18/23	AS Rogers	Draft seller closing certificate (.8); draft assignment agreement (.9); revise seller employee schedule (.4)	2.10
08/18/23	IC Ferrell	Draft materials re sale motion (1.0); conference with A. Barajas re same (.1)	1.10
08/18/23	C Luster	Review and comment on Seller's Closing Certificate and Assignment Agreement	0.90
08/18/23	AR Grossi	Correspond with Sidley working group re sale issues	0.70
08/18/23	R Fink	Correspond with Sidley and opposing counsel re bid procedures objection (.3); review objections re same (.5); draft sale motion (.6); draft supplemental declaration ISO sale motion and bid procedures (1.7)	3.10
08/18/23	P Venter	Call with JW re bid procedures and discovery issues (.3); attend call with Sidley team re same (.3); attend call with McDermott re same (.2); review bid procedures objections (.4); correspond with Sidley team re same (.3); analyze issues re same (.6)	2.10
08/18/23	MR Alden	Coordinate with Sidley team re auction setup (.5); conference, correspond with Jefferies, Sidley corporate teams re form APA, VDR, diligence (.6)	1.10
08/18/23	MR Alden	Analyze precedent re sale issues (.6); analyze strategy re same (.2); research re same (.4)	1.20
08/19/23	W Fang	Attend Sidley call re sales objection	0.40
08/19/23	P Venter	Attend call with Sidley team re objections (.4); correspond with Sidley team re same (1.8); analyze objections and attend to legal strategy re same (.4); correspond with company re bidding process (.3); analyze information sharing issues re same (.3)	3.20
08/19/23	MR Alden	Correspond with Sidley team re BP objections.	0.30

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Date	Name	Narrative	Hours
08/20/23	IC Ferrell	Draft sale motion (1.9); research re same (.8); review draft documents re same (.5)	3.20
08/20/23	A Barajas	Review T. Crist's draft declaration in support of Sale Motion (0.2); review I. Ferrell's edits to draft Sale Motion background facts (0.4); emails with I. Ferrell re same (0.2); coordinate with Benesch and Sidley teams to schedule call on T. Crist's declaration (0.2)	1.00
08/21/23	IC Ferrell	Draft sale motion (2.8); Conference with T. Crist, J. Mooney, A. Barajas, P. Venter, J. Korinko, J. Ducayet, and B. Friedman re same (.8); conference with A. Barajas re same (.3)	3.90
08/21/23	JB Pettit	Draft, review and revise Assignment and Assumption Agreement and Officer's Certificate	0.20
08/21/23	J Ha	Prepare and attend daily advisor call re case updates	0.50
08/21/23	AS Rogers	Draft closing documents in relation to Stalking Horse APA	1.00
08/21/23	MR Alden	Conferences with Sidley team re BP reply, settlement (1.8); correspond with various professionals re same (1.5); coordinate with Sidley team re all-hands settlement discussions (2.2); correspond, conference with various professionals re same (.8); conference with Nixon counsel re objection (.6); correspond with same re same (.8); correspond with M. Fishel re RedSea (.5); correspond with A. Rogers re sale issues (.3); correspond with Jefferies re other assets sales (.4); analyze issues re same (.3)	9.20
08/22/23	BI Friedman	Revise sale motion re lien issues	1.90
08/22/23	A Barajas	Review summary email of relevant Kentucky state foreclosure law for draft Sale Motion (0.5); email I. Ferrell re same (0.1); review I. Ferrell's edits to sale motion mechanic's liens sections (0.3); call with I. Ferrell re same (0.3); emails with Sidley Lit team and Sidley Restructuring team re coordinating consolidated draft Sale Motion (0.5)	1.70
08/22/23	AS Rogers	Update Sellers employee census for data room publishing	0.20
08/22/23	IC Ferrell	Draft sale motion re lien issues	4.90
08/22/23	MR Alden	Correspond with potential bidders re bid procedures questions (.3); analyze sale issues (1.1); correspond with advisors re sale, bid procedures, auction (.6)	2.00
08/23/23	P Santos	Docket research per M. Alden (.5); correspond re same with M. Alden (.2)	0.70
08/23/23	R Fink	Draft PEO NDA re lienholder dispute (.9); revise sale NDAs (.1); correspond with Jefferies and Company re same (.2)	1.20
08/23/23	DJ Lutes	Correspond with Sidley team regarding BP precedent research (.2); review materials for same (.4)	0.60
08/23/23	A Barajas	Calls with M. Alden re draft sale motion (0.2); call with B. Fieldman re sale motion (0.2); review Kentucky state foreclose case law for draft sale motion (1.1); call with I. Ferrell re edits to draft Sale Motion (1.0); review and edit draft sale motion (4.0); emails and calls with I. Ferrell re finalizing draft sale motion (0.6); circulate Draft Sale Motion to Debtor's professionals and consultation parties (0.4)	7.50
08/23/23	IC Ferrell	Conference with A. Barajas re sale motion (1.3); Draft sale motion (6.5)	7.80

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Date	Name	Narrative	Hours
08/23/23	MR Alden	Research re BP reply (2.8); draft, revise materials re same (2.2); research re sale motion (2.7); draft, revise same (1.3); correspond with various professionals re BP settlement (.3); conference with W&C re same (.4); correspond with Jefferies re sale issues (.3); correspond with Sidley corporate re same (.2)	10.20
08/24/23	R Fink	Review and revise sale motion and sale order (1.7); correspond with Jefferies re sale NDAs (.1); confer with I. Ferrell re sale motion (.1); confer (in part) with Sidley and Buchalter teams re sale motion (.3); analyze precedent re 363(k),(m) provisions (.4); revise sale motion and order re same (.6); correspond with Sidley team re same (.3)	3.50
08/24/23	DM Kang	Review APA, trademark registration and organization chart for purposes of preparing exclusive trademark license agreement (1.3); prepare draft of exclusive trademark license agreement (1.1)	2.40
08/24/23	BI Friedman	Draft and revise sale motion	0.80
08/24/23	A Barajas	Communications with B. Friedman re confidentiality provision in EPC Agreement in connection with draft sale motion (0.3); emails with Dalsem's counsel re confidentiality provisions in EPC Agreement (0.3); call with Local Counsel re filing sale motion under seal (0.2); emails with local counsel re motions under seal precedent (0.2); call with Sidley and Buchalter team re draft Sale Motion (0.5); call with I. Ferrell re implementing local counsel comments to sale motion (0.4); review proposed redactions to Crist Declaration in support of sale motion (0.3); call with I. Ferrell re proposed redactions to Crist Declaration (0.3); make redactions to Sale Motion to file under seal (1.0); review and edit Sale Motion, proposed sale order, and exhibits for filing (2.8); coordinate with I. Ferrell and R. Fink re finalizing filing version of Sale Motion (0.8); call with I. Ferrell re edits to draft Sealing motion (0.3)	7.40
08/24/23	W Fang	Review email from Jefferies re Red Sea (.2); and sent email to A. Rogers re same (.2); email to J. Ha re stalking APA credit bid (.2); review A. Rogers email re Red Sea (.3); email to Red Sea counsel re same (.2); various discussions with M. Alden re bid procedures (.8); review materials for same (1.0)	2.90
08/24/23	IC Ferrell	Conference with M. Alden, W. Fang, K. Tarazi, A. Barajas, P. Arrow, J. Gurule re sale motion (.4); conference with A. Barajas re sale motion (1.1); draft sale motion and coordinate filing re sale motion (incl. exhibits and proposed order) (11.0); draft motion to seal (1.0)	13.50
08/24/23	JB Pettit	Conference with R. Scofield and A. Rogers regarding EQ closing deliverables (.2); correspondence with L. Grau regarding same (.1)	0.30
08/24/23	AS Rogers	Review closing deliverables under Stalking Horse APA	0.40
08/24/23	C Luster	Review and comment on Red Sea Entity conversion documentation (0.6); correspondence with Sidley Technology Team (0.1)	0.70
08/24/23	AR Grossi	Correspond with Committee counsel and Company advisors re motion	1.30
08/24/23	P Venter	Review and revise reply to committee objections (.5); review diligence and background information re same (.8); correspond with Sidley team re same (.6)	1.90
08/24/23	JM Chester	Preliminary assessment of legal issues presented in the license of assets in bankruptcy relating to AppHarvest divestiture of intellectual property (.4); oversee legal research (.2); confer with D. Kang regarding framework for license (.2)	0.80

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Date	Name	Narrative	Hours
08/24/23	MR Alden	Revise sale motion (2.2); revise bid procedures reply (1.8); negotiate with various parties re bid procedures objections (3.2); conferences with UCC, W&C, DPW, Sidley teams re same (3.8); correspond with same re BP matters (1.5); analyze sale issues (1.0); revise documentation re same (1.3)	14.80
08/25/23	W Fang	Review emails re credit bid amount (.3); call with R. Mersch re APA filing (.2); call with Reorg re APA filing (.3); calls with M. Alden re APA filing (.7)	1.50
08/25/23	A Barajas	Coordinate filing of Sale Motion (3.5); confer with M. Alden and Sidley docketing re removing filed sale motion from docket and publication due to error in exhibit (1.0); coordinate with local counsel re filing of corrected Sale Motion with corrected exhibit (1.5)	6.00
08/25/23	R Fink	Confer with M. Alden re sale motion relief	0.10
08/25/23	IC Ferrell	Review sale motion-related filings	0.40
08/25/23	AS Rogers	Confer with client team regarding target employees list	0.20
08/25/23	C Luster	Correspondence with Sidley Corporate regarding King & Spalding's response to the Red Sea note conversion documents and proposal response of markup	0.20
08/25/23	DM Kang	Prepare exclusive trademark license agreement for AppHarvest mark	3.40
08/25/23	JM Chester	Research legal precedent (.8); review exclusive licenses to trademarks for framework of license agreement (.5); coordinate with D. Kang to prepare draft of license (.2)	1.50
08/25/23	MR Alden	Revise bid procedures order (1.8); coordinate filing re same (.3); correspond with counsels re same (.6); correspond with Sidley corporate team re stalking horse APA (.8); conferences with Jefferies re Other Assets sales (.6); correspond with Sidley team re same (.5); draft notices re assumption/assignment (.9); correspond with JW re same (.4); correspond with PPP re same (.6); analyze issues re same (.3); correspond with JW re sale motion exhibits (.5); correspond with service providers re same (.5); conferences with JW, W. Fang, A. Barajas re same (.8); strategize re same (.2)	8.80
08/26/23	W Fang	Emails to Jefferies and J. Gurule re Equilibrium credit bid	1.20
08/26/23	MR Alden	Correspond with UCC, debtor advisors, bidders re bids.	0.30
08/27/23	MR Alden	Correspond with DPW re bid (.2); correspond with advisors re auction logistics (.6); correspond with Jefferies re dataroom (.2).	1.00
08/28/23	A Barajas	Call with Jefferies, Sidley, Portage re sale process and litigation re sale (0.4); call with I. Ferrell re draft response to sale objections (0.3); Coordinate with Sidley litigation team, M. Alden, and R. Fink re Nixon lien, discovery, and meet and confer issues (1.3); Confer with M. Alden and W. Fang re anticipated sale objections (0.3)	2.30
08/28/23	W Fang	Email to Red Sea counsel re conversion (.1); review emails re sale process (.5); call with M. Alden, et al re auction logistics (.4); call with JL Miller and M. Alden re auction (.5)	1.50
08/28/23	R Fink	Conference with Sidley, Portage, and Jefferies teams re sale processes (.4); confer with Portage and Sidley teams re same (.3); correspond with W&C and Sidley team re consultation NDA (.2); finalize same (.2); confer with Sidley, Jefferies, and JW teams re auction processes (.5)	1.60

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Date	Name	Narrative	Hours
08/28/23	JM Chester	Analyze organization documents and Asset Purchase Agreement (2.0); review and revise first draft of Exclusive Trademark License Agreement (1.8)	3.80
08/28/23	J Miller	Meeting with Sidley, JW, and Jefferies team regarding auction procedures (.3); call with W. Fang and M. Alden regarding auction procedures (.5)	0.80
08/28/23	DJ Lutes	Research precedent materials and objections regarding sale motions (3.7); correspond with M. Alden regarding same (.2); coordinate virtual sale auction logistics and transcription services (1.2); correspond with M. Alden regarding same (.2); correspond with S. McGowan regarding same (.1); review virtual notice and time adjustments (.3)	5.70
08/28/23	DM Kang	Draft and revise Exclusive Trademark License Agreement.	0.60
08/28/23	IC Ferrell	Conference with A. Barajas re sale motion and order (.3)	0.30
08/28/23	JB Pettit	Review bid APA; correspondence with Jefferies team	0.20
08/28/23	P Venter	Attend call with M. Alden re auction logistics (.6); correspond with Sidley team re auction prep (.8); review bids (.4); correspond with Sidley, Jefferies team re same and related legal considerations (1.2)	3.00
08/28/23	AS Rogers	Review trademark license agreement for stalking horse purchase agreement	0.20
08/28/23	MR Alden	Conference with Sidley team re strategy re sale hearing (.3); correspond with various re sale issues (.3); conference with debtor advisors re next steps (.4); analyze sale issues (3.6); conference with Jefferies re bids (.4); coordinate response, strategy re sale, auction issues (1.3); further analyze sale issues (2.9)	9.20
08/29/23	JM Chester	Analyze and revise global IP Assignment Agreement (1.0); draft patent assignment (.9); evaluate trademark license agreement confirming licensor and licensee parties (.6); analyze U.S. trademark rights owned by AppHarvest Technology (.5)	3.00
08/29/23	R Fink	Conference with Sidley, Portage, and Jefferies teams re bids (.5); conference with Committee counsel re sale updates (.3); draft board materials re auction and case updates (1.1); correspond with Sidley and Company teams re same (.2) conference with Committee and Company professionals re same (.5)	2.60
08/29/23	DJ Lutes	Assemble and organize electronic bidding materials for Sidley team (1.1); follow up tasks in connection with virtual auction (1.4); correspond with C. McManus regarding bids (.1); assist with virtual bid auction tasks and logistics with transcriber and Sidley team (1.2)	3.80
08/29/23	DK McFaul	Coordinate with Sidley team for sale issues and auction, including changed terms by Mastronardi for 9019	0.50
08/29/23	W Fang	Review side by side bid (.5); attend call re UCC walkthrough of bids (.5); respond to M. Alden re bids (.5)	1.50
08/29/23	P Santos	Correspondence with M. Alden, D. Lutes, K. Villa re transcripts for auction (.6); call with D. Lutes re same (.2)	0.80
08/29/23	C Luster	Correspondence with Specialists regarding Bosch bid APA (0.2); Review and revise Bosch APA per corporate and tax comments (0.9)	1.10

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Date	Name	Narrative	Hours
08/29/23	JB Pettit	Conference with A. Rogers, P. Venter and M. Alder regarding agreement (.3); review Bosch bid APA and revise same (.8); draft, review and revise Bosch APA to reflect restructuring and consultant comments (2.1); conference and correspondence with M. Fielding regarding benefits provisions (.2); correspondence with restructuring team and specialists regarding Bosch APA revisions (.3)	3.70
08/29/23	M Li	Reviewed and revised tax provisions of revised Remaining Assets APA.	1.60
08/29/23	P Venter	Analyze sale process issues (1.5); correspond with Sidley team re same (1.2); prepare for auction (.5); call with G. Broadbent re same (.3); attend conference with EQ re marketing process (.3); attend call with Jefferies re bid summary (.3); correspond with Jefferies team re same (.5)	4.60
08/29/23	AS Rogers	Confer with client team regarding trademark license agreement	0.30
08/29/23	MR Alden	Conferences with various professionals re auction, sale (1.6); review bids (.8); correspond with counsel, advisors re sale issues (1.1); correspond with Sidley corporate team re APAs (1.2); correspond with Sidley specialists re IP assignment (.9); correspond with G. Broadbent re Morehead North (.8); draft, revise auction script (2.1); research re same (.9); prepare for auction (2.4)	11.80
08/30/23	MC Niehaus	Review of buyer markup to APA	0.90
08/30/23	MC Niehaus	E-mails with benefits, labor and corporate teams re comments to APA	0.90
08/30/23	R Fink	Conference with Sidley, Jefferies and Portage teams re auction (.3); conference with Sidley and JW teams re same (.3); analyze APA schedules re closing (.5); attend (in part) auction re sale of assets (.6)	1.70
08/30/23	DJ Lutes	Address virtual bid auction tasks and logistics with transcriber and Sidley team (.8); correspond with M. Alden and K. Villa regarding same (.2); prepare for next day auction tasks and logistics for Sidley team (.8)	1.80
08/30/23	C Luster	Review and revise Asset Purchase Agreement and distribute to Bosch and counsel for review (0.5); AppHarvest Auction Day 1 (1.0); correspondence with PPP team regarding schedules, outstanding items, and missing information (0.5); correspondence with Sidley team regarding transfer of potential Richmond/Morehead equipment (0.3); draft and compile Pulaski Disclosure Schedules for Bosch Bid (1.4); discussion with B. Azcuy and J. Pettit regarding request for special warranty versus quit claim deed from bidder (0.3); review data room uploads for certain Pulaski contracts and contracts related to the Somerset assets (1.5); revise and draft updated Schedule 2.1(c) for assigned Pulaski contracts and distribute to Wuersch (Bosch Counsel) (0.8)	6.30
08/30/23	W Fang	Assist with auction logistics (.3); review IP agreement (.2); review auction transcript (.5); attend auction (.8); assist with post-auction issues (2.2); review and revise notice of continued auction (.5); call with Bosch re tax (.5); call with Bosch re APA markup (1.1); call with B. Friedman, et al re Morgner deposition (.3); review mechanics lien list (.4); further call with Bosch counsel re sale (.9); call with J. Gurule re 365 contracts (.2); assist M. Alden re 365 contracts (.3); draft sale WIP list (.3); review service for filings (.2)	8.70
08/30/23	IC Ferrell	Retrieve / prepare full sale motion and order document and related materials set (1.7); conference with A. Barajas re sale (.4); join auction (.5)	2.60
08/30/23	IC Ferrell	Draft deck re sale motion and order (1.0)	1.00

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Date	Name	Narrative	Hours
08/30/23	JB Pettit	Conference with C. Luster and correspondence with M. Alden regarding auction (.3); prepare for APA negotiation with DPW (.4); APA negotiation with DPW (.5); conference with C. Luster regarding same (.3); conference with R. Scofield regarding same (.3); prepare for APA negotiation with Bosch/WG (.5); APA negotiation with Bosch/WG (.4); correspondence with M. Alden regarding same (.2)	2.90
08/30/23	J Miller	Coordinate with Sidley and Jefferies team for auction (.3); attend and participate in auction (1.1); follow-up with C. McManus regarding same (.1); coordinate Auction day 2 (.8); prepare for (.1) and attend call with DPW and Mastronardi regard Somerset bid (.3)	2.70
08/30/23	A Barajas	Communications with local counsel, Stretto, and DPW re 9019 hearing (0.3); emails with P. Venter re Dalsem depositions (0.2); confer with I. Ferrell re reply to objections to sale motion (0.1); review precedent assumption and assignment notice and schedule (0.5); confer with P. Venter re sale hearing (0.2); call with Sidley/Jefferies team re auction (0.4); call with I. Ferrell re preparations for sale hearing (0.3); review compiled sale documents for sale hearing preparation (0.6); review bidding procedures order sale timeline (0.3); confer with W. Fang and M. Alden re extending sale timeline deadlines (0.4); draft updated outline of reply to anticipated sale objections (0.2); review claims register and schedules for proof of claim from lienholder (0.3); draft notice of continued auction (0.8); call with M. Alden and W. Fang re sale notices (0.3); draft notice of successful bidders (1.0)	5.90
08/30/23	P Venter	Attend auction (1.0); correspond with M. Alden re prep for same (.8); attend to follow up re same (2.2); correspond with Sidley team re same (.8); conference with Jefferies, Sidley teams re auction follow up (.3)	5.10
08/30/23	AR Grossi	Correspond with Company and advisor working group re bids and next steps .	1.20
08/30/23	AR Grossi	Correspond with Davis Polk working group re bid.	0.30
08/30/23	RM Scofield	Several telephone conferences with Sidley restructuring and corporate teams and counterparty counsel to discuss purchase agreement markups and open issues relating to the same	1.50
08/30/23	AR Grossi	Telephone conference with Jefferies and Sidley working group re auction.	0.60
08/30/23	AS Rogers	Review Somerset APA (.5); confer with bankruptcy team regarding remaining assets (.2)	0.70
08/30/23	MR Alden	Prepare for auction (2.2); attend auction (1.1); negotiate with parties re bids (3.2); negotiate with parties re APAs (2.0); coordinate with debtor advisors re same (1.1); draft, revise filings re auction (2.6); coordinate filings re same (1.0); analyze sale issues (.6); conferences with counsel, debtor advisors, UCC advisors, Mastronardi advisors, bidder advisors re sale issues (1.2)	15.00
08/31/23	IC Ferrell	Conference with A. Barajas re sale (.6); draft deck for sale motion and hearing (4.8); join auction day 2 (1.5); review deposition transcript (.4); conference with W. Fang, A. Barajas, J. Mooney, and B. Friedman re deposition (.4); collect signatures for Somerset Asset Sale APA (.2); draft post-auction notice for Somerset Assets (1.4)	9.30
08/31/23	DJ Lutes	Address virtual bid auction tasks, developments and logistics with transcriber and Sidley team (.9); correspond with M. Alden and Sidley team regarding same (.2)	1.10

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Date	Name	Narrative	Hours
08/31/23	C McManus	Attend auction (1.6); draft sale objection chart for sale reply (1.4); conference with P. Venter and J. Miller regarding non-executive compensation plan (0.2)	3.20
08/31/23	C Luster	Attend auction (1.5); correspondence with Davis Polk regarding Disclosure Schedules (0.2); review and revise schedules and distribute to Wuersch & Gering (WG) (0.3); discussions with Portage Point Partners (PPP) concerning contract discrepancies and asset and equipment updates to the Disclosure Schedules (1.0); call with WG regarding contract discrepancy between executory schedule and designated contracts (0.5); correspondence with PPP regarding open schedules and draft a list for PPP of potential contract concerns (0.8); assess data room and review contracts for appropriate schedule (1.5); telephone conference between Sidley and WG concerning open items in the Asset Purchase Agreement (1.0); telephone conference between Sidley and WG concerning Permitted Lien and Sale Order concern in the Asset Purchase Agreement (0.7); correspondence with WG regarding sign off of Asset Purchase Agreement, designated contracts, and adequate assurance release (0.2)	7.70
08/31/23	JB Pettit	Review MPL and Bosch APA markup (2.2); participate in auction (1.8); draft, review and revise Bosch APA (3.5); conference with M. Alder and R. Scofield regarding APA revisions (.5); conference with C. Luster regarding disclosure schedules and attention to same (.6); negotiate with counsel for Bosch (.7); conference with deal team regarding Bosch APA revisions and revise APA (.6); negotiate revisions to APA with opposing counsel and revise APA accordingly (1.2)	11.10
08/31/23	J Miller	Prepare for (.1) and participate in auction for the Somerset facility (1.7)	1.80
08/31/23	W Fang	Review auction script (.3); attend auction (1.8); draft and circulate sale WIP list (.3); revise notice of desired 365 contracts (.5); review notice of post-auction for somerset assets (.4); attend call with B. Friedman re sale reply (.4); call with M. Alden re sale documents (.3); send emails to JW/Stretto team re sale service (.5); review and revise Somerset APA (1.3); call with Bosch lawyer re APA markup (.5); call with Bosch lawyer re APA markup (.3); finalize APA and accompanying documents (.2)	6.80
08/31/23	R Fink	Conference with Sidley, Jefferies, and Portage teams re auction (.2); attend auction re company assets (1.5); correspond with Portage and Sidley teams re APA drafts (.1); draft UWCs re asset sales (1.3); revise same (.2); correspond with Sidley and client teams re same (.1); conference with Sidley and W&G teams re APA (.7)	4.10
08/31/23	A Barajas	Call with local counsel and Sidley re Sale and Plan issues (0.4); confer with I. Ferrell re powerpoint presentation of 363(f) argument (0.6); call with Jefferies, Sidley, Portage re Auction (0.2); communications with Sidley litigation team re subordination of mechanic's liens under state law and related issues (0.6); review information on mechanic's liens in preparation for potential sale objections (0.3); email B. Friedman re T. Crist deposition (0.1); email Local counsel re proposed 9019 final order (0.1); confer with Sidley team re Notice of Desired 365 contracts (0.2); draft Notice of Desired 365 contracts for Somerset Sale (0.5); call with Sidley Lit team re T. Crist deposition (0.3); review draft presentation for sale hearing, edit, and provide comments re same (2.5); draft potential assumption and assignment notice for Berea contracts (1.5)	7.30

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Date	Name	Narrative	Hours
08/31/23	P Venter	Attend follow up auction (1.0); prepare for same (1.2); correspond with Sidley team re same (.3); prepare for sale hearing (.5); correspond with Sidley team re same (.3); analyze issues re same (.4); review objections re sale process (.6); analyze legal considerations re same (.8); attend call with Sidley team re Bosch APA (.3); analyze issues re same (.3)	5.70
08/31/23	AR Grossi	Correspond with Sidley working group re sale issues.	1.10
08/31/23	AR Grossi	Prepare for and participate in auction.	1.90
08/31/23	AR Grossi	Telephone conference with Jefferies and Sidley working group re auction issues.	0.80
08/31/23	RM Scofield	Review and discuss Bosch purchase agreement with Sidley corporate and restructuring teams (1.9); and counterparty counsel (.9)	2.80
08/31/23	AR Grossi	Review background on auction issues.	1.30
08/31/23	AS Rogers	Confer with Bosch team regarding Somerset assets purchase agreement (1.2); review Red Sea Series A purchase documents (2.3)	3.50
08/31/23	MR Alden	Draft sale documents (3.3); revise same (.7); conferences with various professionals re sale issues (1.5); correspond with counsel, debtor advisors re sale matters (.8); coordinate follow-up re auction matters (1.3); finalize post-auction filings (1.6); prepare for auction (2.2); attend and administer auction (1.8)	13.20
Task Subtotal			575.90
004 Relief from Stay/Adequate Protection			
08/28/23	P Venter	Correspond with R. Fink re auto stay issues (.2); analyze correspondence re same (.2); review legal research re same (.1)	0.50
Task Subtotal			0.50
005 Assumption/Rejection of Leases and Executory Contracts			
08/04/23	R Fink	Conference with Portage team re executory contract rejection and vendor relations (.2); correspond with Sidley team re same (.1)	0.30
08/08/23	R Fink	Correspond with Sidley and Portage teams re contract rejection	0.20
08/15/23	P Venter	Correspond with company re contract analysis (.3); analyze issues re business operations (.8); correspond with Sidley team re same (.5)	1.60
08/26/23	A Barajas	Email Portage re cure amounts for Berea Contracts schedule (0.1); review cure amounts in Berea contracts schedule (0.2)	0.30
08/28/23	A Barajas	Review contracts listed on Berea Contract and Lease Schedule to determine whether contracts are executory (3.7); communications with Portage re Berea contracts to determine whether contracts are executory (1.1); emails with DPW re diligence requests for Berea contracts and leases (0.2); calls and emails with R. Mersch re Mastronardi diligence request (0.5); email DPW re proposed 9019 final order (0.1); coordinate with local counsel on draft certificate of counsel for 9019 final order (0.1); review draft CoC for 9019 Final Order (0.1); edit draft proposed 9019 final order (0.3); circulate proposed final 9019 order to objecting parties for filing CoC for 9019 final order (0.3)	6.40
Task Subtotal			8.80
006 Professional Retention			

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Date	Name	Narrative	Hours
08/01/23	DJ Lutes	Correspond with R. Fink regarding retention application issues (.1); review materials for same (.3); review PPI list for more updates (.3); correspond with C. McManus regarding retention issues (.1); review materials for same (.4)	1.20
08/01/23	R Fink	Review and revise Jefferies retention application (.7); correspond with Dentons, Sidley, and JW teams re same (.2)	0.90
08/01/23	J Miller	Call with C. McManus, R. Fink, and WTW regarding prepetition retention plan	0.30
08/01/23	J Miller	Review and revise Sidley retention application and schedules	3.90
08/01/23	C McManus	Draft Sidley retention application	2.60
08/01/23	IC Ferrell	Draft retention application re Portage	4.90
08/02/23	DJ Lutes	Call with C. McManus regarding retention issues (1.4); review materials for same (.8); review revised PPI list for additional names (.3); correspond with J. Miller regarding same (.1); correspond with B. Ong and A. McGarry for same (.2); research tracker for additional names (.5); research guidelines and precedents for retention issues (.6); assess status and timing of retention applications for Portage and Jefferies (.2); review Sidley restructuring correspondence for retention issues (.3)	4.40
08/02/23	C McManus	Telephone call with Sidley and Portage regarding general strategy (0.2); revise workplan (0.6); telephone call with D. Lutes regarding retention applications (1.3); revise retention application (1.4)	3.50
08/02/23	IC Ferrell	Draft retention application re Portage	1.80
08/02/23	J Miller	Review and revise Sidley retention application (.2); review and revise Jefferies retention application (1.3); review and revise Portage retention application (2.1)	3.60
08/03/23	R Fink	Correspond with Dentons re Jefferies retention application (.2); revise same (.3)	0.50
08/03/23	DJ Lutes	Review PPI list and retention application drafts (1.1); correspond with B. Ong and A. McGarry for same (.3); research for additional names (1.8); prepare tracker for additional names (1.6); correspond with C. McManus regarding tracker (.2); review Sidley restructuring correspondence for updates (.3)	5.30
08/03/23	C McManus	Review precedent regarding KERP reply (1.8); telephone call with UST regarding wage motion (0.2)	2.00
08/03/23	IC Ferrell	Review and comment re Portage retention application	1.20
08/04/23	R Fink	Finalize Jefferies retention application (.3); correspond with, Dentons, Sidley and JW teams re same (.2)	0.50
08/04/23	DJ Lutes	Update PPI list for litigation parties (.4); review materials for same (.4); correspond with B. Ong and A. McGarry for same (.3); research connection searches for additional names (.7); prepare tracker for additional names (.5); call with C. McManus regarding retention (.3); review Sidley restructuring correspondence for retention status updates (.3); review schedule 2 of retention application materials (.3); assess JW comments for retention application and local rules (.4)	3.60
08/04/23	IC Ferrell	Draft retention application re Portage	2.30
08/04/23	C McManus	Revise retention application (0.5); telephone call with D. Lutes regarding retention application (0.3); revise and circulate PII list (0.5)	1.30

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Date	Name	Narrative	Hours
08/04/23	J Miller	Review and revise Portage retention application (.3); review and revise Jefferies retention application (.2); review comments to Sidley retention application (.3)	0.80
08/06/23	C McManus	Revise Sidley retention application	1.10
08/06/23	P Venter	Review and revise retention application (.4); correspond with Sidley team re same (.3)	0.70
08/07/23	C McManus	Telephone call with Sidley and Portage regarding general strategy (0.5); revise final wage order (0.2); telephone call with R. Mersch and J. Miller regarding non-executive compensation plan (0.3); preparation of retention application and exhibits (1.9)	2.90
08/07/23	DJ Lutes	Correspond to R. Fink regarding retention issue (.2); review materials for same (.5); review docket for same (.3); prepare electronic files for Sidley team of retention materials as filed (.3)	1.30
08/07/23	IC Ferrell	Draft retention application re Portage	0.70
08/07/23	AR Grossi	Review and revise Sidley retention motion	0.70
08/18/23	J Miller	Review and revise Jackson Walker retention application	0.30
08/19/23	C McManus	Analyze UCC objections (0.6); telephone call with internal Sidley team regarding general strategy (0.7)	1.30
08/21/23	C McManus	Telephone call with PPP regarding general strategy (0.4); revise wage order (0.2); revise workplan (1.5); draft omnibus reply (1.1)	3.20
08/23/23	C McManus	Telephone call with PPP regarding general strategy (0.5); telephone call with Jackson Walker regarding general strategy (0.5); attention regarding OCP motion (0.3)	1.30
08/24/23	DJ Lutes	Assess Sidley and Portage retention applications regarding UST comments (.4); review revised proposed order (.2)	0.60
08/28/23	C McManus	Telephone call with Sidley, Portage, Jefferies, and Jackson Walker regarding auction (0.5); conduct research regarding valuation (1.2)	1.70
08/28/23	R Fink	Correspondences with Dentons, UST, and Sidley teams re Jefferies retention order	0.50
08/29/23	DJ Lutes	Review retention application filings, status of COCs and prepare electronic files for same	0.40
08/29/23	C McManus	Telephone call with Sidley Committee regarding auction (0.3); conduct research regarding valuation (4.1); attention to employee wage issues (0.4)	4.80
08/30/23	C McManus	Telephone call with Jackson Walker regarding auction (0.3); conduct research regarding valuation (2.4); prepare for auction (0.8); attend auction (0.6); revise workplan (1.1)	5.20
Task Subtotal			71.30
007 Fee Applications			
08/01/23	DJ Lutes	Correspond with D. Geoghegan and A. Sattaur regarding fee application issues and UST requirements (.3); review costs for UST requirements (.2); prepare materials for same (.6)	1.10
08/02/23	DJ Lutes	Prepare fee application exhibits (.7); review costs for same (.7); correspond with S. Casado-Cruz regarding same (.1); research cost issue (.3)	1.80
08/03/23	DJ Lutes	Prepare fee application exhibits (.4); review costs for same (.4); correspond with A. Sattaur regarding same (.1)	0.90

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Date	Name	Narrative	Hours
08/04/23	DJ Lutes	Prepare fee application exhibits (.7); review costs for same (.5); correspond with S. Casado-Cruz regarding same (.1); set up electronic fee application folders for Sidley team (.4)	1.70
08/06/23	P Venter	Correspond with R. Fink re monthly fee statement	0.30
08/07/23	R Fink	Correspond with D. Lutes re fee applications	0.20
08/07/23	DJ Lutes	Call with D. Geoghegan regarding fee application issues (.2); correspond with R. Fink regarding same (.2); review materials for same (.6); prepare fee application exhibits (.5); review costs for same (.4)	1.90
08/08/23	DJ Lutes	Correspond with A. Sattaur regarding fee applications (.2); correspond with R. Fink regarding same (.3); review materials for same (.8); prepare fee application exhibits (.8)	2.10
08/09/23	DJ Lutes	Prepare fee application materials and exhibits	3.80
08/10/23	DJ Lutes	Prepare fee application materials and exhibits (2.9); review costs for same (.7); correspond with A. Sattaur regarding same (.2); prepare electronic files for same (.3)	4.10
08/11/23	DJ Lutes	Prepare fee application materials and exhibits (.3); correspond with A. Sattaur regarding same (.1)	0.40
08/14/23	DJ Lutes	Correspond with A. Sattaur regarding fee application materials (.2); review exhibits for same (.6); prepare fee application spreadsheet materials (.7); review compensation procedures motion for deadlines (.3); prepare electronic files for team (.2)	2.00
08/15/23	DJ Lutes	Correspond with A. Sattaur regarding fee application materials (.3); review exhibits for same (.5); prepare summary analysis for R. Fink regarding fee application issues (.6); correspond with R. Fink and Sidley team regarding monthly fee statements (.5); prepare fee application materials and exhibits (3.3); prepare fee application spreadsheet materials (.7)	5.90
08/15/23	R Fink	Correspond with Sidley team re monthly fee applications	0.20
08/16/23	DJ Lutes	Correspond with D. Geoghegan regarding fee applications (.2); review exhibits for same (.3); prepare fee application materials and exhibits (2.3); research for same (3.7); prepare spreadsheet materials (.3)	6.80
08/16/23	R Fink	Correspond with Portage and Dentons teams re fee applications	0.40
08/17/23	DJ Lutes	Prepare fee application materials and exhibits (5.4); correspond with J. Miller and R. Fink regarding same (.2); correspond with D. Geoghegan regarding same (.2)	5.80
08/18/23	DJ Lutes	Prepare July monthly fee statement materials and exhibits (2.9); correspond with A. Sattaur regarding same (.2); prepare August monthly fee statement materials and exhibits (.4)	3.50
08/21/23	DJ Lutes	Prepare fee application materials and exhibits for July (1.7); prepare fee application materials and exhibits for August (1.8); correspond with A. Sattaur and D. Geoghegan regarding same (.3)	3.80
08/22/23	DJ Lutes	Prepare monthly fee statement materials and exhibits (.7); research for same (.8); prepare interim spreadsheet materials (1.6); research exemplars for interim and final fee application (.5); prepare electronic files for same (.3)	3.90

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Date	Name	Narrative	Hours
08/23/23	DJ Lutes	Prepare monthly fee statement materials and exhibits for July (1.1); correspond with R. Fink regarding July materials (.1); prepare monthly materials and exhibits for August (2.0); research for same (.4); prepare interim spreadsheet materials (.3); correspond with A. Sattaur regarding July and August materials (.2)	4.10
08/24/23	J Miller	Review and respond to U.S. Trustee comments on Sidley retention application (.1); and Portage retention application (.2)	0.30
08/24/23	R Fink	Review time entries re privilege and UST guideline compliance	0.80
08/24/23	DJ Lutes	Correspond with R. Fink and A. Sattaur regarding July monthly materials and exhibits (.2); prepare and review materials for same (.3)	0.50
08/25/23	DJ Lutes	Prepare August monthly fee application materials and exhibits	1.40
08/25/23	J Miller	Emails with Portage team regarding UST comments to retention application (.3); revise Sidley proposed order to reflect UST comments (.2); revise Portage proposed order to reflect UST comments (.2); review and respond to emails regarding comments to OCP Motion (.2); call with R. Mersch regarding OCP cap and Portage retention application (.1)	1.00
08/28/23	J Miller	Call P. Venter regarding OCP Motion (.1); calls with L. Barrett regarding OCP Motion (.2); emails regarding U.S. Trustee's changes to interim comp order (.2); revise interim comp order to incorporate changes (.2); revise OCP order to reflect negotiated changes and UST comments (.3)	1.00
08/28/23	DJ Lutes	Review July fee statement exhibits (.4); prepare August fee statement materials (.4)	0.80
08/29/23	DJ Lutes	Correspond with A. Sattaur regarding August fee statement exhibits (.2); update electronic files for Sidley team and prepare August materials (.5)	0.70
08/30/23	R Fink	Correspondences with Sidley team re Sidley monthly fee application	0.40
08/30/23	DJ Lutes	Correspond with R. Fink regarding monthly fee statement (.2); prepare July exhibit materials for same (1.7); correspond with A. Sattaur regarding same (.3); correspond with Sidley timekeepers regarding time entry issues (.4)	2.60
08/31/23	DJ Lutes	Correspond with R. Fink regarding monthly fee statements (.3); prepare July fee statement and exhibit materials for same (2.6); prepare August exhibit materials (1.7); review costs and calculations for July and August (.9); correspond with A. Sattaur regarding same (.3)	5.80
08/31/23	R Fink	Review Sidley monthly fee application (.3); correspond with Sidley team re same (.2); review time entries for privilege and consistency with UST guidelines (.8); correspond with Sidley team re same (.1)	1.40
Task Subtotal			71.40

008 Claims Processing

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Date	Name	Narrative	Hours
08/01/23	A Barajas	Draft of Bar Date motion, proposed order, exhibits (2.1); attend Sidley internal chapter 11 prep meeting re status of second day motions (0.1); edit bar date motion to incorporate J.L. Miller's comments (0.6); email draft bar date motion to local counsel and claims, noticing agent for their comments (0.1); review comments from Stretto to Bar Date Motion (0.2); email Portage Point re draft Bar Date Motion (0.1); edit bar date motion to incorporate P. Venter's comments (0.2); edit bar date motion to incorporate Stretto's comments (0.3); edit draft bar date motion to incorporate local counsel's comments (2.7); call with Portage Point re bar date notice (0.1); emails with local counsel re bar date notice (0.3); emails with local counsel re filing bar date motion (0.2)	7.00
08/01/23	J Miller	Review and revise bar date motion	1.80
08/09/23	DJ Lutes	Review proposed claims bar date order for methods of delivery and deadlines (.4); review Stretto claims website setup for consistency with order (.3); review schedules for unsecured claims pool (.3)	1.00
08/11/23	A Barajas	Call with conflicts counsel re bar date notice (0.1); edit bar date notice and publication for distribution (0.4); email J.L. Miller re bar date notice (0.1); emails with Stretto team re bar date notice and publication notice (0.3); call with Sidley and DPW re 9019 motion status (0.3)	1.20
08/12/23	W Fang	Draft reclamation letter re asset recoveries	0.30
08/14/23	W Fang	Revise reclamation letter re asset recoveries	2.50
08/14/23	A Barajas	Review and provide comments on Stretto's draft Bar Date Publication Notice (0.4); emails with Stretto re bar date notice and form proof of claim (0.4); confer with J.L. Miller re form proof of claim (0.1)	0.90
08/15/23	W Fang	Revise reclamation letter (1.8); analyze issues regarding second day motions (2.1)	3.90
08/16/23	W Fang	Revise reclamation letter (.6); discuss same with client (.2); discuss same with DPW (.2)	1.00
08/17/23	W Fang	Call with reclamation claimant re claim (.4); call with DPW re same (.2)	0.60
08/25/23	R Fink	Correspond with Portage and Sidley teams re prepetition claims (.2); research re same (.2); correspond with J. Miller re lien claims (.2)	0.60
08/28/23	R Fink	Draft letter re vendor lien assertion	0.60
08/30/23	W Fang	Emails to C. Bacon re mechanics liens (.4); draft email to J. Gurule re mechanics liens (.3)	0.70
Task Subtotal			22.10
009 Litigation			
08/01/23	W Fang	Emails to Walker construction re mechanics lien issue	0.10
08/01/23	DJ Lutes	Correspond with W. Fang regarding litigation opinion and materials (.1); review materials for same (.2); prepare electronic files for same (.1)	0.40
08/01/23	W Fang	Review and summarize securities litigation pleading	1.10
08/01/23	BI Friedman	Review and analyze memorandum regarding lien issues	1.10
08/01/23	P Venter	Analyze litigation issues re Dalsem (1.4); correspond with Sidley, Buchalter re same (1.2); review plan re same (.3); correspond with A. Grossi re strategy and next steps (.5)	3.40
08/01/23	AR Grossi	Telephone conference with litigation counterparties advisors re potential settlement structure	0.90

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Date	Name	Narrative	Hours
08/01/23	AR Grossi	Correspond with Sidley working group re litigation issues	0.40
08/01/23	SE Hessler	Confer with Sidley working group re litigation issues and potential settlement structure	0.80
08/01/23	A Barajas	Email Dalsem's counsel EPC agreement (0.1); emails with AppH's litigation counsel re status of arbitration proceeding with Dalsem (0.4); review Sidley litigation team's questions on memo re free and clear sale of mechanic's liens (0.3); call with I. Ferrell re section 363(f)(4) analysis and the subordination of mechanic's lien (0.2); provide comments to I. Ferrell's draft email re section 364(f)(4) and subordination of mechanic's liens (0.2)	1.20
08/02/23	J Ducayet	Office conference with B. Friedman, J. Mooney regarding Dalsem lien (.5); review memo from I. Ferrell regarding Dalsem lien (.5)	1.00
08/02/23	JP Mooney	Discuss next steps for bankruptcy litigation with Sidley team	0.50
08/02/23	JP Mooney	Analyze internal memorandum regarding Dalsem's mechanic's lien	1.10
08/02/23	P Venter	Correspond with Sidley team re securities litigation (.3); analyze issues re same (.4)	0.70
08/02/23	AR Grossi	Telephone conference with Sidley working group re case status and open issues	0.90
08/02/23	SE Hessler	Confer with Sidley working group re case status/background	0.90
08/03/23	W Fang	Call with Cooley re stay of litigation (.5); call with A. Barajas re litigation notice (.1); Email to Cooley team re same (.3)	0.90
08/03/23	J Ducayet	Telephone conversation with I. Ferrell, W. Fang, B. Friedman, J. Mooney regarding Dalsem lien claim	0.50
08/03/23	BI Friedman	Call with bankruptcy team regarding mechanic's liens	0.60
08/03/23	BI Friedman	Analyze appraisals re Berea facility	0.30
08/03/23	JP Mooney	Discuss next steps for bankruptcy litigation with Sidley team (.5); prepare for Sidley team meeting regarding next steps for bankruptcy litigation (.5)	1.00
08/03/23	A Barajas	Call with Sidley litigation team re mechanic's liens issues (0.5); email Sidley litigation team arbitration documents (0.1); email Benesch law re meeting to discuss mechanic's lien and arbitration proceeding (0.1); Call with W. Fang re bar date notice for securities litigation parties (0.2); review filed certificate of service to confirm securities litigation parties received notice of non-voting status and bar date (0.5); email Stretto re Bar Date Notice for securities litigation parties (0.2)	1.60
08/03/23	P Venter	Analyze litigation issues and case law (1.2); review draft memorandum re same (.4); correspond with Sidley team re same (.3)	1.90
08/03/23	AR Grossi	Correspond with Committee professionals re case status and background	1.10
08/03/23	SE Hessler	Confer with Sidley working group re case status/background	1.00
08/04/23	JP Mooney	Draft litigation-related agenda items for meeting with T. Crist	0.40
08/04/23	W Fang	Email to B. Friedman re Dalsem lien issues	0.40
08/05/23	P Venter	Analyze open litigation issues (.5); correspond with Sidley team re same (.4)	0.90
08/06/23	P Venter	Analyze open litigation issues (.4); correspond with Sidley team re same (.4)	0.80
08/07/23	J Ducayet	Call with Benesh regarding Dalsem lien	0.70

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Date	Name	Narrative	Hours
08/07/23	IC Ferrell	Conference with Benesch re potential litigation issues (.7); conference with A. Barajas re same (.6); research re same (1.0); draft/summarize notes from call with Benesch (.8)	3.10
08/07/23	P Venter	Prepare outline re litigation issues (.8); correspond with Sidley team re same (1.2); analyze litigation strategy and supporting case law (1.0)	3.00
08/07/23	AR Grossi	Review background materials on litigation issues	1.20
08/07/23	JP Mooney	Discuss Dalsem lien issues with J. Ducayet (.1); discuss Dalsem lien issues with Benesch and Sidley teams (.6)	0.70
08/07/23	SE Hessler	Confer with Sidley working group re case status/background	0.50
08/08/23	JP Mooney	Discuss sale motion with Sidley team for litigation issues (.6); analyze record materials to inform draft declaration in support of sale motion (.4); review internal analysis of Dalsem lien issues (.3)	1.30
08/09/23	J Ducayet	Review and circulate draft declaration regarding Dalsem lien and telephone conversation with B. Friedman regarding same	0.30
08/09/23	IC Ferrell	Conference with A. Barajas re potential litigation issues (.3); draft declaration re same (3.9)	4.20
08/09/23	IC Ferrell	Attend telephone conference with Sidley team re securities litigation issues	0.50
08/09/23	P Venter	Attend call with Sidley team re D&O settlement discussions (.4); attend call with Cooley re securities litigation considerations (.3)	0.70
08/09/23	JP Mooney	Exchange emails regarding declaration strategies (.2); draft Crist declaration in support of sale motion (4.1)	4.30
08/10/23	AR Grossi	Correspond with Sidley working group re Committee issues	0.70
08/11/23	W Fang	Call with Litigation team re sale litigation	0.40
08/11/23	BI Friedman	Call with litigation team regarding sale motion	0.50
08/11/23	IC Ferrell	Conference with A. Barajas re potential litigation issues (.3); attend telephone conference with Sidley team re same (.2); research re same (3.0)	3.50
08/11/23	J Ducayet	Call with restructuring team regarding status of Dalsem lien dispute and next steps	0.50
08/11/23	P Venter	Attend call with restructuring, litigation teams re Dalsem issues (.3); prepare for same (.3); review legal arguments re Dalsem briefing (.3)	0.90
08/11/23	JP Mooney	Discuss sale motion with Sidley team	0.30
08/14/23	BI Friedman	Communicate with local counsel regarding liens	0.10
08/14/23	IC Ferrell	Draft analysis re potential litigation issues (.2); conference with A. Barajas re same (.5); draft motion re same (1.3)	2.00
08/14/23	P Venter	Call with EQ re litigation issues (.3); correspond with Sidley team re same (.3)	0.60
08/14/23	JP Mooney	Exchange emails regarding status of sale motion declaration	0.10
08/15/23	IC Ferrell	Conference with A. Barajas re potential litigation issues (.1); research re potential litigation issues (.9)	1.00
08/15/23	AR Grossi	Telephone conference with Company and advisor working groups re committee discussions and next steps	0.60
08/15/23	AR Grossi	Telephone conference with Sidley working group re committee requests	0.80
08/15/23	P Venter	Attend call with company re insurance considerations (.2); analyze issues re same (.6); attend to follow up re same (.4)	1.20

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Date	Name	Narrative	Hours
08/15/23	BI Friedman	Analyze Kentucky lien statutes re litigation	0.20
08/15/23	JP Mooney	Discuss sale motion with Sidley team for strategies	0.10
08/15/23	SE Hessler	Confer with Sidley working group re committee requests, strategy and next steps	1.30
08/16/23	JP Mooney	Research lien validity issues (2.6); exchange emails regarding research findings (.3); research Section 363(f)(4) of Bankruptcy Code (.2); draft sale motion section on lien subordination (.5); draft sale motion section on dispute regarding validity of Dalsem lien (1.7); research Kentucky mechanic's liens (.8); research lien subordination issues (.6)	6.70
08/17/23	W Fang	Review UCC correspondence log responses (.4); review emails from UCC re depositions (.3); emails to Sidley litigation team re same (.2)	0.90
08/17/23	JP Mooney	Review outstanding requests for information from T. Crist (.1); exchange emails regarding sale motion with Sidley team (.3)	0.40
08/17/23	J Ducayet	Review emails from counsel to Creditor's Committee regarding discovery issues	0.20
08/17/23	AR Grossi	Correspond with Sidley working group re settlement matters	0.90
08/17/23	AR Grossi	Review background materials re settlement matters	1.20
08/18/23	W Fang	Attend all advisors call re case status (.5); call with A. Grossi, J. Ducayet re discovery requests (.3); call with K. Going, et al. re discovery requests (.4)	1.20
08/18/23	W Fang	Revise and respond to Dalsem re DIP issues (.2); revise UCC correspondence log and circulate to group (.3)	0.50
08/18/23	J Ducayet	Telephone conversation with Davis Polk regarding discovery issues (.5); telephone conversation with Sidley team to discuss call with Creditor's Committee counsel (.2); call with Creditor's Committee counsel (.5); review and respond to email from A. Barajas regarding documents to be provided to Dalsem's counsel (.2)	1.40
08/18/23	J Miller	Revise letter extending automatic stay filing	0.50
08/18/23	AR Grossi	Correspond with Sidley working group re settlement issues	0.90
08/18/23	P Venter	Correspond with W&C re Dalsem litigation issues (.3); attend to follow up re same (.3); call with A. Grossi re same (.3); correspond with Sidley team re global settlement and next steps (1.8)	2.70
08/19/23	P Venter	Correspond with G. Broadbent, S. Hessler, A. Grossi re Dalsem issues (.4); correspond with securities litigation counsel re open issues and next steps (.4); correspond with Sidley team re same (.8)	1.60
08/19/23	SE Hessler	Analyze key issues regarding sale hearing (.5); confer with Sidley team re strategy and next steps (.7)	1.20
08/20/23	BI Friedman	Analyze and revise T. Crist declaration re lien issues	0.80
08/20/23	AR Grossi	Correspond with Sidley working group re settlement issues	0.90
08/20/23	AR Grossi	Correspond with Company and advisor working group re settlement issues	0.70
08/20/23	P Venter	Correspond with A Barajas re discovery requests and next steps	0.40
08/20/23	SE Hessler	Confer with Sidley team re legal strategy.	0.50
08/21/23	BI Friedman	Call with J. Ducayet regarding sale motion (.5); review and analyze EPC and related correspondence (2.5); call with counsel for Mastronardi re lien issues (.5); call with T. Crist regarding declaration re lien issues (.8); draft and revise T. Crist declaration (1.4)	5.70

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Date	Name	Narrative	Hours
08/21/23	J Ducayet	Review opposition briefs from Creditor's Committee (1.0); review draft T. Crist declaration (.5); telephone conversation with B. Friedman regarding T. Crist declaration (.2); telephone conversation with T. Crist regarding declaration (.5); call with Davis Polk regarding discovery issues (.4)	2.60
08/21/23	AR Grossi	Correspond with Sidley working group re settlement strategy	0.80
08/21/23	AR Grossi	Correspond with Company and advisor working group re settlement strategy	1.40
08/21/23	P Venter	Attend call with DPW re litigation next steps (.3); correspond with Sidley team re same (.6); analyze schedule re 9109 litigation (.4); attend call with Sidley team re Crist declaration (.3); review correspondence re same (.4); attend call with Sidley team re response to UCC objections (.3); review legal research and arguments re same (1.0); correspond with Sidley team re responses to same (1.6)	4.90
08/21/23	JP Mooney	Participate in meeting with T. Crist regarding declaration (.8); circulate key updates from Crist meeting (.2); analyze Sidley restructuring team's sections of sale motion (.2); research Kentucky lien statute (.7); analyze updated Crist declaration (.3); review update email from T. Crist regarding declaration (.1)	2.30
08/21/23	SE Hessler	Confer with Sidley team re litigation next steps; correspond re legal arguments and responses.	2.10
08/22/23	DJ Lutes	Review draft W&E lists for hearing including listing of docket items and declarations (.5); review redlined settlement term sheet for distribution (.3); review JW correspondence for filing deadlines and timing (.3)	1.10
08/22/23	BI Friedman	Draft and revise Crist declaration re lien issues	1.40
08/22/23	J Ducayet	Review background materials to prepare for potential depositions of G. Broadbent, T. Studebaker	1.50
08/22/23	AR Grossi	Review background materials re settlement discussions	1.20
08/22/23	AR Grossi	Correspond with Sidley working group re settlement discussions	1.60
08/23/23	BI Friedman	Call with T. Crist regarding declaration	1.00
08/23/23	J Ducayet	Telephone conversation with T. Crist, B. Friedman regarding Crist declaration (1.0); review and revise draft Crist declaration (1.0)	2.00
08/23/23	AR Grossi	Correspond with Sidley working group re proposal background	0.90
08/23/23	AR Grossi	Review settlement proposal background	1.30
08/23/23	WC Carlson	Review and respond to e-mail from W. Fang regarding D&O insurance for 2021 securities litigation (.5); review precedent decision in AppHarvest securities litigation (.4)	0.90
08/23/23	JP Mooney	Discuss sale motion with Sidley team	0.30
08/24/23	P Santos	Draft pro hac vice applications for J. Ducayet and B. Friedman per J. Miller (1.2); correspondence with J. Miller, B. Friedman re same (.5); correspondence with C. McManus re omnibus reply (.3); review draft of omnibus reply and declaration (1.8); correspondence with C. McManus, D. Lutes re same (.4); correspondence with Sidley and Jackson Walker Teams re status of filings of pleadings (1.2)	5.40
08/24/23	BI Friedman	Prepare R. Morgner for testimony re litigation (1.0); prepare L. Eggleton for testimony re litigation (1.0); prepare T. Studebaker for testimony re litigation (1.0)	3.00

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Date	Name	Narrative	Hours
08/24/23	DJ Lutes	Review pro hac motion issues (.3); call with P. Santos regarding same (.2); preparations for next day hearing materials and filings for Sidley litigation team (.9)	1.40
08/24/23	W Fang	Review filed documents and circulate litigation update email to company, Portage, Jefferies	0.50
08/24/23	J Ducayet	Prep session for L. Eggleton and review materials for same (1.5); prep session for T. Studebaker and review materials for same (.8); prep session for R. Morgner and review materials for same (.8); telephone conversations with and emails with Sidley and DPW regarding objections to 9019 motion and discovery issues (1.5); attend hearing on motion to quash and to adjourn (2.5); telephone conversations with Sidley team regarding preparation for evidentiary hearing (1.0)	8.10
08/24/23	AR Grossi	Correspond with Committee counsel re settlement and next steps	0.90
08/24/23	AR Grossi	Correspond with Equilibrium counsel re settlement and next steps	0.80
08/24/23	AR Grossi	Review background re 9019 continuance	1.10
08/24/23	AR Grossi	Correspond with Sidley working group re settlement structure and next steps	1.30
08/24/23	P Venter	Attend call with Sidley team re sale motion (.3); review materials re same (.8)	1.10
08/24/23	JP Mooney	Discuss edit to sale motion with Sidley team	0.10
08/25/23	P Santos	Correspondence with Sidley team re emergency motions (.3); review court docket (.2); update case calendar (.3)	0.80
08/25/23	J Ducayet	Review materials in preparation for potential cross examination of R. Morgner for Second Day Hearing (1.0); attend Second Day hearing (1.0)	2.00
08/25/23	AR Grossi	Correspond with Sidley working group re settlement	0.80
08/25/23	AR Grossi	Correspond with Committee counsel re settlement	0.70
08/25/23	AR Grossi	Review background re settlement issues	1.20
08/25/23	AR Grossi	Correspond with Committee counsel re settlement and next steps	0.90
08/25/23	AR Grossi	Correspond with Company and advisor working groups re settlement and next steps	1.10
08/25/23	P Venter	Review deposition notices re 9019 (.3); correspond with Sidley restructuring, litigation teams re same (.5)	0.80
08/26/23	AR Grossi	Correspond with Sidley working group re litigation issues	0.70
08/26/23	AR Grossi	Correspond with Sidley working group re settlement issues	0.90
08/28/23	W Fang	Call with P. Venter, Sidley litigation team re litigation posture	0.30
08/28/23	P Santos	Correspondence from Sidley Team re status on sale motion (.2); correspondence from M. Alden, D. Lutes re auction (.2); correspondence from M. Alden, D. Lutes re additional research re objections (.2); correspondence with Sidley and JW teams re hearing agenda (.2)	0.80
08/28/23	BI Friedman	Prepare for T. Crist deposition	0.80
08/28/23	J Ducayet	Telephone conversation with bankruptcy team regarding status of UCC settlement and Dalsem (.4); prepare for hearing on motion regarding Berea settlement (.8); prepare for depositions in connection with Berea and Dalsem disputes (.5)	1.70

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Date	Name	Narrative	Hours
08/28/23	P Venter	Attend call with J. Miller, securities plaintiff litigation (.3); analyze issues re same (.3); review deposition requests (.5); correspond with company, advisors re same (1.8); review request for interrogatories (.3); correspond with Sidley team re same (.3)	3.50
08/28/23	AR Grossi	Telephone conference with Equilibrium and Company working groups re settlement.	0.70
08/28/23	AR Grossi	Correspond with Sidley working group re settlement proposal.	0.60
08/29/23	R Fink	Confer with B. Friedman opposing counsel document requests (.3); conference with Sidley and opposing counsel teams re same (.2); correspond with Portage and Sidley teams re same (.2)	0.70
08/29/23	BI Friedman	Prepare for T. Crist deposition (1.5); revise responses and objections to requests for production (.5); prepare for meet and confer with Nixon Power (.8); meet and confer with Nixon Power (.5); meet with T. Crist regarding deposition (1.3)	4.60
08/29/23	P Santos	Correspondence from Sidley Team re discovery and deposition set up	0.30
08/29/23	DL Velkovich	Prepare initial draft of AppHarvest's responses and objections to Delsam's first request for production of documents per J. Mooney (.8); prepare letter transmitting AppHarvest's responses and objections to Delsam's first request for production of documents per J. Mooney (.3); bates stamp documents in preparation for production per B. Friedman (.8)	1.90
08/29/23	J Ducayet	Telephone conversation with T. Crist to prepare for deposition (1.0); review materials in connection with T. Crist document production (1.5) ; emails with counsel regarding deposition scheduling (.2); emails regarding Nixon Power issues (.5)	3.20
08/29/23	P Venter	Call with Committee counsel re Dalsem issues (.3); review legal considerations re same (.7); attend call with securities plaintiff re settlement discussions (.4)	1.40
08/29/23	AR Grossi	Correspond with Company and advisor working group re settlement and next steps.	1.30
08/29/23	AR Grossi	Correspond with Mastronardi advisor working group re settlement and next steps.	0.30
08/29/23	WC Carlson	E-mails with W. Fang regarding D+O policies applicable to 2021 securities litigation (0.2); review D+O policies (0.9)	1.10
08/29/23	JP Mooney	Analyze Dalsem RFP (.3); exchange emails regarding RFP response (.1); draft response to Dalsem RFP (2.6)	3.00
08/30/23	J Ducayet	Prepare for and attend deposition of T. Crist (7.5); attend prep session with R. Morgner and Sidley team (.5)	8.00
08/30/23	DJ Lutes	Correspond with B. Friedman and J. Miller regarding R. Morgner deposition in Houston (.2); coordinate logistics and tasks with Sidley team and A. Ammons regarding same (.7); review and research materials for same (.4)	1.30
08/30/23	BI Friedman	Meet with R. Morgner regarding deposition (.5); prepare for R. Morgner deposition (.8); appear for T. Crist deposition (7.0)	8.30
08/30/23	DK McFaul	Review issues with Morgner deposition tomorrow in Houston and telephone conference with J.L. Miller regarding logistics and auction development	0.20
08/30/23	W Fang	Review and respond to W. Carlson re D&O coverage	0.30

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Date	Name	Narrative	Hours
08/30/23	DL Velkovich	Finalize AppHarvest's responses and objections to first request for production in preparation for serving on opposing counsel	0.40
08/30/23	P Venter	Attend portion of T. Crist deposition (2.4); attend call with R. Morgner re deposition prep (.3); assist in preparation for same (.3)	3.00
08/30/23	AR Grossi	Telephone conference with Sidley working group re litigation issues.	0.60
08/30/23	AR Grossi	Review background on Dalsem issues.	1.40
08/30/23	WC Carlson	Review D&O policies and coverage correspondence (1.0); e-mail to W. Fang and P. Venter for follow-up information needed from client (0.5)	1.50
08/30/23	JP Mooney	Finalize RFP response	0.50
08/31/23	J Ducayet	Telephone conversation with B. Friedman regarding Morgner and Crist depositions and next steps (.3); attend deposition of R. Morgner (3.0)	3.30
08/31/23	P Venter	Attend portion of Morgner deposition (.8); correspond with Sidley team re Crist deposition (.3)	1.10
08/31/23	AR Grossi	Correspond with Sidley working group re insurance issues.	0.70
08/31/23	BI Friedman	Appear for R. Morgner deposition	2.90
08/31/23	BI Friedman	Call with restructuring team regarding Crist deposition	0.50
08/31/23	WC Carlson	Review D+O coverage material (0.8); conference call with P. Venter and W. Fang regarding coverage analysis (0.5); review and comment on draft e-mail to client (0.3)	1.60
08/31/23	JP Mooney	Participate in meeting regarding Crist deposition (.4); research mechanic's lien priority in Kentucky (.3); exchange emails regarding mechanic's lien priority in Kentucky (.2)	0.90
Task Subtotal			214.10
010 Case Administration			
08/01/23	J Miller	Prepare for (.1) and attend call with the U.S. Trustee regarding committee formation (.3); draft follow up email regarding same (.1)	0.50
08/01/23	IC Ferrell	Conference with Sidley team re case status and required actions (.1); conference with Jefferies, PPP, and Sidley teams re same (.2)	0.30
08/01/23	J Miller	Call with R. Mersch regarding committee formation (.1); revise notice of hearing (.2)	0.30
08/02/23	J Miller	Call with Sidley, Jefferies, and Portage teams regarding open items and next steps (.5); call with Sidley and Portage teams regarding second day pleadings (.2); review and respond to case emails regarding PTO time, mechanic's liens, schedules, OCP (.4)	1.10
08/02/23	P Santos	Correspondence from Sidley team re status of pleadings	0.50
08/02/23	MR Alden	Conference with Sidley, PPP teams re next steps (.1); conference with Jefferies, PPP, Sidley teams re standing call (.5)	0.60
08/02/23	A Barajas	Attend Jefferies, Sidley, PP call re status of AppH bankruptcy cases (0.5); attend Sidley, PP Call re next steps re filings in bankruptcy cases (0.2)	0.70
08/03/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring re DIP	0.30
08/03/23	W Fang	Review and provide comments on SOALs/SOFAs and global notes (5.3); call with Stretto/Portage teams re same (.7)	6.00
08/03/23	W Fang	Attend (in part) all advisors call re case status	0.10

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Date	Name	Narrative	Hours
08/03/23	J Miller	Review and respond to emails regarding wage order, objection deadline OCP Motion, FINRA email	0.40
08/03/23	A Barajas	Attend Sidley, Jefferies, PP call re status of bankruptcy case and next steps	0.20
08/04/23	DJ Lutes	Review status of WIP and timing of 2nd day filings (.1); review materials for same (.2); prepare electronic files and update files for Sidley team (.4); correspond with P. Venter regarding pacer docket notifications (.2); troubleshoot issue and coordinate with docket team regarding same (.5)	1.40
08/04/23	DK McFaul	Communications regarding UCC and counsel selection, related expectations for objections (.1); schedule expectations and FA interviews (.1)	0.20
08/04/23	A Barajas	Call with Sidley and PP team re status of bankruptcy filings and next steps	0.30
08/04/23	AR Grossi	Correspond with Sidley working group re Committee next steps	1.10
08/04/23	W Fang	Attend all advisors call re case status	0.40
08/04/23	W Fang	Review and revise SOALs/SOFAs	3.70
08/05/23	DJ Lutes	Review docket status of 2nd day filings, DIP objection and retention applications (.2); prepare electronic files and update files for Sidley team (.2)	0.40
08/05/23	W Fang	Review and revise SOALs/SOFAs (4.4); draft global notes re same (2.1); correspond with company teams re same (.9)	7.40
08/06/23	W Fang	Review SOALs/SOFAs	2.50
08/07/23	DJ Lutes	Review notice and docket issues with C. Wheeler and P. Venter (.4); research for same with Sidley team (.6); correspond with C. Wheeler and P. Venter regarding docket issues (.2); correspond with Sean McGuire at Stretto for same (.2); prepare set-up of electronic files for team (.4)	1.80
08/07/23	J Miller	Call with Sidley, Portage, and Jefferies team regarding open items and next steps (.6); call with Sidley and Portage teams regarding second day pleadings and schedules (.4); review and respond to emails regarding schedules and statements, second day pleadings, contract rejection, and 341 meeting (.9); update case calendar (.3)	2.20
08/07/23	IC Ferrell	Conference with Sidley, Jefferies, and PPP teams re case status and action items (.6); conference with PPP and Sidley teams re case status and action items (.4)	1.00
08/07/23	W Fang	Review and revise SOALs/SOFAs for filing (4.9); correspond with Portage re same (3.5)	8.40
08/08/23	W Fang	Attend all advisors call re case status (.5); attend Sidley team call re workstreams (.3)	0.80
08/08/23	J Miller	Call with Sidley Team, Portage, and Jefferies regarding open items and next steps (.4); call with Sidley team regarding work in process (.2); review and respond to email correspondence regarding second day hearing (.2); revise case calendar (.2); communicate with P. Venter regarding status (.1)	1.10
08/08/23	W Fang	Review SOALs/SOFAs (2.3); prepare and assist with filing re same (.8)	3.10
08/08/23	C McManus	Telephone call with Sidley team regarding general strategy (0.3); revise workplan (0.4)	0.70
08/08/23	DJ Lutes	Review docket materials and filings for updates (.4); update incoming electronic files for Sidley team (.4); review status of changing objection deadlines and hearing dates (.3)	1.10

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Date	Name	Narrative	Hours
08/08/23	A Barajas	Call with Jefferies/PP/Sidley re status of bankruptcy cases and sale process (0.3); call with Sidley team re status of cases and next steps (0.3)	0.60
08/08/23	IC Ferrell	Conference with Portage, Jefferies, and Sidley teams re case status and action items (.4); conference with Sidley team re case status and action items (.3); pull pleadings for ordinary course professionals (.2)	0.90
08/09/23	DJ Lutes	Review Stretto docket updates (.3); review team correspondence and revised sale timeline for date changes (.3); review JW correspondence for court calendar changes (.3)	0.90
08/09/23	A Barajas	Call with Sidley, PP, and Jefferies re status of bankruptcy cases and sale process	0.50
08/09/23	J Miller	Call with Sidley, Portage, and Jefferies teams regarding open items and next steps (.5); review and respond to emails regarding A/R sale, bar date motion, hearing dates (.7)	1.20
08/09/23	IC Ferrell	Draft with PPP, Jefferies, and Sidley teams re case status and action items	0.50
08/10/23	DJ Lutes	Correspond with P. Santos regarding calendaring and hearings (.2); review new deadlines and timing for same (.3)	0.50
08/10/23	A Barajas	Call with Sidley, Jefferies, PP team re status of bankruptcy cases and sale process	0.50
08/10/23	W Fang	Attend all advisors call re case status updates	0.50
08/10/23	J Miller	Call with Jefferies, Sidley, and Portage teams regarding open items and next steps (.5); review and respond to emails regarding revised sale timeline, UST questions, and section 341 meeting (.4); update case calendar (.5)	1.40
08/10/23	R Fink	Review and revise UCC bylaw confidentiality provisions (.4); correspond with Sidley and MWE re same (.1)	0.50
08/10/23	S Dhanak	Daily deal call with professionals regarding strategies and next steps	0.50
08/10/23	IC Ferrell	Conference with Jefferies, PPP, and Sidley teams re case status and action items (.4); coordinate call set-up re case status (.2)	0.60
08/10/23	SE Hessler	Review correspondence and confer with Sidley working group regarding Committee issues	0.50
08/11/23	A Barajas	Attend call with Sidley and PPP re required upcoming filings in bankruptcy cases and next steps	0.20
08/11/23	W Fang	Attend all advisors call re case status	0.30
08/11/23	IC Ferrell	Conference with PPP, Jefferies, and Sidley teams re case status and action items (.2); conference with PPP and Sidley teams re case status and action items (.2)	0.40
08/11/23	SE Hessler	Confer with Sidley working group re status and next steps	0.60
08/11/23	J Miller	Call with Jefferies, Portage, and Sidley teams regarding open items and next steps (.2); call with Sidley and Portage teams regarding works in process (.2); return call of shareholder (.2); review and respond to email regarding critical vendor, bar date order, and shareholder litigation (.3)	0.90
08/14/23	J Miller	Call with Sidley, Jefferies, and Portage teams regarding open items and next steps (.4); call with Sidley and Portage teams regarding works in process (.2); review and respond to emails regarding critical vendors, plan objections, plan supplement documents, confirmation order, and negotiations with creditors (.7)	1.30

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Date	Name	Narrative	Hours
08/14/23	W Fang	Attend all advisors call re case status (.5); call with Stretto, Portage re same (.2)	0.70
08/14/23	A Barajas	Attend call with Sidley, Jefferies, PP on status of bankruptcy cases and sale process (0.4); call with Sidley and Portage point on next steps in bankruptcy case (0.2)	0.60
08/14/23	DJ Lutes	Review Stretto docket entries and Sidley team correspondence for updates, status and timing (.5); prepare electronic filings for team (.3)	0.80
08/14/23	IC Ferrell	Conference with PPP, Jefferies, and Sidley teams re case status and action items (.4); conference with PPP and Sidley teams re case status and action items (.2); coordinate standing conferences with UCC counsel (.2)	0.80
08/14/23	SE Hessler	Confer with Sidley working group re status and next steps	0.70
08/15/23	J Ha	Attend daily call with professionals regarding status	0.50
08/15/23	W Fang	Attend all advisors call re case status (.5); call with P. Engel re Red Sea (.3)	0.80
08/15/23	J Miller	Call with Sidley, Portage, and Jefferies teams regarding open items and next steps	0.50
08/15/23	IC Ferrell	Conference with Jefferies, PPP, and Sidley teams re case status and action items (.4); compile signature pages (.2); conference with UCC counsel and Sidley teams re case status and ongoing negotiations (.4)	1.00
08/15/23	A Barajas	Call with Sidley, Jefferies, Portage re status of bankruptcy cases and sale process	0.40
08/15/23	DJ Lutes	Review Sidley team correspondence for revised deadlines, next steps and strategies (.3); review materials for same (.3)	0.60
08/16/23	W Fang	Attend all advisors call re case status	0.40
08/16/23	A Barajas	Call with Jefferies, Portage Point, Sidley re bankruptcy cases and sale process	0.50
08/16/23	C McManus	Prepare scheduling items for professionals	0.40
08/16/23	J Miller	Call with Sidley, Jefferies, and Portage teams regarding open items and next steps	0.50
08/16/23	IC Ferrell	Conference with PPP, Sidley, and Jefferies teams re case status and action items (.5); review state registration and obligations (.2)	0.70
08/16/23	J Ha	Attend daily call with advisors regarding status	0.50
08/17/23	C McManus	Telephone call with Company regarding employee benefits	0.30
08/17/23	J Miller	Call with Sidley, Jefferies, and Portage Teams regarding open items and next steps (.2); review and respond to emails regarding UCC correspondence, securities litigation, and 341 meeting (.6)	0.80
08/17/23	R Fink	Conference with Sidley, Jefferies, and Portage teams re matter updates (.3); correspond with Company, Sidley and UCC teams re UCC bylaws (.3)	0.60
08/17/23	IC Ferrell	Conference with Jefferies, PPP, and Sidley teams re case status and action items	0.30
08/17/23	J Ha	Attend daily call (in part) with advisors regarding status and correspond regarding upcoming amendment to DIP Credit Agreement	0.30
08/17/23	MR Alden	Conferences with advisor teams re status, next steps.	0.70
08/18/23	C McManus	Prepare scheduling items for professionals	1.20
08/18/23	IC Ferrell	Conference with PPP re case status and action items	0.50

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Date	Name	Narrative	Hours
08/18/23	J Miller	Call with Sidley Team, Portage, and Jefferies regarding open items and next steps (.6); call with Company and Portage teams regarding employee benefits (.3); email follow-up to M. Niehaus regarding same (.1); draft email to Company regarding talking points (.2)	1.20
08/21/23	J Miller	Call with Sidley, Jefferies, and Portage teams regarding open items and next steps (.3); call with Sidley and Portage teams regarding second day filings and other works and process (.5); review and respond to emails regarding reply brief, all hands meeting, liquidation analysis (.6)	1.40
08/21/23	W Fang	Attend all advisors call re case status (.3); call with R. Mersch re status (.5); call with M. Alden and P. Venter re UCC issues (.8)	1.60
08/21/23	DJ Lutes	Review agenda materials, discussion issues for all hands meeting (.2); review Sidley team correspondence for status, settlements or resolutions, and electronic files and open items for same (.5)	0.70
08/21/23	IC Ferrell	Review board materials (.1); conference with Sidley, PPP, and Jefferies teams re case status and action items (.2); conference with Sidley and PPP teams re case status and action items (.1); revise work in progress (.3)	0.70
08/22/23	J Miller	Confer with shareholder re equity issues	0.20
08/22/23	IC Ferrell	Conference with PPP, Sidley, and Jefferies teams re case status and action items	0.40
08/23/23	DJ Lutes	Review Stretto docket and filings for exhibits of UCC, Dalsem and company (.4); review proposed sale motion materials and comments from parties (.3); assess Pacer docket issues for R. Fink and Sidley team (.4)	1.10
08/23/23	DK McFaul	Telephone conference with J. L. Miller regarding new claims demands and positions (0.1); evaluate UCC objections brief (0.3); evaluate demand letter regarding 9019 terms and implications for settlement (.2)	0.60
08/23/23	J Ha	Prepare and attend daily call with advisors re case status	0.50
08/23/23	W Fang	Attend standing all advisors call re case status (.5); attend Portage/Sidley call re case status (.5); attend weekly WIP call with Jackson Walker re case status (.5)	1.50
08/23/23	IC Ferrell	Conference with Sidley, PPP, and Jefferies teams re case status and action items	0.50
08/23/23	MR Alden	Conferences with advisor teams re next steps, case planning.	1.20
08/24/23	J Miller	Call with Sidley, Portage, and Jefferies teams regarding open items and next steps (.3); review Dalsem lien memorandum (.3); review and respond to emails regarding second day hearing, filings, plan supplement, and replies (.3); return phone call of J. Hendricks (.1) and J. Samson (.1)	1.10
08/24/23	DJ Lutes	Address Pacer issues for Sidley team (.3); correspond with docket team regarding workarounds and status (.3); review Stretto docket updates and status of electronic filings (.3)	0.90
08/24/23	J Ha	Prepare for and attend daily call (0.5); attend to inquiry regarding Prepayment Premium on Richmond Facility (0.5); call with M. Adler regarding Prepayment Premium (0.3); correspondence with W. Fang regarding DIP Credit Agreement (0.3); revise, prepare and annotate conformed DIP Credit Agreement for filing and hearing (2.3)	3.90
08/24/23	W Fang	Review and revise second day agenda (.5); further review re JW edits to second day agenda (.2)	0.70
08/24/23	W Fang	Attend standing call with Portage/Jefferies re case status	0.50

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Date	Name	Narrative	Hours
08/24/23	IC Ferrell	Conference with Jefferies, PPP, and Sidley teams re case status and action items	0.40
08/25/23	DJ Lutes	Address Pacer and Stretto filing issues and corrections for Sidley team and M. Alden (1.0); update electronic files for Sidley teams including review of filed materials for same (.3); review WIP updates, new deadlines and scheduling adjustments for Sidley teams and professionals (.3)	1.60
08/25/23	J Miller	Update case calendar (.1); review and respond to emails regarding settlement terms, sale motion (.2); emails to P. Venter and A. Grossi regarding securities lead plaintiff (.4)	0.70
08/26/23	J Miller	Email to mechanic's lien counsel regarding appharvest berea	0.10
08/28/23	W Fang	Call with Jefferies/Portage re case status (.5); attend call with Portage re case status (.3)	0.80
08/28/23	J Miller	Review and respond to emails regarding deposition notices, OCP and interim comp motion comments, sale process status, 9019 settlement (.8); call with Sidley, Jefferies, and Portage teams regarding open items and next steps (.4); call with Sidley and Portage teams regarding works in process (.3); review Nixon Power requests for interrogatories and document production (.2); call with M. Alden regarding same (.1); call with R. Mersch regarding benefit terminations (.1); review payments matrix from Portage and provide comments on the same (.3)	2.20
08/28/23	DJ Lutes	Review Sidley team correspondence for calendaring changes, notice updates and document comments (.4); electronic file updates for Sidley team (.3)	0.70
08/28/23	IC Ferrell	Conference with PPP, Jefferies, and Sidley teams re case status and action items (.4); conference with Sidley team re work in progress status (.3); draft confirmation order (6.5)	7.20
08/28/23	J Ha	Prepare and attend daily call (0.5); attend to obtaining corporate deliverable (0.2); prepare draft of Amendment No. 4 to DIP Credit Agreement (0.7)	1.40
08/29/23	DK McFaul	Communications with T. Howley and J.L. Miller regarding claims and settlement implications with UCC terms	0.30
08/29/23	W Fang	Attend call with Portage/Jefferies re case status	0.50
08/29/23	J Miller	Call with Sidley, Jefferies, and Portage teams regarding open items and next steps (.6); review and respond to questions regarding auction logistics, bid comparison, communications with bidders, and 9019 issues (1.3); call with Lowenstein regarding language for confirmation order and sale order (.5); emails regarding Lowenstein language with client, A. Grossi, and P. Venter (.6); call with Jefferies, M3, Sidley, and MWE teams regarding qualification of bids (.6); review and revise CoC for second day pleadings (.2); call with A. Barajas regarding Berea executory contract review (.2); call with B. Friedman regarding preservation of documents (.2); email to Lowenstein regarding confirmation order language (.1)	4.30
08/29/23	W Fang	Call with D. Azman, et al re committee update	0.30
08/29/23	IC Ferrell	Conference with Jefferies, PPP, and Sidley teams re case status and action items (.5); conference with UCC counsel re case status (.3)	0.80
08/29/23	J Ha	Prepare for and attend daily call (0.5); attend to revising Amendment No. 4 to DIP Credit Agreement (0.6)	1.10
08/30/23	IC Ferrell	Conference with Sidley, Jefferies, and PPP teams re case status and action items (.3)	0.30

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Date	Name	Narrative	Hours
08/30/23	J Miller	Call with Sidley, Jefferies, and Portage teams regarding open items and next steps (.4); review and respond to emails regarding auction and UST comments (.2); call from creditor regarding proof of claim form (.1); call with Sidley and JW teams regarding works in process (.3); call with counsel for Aweta regarding Richmond sale (.2); follow-up emails regarding same (.1)	1.30
08/30/23	J Ha	Prepare for and attend daily call (0.4); revise Amendment No. 4 to DIP Credit Agreement (0.2)	0.60
08/31/23	IC Ferrell	Conference with Sidley, Jefferies, and PPP teams re case status and action items (.2)	0.20
08/31/23	DJ Lutes	Prepare digital files and documents to working folders for Sidley teams (.4); review docket and filings for timing and deadlines (.4)	0.80
08/31/23	J Miller	Call with Jackson Walker and Sidley teams regarding sale and plan questions (.4); follow up with P. Venter regarding same (.1)	0.50
08/31/23	W Fang	Attend call with Portage/Jefferies re case status	0.30
Task Subtotal			122.10
012 Employee/Labor Matters			
08/01/23	MC Niehaus	E-mails with E. Wilson and Sidley bankruptcy team re treatment of outstanding equity awards cessation of Fidelity recordkeeping services	2.20
08/01/23	R Fink	Conference with Sidley and WTW teams re compensation plan (.3); correspond with Sidley team re employee comp matters (.1)	0.40
08/01/23	MC Niehaus	Review of Fidelity agreement for stock plan services	0.80
08/01/23	MR Alden	Draft TPs for company re PTO matters (.7); conference with P. Venter re same (.1); revise TPs (.3); correspond with Company, Sidley team re same (.4)	1.50
08/01/23	P Venter	Correspond with company re employment issues (.3); analyze issues re same (1.4); correspond with Portage team re same (.8); attend call with company re same (.4); correspond with M. Alden re same (.3)	3.20
08/01/23	AR Grossi	Correspond with Company and advisor working groups re employee issues	1.80
08/02/23	MC Niehaus	Review of Fidelity agreement re stock plan administration (.9); correspond with E. Wilson and Sidley restructuring team re same (0.9)	1.80
08/02/23	GC Matisoff	Review Fidelity stock administrative agreement and email correspondence on effect of delisting on agreement	0.50
08/02/23	AR Grossi	Correspond with Sidley working group re employee issues	0.90
08/03/23	MC Niehaus	E-mails with E. Wilson and bankruptcy team re issues relating to equity awards	2.20
08/03/23	VM Iwankiw	Research KY PTO termination payouts and analyze employee policies (1.2); communicate with P. Venter, W. Lazerson, E. Kauffman, and client re: same (.4)	1.60
08/03/23	P Venter	Attend call with J. Miller, UST re wages order (.3); analyze issues re same (.3); correspond with Portage, Sidley team re employee issues (1.4)	2.00
08/04/23	P Venter	Attend call re wages order (.3); analyze issues re same (.8); correspond with Sidley team re same (.7)	1.80
08/07/23	MC Niehaus	Review and markup of employee communications re impact of Chapter 11 filing on employee benefits	0.90

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Date	Name	Narrative	Hours
08/07/23	MC Niehaus	E-mails re employee communications re impact of bankruptcy filing on employee benefits	0.20
08/07/23	R Fink	Review and revise FAQs and communication materials re employee and stock matters (.5); correspond with Sidley team re same (.1)	0.60
08/07/23	GC Matisoff	Review updates to employee FAQ on stock and benefit plan matters	0.20
08/08/23	MC Niehaus	E-mails with AppHarvest team re employee communications and employee benefits issues	0.90
08/08/23	R Fink	Conference with K. Ciko re employee stock matters (.2); correspond with Sidley and Company teams re same (.5)	0.70
08/09/23	MC Niehaus	Review and markup of form of auction APA (2.1); e-mails with Sidley team re steps to terminate equity plans (.5); e-mails with Sidley team re comments to auction draft APA (.5); e-mails with company and Sidley team re employee communications re treatment of benefits in bankruptcy (.9)	4.00
08/09/23	R Fink	Correspond with Sidley team re employee stock matters (.2); conference with Sidley and Company teams re same (.3); review revised talking points re same (.2)	0.70
08/09/23	VM Iwankiw	Review and revise APA based on employment and benefits conditions (1.8); communicate with K. Roberts and M. Niehaus re: same (.5)	2.30
08/10/23	C McManus	Telephone call with R. Mersch, P. Venter, and J. Miller regarding non-executive compensation plan (0.3); analysis regarding non-executive compensation plan (0.6)	0.90
08/10/23	VM Iwankiw	Finalize purchase agreement and communicate with A. Rogers re: same	0.20
08/10/23	J Miller	Call with C. McManus, P. Venter, and Portage regarding revised KERP list	0.30
08/10/23	P Venter	Attend call with Sidley team re non-executive compensation plan	0.30
08/14/23	GC Matisoff	Email correspondence on benefit plan matters with Sidley team	0.10
08/15/23	MC Niehaus	Correspond with Sidley team re employee questions relating to COBRA and other post-termination benefits and termination and disposition of existing benefit plans	1.30
08/15/23	MC Niehaus	Preparation of summary re post-termination employee benefits	0.90
08/15/23	J Miller	Call with M. Niehaus regarding treatment of employee benefit packages following confirmation	0.30
08/15/23	P Venter	Correspond with Sidley team re wages considerations (.4); analyze issues re same (.4)	0.80
08/15/23	GC Matisoff	Email correspondence on current benefit plans maintained by Company and review of benefit plan offerings and Form 5500 filings	0.50
08/15/23	GC Matisoff	Draft resolutions to terminate ESPP	1.00
08/15/23	C McManus	Review retention plans (0.2); telephone call with M. Niehaus and J. Miller regarding employee benefits (0.3); review materials for same regarding same (0.4); telephone call with R. Mersch, J. Miller, and P. Venter regarding independent contractors and employee benefits (0.4); review wage order (0.2); attention to wage issues (0.2)	1.70
08/16/23	MC Niehaus	E-mails with company and professionals re participant communications and potential plan terminations	0.90
08/16/23	MC Niehaus	Analysis related to preparation of Employee Stock Purchase Plan termination resolutions	0.90

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Date	Name	Narrative	Hours
08/16/23	GC Matisoff	Work on resolutions to terminate ESPP	0.20
08/17/23	MC Niehaus	E-mails with company re proposed employee benefit plan terminations	0.90
08/17/23	MC Niehaus	Call with E. Wilson, G. Matisoff and Sidley bankruptcy team re disposition of employee benefit plans and related plan assets in connection with bankruptcy proceeding	0.30
08/17/23	J Miller	Call with Sidley and Company regarding termination of employee benefits (.3); follow-up email regarding same (.1)	0.40
08/17/23	R Fink	Review and revise board resolutions re ESPP (.4); correspond with Sidley team re same (.2)	0.60
08/17/23	P Venter	Correspond with C. McManus re employee wage issues (.3); call with company re same (.3)	0.60
08/18/23	MC Niehaus	E-mails with company re steps for employee benefit plans (.8); draft of talking points for health plans (.9)	1.70
08/19/23	MC Niehaus	Review of welfare plan contracts to analyze potential issues relating to plan termination and wind-up	1.40
08/20/23	MC Niehaus	E-mails with bankruptcy team re review of health plan provider contracts and potential issues relating to plan termination	0.90
08/21/23	MC Niehaus	Review of 401(k) plan documentation to determine steps needed and potential issues relating to proposed termination (2.5); draft of talking points re 401(k) plan termination (1.4); review of 401(k) plan documentation and provider agreement to analyze potential issues relating to proposed plan termination (1.5); e-mails to company re preparation of talking points relating to 401(k) plan, trust and recordkeeper termination (.9)	6.30
08/22/23	MC Niehaus	Preparation of equity plan termination talking points (.8); review of 401(k) plan and trust documentation (1.1); e-mails to company re issues relating to 401(k) plan termination (.9)	2.80
08/22/23	J Miller	Email to Company regarding 401(k) plan termination talking points	0.10
08/23/23	MC Niehaus	E-mails re issues relating to employee benefit plan terminations	1.40
08/24/23	MC Niehaus	Analyze issues relating to employee benefit plan terminations	0.90
08/25/23	MC Niehaus	E-mails with AppHarvest and Sidley teams re issues relating to employee benefit plan terminations and related actions	1.60
08/29/23	GC Matisoff	Email correspondence on consulting agreement for former employee	0.50
08/29/23	M Fielding	Revise benefits provisions in purchase agreement	3.30
08/29/23	VM Iwankiw	Review and revise purchase agreement edits (1.4); communicate with K. Roberts, C. Luster, M. Fielding and M. Niehaus re: same (.6)	2.00
Task Subtotal			67.20
013 Business Operations			
08/02/23	P Venter	Correspond with company re business disruption issues (.6); analyze considerations re same (.5); correspond with Sidley team re same (.4); correspond with A. Barajas, DPW re 9019 transfer issues; analyze order re same (.8)	2.30
08/03/23	P Venter	Correspond with DPW, A. Barajas re 9019 settlement (.3); analyze issues re same (.2); correspond with company re business operations (.4); analyze legal issues re same (.3)	1.20

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Date	Name	Narrative	Hours
08/04/23	P Venter	Attend call with A. Barajas re 9019 objections (.3); review proposed language re same (.4); review interim order (.3); analyze business operational issues based on vendor inquiries (.5); correspond with Sidley team re same (.4); review correspondence re same (.3)	2.20
08/07/23	P Venter	Attend call with C. McManus, J. Miller, Portage team re compensation plan (.4); correspond with same re same (.4)	0.80
08/07/23	P Venter	Correspond with A. Barajas re 9019 motion and proposed next steps (.4); analyze issues re same (.3); correspond with company, Portage re business operation issues (1.2)	1.90
08/08/23	P Venter	Correspond with Sidley team re 9019 motion (.4); analyze issues re same (.3); correspond with Portage, company, and Sidley teams re operational issues (.8); analyze legal considerations re same (.4)	1.90
08/09/23	P Venter	Attend call re stock considerations (.4); correspond with R. Fink, company re same (.5); correspond with company, Portage re operational issues (1.1)	2.00
08/10/23	P Venter	Attend call with Portage re Berea contracts (.3); attend to follow up re same (.4); office conference with A. Barajas re same (.3); correspond with A. Barajas re 9019 order (.5); analyze considerations re same (.4)	1.90
08/11/23	P Venter	Attend call with DPW re 9019 issues and other case items (.3); correspond with Sidley team re follow up to same (.4); correspond with company, Portage re business operation issues (.5); correspond with Sidley team re same (.6)	1.80
08/15/23	P Venter	Correspond with company and Portage re business operations issues (1.3); analyze legal considerations re same (.5)	1.80
08/15/23	R Fink	Correspond with Sidley and Company teams re securities issues	0.50
08/16/23	DJ Lutes	Review Texas qualification and cogency agency materials (.2); correspond with I. Ferrell regarding same (.1); review additional materials for same (.2)	0.50
08/16/23	R Fink	Confer with K. Ciko re securities transaction issues (.1); correspond with Sidley and Company teams re same (.4)	0.50
08/25/23	P Venter	Attend 341 meeting (.5); prepare for same (.3); correspond with J. Miller re same (.2)	1.00
08/29/23	R Fink	Correspond with Sidley, Portage, and Company teams re operational maintenance	0.30
Task Subtotal			20.60
014 Tax Issues			
08/05/23	M Li	Review and revise tax provisions of Remaining Assets APA	3.80
08/07/23	M Li	Emails re transfer tax provision in remaining assets APA	1.50
Task Subtotal			5.30
015 Plan and Disclosure Statement			
08/01/23	AR Grossi	Telephone conference with Company advisor working group re chapter 11 plan status and next steps	0.40
08/09/23	J Miller	Call with P. Venter, I. Ferrell, and CAC regarding potential insurance settlement (.3); call with Cooley, P. Venter, and I. Ferrell regarding potential insurance settlement (.6); follow-up with P. Venter regarding same (.1)	1.00
08/10/23	AR Grossi	Correspond with Sidley working group re chapter 11 plan issues	1.10

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Date	Name	Narrative	Hours
08/10/23	P Venter	Correspond with Sidley team re case timeline and next steps (.3); correspond with Sidley team re global settlement (.4)	0.70
08/10/23	MR Alden	Draft RSA consent (1.1); conference with Jefferies, Sidley, PPP teams re strategy, next steps (.5); conference with W. Fang re RSA/DIP consent (.3); correspond with parties re same (.3)	2.20
08/12/23	W Fang	Draft settlement term sheet re plan	2.00
08/12/23	MR Alden	Revise settlement term sheet re plan	0.40
08/14/23	J Miller	Call with CAC, Cooley, and P. Venter regarding insurance settlement (.3); call with I. Ferrell regarding confirmation order (.6); email to P. Venter and W. Fang regarding plan changes in settlement term sheet (.2); call with R. Mersch regarding admin claims pool (.2)	1.30
08/14/23	W Fang	Revise settlement term sheet re plan	2.50
08/14/23	IC Ferrell	Conference with J.L. Miller re plan confirmation (.7); review precedent re plan confirmation (.8); draft confirmation order (2.5)	4.00
08/14/23	MR Alden	Conference with EQ counsel re RSA, DIP (.2); analyze issues re settlement (.4).	0.60
08/15/23	W Fang	Circulate settlement term sheet to committee counsel	0.20
08/15/23	J Miller	Call with Cooley, CAC, Insurance Carriers, and P. Venter regarding potential settlement	0.30
08/15/23	IC Ferrell	Draft confirmation order re plan	1.30
08/15/23	AR Grossi	Review settlement documents re plan	0.90
08/15/23	MR Alden	Correspond, conference with various professionals re follow-up re settlement issues	0.70
08/16/23	P Venter	Attend standing call with Portage, Jefferies team re open items and next steps (.3); correspond with EQ re settlement term sheet (.5); review draft re same (.3); analyze issues re Dalsem litigation (.7); correspond with Sidley team re same (.1); correspond with Benesch re declaration and related timing (.4)	2.30
08/17/23	P Venter	Attend standing call with Portage, Jefferies team re open items and next steps (.3); correspond with same re same (.4); attend call with Committee counsel re potential settlement (.4); analyze issues re same (.5); correspond with M. Alden, W Fang re Dalsem litigation and term sheet (1.0); analyze issues re same (.8); correspond with Dalsem counsel re settlement proposals (.8); call with same re same (.4); attend to follow up with Sidley team (.6); correspond with J. Miller re plan, mediation issues (.5); analyze issues re same (.4)	6.10
08/17/23	SE Hessler	Confer with Sidley team re strategy.	0.30
08/19/23	P Venter	Correspond with multiple parties re all hands meeting (.3); coordinate with Sidley team, creditors' advisors re same (.4)	0.70
08/19/23	MR Alden	Correspond with DPW re settlement term sheet.	0.20
08/21/23	J Miller	Call with I. Ferrell regarding liquidation analysis	0.20
08/21/23	IC Ferrell	Conference with J.L. Miller re disclosure statement (.1); draft disclosure statement exhibits (2.0)	2.10
08/21/23	IC Ferrell	Review and reply to potential claimant's correspondence	1.00
08/21/23	IC Ferrell	Draft confirmation order re plan	1.30

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Date	Name	Narrative	Hours
08/21/23	P Venter	Attend standing call with Portage, Jefferies team re open items and next steps	0.40
08/22/23	J Miller	Call with Portage and I. Ferrell regarding liquidation analysis (.4); follow-up with I. Ferrell regarding same (.1); follow-up with P. Venter regarding same (.1); review subsequent draw analysis with respect to liquidation scenario (.1)	0.70
08/22/23	IC Ferrell	Conference with JL Miller, R. Mersch, and C. Bacon re liquidation analysis (.3); conference with JL Miller re liquidation analysis (.2); draft liquidation analysis (2.4); draft confirmation order (1.0); conference with shareholder re plan treatment and opt out procedures (.2)	4.10
08/22/23	P Venter	Attend in person conferences re case settlement (8.2); follow up conference with G. Broadbent re same (.4); meeting with Portage re same (.4); conference with Sidley team re follow up to same (.5); attend to follow ups re settlement term sheet (.7)	10.20
08/22/23	SE Hessler	Confer with Sidley team re case settlement and strategy.	2.20
08/22/23	MR Alden	Participate in settlement discussions (3.9); analyze issues re same (3.9); correspond, coordinate with various re same (1.2).	9.00
08/23/23	J Miller	Review and revise liquidation analysis (.9); call with W. Fang regarding liquidation analysis and potential plan updates (.7)	1.60
08/23/23	R Fink	Conference with Sidley and Portage teams re same liquidation analysis and plan	0.50
08/23/23	W Fang	Call with J. Miller re liquidation analysis (.8); review liquidation analysis (.4)	1.20
08/23/23	IC Ferrell	Draft liquidation analysis (.5); draft confirmation order (.8)	1.30
08/23/23	P Venter	Attend standing call with Portage, Jefferies teams re open items and next steps (.4); attend call with Sidley team, MWE re settlement term sheet (.3); attend follow up call with Buchalter re same (.5); correspond with advisors to Committee, EQ re same (1.7); correspond with company advisors re same (2.3); multiple calls with Sidley team re settlement proposals (1.7); analyze documentation and diligence re same (.8); review draft plan (.8)	8.50
08/23/23	SE Hessler	Correspond with Sidley team re status.	0.30
08/24/23	J Miller	Revise liquidation analysis (1.6); call with W. Fang and R. Mersch regarding revised liquidation analysis (.4); call with R. Mersch and Sidley team regarding liquidation analysis updates (.4); draft plan supplement (.6)	3.00
08/24/23	IC Ferrell	Conference with R. Mersch, Manning Wu, JL Miller re liquidation analysis (.3); draft liquidation analysis (.5)	0.80
08/24/23	SE Hessler	Correspond with Sidley team re status.	0.10
08/25/23	P Venter	Correspond with committee, Buchalter, DPW, Sidley team re settlement term sheet (2.4); call with committee counsel re settlement term sheet (.3); review and revise same (1.5); correspond with A. Grossi, Sidley team re same (.8); call with Portage re settlement term sheet (.3); analyze liquidity provisions re same (.5).	5.80
08/25/23	SE Hessler	Confer with Sidley team re status/next steps.	0.50
08/26/23	P Venter	Correspond with EQ, Debtors, Committee advisors re settlement term sheet	2.80
08/26/23	SE Hessler	Confer with Sidley team re status/next steps.	0.30
08/27/23	P Venter	Correspond with EQ, Debtors, Committee advisors re settlement term sheet	2.40

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Date	Name	Narrative	Hours
08/28/23	W Fang	Emails to J. Gurule and C. Gibbs re settlement term sheet (.5); review and revise notice of filing (.5); revise settlement term sheet per comments (.5); finalize documents for filing (.4)	1.90
08/28/23	J Miller	Call with Lowenstein regarding confirmation objection (.3); call with P. Venter regarding securities lead plaintiff asks (.1); email to A. Grossi regarding Lowenstein language (.2); review terms of settlement agreement for plan changes (.1); draft amended plan (1.4); calls with A. Grossi regarding Lowenstein language (.1); call with P. Venter regarding Lowenstein language (.1); emails with Lowenstein regarding language to resolve objection (.2)	2.50
08/28/23	P Venter	Attend standing call with Sidley, Jefferies, Portage teams (.4); correspond with committee counsel re settlement term sheet (.4); correspond with company, EQ counsel re same (.8); review same (.6)	2.20
08/28/23	AR Grossi	Review background on shareholder chapter 11 plan objection.	0.90
08/29/23	W Fang	Revise amended settlement term sheet for filing	0.40
08/29/23	IC Ferrell	Review joint settlement term sheet (.2); research re plan classification (8.6)	8.80
08/29/23	P Venter	Attend standing call with Portage, Jefferies teams (.4); attend standing call with Committee counsel (.3)	0.70
08/29/23	AR Grossi	Review background on shareholder issues.	1.60
08/29/23	AR Grossi	Correspond with Sidley working group re background on shareholder issues.	0.30
08/30/23	IC Ferrell	Draft confirmation order (1.5); draft notice of plan objection deadline (1.0)	2.50
08/30/23	J Miller	Revise plan to incorporate terms from joint settlement term sheet (5.4); review and revise notice of revised objection deadline (.3); emails and calls regarding plan revisions (.9)	6.60
08/30/23	P Venter	Attend standing call with Jefferies, Portage teams re open items and next steps	0.30
08/30/23	AR Grossi	Correspond with Sidley working group re background on chapter 11 plan issues.	0.70
08/30/23	AR Grossi	Review background on chapter 11 plan issues.	1.80
08/31/23	IC Ferrell	Retrieve / share ballot for voting class (.2)	0.20
08/31/23	J Miller	Review and revise amended plan to incorporate comments from P. Venter (.8); email to JW regarding same (.1)	0.90
08/31/23	W Fang	Call with Jackson Walker team re plan issues (.4); revise and file further amended settlement term sheet (.4); emails to J. Gurule re ballots (.2)	1.00
08/31/23	P Venter	Review and revise Plan of Reorg (1.0); correspond with Sidley team re same (.6); review settlement term sheet (.2); review case deadlines (.3); correspond with C. McManus re same (.2); correspond with GNCU, EQ re ballots (.3)	2.60
Task Subtotal			125.40
016 Bankruptcy Court Hearings			
08/08/23	P Venter	Attend to issues re timing of second day hearing (.5); analyze case schedule (.6); coordinate adjournment with multiple parties (.7)	1.80
08/22/23	J Miller	Draft witness and exhibit list (.7); call with A. Barajas regarding 9019 exhibits (.5); follow up email to Sidley team regarding same (.1)	1.30

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Date	Name	Narrative	Hours
08/23/23	J Miller	Call with Sidley and Portage teams regarding works in process (.5); call with JW and Sidley teams regarding open items and next steps (.5); coordinate for hearing prep with various witnesses (.4); review and respond to emails regarding second day hearing, omnibus reply, and settlement term sheet (.6)	2.00
08/23/23	BI Friedman	Prepare for second day hearing	1.80
08/24/23	J Miller	Prepare for (.2) and attend hearing on motion to extend 9019 hearing (.6)	0.80
08/24/23	W Fang	Attend Rich Morgner hearing prep meeting	0.50
08/24/23	AR Grossi	Prepare for court hearing	1.40
08/24/23	P Venter	Attend portion of prep session with R. Morgner for hearing (.3); prepare for emergency hearing re 9019 adjournment (3.2); attend same (.4); coordinate with Sidley team re same (.7); correspond with counsel to EQ, Committee re same (.6)	5.20
08/24/23	C McManus	Revise Omnibus reply re DIP and sale	4.90
08/25/23	J Miller	Prepare for (.7) and present at second day hearing (.8)	1.50
08/25/23	R Fink	Attend hearing re second day motion relief	0.70
08/25/23	IC Ferrell	Join second day hearing and prepare notes re same	0.80
08/25/23	AR Grossi	Attend and participate in court hearing re second day motions	0.90
08/25/23	DK McFaul	De-briefs and related emails with counsel	0.10
08/25/23	DK McFaul	Court hearing with Judge Jones	0.80
08/25/23	P Venter	Prepare for hearing (2.1); attend same (.5); attend to follow up re same (.4)	3.00
08/28/23	J Miller	Revise witness and exhibit list for Wednesday hearing	0.20
Task Subtotal			27.70
017 Creditor Meetings & Communications			
08/01/23	DK McFaul	Review creditor requests and related communications with J. Miller, including relief expectations	0.20
08/04/23	J Miller	Kickoff call with Committee counsel and Sidley teams	0.50
08/04/23	P Venter	Attend call with committee counsel re case background and open issues (.4); prepare for same (.4)	0.80
08/04/23	AR Grossi	Telephone conference with Committee working group re background	0.40
08/04/23	W Fang	Call with UCC counsel re case status	0.50
08/07/23	AR Grossi	Review background on Committee issues	1.30
08/10/23	P Venter	Review committee confidentiality provisions (.2); correspond with Sidley team re same (.2); review diligence re same (.3)	0.70
08/12/23	P Venter	Correspond with Sidley team, Committee counsel re resolution of open issues	0.30
08/15/23	J Miller	Call with Sidley team and Committee counsel regarding outstanding issues and diligence requests	0.50
08/15/23	R Fink	Correspondence with Sidley and UCC teams re UCC bylaws (.3); review and revise same (.4)	0.70
08/15/23	C McManus	Telephone call with Committee regarding general strategy	0.50
08/16/23	R Fink	Correspond with UCC team re bylaws execution	0.10

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Date	Name	Narrative	Hours
08/22/23	W Fang	Negotiations with committee counsel (3.8), Davis Polk (3.8), and DIP lender (3.1) re DIP, bid procedures, settlement	10.70
08/22/23	J Miller	Prepare for 341 meeting	0.50
08/23/23	J Miller	Prepare for (.3) and hold 341 prep session with L. Eggleton (1.0) and with G. Broadbent (.2); prepare materials for 341 meeting (.4)	1.90
08/23/23	W Fang	Review settlement term sheet comments (.3); call with P. Venter, et al re same (.3); emails to J. Gurule, committee re same (.2); calls with mcDermott re same (.3)	1.10
08/24/23	W Fang	Review settlement term sheet markup from Buchalter (.3); circulate same to various parties in interest (.5)	0.80
08/25/23	J Miller	Prepare for (2.3) and attend 341 meeting of the creditors (.8); respond to follow-up question from creditor relating to same (.3)	3.40
08/25/23	W Fang	Attend 341 meeting	0.80
08/29/23	J Miller	Call with Committee and Sidley teams regarding works in process and sale updates (.3); call L. Barrett regarding OCP order (.1)	0.40
Task Subtotal			26.10
018 Corporate Governance & Board Meetings			
08/02/23	W Fang	Draft minutes re APA board meeting	0.70
08/09/23	IC Ferrell	Conference with CAC, Sidley teams re D&O coverage	0.20
08/31/23	P Venter	Review and revise UWC re sale approval (.3); correspond with R. Fink re same (.2)	0.50
Task Subtotal			1.40
019 SEC/Nasdaq/Public Disclosure			
08/02/23	W Fang	Email re summary of securities litigation pleading	0.90
08/02/23	R Fink	Draft 8-K re APA and 10-Q (.8); correspond with Sidley team re same (.1); confer with C. Kiko re same (.1); draft communications materials re delisting (.6); correspond with Sidley team re same (.1)	1.70
08/02/23	K Ciko	Analyze public disclosure issues	0.30
08/03/23	R Fink	Correspond with Sidley and Company teams re 8-K (.3); finalize same (.2); revise delisting communications materials (.2); correspond with Company re same (.2)	0.90
08/03/23	K Ciko	Correspond with Sidley and client re disclosure matters	0.30
08/04/23	K Ciko	Tending to disclosure matters and related call with the company	0.30
08/07/23	K Ciko	Respond to Company inquiries re Securities FAQs	0.40
08/08/23	K Ciko	Respond to inquiries from company and Sidley teams re securities matters	1.80
08/09/23	K Ciko	Assess inquiries by company and Sidley team re securities matters (1.0); analyze executive compensation matters (.1) review FINRA matters (.3)	1.40
08/15/23	K Ciko	Respond to inquiries re securities disclosure matters	0.60
08/16/23	K Ciko	Respond to inquiries re securities matters	0.40
08/17/23	K Ciko	Respond to inquiries from company re securities disclosure matters	0.20
08/28/23	R Fink	Confer and correspond with K. Ciko re MORs and securities filings	0.20

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Date	Name	Narrative	Hours
08/28/23	K Ciko	Respond to inquiries from company re securities disclosure matters	0.30
		Task Subtotal	9.70
		Total Hours for all Tasks	1,738.60

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Time Records

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TASK DETAIL

Date	Name	Narrative	Hours
001 First Day Motions/Second Day Motions			
09/01/23	P Venter	Correspond with Sidley team re entry of 9019 order	0.30
09/04/23	P Venter	Correspond with Sidley team re second day motions (.3); review docket re same (.3)	0.60
09/06/23	IC Ferrell	Draft stipulation re cash management	0.50
09/13/23	IC Ferrell	Draft revised proposed cash management final order	0.30
Task Subtotal			1.70
002 Financing Matters/Cash Collateral			
09/01/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring	0.50
09/01/23	W Fang	Draft DIP officer certificate	0.50
09/05/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring re DIP	0.50
09/06/23	J Ha	Prepare for and attend daily call re DIP	0.50
09/07/23	W Fang	Emails to Sidley team re DIP Credit Agreement amendment	0.30
09/07/23	J Ha	Revise Amendment No. 4 to DIP Credit Agreement	0.60
09/08/23	MG Adler	Address amendment matters re financing	0.80
09/08/23	W Fang	Call with R. Mersch re DIP budget (.3); Call with M. Alder re same (.2); call with P. Venter re same (.3); email to R. Mersch re DIP budget (.2); emails to J. Hansik re DIP amendment (.3)	1.30
09/08/23	J Ha	Revise Amendment No. 4 to DIP Credit Agreement	0.50
09/11/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring re DIP (.3); attention to post effective date termination of DIP (.5)	0.80
09/11/23	S Dhanak	Daily call with professionals regarding DIP status (.3); address questions on final order and DIP CA (.4)	0.70
09/12/23	MG Adler	Status call with Jefferies, PPP and Sidley Restructuring re DIP (.3); assess milestone amendment (.2)	0.50
09/12/23	W Fang	Review amendment no. 4 to credit agreement (.3); call with R. Mersch re DIP budget (.2); analyze issue regarding winddown budget (.7)	1.20
09/12/23	S Dhanak	Daily deal call with professionals regarding next steps re DIP (.3); review additional DIP CA amendment (.5)	0.80
09/12/23	J Ha	Revise Amendment No. 4 to DIP Credit Agreement	0.50
09/13/23	S Dhanak	Daily deal team call regarding case status with professionals re DIP (.4); assess closing issues for same (.1)	0.50
Task Subtotal			10.50
003 Asset Disposition/363 Sale			

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Date	Name	Narrative	Hours
09/01/23	DJ Lutes	Follow-up on post auction tasks with transcriber and Sidley team (.4); correspond with M. Alden regarding same (.1)	0.50
09/01/23	C Luster	Correspondence with Portage Point Partners (PPP) team regarding Executory Contracts Schedule and missing VDR contracts (.3); conference between PPP and Sidley re sale (.7); review newly provided contracts and Box folder access (1.0); discussion and calls with PPP regarding open Disclosure Schedule Items (.9); review and revise Bosch Disclosure Schedules based on discussions with PPP and documents provided (1.2)	4.10
09/01/23	W Fang	Email to P. Venter re Dalsem state law issues (.3); call with P. Venter re mechanics liens (.2); attend call with R. Mersch, et al re mechanics liens (.6); review Dalsem objection (.3); call with litigation team re Dalsem objection (.3)	1.70
09/01/23	J Miller	Review and respond to emails regarding sale process	0.60
09/01/23	JB Pettit	Correspondence with C. Luster regarding Bosch APA schedules and conference with A. Rogers regarding trademark license agreement (.1); correspondence with C. Luster and R. Scofield regarding shared contracts issue (.1)	0.20
09/01/23	MR Alden	Analyze issues re sale matters (3.9); conference, correspond with Jefferies, Sidley, PPP, counsels re same (3.9); revise briefing materials re same (.5)	8.30
09/01/23	IC Ferrell	Research re sale motion and hearing (1.1); prepare sale hearing witness and exhibit list (.3); conference with A. Barajas re sale motion and hearing (1.0); conference with Portage and Sidley teams re sale motion and hearing (.5); conference with V. Anaya and JW team re same (.9); review sale objections (1.5); conference with Sidley team re same (.2); review docket re same (.4)	5.90
09/01/23	A Barajas	Research case law re 363(f) and credit bids for reply in support of sale motion (1.8); coordinate with I. Ferrell, B. Friedman and local counsel to file witness and exhibit list for sale hearing (1.0); attend call with Sidley, Jefferies, and Portage teams re sale hearing (.3); attend Sidley and Portage work in progress call (.2); attend call with Sidley and Portage teams re mechanic liens (.5); review Dalsem's objection to sale motion (1.0); research section 363(f) case law for draft reply in support of sale motion (.4); calls with I. Ferrell re Dalsem's objection (.6); call with Sidley team re Dalsem's objection (.4); call with P. Venter re Dalsem's objection and sale reply (.1); call with I. Ferrell re draft reply in support of sale motion (.3); review emails between Sidley and Dalsem's counsel re Dalsem's sale objection (.2); draft email to DPW re assumption and assignment notice (.3); review Kentucky law research re mechanic lien priority (.2)	7.30
09/01/23	AR Grossi	Review background on sale issues (1.1); correspond with Sidley working group re sale hearing and next steps (.6)	1.70
09/01/23	P Venter	Correspond with Sidley team re mechanics lien issues (1.2); analyze considerations re same (.4); correspond with Sidley team re state law mechanics lien issues (.3); attend call with W&C re Dalsem objection (.3); attend follow up with Sidley team re same (.4); analyze issues re same (.3); attend call with Sidley team re Dalsem objection and planning for hearing (.4); review pleadings re sale order objection (1.0); analyze legal arguments re same (.8); coordinate with Sidley team re evidentiary support for sale hearing (1.8)	6.90
09/01/23	C McManus	Draft sale objection chart for sale reply (2.8); telephone call with Sidley restructuring and litigation regarding Dalsem objection (.3)	3.10

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Date	Name	Narrative	Hours
09/04/23	MR Alden	Revise reply (3.9); correspond, coordinate with parties re sale order resolutions (3.9); analyze sale issues (3.7); negotiate, strategize re same (.8)	12.30
09/04/23	IC Ferrell	Draft presentation re sale motion (4.3); draft reply to sale objection (1.5)	5.80
09/04/23	P Venter	Correspond with Sidley team re next steps for Sale order hearing (.4); correspond with Jackson Walker re sale process (.2); correspond with lender parties re, buyer sale order dispute (.5); correspond with M. Alden, W. Fang re same (.8); review and revise Studebaker declaration (.3)	2.20
09/05/23	W Fang	Call with D. Azman and constituents re sale update	0.50
09/05/23	C McManus	Telephone call with internal Sidley team regarding general strategy (.3); telephone call with Jefferies regarding sale (.2) (partial); revise sale objection chart for sale reply (1.4); telephone call with Committee regarding sale (.3); revise sale reply (2.3); review Studebaker declaration (.3); prepare sale reply, objection chart, and Studebaker declaration for filing (1.5)	6.30
09/05/23	A Barajas	Call with Jefferies, Portage, Sidley re Sale Hearing (.3); call with UCC counsel re sale hearing issues (.3); call with Sidley restructuring team re sale hearing (.3); call with I. Ferrell re reply in support of sale motion (.1); review and provide comments to sale hearing presentation (1.5); emails with Sidley litigation team re witness and exhibit list for sale hearing (.2); emails with local counsel re draft amended witness and exhibit list (.2); review and provide comments to draft reply in support of sale motion (.9)	3.80
09/05/23	J Miller	Call with Sidley and UCC regarding sale objections	0.30
09/05/23	C Luster	Correspondence with PPP and WG teams regarding missing contracts (.2); research and provided WG team with various requested contracts (.4); review and comment on Red Sea transfer revisions (.3)	0.90
09/05/23	AS Rogers	Review stalking horse closing deliverables (.5); confer with team regarding trademark license agreement (.3)	0.80
09/05/23	MR Alden	Correspond with various re sale issues (3.9); revise pleadings re same (2.4); correspond with various re same (1.6)	7.90
09/05/23	RM Scofield	Review materials in connection with Red Sea security transaction and discuss the same with A. Rogers	0.30
09/05/23	IC Ferrell	Draft sale motion objection reply (.5); research re state lien and foreclosure law (2.2); draft sale hearing documents and presentation materials (7.9)	10.60
09/05/23	AR Grossi	Review sale reply	0.80
09/05/23	AR Grossi	Review background on sale issues	1.80
09/05/23	AR Grossi	Correspond with Sidley working group re sale reply	0.30
09/05/23	P Venter	Correspond with multiple parties re open objections (3.4); prepare for sale hearing (1.0); review and revise presentation re same (1.2); correspond with Sidley team re same (.8); review and revise Sidley reply (.9); call with EQ re open sale issues and next steps (.4); call with GNCU counsel re open items and next steps (.3); call with W&C re same (.3); attend standing call with Sidley, McDermott teams re open items (.4)	8.70
09/05/23	A Barajas	Review and compile factual diligence received from Portage to respond to DPW diligence requests on Berea Mechanic's Liens (1.2); emails with Stretto re mechanic lienholder filed proof of claim (.2); confer with Portage Point re transfer of warranties under Berea transfer motion (.3); review final 9019 order to draft email DPW re transferred assets under Berea transfer motion (.4)	2.10

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Date	Name	Narrative	Hours
09/06/23	A Barajas	Review communications between Sidley and Dalsem's counsel re sale hearing (.1); emails with Sidley litigation team and local counsel re revised witness and exhibit list (.2); edit revised witness and exhibit list (.3); coordinate with local counsel to file same (.2); call with Jefferies, Portage re plan confirmation hearing (.2); review diligence information re mechanic's liens filed against Berea facility and email to DPW (.2); compile back-up information for cure costs for Berea contract (.3); emails with DPW re back-up information for cure costs for Berea contract (.2); calls with I. Ferrell re edits to sale presentation (.8); review and provide comments to sale hearing presentation (.7); review mechanic lien statements and lien waivers for potential response to lienholder objection (.2); review draft demonstration re mechanic's liens and provide comment (.1); draft bullets for potential response to mechanic lienholder's objection (.2); call with local counsel re sale hearing and plan confirmation hearing (.2); attend sale hearing (.9); email Portage Point re back-up information on cure cost for Berea contract (.1); review objection filed to sale motion (.2)	5.10
09/06/23	C Luster	Correspondence with PPP team regarding various contract location and additional potential debtor agreements (0.2); AppHarvest Sale Hearing (0.8)	1.00
09/06/23	MR Alden	Revise sale reply (1.1); coordinate filing re same (.2); negotiate with parties re sale order (3.2); revise, coordinate resolution re same (3.9); analyze cure issues (.7)	9.10
09/06/23	IC Ferrell	Conference with A. Barajas re sale objections (.5); conference with Jackson Walker re same (.3); prepare documents for sale hearing (3.2)	4.00
09/06/23	AR Grossi	Preparations for sale hearing	2.30
09/06/23	P Venter	Prepare for sale hearing (3.8); office conference with M. Alden re open objections (2.0); correspond with objecting parties re resolutions (2.2); review and revise sale order (.5); attend sale hearing (.7); attend to follow up re same (.6); correspond with Sidley team re same (.5); analyze legal issues re sale objections (.5)	10.80
09/07/23	MR Alden	Conference with Sidley specialist teams re other assets transactions (.4); conference with C. McManus re follow-up re same (.1); conference with Maynard Nexsen re Walker (.3); correspond with EMWN, Maynard Nexsen, Sidley teams re same (.4); correspond with Jefferies, Sidley specialist teams re robotics sale (.6); correspond, coordinate with PPP, Sidley teams re cure issues (.5); analyze issues re other assets transactions (.7)	3.00
09/07/23	B Azcuy	Conversations with bankruptcy team re real estate deals and documentation (.7); review of terms re real estate deals (.8)	1.50
09/07/23	AS Rogers	Confer with team re: trademark license agreement	0.40
09/07/23	JB Pettit	Discuss de minimis sales process with restructuring team (.2); review Deed of Variance and correspond with F. Weiru regarding same (.4); correspond with F. Weiru and R. Scofield re strategies (.2)	0.80
09/07/23	C Luster	Correspondence with PPP and WG teams regarding missing contracts and revisions to appropriate documents (.8); telephone conference pertaining to real estate and remaining assets transactions (.3)	1.10
09/07/23	W Fang	Emails to/from Red Sea counsel re conversion process	0.60
09/07/23	RM Scofield	Telephone conference with Sidley RX team and other specialists to discuss other asset transactions and strategies	1.00

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Date	Name	Narrative	Hours
09/07/23	P Venter	Attend call with GNCU counsel re sale items and next steps (.3); correspond with Sidley team re same (.5)	0.80
09/08/23	MR Alden	Correspond with GNCU, Bosch counsels re Walker (.3); conference with PPP re cure amounts, other assets sales, next steps (.2); correspond with counsel re cure (.3); correspond, conference with JW re sale orders (.3); analyze issues re cure (.4)	1.50
09/08/23	JB Pettit	Correspond with restructuring, Jeffries and Zordi teams (.4); review correspondence regarding IP transaction (.2)	0.60
09/08/23	AS Rogers	Review Trademark License Agreement (.2); review stalking horse purchase agreement closing deliverables (.2)	0.40
09/08/23	AR Grossi	Correspond with Company working group re closing issues	1.40
09/08/23	AR Grossi	Correspond with Sidley working group re closing issues	0.60
09/11/23	AS Rogers	Review Trademark License Agreement	0.20
09/11/23	W Fang	Emails to company re Red Sea	0.40
09/11/23	JB Pettit	Touchbase with C. Luster regarding robotics APA	0.10
09/11/23	MR Alden	Conference with PPP, Sidley teams re sale process, cures (.3); correspond with C. McManus re follow-up re same (.2); correspond with DPW re IP sale (.1); correspond with JW, Buchalter re sale order (.2)	0.80
09/11/23	P Venter	Correspond with Sidley team re cure objections	0.40
09/11/23	C McManus	Confer with Portage regarding cure amounts (.2); telephone call with Portage, M. Alden, and A. Barajas regarding cure objections (.4); confer with M. Alden regarding cure objections (.1); emails regarding cure objections (.9)	1.60
09/12/23	MC Niehaus	Correspond with E. Wilson and K. Roberts re issues relating to employee terminations in connection with asset sales	0.90
09/12/23	C Luster	Correspondence with Sidley Restructuring regarding timeline and next steps for the sale of the remaining assets (.1); review and comment on 8-K draft of Somerset Sale (.5); correspondence with team regarding outstanding closing deliverables (.1)	0.70
09/12/23	W Fang	Discussion with EQ re Red Sea disposition (.5); follow up discussion with EQ re Red Sea (.5); call with P. Engel re same (.2)	1.20
09/12/23	JB Pettit	Correspond with and conference with A. Rogers regarding closing items	0.30
09/12/23	MR Alden	Correspond with Sidley team re cure issues (.2); conference, follow-up with GNCU re Walker (.3); conference with Disinmore re cure objection (.2); correspond with Sidley team re disclosures, APA matters (.7); correspond with Disinmore re cure objection (.2) conferences with Jefferies, PPP, JW, Buchalter, EQ, Armory, MWE, M3 re sale matters (2.3); correspond with Sidley team re disclosures, APA matters (.7); correspond with Wuersch re cure objections (.5)	5.10
09/12/23	AS Rogers	Confer with Red Sea team regarding share conversion (.5); review Stalking Horse purchase agreement closing deliverables (.4)	0.90

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Date	Name	Narrative	Hours
09/12/23	P Venter	Attend Zoom call with Committee, EQ re Red Sea investment (.3); attend follow up call with Jefferies re same (.3); correspond with Sidley team re same (.5); attend call re Walker, GNCU issues (.6); correspond with Sidley team re same (.8); attend call with A. Grossi re closing issues (.3); correspond with W. Fang, J. Miller, M. Alden re same (1.2); call with G. Broadbent re same (.3); call with J. Gurule re same (.3); correspond with Benesch, DPW re same (.6)	5.20
09/13/23	R Fink	Conference with Sidley, Portage, and Jefferies teams re sale updates	0.30
09/13/23	C Luster	Telephone conference between APB Legal, Equilibrium, Sidley, Foley, and Buchalter to discuss process to closing and open items (.6); correspondence with AppHarvest team regarding updates or revisions since signing (.1)	0.70
09/13/23	JB Pettit	Prepare for Richmond/Morehead closing checklist telephone conference (1.0); lead all-hands Richmond/Morehead closing checklist telephone conference (.3); correspond and conference with M. Alden and A. Rogers re closing items (.2); correspond and conference with R. Scofield re same (.2)	1.70
09/13/23	MR Alden	Conferences with PPP, P. Venter, EQ, Buchalter, APB, Wuersch, Sidley team, Jefferies, counsels re sale, closing, cure issues (2.5); correspond with various re sale, cure issues (3.9); analyze, negotiate issues re same (3.2)	9.60
09/13/23	AS Rogers	Confer with all stalking horse parties regarding closing deliverables (.5); compile closing deliverables signature pages (.3); confer with bankruptcy team regarding outstanding stalking horse deliverables (.6)	1.40
09/13/23	RM Scofield	Correspond with A. Rogers, C. Luster and J. Pettit regarding transaction status and related matters	0.50
09/13/23	P Venter	Attend call with Buchalter re next steps (.3); attend call with EQ team re employee issues (.3); correspond with Sidley team re same (.5); correspond with M. Alden, W. Fang re closing issues (.8); correspond with Sidley team re Red Sea (.5)	2.40
09/13/23	B Azcuy	Checklist call re APA with professionals (2.3); review of real estate documents (.7)	3.00
09/14/23	C Luster	Review Buyer's Closing Certificate (.2); telephone conference between Foley, Buchalter, APB Legal, EQ, AppHarvest, and Sidley Team regarding items to Closing and potential concerns with delayed a closing (.6); telephone conference with J. Pettit regarding review of schedules (.2); review and comment on the Short Form Lease (.3)	1.30
09/14/23	B Azcuy	Review of lease and provide comments (1.4); call with M. Alden and Sidley team re lease changes and background (.6)	2.00
09/14/23	K Medianik	Correspond with Sidley team re: lease transaction (.6); draft form of lease (2.5)	3.10
09/14/23	MR Alden	Conferences with PPP, Jefferies, Sidley RE, Sidley corporate, EQ, Buchalter, APB teams, Company re sale closings, cure issues, closing matters (3.9); negotiate RE lease issues re same (3.9); correspond with various re sale issues, negotiations (1.6)	9.40
09/14/23	AS Rogers	Confer with stalking horse team regarding closing deliverables (.5); review stalking horse buyer closing certificate (.3); confer with stalking horse team regarding closing checklist (.5); compile signature pages to short term lease (.4); confer with labor team regarding stalking horse target employees list (.3)	2.00

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Date	Name	Narrative	Hours
09/14/23	RM Scofield	Closing checklist call with EQ and its lawyers (.3); review and discuss various transaction matters with A. Rogers, C. Luster and J. Pettit (.7)	1.00
09/14/23	P Venter	Attend call re closing checklist (.3); correspond with Sidley team re closing issues (.5); call with Company re same (.3)	1.10
09/14/23	AR Grossi	Correspond with Sidley working group re closing issues	1.70
09/14/23	AR Grossi	Review background on closing issues	1.10
09/14/23	JB Pettit	Prepare for and conference with EQ, G. Broadbent and R. Brewer regarding closing issues (.5); closing checklist call on Richmond/Morehead assets (.3); review Richmond/Morehead APA and schedules (.3); correspondence with client regarding same (.3); conference with C. Luster regarding schedule updates to Richmond/Morehead disclosures (.2); correspondence with M. Alden and conference with C. Luster regarding short-term lease (.4); review opposing counsel markup of short-term lease and provide comments regarding same (.3)	2.30
Task Subtotal			244.80
005 Assumption/Rejection of Leases and Executory Contracts			
09/05/23	A Barajas	Emails with Portage re updating Berea Contracts Schedule (.2); review updated Berea contract schedule (.2); emails with DPW re updated Berea contract schedule (.2); edit Assumption and Assignment Notice for Berea contracts and leases (.6); edit Assumption and Assignment Notice to incorporate local counsel and Mastronardi counsel comments (.4); edit Exhibit A to Assumption and Assignment Notice for filing (1.1); communications with DPW re Exhibit A to assumption and assignment notice (.3); emails and call with Portage Point re information related to cure cost for a Berea contract (.2); call with J.L. Miller re Assumption and Assignment Notice (.1); coordinate filing and service of Assumption and Assignment Notice (.3)	3.60
09/07/23	A Barajas	Call with Sidley, Jefferies, and Portage re status of case (.2); emails with Portage Point re cure amount for Berea contract (.1); emails with DPW re amended assumption and assignment notice for Berea contracts and leases (.2); draft amended notice of potential assumption and assignment notice for Berea and exhibits (.9); coordinate with local counsel and Stretto re filing and serving same (.5)	1.90
09/11/23	A Barajas	Review emails re informal cure objection to Berea contract (.4); emails with DPW re informal cure objection to Berea contract (.3); emails and call with Delta Gas counsel re its informal cure objection (.5); email DPW and Delta Gas counsel re resolution of informal cure objection (.1); emails with C. McManus and M. Alden re cure objections call (.1); review and provide comments to cure objection tracker (.2); review HYG's cure objection to Berea contracts (.4); call with Sidley and Portage on Berea cure amounts (.2); email P. Venter re process for resolving cure objections to Berea contracts (.2); draft email to DPW re HYG objection (.2)	2.60

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Date	Name	Narrative	Hours
09/12/23	A Barajas	Review cure objection to Berea contract assumption (.2); attend call with Sidley, Jefferies and Portage re plan confirmation and next steps in bankruptcy cases (.3); email P. Venter precedent Plan Administrator Agreement (.2); attend call with Sidley and UCC's counsel (.2); emails and calls with DPW re cure objections to Berea contracts (.5); attend call with Sidley team re plan confirmation and next steps (.2); edit emergence checklist (.3); attend call with DPW and Delta Gas counsel re cure amounts for contract at Berea facility (.5); emails with Sidley team re Delta Gas cure amounts (.3); emails and calls with Delta Gas counsel re cure amounts for their contracts at Richmond, Morehead facilities (1.5); review final 9019 order and email Sidley team re moving Assumption and Assignment Date under final 9019 Order (.5); attend call with counsel to Blue Grass Energy re cure amounts (.5)	5.20
09/13/23	A Barajas	Coordinate with M. Alden, C. McManus, Portage Point, and objecting parties to resolve cure objections for assumed contracts (4.2); coordinate with DPW re assuming and assigning Berea contracts (.5); attend call with Sidley, Portage, Jefferies (.4); call with local counsel and Sidley (.3); call with Delta Gas counsel re cure amounts for their contracts (.2); attend call with counsel to Bosch re cure amounts (.5)	6.10
09/14/23	A Barajas	Communications with DPW re assumption and assignment of Berea contracts (.4); review cure objections for hearing (.6); call with Sidley, Jefferies, Portage teams re confirmation hearing and next steps (.3); call and emails with counsel to Delta Gas re cure objections (.3); attend confirmation hearing (.7); attend closing-checklist call for Richmond/Morehead facilities (.5); emails with Portage Point re Delta Gas's utility bill (.1); communications with Delta Gas counsel re cure amounts (.2); edit and finalize assumption and assignment notice (.6); email DPW re service of assumption and assignment notice (.1); coordinate with Stretto service of assumption and assignment notice (.3)	4.10
Task Subtotal			23.50
007 Fee Applications			
09/01/23	DJ Lutes	Prepare August fee statement and exhibit materials (.8); review calculations for same (.2) correspond with A. Sattaur regarding same (.3)	1.30
09/05/23	DJ Lutes	Correspond with C. McManus regarding monthly fee statement, timing and next steps (.2); prepare August cost materials (2.9)	3.10
09/06/23	DJ Lutes	Prepare August monthly fee statement materials (.9); review August costs for compliance (.9)	1.80
09/07/23	DJ Lutes	Prepare August monthly fee statement materials (1.7); review August costs for compliance (1.8); correspond with D. Geoghegan regarding same (.2); correspond with P. Venter and Sidley team regarding fee applications (.2); prepare materials to Sidley team for same (.5); review docket for status of retention order and monthly compensation procedures order (.2)	4.60
09/08/23	DJ Lutes	Prepare August monthly fee statement materials (4.5); correspond with A. Sattaur regarding same (.3); correspond with timekeepers regarding fee application requirements (.4); prepare materials for Sidley team regarding July and August (.5); review docket and JW correspondence for status of retention order and monthly compensation procedures order (.2)	5.90
09/10/23	R Fink	Correspond with Portage re fee applications	0.10
09/11/23	R Fink	Correspond with Sidley team re fee applications (.5); confer with D. Lutes re same (.1)	0.60

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Date	Name	Narrative	Hours
09/11/23	DJ Lutes	Prepare August monthly fee statement materials and exhibits (4.8); call with D. Geoghegan regarding same (.2); prepare July monthly fee statement materials and exhibits (1.4); correspond with Sidley team regarding UST requirements (.3); prepare review materials for same (.4); correspond with R. Fink regarding fee statement exhibits and next steps (.4); review docket and JW correspondence for status of retention order and monthly compensation procedures order (.2)	7.70
09/11/23	P Venter	Review invoices for privileged and confidential information	0.50
09/12/23	DJ Lutes	Prepare August monthly fee statement materials and exhibits (4.7); prepare July monthly fee statement materials and exhibits (.7); prepare electronic files for Sidley team (.4); correspond with R. Fink regarding fee statement exhibits and next steps (.2); review docket for retention order and monthly compensation procedures order (.2); prepare electronic materials for Sidley team (.6)	6.80
09/12/23	R Fink	Correspond with Sidley, Portage, and Jefferies teams re fee applications (.4); review and revise same (.3); correspond with JW re same (.1)	0.80
09/13/23	R Fink	Finalize Sidley and Portage monthly fee statements re filing (.5); correspond with Sidley, Portage, Jefferies, and JW teams re same (.3)	0.80
09/13/23	DJ Lutes	Revise July and August monthly fee statement materials and exhibits (.9); review JW comments and filing issues (.4)	1.30
09/14/23	R Fink	Review Jefferies fee application (.3); correspond with Dentons and JW re same (.2)	0.50
09/14/23	DJ Lutes	Research docket for fee statements (.2); prepare electronic files for Sidley team regarding same (.4); correspond with A. Sattaur and D. Geoghegan for same (.2); prepare September fee statement materials (.2)	1.00
Task Subtotal			36.80
008 Claims Processing			
09/13/23	R Fink	Confer with vendor counsel re claim amount (.1); correspond with Sidley and Portage teams re same (.2); correspond with vendor counsel re same (.2)	0.50
Task Subtotal			0.50
009 Litigation			
09/01/23	DL Velkovich	Compile deposition transcripts and exhibits for T. Crist and R. Morgen in preparation for attorney review per B. Friedman	0.60
09/01/23	JP Mooney	Participate in meeting regarding liens (.6); participate in meeting regarding Dalsem objection (.3); analyze Dalsem objection to sale motion (.4); summarize lien priority caselaw (.3); research lien priority (1.3)	2.90
09/01/23	J Ducayet	Review materials regarding Dalsem lien challenge in anticipation of hearing	1.00
09/01/23	BI Friedman	Call with restructuring team regarding sale objections (.5); review and analyze sale objections and related exhibits (1.7); call with portage point partners regarding mechanic's liens (.5)	2.70
09/01/23	IC Ferrell	Review deposition transcripts re lien dispute	1.20
09/01/23	AR Grossi	Correspond with Sidley working group re litigation strategy	0.80
09/01/23	SE Hessler	Correspond and confer with Sidley group re status/next steps	0.80
09/02/23	J Ducayet	Emails with P. Venter, B. Friedman regarding evidentiary issues for Sale hearing	0.30

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Date	Name	Narrative	Hours
09/04/23	DL Velkovich	Draft index for hearing on emergency motion for order in preparation for attorney review per J. Mooney (1.5); compile materials for hearing binder on emergency motion for order in preparation for attorney review per J. Mooney (.5)	2.00
09/04/23	JP Mooney	Exchange emails regarding binders hearing	0.90
09/04/23	J Ducayet	Review materials and prepare examinations in preparation for hearing on sale motion	1.50
09/04/23	WC Carlson	Review policies, correspondence, and precedent case decision (2.0); e-mail to Sidley team regarding D&O coverage analysis (.5)	2.50
09/05/23	NG Petty	Research documents from PACER for binder (1.0); complete binder TOC quality control (.3); prepare binder table of contents (2.0)	3.30
09/05/23	JP Mooney	Exchange emails regarding lien notice requirements (.5); coordinate preparation of binders for sale motion hearing (1.0); review contents of binders for sale motion hearing (1.0)	2.50
09/05/23	J Ducayet	Prepare for Sale hearing (3.0); review declarations in connection with Sale hearing (.5); review draft reply brief (.8)	4.30
09/05/23	BI Friedman	Draft direct outlines for sale hearing	1.50
09/05/23	BI Friedman	Call with J. Ducayet regarding sale hearing	0.50
09/05/23	DL Velkovich	Compile materials and coordinate printing in Houston for hearing binder on emergency motion for order in preparation for attorney review per B. Friedman	0.50
09/05/23	AR Grossi	Correspond with Sidley working group re sale hearing litigation issues	0.90
09/05/23	P Venter	Attend call with Sidley litigation team re Dalsem issues and next steps	0.30
09/06/23	NG Petty	Review docket for new files to be added to binder per J. Mooney (.3); update binder with recent docket filings to be printed per J. Mooney (1.8)	2.10
09/06/23	JP Mooney	Coordinate updates to binders for sale motion hearing	1.40
09/06/23	J Ducayet	Prepare for sale hearing	6.50
09/06/23	BI Friedman	Prepare demonstrative for sale hearing	0.70
09/06/23	BI Friedman	Prepare for sale hearing and meet with G. Broadbent re same	3.50
09/07/23	P Venter	Analyze D&O insurance considerations; correspond with Sidley team re same	0.50
09/11/23	AR Grossi	Review background on Dalsem issues	1.10
09/13/23	BI Friedman	Draft and revise Broadbent and Studebaker direct outlines	2.20
Task Subtotal			49.00
010 Case Administration			
09/01/23	DJ Lutes	Prepare digital files and documents to working folders for Sidley teams (.3); review JW correspondence for status of filings and docket entry updates for timing and deadlines (.3)	0.60
09/01/23	IC Ferrell	Conference with Sidley, Jefferies, and PPP teams re case status and action items	0.40
09/01/23	W Fang	Attend call with Portage/Jefferies re case status	0.40
09/05/23	W Fang	Attend call with Portage/Jefferies re case status (.4); attend internal Sidley WIP call (.3)	0.70

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Date	Name	Narrative	Hours
09/05/23	J Miller	Call with Sidley, Portage, and Jefferies teams regarding open items and next steps (.3); call with Sidley team regarding works in process (.3)	0.60
09/05/23	IC Ferrell	Conference with Sidley, PPP, and Jefferies teams re case status and action items (.3); conference with UCC committee counsel re same (.2); conference with Sidley team re same (.3)	0.80
09/05/23	J Ha	Prepare and attend daily call with professionals regarding case strategies	0.40
09/06/23	IC Ferrell	Conference with Sidley, PPP, and Jefferies teams re case status and action items	0.20
09/06/23	C McManus	Telephone call with Jackson Walker regarding general strategy (.2); telephone call with Jefferies and Portage regarding general strategy (.2); draft cure objection tracker (.5)	0.90
09/07/23	MR Alden	Conference with PPP, Jefferies, Sidley teams re standing call	0.20
09/07/23	C McManus	Telephone call with Jefferies and Portage regarding general strategy (.2); draft cure objection tracker (.6); telephone call with M. Alden, B. Azcuy, and C. Luster regarding other asset transactions (.4); confer with M. Alden regarding other asset transaction documents (.1); confer with Portage regarding other asset transaction documents (.3)	1.60
09/07/23	W Fang	Attend call with Portage/Jefferies re case status	0.30
09/07/23	W Fang	Email to J. Miller and P. Venter re post effective date transition	0.20
09/07/23	IC Ferrell	Conference with Sidley, Jefferies, and PPP teams re case status and action items	0.20
09/08/23	W Fang	Email to JW team re CoCs	0.20
09/08/23	W Fang	Attend call with Portage/Jefferies re case status	0.30
09/08/23	IC Ferrell	Conference with Sidley, PPP, and Jefferies teams re case status and action items (.2); conference with Sidley and PPP teams re case status and action items (.3)	0.50
09/08/23	C McManus	Telephone call with Jefferies and Portage regarding general strategy (.2); telephone call with Portage regarding general strategy (.4); draft cure objection tracker (.6)	1.20
09/11/23	IC Ferrell	Conference with Sidley, PPP, and Jefferies teams re case status and action items	0.30
09/11/23	W Fang	Attend call with Portage/Jefferies re case status	0.40
09/11/23	C McManus	Telephone call with Jefferies and Portage regarding general strategy (.4); draft cure objection tracker (.5)	0.90
09/11/23	A Barajas	Attend call with Sidley, Jefferies, Portage re status of cases and confirmation hearing	0.30
09/12/23	J Miller	Call with Jefferies, Portage, and Sidley teams regarding open items and next steps (.3); call with Sidley and McDermott teams regarding plan items (.2); call with Sidley team regarding works in process (.3); review and respond to Sidley emails regarding remaining assets, witness and exhibit list, plan confirmation (.4); return phone call of creditor / equity interest holder (.3)	1.50
09/12/23	W Fang	Attend call with Portage/Jefferies re case status	1.10
09/12/23	IC Ferrell	Meeting with Sidley, PPP, and Jefferies teams re case status and action items (.3); conference with committee counsel re same (.2); conference with Sidley team re same (.3)	0.80

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Date	Name	Narrative	Hours
09/12/23	C McManus	Telephone call with Jefferies and Portage regarding general strategy	0.30
09/13/23	J Miller	Call with Sidley, Portage, and Jefferies teams regarding open items and next steps (.4); call with Sidley and Jackson Walker teams regarding confirmation hearing and other works in process (.3)	0.70
09/13/23	DJ Lutes	Prepare pro hac vice for A. Barajas (.6); prepare electronic folders for Sidley team (.5); review Stretto docket for same (.3)	1.40
09/13/23	W Fang	Attend call with Portage/Jefferies re case status	0.30
09/13/23	IC Ferrell	Conference with Sidley, PPP, and Jefferies teams re case status and action items (.4); conference with Sidley and JW teams re same (.3)	0.70
09/14/23	J Miller	Call with Sidley, Jefferies, and Portage regarding open items and next steps	0.40
09/14/23	DK McFaul	Stockholder and creditor coordination during week and related communications with J.L. Miller	0.30
09/14/23	S Dhanak	Daily AppHarvest call with deal team and professionals re case status (.4); review materials for same (.1)	0.50
09/14/23	IC Ferrell	Conference with Sidley, PPP, and Jefferies teams re case status and action items	0.40
Task Subtotal			20.00
011 Non-Working Travel			
09/05/23	BI Friedman	Non-working travel time to Houston from Chicago for sale hearing (billed only for half of actual 1.5 hours)	0.70
09/05/23	MR Alden	Non-working air travel time to Houston from New York (4.1); non-working travel time for cab to airport (.8) (billed only for half of actual 4.9 hours)	2.40
09/05/23	P Venter	Non-working travel time from New York, NY to Houston, TX for hearing (billed only for half of actual 5.5 hours)	2.70
09/06/23	BI Friedman	Non-working travel time from Houston to Chicago following sale hearing (billed only for half of actual 3.5 hours)	1.70
09/06/23	MR Alden	Non-working travel time for cab from Sidley offices to airport (.5); airline delay (3.9); flight (3.6) in connection for sale hearing (billed only for half of actual 8.0 hours)	4.00
09/06/23	AR Grossi	Non-working travel time to Houston from New York for hearing (billed only for half of actual 4.0 hours)	2.00
09/07/23	MR Alden	Return non-working air travel time from Houston to Newark (1.5); ground travel from Newark airport to home (.5) in connection with hearing (billed for half of actual 2.0 hours)	1.00
09/07/23	AR Grossi	Non-working return travel time from Houston to New York (billed only for half of actual 4.0 hours)	2.00
09/07/23	P Venter	Non-working travel from Houston, TX to New York, NY (billed only for half of actual 5.8 hours)	2.90
09/13/23	J Miller	Non-working travel time from Dallas to Houston for Confirmation Hearing (billed only half actual 3.5 hours)	1.70
09/13/23	AR Grossi	Non-working travel time from New York to Houston for confirmation hearing (billed only for half of actual 4.0 hours)	2.00
09/14/23	W Fang	Non-working return travel time to DC from Houston to attend confirmation hearing (billed only half of actual 3.0 hours)	1.50

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Date	Name	Narrative	Hours
09/14/23	P Venter	Non-working travel time from New York to Houston for confirmation (billed only for half of actual 5.0 hours)	2.50
09/14/23	SE Hessler	Non-working travel time to Houston for confirmation hearing (billed only for half of actual 4.0 hours)	2.00
Task Subtotal			29.10
012 Employee/Labor Matters			
09/05/23	MC Niehaus	E-mails with AppHarvest team re proposed termination of employee benefit plans and participant communications (1.8); review materials for same (.7)	2.50
09/06/23	MC Niehaus	E-mails with AppHarvest team re employee benefit plan terminations	1.20
09/07/23	MC Niehaus	Correspond with Sidley and AppHarvest teams re COBRA and other employee benefit plan issues relating to plan effectiveness (2.1); review materials for same (.8)	2.90
09/07/23	MR Alden	Analyze APA re employee issues	0.40
09/07/23	W Fang	Emails to M. Niehaus re COBRA post effective date	0.10
09/08/23	MC Niehaus	E-mails with AppHarvest team re issues relating to employee benefit plan terminations and COBRA coverage (1.8); review materials for same (.7)	2.50
09/08/23	KA Roberts	Confer re: employee litigation analysis with Sidley team	0.30
09/08/23	VM Iwankiw	Analyze transaction structure and employee litigation analysis (.4); communicate with C. McManus, K. Roberts, and P. Venter re: same (.3)	0.70
09/08/23	C McManus	Analyze employee litigation issues (1.3); emails regarding same with Sidley team (.4)	1.70
09/09/23	MC Niehaus	E-mails re COBRA issues with Sidley team (.5); review materials for same (.4)	0.90
09/09/23	VM Iwankiw	Analyze transaction structure and employee litigation analysis and communicate with C. McManus, K. Roberts, and P. Venter re: same	0.20
09/09/23	P Venter	Correspond with A. Grossi, Sidley team re COBRA considerations	0.50
09/10/23	MC Niehaus	Review of welfare plan contracts to evaluate possible alternatives for providing COBRA coverage	2.20
09/11/23	MC Niehaus	Correspond with AppHarvest and Sidley teams re COBRA alternatives and issues relating to plan terminations	0.90
09/11/23	AR Grossi	Correspond with Sidley working group re employee issues	0.90
09/11/23	SE Hessler	Confer with Sidley team re status of employee matters	0.50
09/11/23	C McManus	Emails regarding employee issues with Sidley team	0.30
09/12/23	MC Niehaus	Review of plan documentation re issues relating to proposed employee transfers and plan terminations	1.40
09/12/23	MC Niehaus	Conference calls with AppHarvest and Sidley teams re COBRA and plan termination issues (1.9); emails with same regarding same (.9)	2.80
09/12/23	J Miller	Call with Sidley team, Portage, and company regarding employee considerations and concerns	0.30
09/12/23	VM Iwankiw	Communicate with C. McManus and P. Venter re: availability for employee issues call (.1); conference call with Sidley team re: employee issues (.5); review prior information for Lexington single site for analysis (.3)	0.90
09/12/23	P Venter	Attend call with Sidley team, company re employee issues	0.50

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Date	Name	Narrative	Hours
09/12/23	KA Roberts	Analyze information regarding employee litigation (.4); analyze updated information re potential employee litigation issues and Mastronardi employee issues (.7); Analyze purchase agreement provisions re employee transfer (.5); review hire lists from buyer and confer re offer letter terms and conditions (.6); call with client and restructuring team re employee terminations (.5); follow-up calls with M. Niehaus and C. McManus re fact investigation (.5); further analysis re employee litigation issues and employee transfers (.6)	3.80
09/12/23	C McManus	Emails regarding employee litigation issues with Sidley team (.6); analyze employment issues (.5); telephone call with Sidley team, Portage, and Company regarding employee litigation issues (.3); confer with M. Niehaus and K. Roberts regarding same (.2)	1.60
09/12/23	C McManus	Analyze employee litigation issues (.5); telephone call with Sidley team, Portage, and Company regarding employee litigation issues (.3); confer with M. Niehaus and K. Roberts regarding same (.2)	1.00
09/13/23	MC Niehaus	Correspond with Sidley team and company re APA checklist, employee litigation issues and employee benefit plan issues	1.40
09/13/23	MC Niehaus	Correspond with E. Wilson, Sidley and AppHarvest teams re issues relating to employee offers, employee litigation issues and employee benefit plan issues	2.80
09/13/23	MC Niehaus	Call with Seller and Buyer teams re employee litigation issues and proposal re procedures for next steps	0.40
09/13/23	KA Roberts	Analyze employee litigation issues and other employment issues related to transaction (.6) ; address analysis for same (.5); review Mastronardi documentation and 90-day charts (.4) ; call with P. Venter re: Mastronardi/EQ employee issues (.2)	1.70
09/13/23	VM Iwankiw	Communicate with K. Roberts re: employee litigation analysis (.3); conference calls with K. Roberts re: employee analysis (.3); analyze employee issues for employee litigation notice (.9); conference calls with other sides re: employee transition and related tasks (.8); attend closing checking conference call re: outstanding employee information (.9); communicate with M. Lindt and T. Zlatkova re: providing buyer with closing information (.7); communicate with P. Venter re: employee issues and notice provisions (.3)	4.20
09/13/23	P Venter	Analyze legal consideration re employee obligations (.8); correspond with Sidley team, EQ re same (2.0)	2.80
09/14/23	MC Niehaus	E-mails with AppHarvest team re employee counts and employee issues	0.90
09/14/23	MC Niehaus	Correspond with E. Wilson and AppHarvest team re employee, payroll and employee benefit issues (1.4); review materials for same (.7)	2.10
09/14/23	KA Roberts	Confer re: closing checklist and employee termination concerns (.3); attend closing checklist call (.4)	0.70
09/14/23	VM Iwankiw	Communicate with K. Roberts and P. Venter re: employee matters (.1); communicate with A. Rogers re: closing checklist call and attend closing checklist call (.4)	0.50

Task Subtotal 48.50
013 Business Operations

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Date	Name	Narrative	Hours
09/04/23	P Venter	Correspond with Portage, Sidley team re vendor inbound	0.30
09/08/23	P Venter	Correspond with A. Grossi, W. Fang re insurance considerations	0.50
09/11/23	R Fink	Correspond with R. Robinson re KYC matters (.1); review purchase orders re facility operations (.3); correspond with Sidley, Portage, and client teams re same (.2)	0.60
09/11/23	W Fang	Draft winddown closing checklist	0.90
09/11/23	P Venter	Call with M. Niehaus re insurance considerations (.2); correspond with A. Grossi re same (.2)	0.40
09/12/23	R Fink	Correspond with Sidley and Company teams re vendor operations (.4); correspond with Sidley and Portage teams re accounting software issues (.3)	0.70
09/13/23	P Venter	Correspond with company re operational issues	0.80
Task Subtotal			4.20
014 Tax Issues			
09/08/23	W Fang	Call with E&Y re tax returns	0.40
Task Subtotal			0.40
015 Plan and Disclosure Statement			
09/01/23	P Venter	Attend standing call with Jefferies, Portage teams re open items and next steps (.3); correspond with J. Leigh Miller re plan revisions (.3); review same (.4)	1.00
09/01/23	C McManus	Telephone call with Portage regarding general strategy (.5); conduct research regarding valuation (.6)	1.10
09/04/23	J Miller	Revise Plan to incorporate comments from EQ	0.40
09/04/23	P Venter	Review and revise plan (1.0); correspond with Sidley team re same (.4)	1.40
09/05/23	J Miller	Review and revise confirmation order (5.9); revise amended plan to incorporate further comments from JW and MWE (.5); draft notice of revised plan (.3)	6.70
09/05/23	AR Grossi	Review background on chapter 11 plan issues	1.10
09/05/23	P Venter	Attend standing call with Jefferies, Portage teams re open items and next steps	0.40
09/05/23	SE Hessler	Review correspondence re sale and chapter 11 (.2); confer with Sidley team re next steps (.4)	0.60
09/06/23	J Miller	Call with counsel for securities lead plaintiff regarding confirmation order (.1); call with Portage, Jefferies, and Sidley team regarding open items and next steps (.2); call with JW and Sidley teams regarding works in process (.2); email to P. Venter and M. Alden regarding hearing (.1); review and respond to emails regarding Dalsem plan settlement, sale hearing documents, sealed document requests (.3)	0.90
09/06/23	J Miller	Review and revise draft confirmation order (4.4); emails regarding SEC language request to confirmation order (.3)	4.70
09/06/23	IC Ferrell	Review plan administrator precedent (1.5); draft confirmation order (1.0)	2.50
09/06/23	AR Grossi	Correspond with Sidley working group re sale and chapter 11 plan next steps	1.60
09/06/23	SE Hessler	Review correspondence re sale and chapter 11 (.4); confer with Sidley team re next steps (.6)	1.00

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Date	Name	Narrative	Hours
09/07/23	J Miller	Call with Sidley, Portage and Jefferies teams regarding open items and next steps (.2); review and respond to emails regarding closing, effective date items, plan modifications, and cure amounts (.4); call with M. Alden, W. Fang, P. Venter, and L. Sumner (GNCU) regarding Walker/Metrotek (.3); return phone call to counsel for Dragon Fly energy (.2); call with Cooley regarding securities lead plaintiff opt out (.7)	1.80
09/07/23	J Miller	Call with I. Ferrell regarding plan administrator agreement (.7); review and revise confirmation order (.3); draft confirmation brief (3.4); call with counsel to EQ regarding Dalsem settlement (.6)	5.00
09/07/23	IC Ferrell	Conference with JL Miller re plan administrator agreement (.7); draft plan administrator agreement (2.5)	3.20
09/07/23	AR Grossi	Review background on chapter 11 plan issues	1.20
09/07/23	AR Grossi	Correspond with Sidley working group re plan confirmation issues	0.80
09/07/23	P Venter	Correspond with W&C re plan objection (.3); correspond with T. Crist, Sidley team re same (.3)	0.60
09/07/23	SE Hessler	Confer with Sidley team re confirmation hearing	0.50
09/08/23	J Miller	Draft declaration in support of confirmation for G. Broadbent (4.2); draft declaration in support of confirmation for T. Studebaker (3.1); draft confirmation brief (.2)	7.50
09/08/23	AR Grossi	Correspond with Sidley working group re chapter 11 plan confirmation issues	1.20
09/08/23	AR Grossi	Review background on confirmation order	1.10
09/08/23	P Venter	Attend call with Sidley, Jefferies, Portage teams re open items and next steps (.5); correspond with same re open plan issues (1.4); attend call with W&C, T. Crist re litigation schedule (.6); correspond with multiple parties re same (1.4); call with G. Broadbent re plan objections and post-effective date workstreams (.5); review plan document re same (.4); correspond with Sidley team re case deadlines (.3); correspond with Nixon Power re filing; correspond with Sidley team re same (.3)	5.40
09/08/23	SE Hessler	Confer with Sidley team re confirmation hearing	1.00
09/09/23	AR Grossi	Correspond with Sidley working group re next steps on chapter 11 plan issues	0.80
09/09/23	AR Grossi	Review background on chapter 11 plan issues	1.10
09/10/23	P Venter	Correspond with Sidley team, W&C re plan and next steps	0.60
09/11/23	R Fink	Conference with Sidley, Portage, and Jefferies teams re confirmation updates (.3); review declarations ISO same (.4)	0.70
09/11/23	J Miller	Review and revise voting report (.9); review and revise broadbent declaration in support of confirmation (1.2); review and revise Studebaker declaration in support of confirmation (.9); calls with R. Mersch and C. Bacon regarding revised liquidation analysis (.4); draft confirmation brief (1.0); review and revise confirmation order to implement comments regarding same (.9); review and revise Plan Admin agreement (.4) call with I. Ferrell regarding Plan Admin Agreement (.2); call with P. Venter regarding Plan Admin Agreement, Confirmation Order, and Revised Plan (.2); emails with Sidley and Portage teams regarding confirmation documents (1.1); review and revise liquidation analysis (1.9)	9.10

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Date	Name	Narrative	Hours
09/11/23	J Miller	Call with Committee, T. Crist, P. Venter, and Dalsem counsel regarding confirmation (.6); call with Sidley, Jefferies, and Portage teams regarding open items and next steps (.4); call with Cooley and Portage teams regarding preservation of documents (.3)	1.30
09/11/23	BI Friedman	Revise declarations in support of confirmation	1.60
09/11/23	IC Ferrell	Draft confirmation order (2.5); draft plan administrator agreement (1.4)	3.90
09/11/23	W Fang	Review and revise plan administrator agreement	4.20
09/11/23	AR Grossi	Telephone conference with Company and Sidley working groups re chapter 11 plan issues	0.80
09/11/23	P Venter	Review confirmation declarations (.6); review confirmation order (.5); attend call with W. Fang re same (.3); attend call with A. Grossi re case status and open items (.3); attend call with EQ counsel re same (.4); review plan re proposed objection (.8); attend call with Benesch, W&C, MWE re plan reserve concept (.5); correspond with Sidley team re same (1.3); attend call with J. Miller re plan (.4); review same (.3); correspond with Sidley team re confirmation order (.3)	5.70
09/11/23	SE Hessler	Confer with Sidley team re chapter 11 plan status	0.50
09/12/23	J Miller	Review and revise Broadbent declaration in support of confirmation (.4); review and revise confirmation order to incorporate comments (.9); draft witness and exhibit list for confirmation hearing (.2); draft retained causes of action list (.4); draft confirmation brief (7.2); finalize Studebaker and Broadbent Declarations in Support of Confirmation (.2); draft second amended plan of liquidation (1.7); draft revised plan supplement documents (1.1); finalize revised plan supplement documents for filing (.8); finalize confirmation order for filing (.9)	13.80
09/12/23	W Fang	Review and revise confirmation order	2.80
09/12/23	R Fink	Conference with Sidley, Portage, and Jefferies teams re confirmation updates (.3); conference with Sidley team re same (.2)	0.50
09/12/23	P Venter	Attend standing call with Jefferies and Portage re case updates (.3); attend standing call with McDermott re case updates (.3); correspond with Sidley team re same (.4); correspond with multiple parties re plan resolution (2.8)	3.80
09/12/23	IC Ferrell	Draft confirmation order and plan	2.60
09/12/23	C McManus	Telephone call with Committee regarding confirmation (.2); internal Sidley call regarding confirmation (.3); draft cure objection tracker (.2); confer with Portage regarding cure amounts (.2); confer with W. Fang regarding confirmation checklist (.1); emails regarding cure objections (.5); draft confirmation checklist (1.1); telephone call with East Kentucky Power Cooperative regarding cure objection (.2)	2.60
09/13/23	J Miller	Review and revise confirmation brief (2.4); further revisions and negotiations with respect to Plan and proposed confirmation order (4.4); draft further revised plan supplement document (.4); call with P. Venter regarding status of confirmation documents (.2)	7.40

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Date	Name	Narrative	Hours
09/13/23	C McManus	Call with Jefferies and Portage re: general strategy (.4); call with Jackson Walker re: confirmation (.3); revise cure objection tracker (1.2); draft confirmation checklist (.7); emails re employee issues, cure objections, confirmation (3.1); prepare materials for confirmation hearing (1.1); call with Equilibrium and Buchalter re same (.4); call with Bosch and counsel re cure objections (.4); analyze potential employee litigation issues (.5); call with Equilibrium and counsel re closing checklist (.4) (partial)	8.50
09/13/23	DK McFaul	Coordinate during day relating to confirmation strategy, objections and plans for hearing	0.70
09/13/23	W Fang	Draft and revise confirmation demonstrative	3.10
09/13/23	AR Grossi	Correspond with Sidley working group re confirmation hearing issues	1.70
09/13/23	AR Grossi	Review confirmation hearing background documents and brief	1.40
09/13/23	AR Grossi	Telephone conference with Sidley and company working groups re chapter 11 plan issues	1.10
09/13/23	P Venter	Attend call with Benesch, Buchalter re Plan settlement (.4); correspond with multiple parties re resolution to plan (2.8); review plan and confirmation order re same (.5); call with G. Broadbent re confirmation issues (.4); correspond with A. Grossi, Sidley team, EQ, Benesch re same (1.2)	5.30
09/13/23	P Venter	Attend standing call with Jefferies and Portage re Plan open items and next steps (.4); analyze issues re same (.4)	0.80
09/13/23	IC Ferrell	Research re confirmation requirements and precedent (1.1); draft confirmation brief (.9)	2.00
09/14/23	J Miller	Finalize confirmation brief for filing	0.90
09/14/23	C McManus	Telephone call with Jefferies and Portage regarding general strategy (.4); draft confirmation checklist (.7); telephone call with Equilibrium and counsel regarding closing checklist (.5); telephone call with equity holders regarding noticing (.3)	1.90
09/14/23	DJ Lutes	Review plan confirmation materials for post confirmation tasks and timing (.4); correspond with Sidley team regarding follow up tasks (.2)	0.60
09/14/23	DK McFaul	Related meetings, and communications for same during day with debtor team	0.80
09/14/23	P Venter	Prepare for confirmation hearing (1.5); correspond with Sidley team re same (1.0); attend to follow up re confirmation hearing (.8)	3.30
09/14/23	AR Grossi	Correspond with Company working group re confirmation hearing issues	1.40
09/14/23	AR Grossi	Correspond with Sidley working group re confirmation hearing	0.80
09/14/23	AR Grossi	Review background on confirmation hearing	1.20
09/14/23	IC Ferrell	Prepare materials re hearing for approval of DS and confirmation of plan	0.40
09/14/23	SE Hessler	Confer with Sidley team re confirmation hearing	0.50
Task Subtotal			152.90
016 Bankruptcy Court Hearings			
09/06/23	DK McFaul	Review/coordinate with sale positions and hearing today, approvals	0.40
09/06/23	MR Alden	Prepare for, attend sale hearing	1.50
09/06/23	AR Grossi	Attend Sale hearing	1.00
09/11/23	AR Grossi	Correspond with Sidley working group hearing preparations	0.70

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Date	Name	Narrative	Hours
09/13/23	J Miller	Review and revise amended W&E list and hearing agenda	0.30
09/13/23	SE Hessler	Confer with Sidley team re confirmation hearing	1.00
09/14/23	R Fink	Conference with Sidley, Jefferies, and Portage teams re confirmation hearing	0.40
09/14/23	R Fink	Conference with Sidley, Jefferies, and Portage teams re confirmation hearing	0.40
09/14/23	J Miller	Prepare for (4.6) and present at confirmation hearing (.5)	5.10
09/14/23	DK McFaul	Attend confirmation hearing	0.50
09/14/23	AR Grossi	Attend confirmation hearing	0.50
09/14/23	SE Hessler	Attend confirmation hearing	0.50
Task Subtotal			12.30
018 Corporate Governance & Board Meetings			
09/14/23	R Fink	Draft board materials re confirmation	0.70
Task Subtotal			0.70
019 SEC/Nasdaq/Public Disclosure			
09/11/23	R Fink	Confer with K. Ciko re plan-related securities filings (.1); correspond with Company re same (.3)	0.40
09/12/23	R Fink	Confer with K. Ciko re 8-K filings (.2); correspond with Sidley team re same (.4); confer with L. Wilkerson re same (.1); draft 8-K re same (.9)	1.60
Task Subtotal			2.00
Total Hours for all Tasks			636.90

EXHIBIT D

EXPENSE DETAIL

July 23 - 31, 2023

Expense Details

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EXPENSE DETAIL

Date	Type	Description	Amount
07/24/23	CPY	Change-Pro Redline - AppH - Rich - Acrobat.exe - DAMD21CANONTESTCC	\$57.60
07/24/23	CPY	Change-Pro Redline - AppH - Rich - Acrobat.exe - DAMD21CANONTESTCC	1.20
07/24/23	CPY	Redline - APPH DIP Credit Agreem - Acrobat.exe - NYMD21SOUTH	1.40
07/24/23	CPY	Redline - APPH DIP Credit Agreem - Acrobat.exe - NYMD21SOUTH	37.60
07/25/23	CPY	Change-Pro Redline - AppH - Stal - Acrobat.exe - DAMD21CANONTESTCC	3.20
07/25/23	CPY	Microsoft Word - First Day Heari - WINWORD.EXE - DAMD19PR02CC	4.80
07/25/23	CPY	Microsoft Word - First Day Heari - WINWORD.EXE - DAMD19PR02CC	0.20
07/25/23	CPY	Microsoft Word - AppH - Cash Man - WINWORD.EXE - DAMD19PR02CC	0.80
07/25/23	CPY	Microsoft Word - AppH - Cash Man - WINWORD.EXE - DAMD19PR02CC	0.80
07/25/23	CPY	#1448285_AppH_-_Studebaker_Decla - Acrobat.exe - DCMD09PR04CC	23.20
07/25/23	CPY	1234807252380000000050.pdf - Acrobat.exe - DCMD09PR04CC	176.00
07/25/23	CPY	AppHarvest - Org Chart (7.24.23 - Acrobat.exe - DCMD09PR04CC	1.60
07/25/23	CPY	#1448285_AppH_-_Morgner_Declarat - Acrobat.exe - DCMD09PR04CC	8.80
07/25/23	CPY	#1448285_AppH_-_Broadbent_Declar - Acrobat.exe - DCMD09PR04CC	80.00
07/25/23	CPY	#1448338_APPH_DIP_Budget_07.24.2 - Acrobat.exe - DCMD09PR04CC	8.80
07/28/23	MLO	07/23/23 - 07/25/23 - New York - To - Culver City - 07-25-23 - Patrick Venter - Dinner for one attendee at LA airport on 7/25/23 in connection with travel and work for AppHarvest	49.00
07/28/23	MLO	07/23/23 - 07/25/23 - New York - To - Culver City - 07-24-23 - Patrick Venter - Lunch for one attendee in LA on 7/24/23 in connection with travel and work for AppHarvest	24.39
07/28/23	GND	07/23/23 - 07/25/23 - New York - To - Culver City - 07-25-23 - Patrick Venter - Taxi/Car Service from LA hotel to LA airport on 7/25/23 in connection with travel and work for AppHarvest	35.94
07/28/23	AIR	07/23/23 - 07/25/23 - New York - To - Culver City - 07-23-23 - Patrick Venter - Airfare one way economy return airfare from LA to NY on 7/25/23 in connection with travel and work for AppHarvest	636.65
07/28/23	GND	07/23/23 - 07/25/23 - New York - To - Culver City - 07-26-23 - Patrick Venter - Taxi/Car Service from NY airport to residence on 7/26/23 in connection with travel and work for AppHarvest	197.50
07/28/23	AIR	07/23/23 - 07/25/23 - New York - To - Culver City - 07-25-23 - Patrick Venter - Baggage Fee in connection with travel for work on AppHarvest	35.00
07/28/23	GND	07/23/23 - 07/25/23 - New York - To - Culver City - 07-24-23 - Patrick Venter - Taxi/Car Service from office to hotel on 7/24/23 in connection with travel for AppHarvest	19.90

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Date	Type	Description	Amount
07/28/23	MLO	07/23/23 - 07/25/23 - New York - To - Culver City - 07-25-23 - Patrick Venter - Lunch for one attendee in LA on 7/25/23 in connection with work for AppHarvest and first day filings	42.05
07/28/23	MLO	07/23/23 - 07/25/23 - New York - To - Culver City - 07-24-23 - Patrick Venter - Dinner for one attendee in LA on 7/24/23 in connection with travel and work for AppHarvest	50.00
07/28/23	TRV	07/23/23 - 07/25/23 - New York - To - Culver City - 07-25-23 - Patrick Venter - Lodging for one night in LA on 7/25/23 in connection with work for AppHarvest	400.00
07/28/23	MLO	07/23/23 - 07/25/23 - New York - To - Culver City - 07-23-23 - Patrick Venter - Late Dinner for one attendee in LA on 7/23/23 in connection with work on AppHarvest and first day filings	50.00
07/31/23	GND	07/24/23 - 07/27/23 - New York - To - Manhattan - 07-27-23 - Anthony R. Grossi - Taxi/Car Service from Dulles airport to residence on 7/27/23 in connection with travel for meeting with AppHarvest	126.42
07/31/23	GND	07/24/23 - 07/27/23 - New York - To - Manhattan - 07-24-23 - Anthony R. Grossi - Taxi/Car Service to D.C. airport from residence on 7/24/23 in connection with travel for meeting with AppHarvest	105.07
07/31/23	AIR	07/24/23 - 07/27/23 - New York - To - Manhattan - 07-23-23 - Anthony R. Grossi - Airfare - one way economy airfare (with complimentary upgrade) from D.C. on 7/24/23 in connection with travel for meeting with AppHarvest	263.90
07/31/23	AIR	07/24/23 - 07/27/23 - New York - To - Manhattan - 07-25-23 - Anthony R. Grossi - Airfare - one way economy airfare (with complimentary upgrade) from Newark to Dulles on 7/27/23 in connection with travel for meeting with AppHarvest	548.35
07/31/23	GND	07/24/23 - 07/27/23 - New York - To - Manhattan - 07-27-23 - Anthony R. Grossi - Taxi/Car Service from NY residence to Newark airport on 7/27/23 in connection with travel for meeting with AppHarvest	140.06
07/31/23	GND	07/24/23 - 07/27/23 - New York - To - Manhattan - 07-24-23 - Anthony R. Grossi - Taxi/Car Service from Newark airport to NY residence on 7/24/23 in connection with travel for meeting with AppHarvest	155.04
07/31/23	SRC	7/24/2023 CSC Inv# 86114757199 APPHARVEST PULASKI FARM LLC APPHARVEST MOREHEAD FARM LLC APPHARVEST RICHMOND FARM LLC APPHARVEST FOUNDATION LLC^ OBTAIN CERTIFIED/PLAIN DOCUMENT COPY OBTAIN CERTIFICATE OF FACT/GOODSTANDING - CERTIFICATE OF GOOD STANDING/EXISTENCE IN DELAWARE	1,413.28
Total			\$4,698.55

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Expense Details

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EXPENSE DETAIL

Date	Type	Description	Amount
08/02/23	OVT	07-26-23 - Andres Barajas - Taxi/Car Service for late night ride home on 7/26/23 in connection with late night work for AppHarvest	\$47.97
08/02/23	CPY	07/31/2023 - EPIQ - 250723.00611 - Reprographics	67.10
08/08/23	CPY	Microsoft PowerPoint - Case Cale - POWERPNT.EXE - DAMD19PR02CC	0.10
08/08/23	CPY	Microsoft PowerPoint - Case Cale - POWERPNT.EXE - DAMD19PR02CC	0.80
08/10/23	CPY	Change-Pro Redline - Bidder Form - Acrobat.exe - DAMD21CANONTESTCC	49.60
08/10/23	CPY	Change-Pro Redline - Bidder Form - Acrobat.exe - DAMD21CANONTESTCC	0.10
08/10/23	CPY	Change-Pro Redline - Bidder Form - Acrobat.exe - DAMD21CANONTESTCC	0.10
08/10/23	CPY	Change-Pro Redline - Bidder Form - Acrobat.exe - DAMD21CANONTESTCC	49.60
08/11/23	OVT	2023-07-31 20:42:01 CDT- Late night dinner for I. Ferrell in connection with late night research on 363 sale issues on 7/31/23	43.85
08/16/23	CPY	Microsoft Outlook - Memo Style - OUTLOOK.EXE - DAMD21CANONTESTCC	0.10
08/16/23	CPY	Microsoft Outlook - Memo Style - OUTLOOK.EXE - DAMD21CANONTESTCC	3.20
08/17/23	TRV	08-16-23 - Patrick Venter - Internet - Delta Airlines Outbound Wi-Fi Fee - Working on AppHarvest matter while on personal travel	9.95
08/18/23	LEX	07/24/2023 Lexis Research Service	74.94
08/18/23	LEX	07/27/2023 Lexis Research Service	71.91
08/18/23	LEX	07/28/2023 Lexis Research Service	359.56
08/18/23	LEX	07/30/2023 Lexis Research Service	575.26
08/18/23	LEX	07/31/2023 Lexis Research Service	72.83
08/18/23	WES	07/27/2023 Westlaw Research Service	140.23
08/18/23	WES	07/28/2023 Westlaw Research Service	128.04
08/18/23	WES	07/29/2023 Westlaw Research Service	393.26
08/18/23	WES	07/30/2023 Westlaw Research Service	294.94
08/18/23	WES	07/31/2023 Westlaw Research Service	140.23
08/18/23	WES	07/31/2023 Westlaw Research Service	163.98
08/18/23	LEX	07/30/2023 Lexis Research Service	1,131.20
08/18/23	WES	07/28/2023 Westlaw Research Service	96.26
08/18/23	LEX	07/27/2023 Lexis Research Service	218.48
08/18/23	LEX	07/31/2023 Lexis Research Service	728.28
08/20/23	LIT	Electronic Data Hosting for July 2023	7.50

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Date	Type	Description	Amount
08/21/23	GND	08/07/23 - 08/10/23 - New York - To - Manhattan - 08-07-23 - Anthony R. Grossi - Taxi/Car Service from Amtrak station to NY residence on 8/7/23 in connection with travel for AppHarvest	41.02
08/21/23	GND	08/07/23 - 08/10/23 - New York - To - Manhattan - 08-10-23 - Anthony R. Grossi - Taxi/Car Service from DC airport to residence on 8/10/23 in connection with travel for AppHarvest	127.65
08/21/23	TRV	08/07/23 - 08/10/23 - New York - To - Manhattan - 08-07-23 - Anthony R. Grossi - Train - one way train fare (at business class fare) on 8/7/23 in connection with travel for AppHarvest - Amtrak	226.00
08/21/23	GND	08/07/23 - 08/10/23 - New York - To - Manhattan - 08-10-23 - Anthony R. Grossi - Taxi/Car Service from NY office to NY airport on 8/10/23 in connection with travel for AppHarvest	146.55
08/21/23	GND	08/07/23 - 08/10/23 - New York - To - Manhattan - 08-07-23 - Anthony R. Grossi - Taxi/Car Service from residence to DC Amtrak station on 8/7/23 in connection with travel for AppHarvest	96.74
08/21/23	AIR	08/07/23 - 08/10/23 - New York - To - Manhattan - 08-09-23 - Anthony R. Grossi - Airfare - One way airfare (at economy price) from NY to DC on 8/10/23 in connection with travel for AppHarvest	568.90
08/22/23	CPY	Microsoft Word - AppH - Settleme - WINWORD.EXE - NYMD24SOUTH	10.10
08/22/23	GND	08-21-23 - Patrick Venter - Taxi/Car Service for P. Venter on 8/21/23 in connection with late night work on AppHarvest	95.67
08/23/23	CPY	Star-Attraction.pdf - Acrobat.exe - DAMD21CANONTESTCC	0.10
08/23/23	CPY	Star-Attraction.pdf - Acrobat.exe - DAMD21CANONTESTCC	6.40
08/24/23	ESRC	08/14/2023 - Restructuring Concepts LLC - 129972 - Chapter 11 dockets case searches	59.33
08/24/23	ESRC	08/14/2023 - Restructuring Concepts LLC - 129972 - Chapter 11 dockets case searches	184.97
08/25/23	LEX	08/04/2023 Lexis Research Service	460.21
08/25/23	LEX	08/07/2023 Lexis Research Service	76.06
08/25/23	LEX	08/02/2023 Lexis Research Service	145.99
08/25/23	LEX	08/03/2023 Lexis Research Service	72.99
08/25/23	LEX	08/07/2023 Lexis Research Service	72.99
08/25/23	LEX	08/09/2023 Lexis Research Service	364.94
08/25/23	LEX	08/10/2023 Lexis Research Service	72.99
08/25/23	LEX	08/14/2023 Lexis Research Service	72.99
08/25/23	WES	08/07/2023 Westlaw Research Service	505.29
08/25/23	WES	08/11/2023 Westlaw Research Service	240.07
08/25/23	WES	08/14/2023 Westlaw Research Service	23.63
08/25/23	LEX	08/10/2023 Lexis Research Service	69.30

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Date	Type	Description	Amount
08/25/23	LEX	08/10/2023 Lexis Research Service	372.33
08/25/23	CPY	08/24/2023 - EPIQ - 240823.00544 - Reprographics	163.88
08/25/23	LEX	08/07/2023 Lexis Research Service	73.84
08/25/23	LEX	08/14/2023 Lexis Research Service	147.69
08/25/23	LEX	08/15/2023 Lexis Research Service	221.52
08/28/23	CPY	Redline - AppHarvest Trademark L - Acrobat.exe - DAMD19PR02CC	9.60
08/28/23	CPY	Redline - AppHarvest Trademark L - Acrobat.exe - DAMD19PR02CC	9.60
08/28/23	CPY	08/25/2023 - EPIQ - 250823.00551 - Reprographics	177.75
08/28/23	GND	08/21/23 - 08/23/23 - New York - To - Manhattan - 08-23-23 - Anthony R. Grossi - Taxi/Car Service from Dulles airport to residence on 8/23/23 in connection with travel for AppHarvest Trip	138.50
08/28/23	GND	08/21/23 - 08/23/23 - New York - To - Manhattan - 08-23-23 - Anthony R. Grossi - Taxi/Car Service from NY home to Newark airport on 8/23/23 in connection with travel for AppHarvest Trip	153.46
08/28/23	AIR	08/21/23 - 08/23/23 - New York - To - Manhattan - 08-22-23 - Anthony R. Grossi - Airfare one way airfare Newark to Dulles airport on 8/23/23 in connection with travel for AppHarvest Trip	568.90
08/28/23	TRV	08/21/23 - 08/23/23 - New York - To - Manhattan - 08-21-23 - Anthony R. Grossi - Internet service charge to work while flying on 8/21/23 in connection with travel for AppHarvest Trip	8.00
08/28/23	GND	08/21/23 - 08/23/23 - New York - To - Manhattan - 08-21-23 - Anthony R. Grossi - Taxi/Car Service from residence to Dulles airport on 8/21/23 in connection with travel for AppHarvest Trip	128.28
08/28/23	AIR	08/21/23 - 08/23/23 - New York - To - Manhattan - 08-21-23 - Anthony R. Grossi - Airfare - One way airfare from Dulles to NY on 8/21/23 in connection with travel for AppHarvest Trip	328.90
08/28/23	GND	08/21/23 - 08/23/23 - New York - To - Manhattan - 08-21-23 - Anthony R. Grossi - Taxi/Car Service from NY airport to NY residence on 8/21/23 in connection with travel for AppHarvest Trip	152.24
08/28/23	CPY	08/25/2023 - EPIQ - 250823.00561 - Reprographics	130.56
08/29/23	CPY	Microsoft Outlook - Memo Style - OUTLOOK.EXE - DAMD19PR02CC	0.80
08/29/23	CPY	Microsoft Outlook - Memo Style - OUTLOOK.EXE - DAMD19PR02CC	0.30
08/29/23	CPY	scan_20230829162644 (003).pdf - Acrobat.exe - DAMD21CANONTESTCC	0.10
08/29/23	CPY	scan_20230829162644 (003).pdf - Acrobat.exe - DAMD21CANONTESTCC	26.40
08/29/23	GND	08/22/23 - 08/24/23 - Washington D.C. - To - New York City - 08-22-23 - Weiru Fang - Taxi/Car Service for W. Fang on 8/22/23 from NY office to place of lodging in connection with travel to NYC office for Case Matter - AppHarvest	45.18

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Date	Type	Description	Amount
08/29/23	GND	08/22/23 - 08/24/23 - Washington D.C. - To - New York City - 08-24-23 - Weiru Fang - Taxi/Car Service for W. Fang on 8/24/23 from NY office to place of lodging in connection with travel to NYC office for Case Matter - AppHarvest	32.94
08/29/23	GND	08/22/23 - 08/24/23 - Washington D.C. - To - New York City - 08-23-23 - Weiru Fang - Taxi/Car Service for W. Fang on 8/23 from NY office to place of lodging in connection with travel to NYC office for Case Matter - AppHarvest	50.31
08/29/23	MLS	08/22/23 - 08/24/23 - Washington D.C. - To - New York City - 08-24-23 - Weiru Fang - Dinner - Dinner for three attendees in NY on 8/24/23 (M. Alden, P. Venter and W. Fang) in connection with travel to NYC office for AppHarvest	105.00
08/31/23	DOCKET	07/26/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/26/2023-PACER TXSBK	0.90
08/31/23	DOCKET	07/27/2023-PACER TXSBK	1.00
08/31/23	DOCKET	07/24/2023-PACER 00PCL	0.10
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08/31/23	DOCKET	07/24/2023-PACER 00PCL	0.10
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.20
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.20
08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.30
08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.20
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.10
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.60
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00

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Date	Type	Description	Amount
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.30
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.10
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.60
08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.10
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00

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Date	Type	Description	Amount
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.10
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	4.30
08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
08/31/23	DOCKET	07/24/2023-PACER TXSBK	8.60
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.30
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08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
08/31/23	DOCKET	07/24/2023-PACER TXSBK	19.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/24/2023-PACER TXSBK	1.20

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Date	Type	Description	Amount
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/24/2023-PACER TXSBK	1.30
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.60
08/31/23	DOCKET	07/24/2023-PACER TXSBK	2.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/24/2023-PACER TXSBK	3.00
08/31/23	DOCKET	07/24/2023-PACER TXSBK	6.20
08/31/23	DOCKET	07/24/2023-PACER TXSBK	1.70
08/31/23	DOCKET	07/24/2023-PACER 00PCL	0.10
08/31/23	DLV	08/23/2023-Federal Express Corporation-Tracking #782891038021 Destination Company:INFORMATION NOT SUPPLIED 200 LARUE APT 316 LEXINGTON KY 40517 ^ Sender:JERI LEIGH MILLER SIDLEY AUSTIN LLP 2021 MCKINNEY AVENUE DALLAS TX 75201 1 Day- Priority Overnight	42.54
08/31/23	OVT	2023-08-24 20:39:40 CDT- Late night dinner for I. Ferrell on 8/24/23 in connection with late night work drafting sale motion materials	32.07
08/31/23	DOCKET	07/24/2023-PACER NYSBK	0.10
08/31/23	DOCKET	07/26/2023-PACER TXSBK	0.90
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.20
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.20
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.20
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.20
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.20
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.20
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.30
08/31/23	DOCKET	07/24/2023-PACER TXSBK	1.00
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.20
08/31/23	DOCKET	07/25/2023-PACER TXSBK	0.50
08/31/23	DOCKET	07/25/2023-PACER TXSBK	1.00
08/31/23	DOCKET	07/25/2023-PACER TXSBK	0.50
08/31/23	DOCKET	07/25/2023-PACER TXSBK	2.60

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Date	Type	Description	Amount
08/31/23	DOCKET	07/25/2023-PACER TXSBK	0.20
08/31/23	DOCKET	07/25/2023-PACER TXSBK	1.80
08/31/23	DOCKET	07/25/2023-PACER TXSBK	0.50
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.40
08/31/23	DOCKET	07/24/2023-PACER TXSBK	0.90
08/31/23	DOCKET	07/25/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/25/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/25/2023-PACER TXSBK	0.90
08/31/23	DOCKET	07/26/2023-PACER TXSBK	0.90
08/31/23	DOCKET	07/26/2023-PACER TXSBK	0.10
08/31/23	DOCKET	07/27/2023-PACER TXSBK	1.00
08/31/23	DOCKET	07/28/2023-PACER TXSBK	1.10
08/31/23	DOCKET	07/29/2023-PACER TXSBK	1.20
08/31/23	DOCKET	07/30/2023-PACER TXSBK	1.20
08/31/23	DOCKET	07/31/2023-PACER TXSBK	1.20
Total			\$11,940.64

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Expense Details

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EXPENSE DETAIL

Date	Type	Description	Amount
09/01/23	CPY	Redline.pdf - Acrobat.exe - DAMD21CANONTESTCC	\$40.00
09/01/23	CPY	Redline.pdf - Acrobat.exe - DAMD21CANONTESTCC	1.40
09/01/23	RPT	08/31/2023 - VERITEXT LLC - 6812505 - Transcript services	2,096.15
09/01/23	RPT	08/31/2023 - VERITEXT LLC - 6814663 - Transcript services	2,391.60
09/01/23	CPY	R. Fink Aug edits - 8.31.23.pdf - Acrobat.exe - CCMD16PR02CC	44.80
09/01/23	CPY	R. Fink Aug edits - 8.31.23.pdf - Acrobat.exe - CCMD16PR02CC	3.80
09/01/23	CPY	Microsoft Word - ALTA Owner Affi - WINWORD.EXE - MIMDSOUTHCC	0.40
09/04/23	GND	07/31/23 - 08/03/23 - New York - To - Manhattan - 07-31-23 - Anthony R. Grossi - Taxi/Car Service from Newark airport to NY residence on 7/31/23 in connection with travel for AppHarvest	151.38
09/04/23	GND	07/31/23 - 08/03/23 - New York - To - Manhattan - 07-31-23 - Anthony R. Grossi - Taxi/Car Service from MD residence to DC airport on 7/31/23 in connection with travel for AppHarvest	118.54
09/04/23	GND	07/31/23 - 08/03/23 - New York - To - Manhattan - 08-03-23 - Anthony R. Grossi - Taxi/Car Service from NY residence to LaGuardia airport on 8/3/23 in connection with travel for AppHarvest	127.96
09/04/23	GND	07/31/23 - 08/03/23 - New York - To - Manhattan - 08-03-23 - Anthony R. Grossi - Taxi/Car Service from Dulles airport to MD residence on 8/3/23 in connection with travel for AppHarvest	132.27
09/04/23	AIR	07/31/23 - 08/03/23 - New York - To - Manhattan - 07-31-23 - Anthony R. Grossi - Airfare - One way first class airfare at economy price from DC to Newark on 7/31/23 in connection with travel for AppHarvest	263.90
09/04/23	AIR	07/31/23 - 08/03/23 - New York - To - Manhattan - 08-01-23 - Anthony R. Grossi - Airfare - One way first class airfare at economy price from NY to DC on 8/3/23 in connection with travel for AppHarvest	263.90
09/05/23	CPY	08/31/2023 - EPIQ - 310823.00714 - Reprographics	33.34
09/06/23	CPY	09/05/2023 - EPIQ - 050923.00055 - Reprographics	206.55
09/06/23	CPY	09/05/2023 - EPIQ - 050923.00028 - Reprographics	262.50
09/06/23	CPY	09/05/2023 - EPIQ - 050923.00054 - Reprographics	221.74
09/06/23	RPT	09/01/2023 - VERITEXT LLC - 6816035 - Transcript and exhibits for the RichardW. Morgner deposition.	1,914.72
09/06/23	SRC	8/28/2023 CSC Inv# 86114880818 APPHARVEST PRODUCTS LLC^C/M# 101836-30020 Bill Turnbull Order# 959689 OBTAIN CERTIFICATE OF FACT/GOODSTANDING - CERTIFICATE OF GOOD STANDING/EXISTENCE IN DELAWARE	118.77
09/07/23	CPY	Microsoft Word - AppHarvest 2023 - WINWORD.EXE - MIMDSOUTHCC	1.60
09/07/23	CPY	Blackline - JMB CC Lease for Sid - Acrobat.exe - MIMDSOUTHCC	77.60
09/07/23	CPY	Microsoft Word - KY Spec Warrant - WINWORD.EXE - MIMDSOUTHCC	0.40

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Date	Type	Description	Amount
09/07/23	GND	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-06-23 - Jim Ducayet - Parking - Parking at O'Hare airport in connection with Houston trip for hearing	66.00
09/07/23	MLO	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-05-23 - Jim Ducayet - Hotel - Dinner for one attendee at Houston hotel on 9/5/23 in connection with Houston trip for hearing	50.22
09/07/23	GND	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-05-23 - Jim Ducayet - Taxi/Car Service from Houston airport to hotel on 9/5/23 in connection with Houston trip for hearing	62.81
09/07/23	TRV	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-06-23 - Jim Ducayet - Lodging for one night at Houston hotel on 9/5/23 in connection with Houston trip for hearing (includes \$342 room rate and \$65.15 taxes and fees)	407.15
09/07/23	GND	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-06-23 - Jim Ducayet - Taxi/Car Service from Houston hotel to airport on 9/6/23 in connection with Houston trip for hearing	85.26
09/07/23	AIR	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-06-23 - Jim Ducayet - Airfare - round trip economy airfare between Chicago and Houston in connection with Houston trip for hearing	757.80
09/08/23	SRC	07/31/2023 - Proquest Information & Learning - 62962193 - Search costs	21.97
09/08/23	CPY	09/07/2023 - EPIQ - 060923.00084 - Reprographics	122.86
09/08/23	CPY	09/07/2023 - EPIQ - 060923.00083 - Reprographics	289.26
09/11/23	GND	08-25-23 - Ian C. Ferrell - Taxi/Car Service for I. Ferrell on 8/25/23 in connection with late night work on AppHarvest	10.90
09/11/23	CPY	101836-30020_DRAFT_ 9.11.23 (Aug - Acrobat.exe - CCMD16PR02CC	5.90
09/11/23	CPY	101836-30020_DRAFT_ 9.11.23 (Aug - Acrobat.exe - CCMD16PR02CC	8.00
09/11/23	TRV	09/05/23 - 09/07/23 - New York - To - Houston - 09-11-23 - Patrick Venter - Lodging for one night at Houston hotel on 9/6/23 in connection with travel for sale hearing (\$675 room rate plus fees and taxes)	792.50
09/11/23	TRV	09/05/23 - 09/07/23 - New York - To - Houston - 09-05-23 - Patrick Venter - Internet airline service charge to work while flying on 9/5/23	15.00
09/11/23	AIR	09/05/23 - 09/07/23 - New York - To - Houston - 09-07-23 - Patrick Venter - Airfare - return economy airfare from Houston to New York on 9/7/23	357.90
09/11/23	TRV	09/05/23 - 09/07/23 - New York - To - Houston - 09-07-23 - Patrick Venter - Internet airline service charge to work while flying on 9/7/23	10.00
09/11/23	AIR	09/05/23 - 09/07/23 - New York - To - Houston - 09-04-23 - Patrick Venter - Airfare - One way economy airfare from New York to Houston on 9/4/23	318.90
09/11/23	MLO	09/05/23 - 09/07/23 - New York - To - Houston - 09-11-23 - Patrick Venter - Hotel - Meals Other - late night snack at hotel on 9/5/23 (includes minibar tax)	11.72
09/11/23	GND	09/05/23 - 09/07/23 - New York - To - Houston - 09-06-23 - Patrick Venter - Taxi/Car Service from Houston office to hotel on 9/6/23 in connection with travel for sale hearing	5.05

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Date	Type	Description	Amount
09/11/23	MLO	09/05/23 - 09/07/23 - New York - To - Houston - 09-11-23 - Patrick Venter - Hotel - Breakfast for one attendee at Houston hotel on 9/6/23 in connection with travel for sale hearing	51.64
09/11/23	TRV	09/05/23 - 09/07/23 - New York - To - Houston - 09-11-23 - Patrick Venter - Lodging for one night at Houston hotel on 9/5/23 in connection with travel for sale hearing (\$670 room rate plus fees and taxes)	786.65
09/11/23	TRV	09/05/23 - 09/07/23 - New York - To - Houston - 09-05-23 - Patrick Venter - Internet airline service charge to work while flying on 9/5/23	15.00
09/11/23	GND	09/05/23 - 09/07/23 - New York - To - Houston - 09-05-23 - Patrick Venter - Taxi/Car Service from NY residence to LaGuardia airport on 9/5/23 in connection with travel for sale hearing	78.22
09/11/23	GND	09/05/23 - 09/07/23 - New York - To - Houston - 09-07-23 - Patrick Venter - Taxi/Car Service from Newark airport to NY residence on 9/7/23 in connection with travel for sale hearing	96.46
09/11/23	MLO	09/05/23 - 09/07/23 - New York - To - Houston - 09-05-23 - Patrick Venter - Dinner for one attendee at LGA while awaiting outbound flight on 9/5/23 in connection with travel for sale hearing	64.65
09/11/23	GND	09/05/23 - 09/07/23 - New York - To - Houston - 09-05-23 - Patrick Venter - Taxi/Car Service from Houston airport to hotel on 9/5/23 in connection with travel for sale hearing	60.13
09/11/23	MLO	09/05/23 - 09/07/23 - New York - To - Houston - 09-11-23 - Patrick Venter - Hotel - Breakfast for one attendee at Houston hotel on 9/7/23 in connection with travel for sale hearing	24.29
09/11/23	GND	09/05/23 - 09/07/23 - New York - To - Houston - 09-06-23 - Patrick Venter - Taxi/Car Service from Houston hotel to dinner meeting on 9/6/23 in connection with travel for sale hearing	13.90
09/11/23	MLO	09/05/23 - 09/07/23 - New York - To - Houston - 09-11-23 - Patrick Venter - Hotel - Lunch for one attendee at Houston hotel on 9/6/23 in connection with travel for sale hearing	47.83
09/12/23	LIT	Electronic Data Hosting for August 2023	7.50
09/12/23	MLS	8/31/2023-Meals - Lunch buffet for client meetings/auction held at Sidley NY office on 8/31/23 - Attendees include G. Broadbent, P. Engel, J. Bienenstock, T. Kim, C. Gong, A. Grossi, P. Venter, and M. Alden (8 people)	240.00
09/12/23	MLS	8/22/2023-Meals - Lunch buffet served for global settlement conferences held at Sidley NY office on 8/22/23 - Attendee parties include the Debtors, Sidley, PPP, Jeffries, UCC members, MWE, Dalsem, White & Case, Mastronardi, Davis Polk, Equilibrium, Buchalter. and Armory (over 35 attendees)	600.00
09/12/23	MLS	8/22/2023-Meals - breakfast buffet served for global settlement conferences held at Sidley NY office on 8/22/23- Attendee parties include the Debtors, Sidley, PPP, Jeffries, UCC members, MWE, Dalsem, White & Case, Mastronardi, Davis Polk, Equilibrium, Buchalter. and Armory (over 20 attendees)	270.00
09/14/23	MLO	09/06/23 - 09/07/23 - New York - To - Houston - 09-07-23 - Anthony R. Grossi - Breakfast for one attendee in Houston on 9/7/23 for meetings and sale hearing	8.69

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Date	Type	Description	Amount
09/14/23	GND	09/06/23 - 09/07/23 - New York - To - Houston - 09-07-23 - Anthony R. Grossi - Taxi/Car Service from Newark airport to NY residence on 9/7/23 for meetings and sale hearing	195.25
09/14/23	AIR	09/06/23 - 09/07/23 - New York - To - Houston - 09-05-23 - Anthony R. Grossi - Airfare - one way economy airfare from Houston to Newark for meetings and sale hearing	148.90
09/14/23	TRV	09/06/23 - 09/07/23 - New York - To - Houston - 09-05-23 - Anthony R. Grossi - Internet service charge to work while flying on 9/6/23	8.00
09/14/23	MLO	09/06/23 - 09/07/23 - New York - To - Houston - 09-07-23 - Anthony R. Grossi - Dinner for one attendee in Houston on 9/7/23 for meetings and sale hearing	19.52
09/14/23	GND	09/06/23 - 09/07/23 - New York - To - Houston - 09-06-23 - Anthony R. Grossi - Taxi/Car Service from Houston airport to hotel on 9/6/23 for meetings and sale hearing	121.24
09/14/23	GND	09/06/23 - 09/07/23 - New York - To - Houston - 09-06-23 - Anthony R. Grossi - Taxi/Car Service from Houston hotel to dinner on 9/6/23 for meetings and sale hearing	30.38
09/14/23	GND	09/06/23 - 09/07/23 - New York - To - Houston - 09-07-23 - Anthony R. Grossi - Taxi/Car Service from Newark airport to Maryland home on 9/7/23 for meetings and sale hearing	990.01
09/14/23	AIR	09/06/23 - 09/07/23 - New York - To - Houston - 09-11-23 - Anthony R. Grossi - Change Ticket Fee for return economy airfare to Newark from Houston for meetings and sale hearing	125.00
09/14/23	MLO	09/06/23 - 09/07/23 - New York - To - Houston - 09-06-23 - Anthony R. Grossi - Lunch for one attendee in Houston hotel on 9/6/23 for meetings and sale hearing	53.38
09/14/23	AIR	09/06/23 - 09/07/23 - New York - To - Houston - 09-05-23 - Anthony R. Grossi - Airfare - one way economy airfare from DC to Houston for meetings and sale hearing	387.90
09/14/23	TRV	09/06/23 - 09/07/23 - New York - To - Houston - 09-07-23 - Anthony R. Grossi - Hotel - Internet service charge at hotel in order to work while traveling for meetings and sale hearing	19.43
09/14/23	GND	09/06/23 - 09/07/23 - New York - To - Houston - 09-06-23 - Anthony R. Grossi - Taxi/Car Service from dinner to Houston hotel on 9/6/23 for meetings and sale hearing	24.24
09/14/23	TRV	09/06/23 - 09/07/23 - New York - To - Houston - 09-07-23 - Anthony R. Grossi - Lodging for one late night in Houston on 9/6/23 for meetings and sale hearing (\$528 room rate plus fees and taxes)	624.77
09/14/23	TRV	09/06/23 - 09/07/23 - New York - To - Houston - 09-05-23 - Anthony R. Grossi - Internet service charge to work while flying on 9/7/23 for meetings and sale hearing	8.00
09/14/23	GND	09/06/23 - 09/07/23 - New York - To - Houston - 09-07-23 - Anthony R. Grossi - Taxi/Car Service from hotel to Houston airport on 9/7/23 for meetings and sale hearing	125.22

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Date	Type	Description	Amount
09/14/23	GND	09/06/23 - 09/07/23 - New York - To - Houston - 09-06-23 - Anthony R. Grossi - Taxi/Car Service from residence to DC airport on 9/6/23 for meetings and sale hearing	111.02
09/14/23	GND	09/06/23 - 09/07/23 - New York - To - Houston - 09-07-23 - Anthony R. Grossi - Taxi/Car Service from NY lunch meeting to Newark airport on 9/7/23 for meetings	139.70
09/15/23	CPY	09/14/2023 - EPIQ - 140923.00303 - Reprographics	312.26
09/15/23	OVT	2023-09-06 18:06:27 CDT- Late night dinner for J.L. Miller on 9/6/23 in connection with late night work on AppHarvest plan confirmation materials	27.46
09/15/23	WES	08/22/2023 Westlaw Research Service	270.90
09/15/23	LEX	08/19/2023 Lexis Research Service	73.10
09/15/23	WES	08/17/2023 Westlaw Research Service	103.65
09/15/23	WES	08/19/2023 Westlaw Research Service	561.69
09/15/23	WES	08/20/2023 Westlaw Research Service	196.63
09/15/23	WES	08/21/2023 Westlaw Research Service	196.63
09/15/23	WES	08/19/2023 Westlaw Research Service	423.68
09/15/23	LEX	08/20/2023 Lexis Research Service	305.90
09/15/23	LEX	08/29/2023 Lexis Research Service	199.50
09/15/23	WES	08/24/2023 Westlaw Research Service	21.70
09/15/23	LEX	08/29/2023 Lexis Research Service	592.54
09/15/23	LEX	08/30/2023 Lexis Research Service	150.42
09/15/23	WES	08/24/2023 Westlaw Research Service	481.30
09/15/23	WES	08/29/2023 Westlaw Research Service	270.90
09/15/23	WES	08/24/2023 Westlaw Research Service	451.50
09/15/23	LEX	08/18/2023 Lexis Research Service	222.36
09/15/23	LEX	08/22/2023 Lexis Research Service	447.80
09/15/23	WES	08/22/2023 Westlaw Research Service	140.23
09/15/23	WES	08/16/2023 Westlaw Research Service	2,181.20
09/15/23	WES	08/21/2023 Westlaw Research Service	90.30
09/15/23	LEX	08/20/2023 Lexis Research Service	222.58
09/15/23	LEX	08/24/2023 Lexis Research Service	307.27
09/18/23	LEX	07/24/2023 Lexis Research Service	74.94
09/18/23	GND	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-06-23 - Benjamin I. Friedman - Taxi/Car Service from uptown Houston to airport on 9/6/23 for travel to Houston, Texas, to attend sale hearing	47.98

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Date	Type	Description	Amount
09/18/23	GND	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-05-23 - Benjamin I. Friedman - Taxi/Car Service from residence to O'Hare airport on 9/5/23 for travel to Houston, Texas, to attend sale hearing	49.70
09/18/23	GND	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-06-23 - Benjamin I. Friedman - Taxi/Car Service from O'Hare airport to residence on 9/6/23 for travel to Houston, Texas, to attend sale hearing.	94.38
09/18/23	TRV	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-04-23 - Benjamin I. Friedman - Agent Fee for travel to Houston, Texas, to attend sale hearing.	41.00
09/18/23	MLO	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-05-23 - Benjamin I. Friedman - Hotel - Dinner for one attendee at Houston hotel on 9/5/23 for travel to Houston, Texas, to attend sale hearing	40.63
09/18/23	AIR	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-04-23 - Benjamin I. Friedman - Airfare - round trip economy airfare between Chicago and Houston for travel to Houston, Texas, to attend sale hearing	645.24
09/18/23	TRV	09/05/23 - 09/06/23 - Chicago - To - Houston - 09-05-23 - Benjamin I. Friedman - Lodging for one night at Houston hotel on 9/5/23 for travel to Houston, Texas, to attend sale hearing. (\$379 room rate plus taxes and fees)	450.44
09/18/23	LEX	07/27/2023 Lexis Research Service	71.91
09/18/23	LEX	07/28/2023 Lexis Research Service	359.56
09/18/23	LEX	07/30/2023 Lexis Research Service	575.26
09/18/23	LEX	07/31/2023 Lexis Research Service	72.83
09/18/23	LEX	07/17/2023 Lexis Research Service	142.39
09/18/23	LEX	07/30/2023 Lexis Research Service	1,131.20
09/18/23	GND	09/14/23 - 09/15/23 - New York - To - Houston - 09-14-23 - Patrick Venter - Taxi/Car Service from NY residence to LaGuardia airport on 9/14/23 for AppHarvest Client Meeting	63.92
09/18/23	GND	09/14/23 - 09/15/23 - New York - To - Houston - 09-14-23 - Patrick Venter - Taxi/Car Service from Houston airport to hotel on 9/14/23 for AppHarvest Client Meeting	67.85
09/18/23	GND	09/14/23 - 09/15/23 - New York - To - Houston - 09-15-23 - Patrick Venter - Taxi/Car Service from LaGuardia airport to residence on 9/15/23 for AppHarvest Client Meeting	94.97
09/18/23	MLO	09/14/23 - 09/15/23 - New York - To - Houston - 09-14-23 - Patrick Venter - Meals Other - Beverages at airport (prior to departure) on 9/14/23 for AppHarvest Client Meeting	8.17
09/18/23	MLO	09/14/23 - 09/15/23 - New York - To - Houston - 09-14-23 - Patrick Venter - Breakfast for one attendee at airport on 9/14/23 for AppHarvest Client Meeting	15.21
09/18/23	GND	09/14/23 - 09/15/23 - New York - To - Houston - 09-15-23 - Patrick Venter - Taxi/Car Service from hotel to Houston airport on 9/15/23 for AppHarvest Client Meeting	35.90
09/18/23	TRV	09/14/23 - 09/15/23 - New York - To - Houston - 09-15-23 - Patrick Venter - Lodging for one night at Houston hotel on 9/14/23 for AppHarvest Client Meeting (\$675 room rate plus fees and taxes)	792.50

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Date	Type	Description	Amount
09/18/23	TRV	09/14/23 - 09/15/23 - New York - To - Houston - 09-08-23 - Patrick Venter - Agent Fee for AppHarvest Client Meeting	41.00
09/18/23	MLO	09/14/23 - 09/15/23 - New York - To - Houston - 09-15-23 - Patrick Venter - Breakfast for one attendee at Houston airport on 9/15/23 for AppHarvest Client Meeting	25.69
09/18/23	AIR	09/14/23 - 09/15/23 - New York - To - Houston - 09-11-23 - Patrick Venter - Airfare - roundtrip economy airfare between NY and Houston for AppHarvest Client Meeting	629.55
09/18/23	MLO	09/14/23 - 09/15/23 - New York - To - Houston - 09-14-23 - Patrick Venter - Hotel - Dinner for one attendee at Houston hotel on 9/14/23 for AppHarvest Client Meeting	76.95
09/18/23	LEX	07/27/2023 Lexis Research Service	218.48
09/18/23	LEX	07/31/2023 Lexis Research Service	728.28
09/19/23	GND	09/13/23 - 09/15/23 - Dallas - To - Houston - 09-15-23 - Jeri Leigh Miller - Taxi/Car Service from Houston hotel to airport on 9/15/23 for travel to Houston, TX for Confirmation Hearing	37.24
09/19/23	GND	09/13/23 - 09/15/23 - Dallas - To - Houston - 09-14-23 - Jeri Leigh Miller - Taxi/Car Service from Houston hotel to dinner meeting on 9/14/23 for travel to Houston, TX for Confirmation Hearing	10.85
09/19/23	GND	09/13/23 - 09/15/23 - Dallas - To - Houston - 09-13-23 - Jeri Leigh Miller - Taxi/Car Service from Sidley Houston office to hotel on 9/13/23 for travel to Houston, TX for Confirmation Hearing	11.11
09/19/23	GND	09/13/23 - 09/15/23 - Dallas - To - Houston - 09-15-23 - Jeri Leigh Miller - Parking at Dallas airport from 9/13/23 to 9/15/23 for travel to Houston, TX for Confirmation Hearing	90.00
09/19/23	MLS	09/13/23 - 09/15/23 - Dallas - To - Houston - 09-13-23 - Jeri Leigh Miller - Dinner for two attendees in Houston on 9/13/23 for travel to Houston, TX for Confirmation Hearing (J.L. Miller and M. Quejada)	92.01
09/19/23	GND	09/13/23 - 09/15/23 - Dallas - To - Houston - 09-14-23 - Jeri Leigh Miller - Taxi/Car Service from hotel to Houston Sidley office on 9/14/23 for travel to Houston, TX for Confirmation Hearing	11.39
09/19/23	AIR	09/13/23 - 09/15/23 - Dallas - To - Houston - 08-04-23 - Jeri Leigh Miller - Airfare - round trip economy airfare between Dallas and Houston for AppHarvest hearing	216.96
09/19/23	AIR	09/13/23 - 09/15/23 - Dallas - To - Houston - 08-09-23 - Jeri Leigh Miller - Change Ticket Fee - Airfare - AppHarvest hearing rescheduled - change ticket fee. - Ticket 5267984692175 non-refundable and exchanged for Ticket 5267984692248. [Difference in air fare is a credit of \$140.99 to be used.]	41.00
09/19/23	TRV	09/13/23 - 09/15/23 - Dallas - To - Houston - 08-04-23 - Jeri Leigh Miller - Agent Fee for travel services for AppHarvest hearing	41.00
09/19/23	TRV	09/13/23 - 09/15/23 - Dallas - To - Houston - 09-15-23 - Jeri Leigh Miller - Lodging for two nights at Houston hotel on 9/13/23 and 9/14/23 for travel to Houston, TX for Confirmation Hearing (\$355 room rate plus fees and taxes)	836.20

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Date	Type	Description	Amount
09/19/23	MLO	09/13/23 - 09/15/23 - Dallas - To - Houston - 09-15-23 - Jeri Leigh Miller - Breakfast for one attendee in Houston on 9/15/23 for travel to Houston, TX for Confirmation Hearing	13.81
09/19/23	GND	09/13/23 - 09/15/23 - Dallas - To - Houston - 09-14-23 - Jeri Leigh Miller - Taxi/Car Service from dinner meeting in Houston to hotel on 9/14/23 for travel to Houston, TX for Confirmation Hearing	11.27
09/19/23	GND	09/13/23 - 09/15/23 - Dallas - To - Houston - 09-13-23 - Jeri Leigh Miller - Taxi/Car Service from Houston airport to Sidley office on 9/13/23 for travel to Houston, TX for Confirmation Hearing	32.36
09/21/23	DOCKET	08/10/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/10/2023-PACER TXSBK	0.10
09/21/23	DOCKET	08/10/2023-PACER TXSBK	0.10
09/21/23	DOCKET	08/10/2023-PACER TXSBK	2.00
09/21/23	DOCKET	08/10/2023-PACER TXSBK	0.40
09/21/23	DOCKET	08/10/2023-PACER TXSBK	0.30
09/21/23	DOCKET	08/10/2023-PACER TXSBK	0.30
09/21/23	DOCKET	08/10/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/23/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/23/2023-PACER TXSBK	0.10
09/21/23	DOCKET	08/23/2023-PACER TXSBK	0.10
09/21/23	DOCKET	08/23/2023-PACER TXSBK	0.10
09/21/23	DOCKET	08/23/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/23/2023-PACER TXSBK	4.30
09/21/23	DOCKET	08/23/2023-PACER TXSBK	0.30
09/21/23	DOCKET	08/23/2023-PACER TXSBK	7.30
09/21/23	DOCKET	08/25/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/25/2023-PACER TXSBK	0.10
09/21/23	DOCKET	08/25/2023-PACER TXSBK	2.90
09/21/23	DOCKET	08/25/2023-PACER TXSBK	0.40
09/21/23	DOCKET	08/25/2023-PACER TXSBK	0.60
09/21/23	DOCKET	08/25/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/25/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/25/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/28/2023-PACER NYSDC	1.70
09/21/23	DOCKET	08/28/2023-PACER NYSDC	1.10
09/21/23	DOCKET	08/28/2023-PACER NYSDC	0.20

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Date	Type	Description	Amount
09/21/23	DOCKET	08/10/2023-PACER KYWBK	2.00
09/21/23	DOCKET	08/05/2023-PACER DEBK	0.10
09/21/23	DOCKET	08/05/2023-PACER DEBK	9.40
09/21/23	DOCKET	08/05/2023-PACER DEBK	0.10
09/21/23	DOCKET	08/02/2023-PACER COBK	3.00
09/21/23	DOCKET	08/02/2023-PACER COBK	3.00
09/21/23	DOCKET	08/02/2023-PACER COBK	0.10
09/21/23	DOCKET	08/02/2023-PACER COBK	3.00
09/21/23	DOCKET	08/02/2023-PACER TXNBK	3.00
09/21/23	DOCKET	08/02/2023-PACER TXNBK	3.00
09/21/23	GND	08/27/23 - 08/31/23 - New York - To - Manhattan - 09-01-23 - Anthony R. Grossi - Taxi/Car Service from NY office to Newark airport on 9/1/23 in connection with travel for AppHarvest	147.57
09/21/23	GND	08/27/23 - 08/31/23 - New York - To - Manhattan - 08-27-23 - Anthony R. Grossi - Taxi/Car Service from NY train station to NY residence on 8/27/23 in connection with travel for AppHarvest	40.14
09/21/23	TRV	08/27/23 - 08/31/23 - New York - To - Manhattan - 08-27-23 - Anthony R. Grossi - Train - One way train fare (business) between DC and NY on 8/27/23 in connection with travel for AppHarvest	263.00
09/21/23	GND	08/27/23 - 08/31/23 - New York - To - Manhattan - 09-01-23 - Anthony R. Grossi - Taxi/Car Service from DC airport to MD residence on 9/1/23 in connection with travel for AppHarvest	122.56
09/21/23	GND	08/27/23 - 08/31/23 - New York - To - Manhattan - 08-27-23 - Anthony R. Grossi - Taxi/Car Service from MD residence to DC train station on 8/27/23 in connection with travel for AppHarvest	90.55
09/21/23	AIR	08/27/23 - 08/31/23 - New York - To - Manhattan - 08-31-23 - Anthony R. Grossi - Airfare - One way economy airfare from Newark to DC on 8/31/23 in connection with travel for AppHarvest	223.90
09/21/23	DOCKET	08/09/2023-PACER TXSBK	1.90
09/21/23	DOCKET	08/31/2023-PACER TXSBK	0.10
09/21/23	DOCKET	08/31/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/06/2023-PACER FLSBK	3.00
09/21/23	DOCKET	08/06/2023-PACER FLSBK	1.20
09/21/23	DOCKET	08/06/2023-PACER FLSBK	10.20
09/21/23	DOCKET	08/09/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/09/2023-PACER TXSBK	0.20
09/21/23	DOCKET	08/09/2023-PACER TXSBK	0.20
09/21/23	DOCKET	08/09/2023-PACER TXSBK	0.90

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Date	Type	Description	Amount
09/21/23	DOCKET	08/09/2023-PACER TXSBK	4.40
09/21/23	DOCKET	08/01/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/01/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/01/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/01/2023-PACER NYSDC	0.10
09/21/23	DOCKET	08/01/2023-PACER NYSDC	0.30
09/21/23	DOCKET	08/01/2023-PACER NYSDC	0.10
09/21/23	DOCKET	08/02/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/02/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/02/2023-PACER NYSDC	0.30
09/21/23	DOCKET	08/02/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/02/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/02/2023-PACER NYSDC	0.20
09/21/23	DOCKET	08/02/2023-PACER NYSDC	0.10
09/21/23	DOCKET	08/07/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/07/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/07/2023-PACER 00PCL	0.10
09/21/23	DOCKET	08/07/2023-PACER TXSBK	2.90
09/21/23	DOCKET	08/07/2023-PACER TXSBK	0.60
09/21/23	DOCKET	08/02/2023-PACER TXSBK	1.40
09/21/23	DOCKET	08/01/2023-PACER TXSBK	1.30
09/21/23	DOCKET	08/03/2023-PACER TXSBK	1.50
09/21/23	DOCKET	08/04/2023-PACER TXSBK	1.50
09/21/23	DOCKET	08/05/2023-PACER TXSBK	1.50
09/21/23	DOCKET	08/06/2023-PACER TXSBK	1.50
09/21/23	DOCKET	08/07/2023-PACER TXSBK	1.50
09/21/23	DOCKET	08/08/2023-PACER TXSBK	1.80
09/21/23	DOCKET	08/09/2023-PACER TXSBK	1.90
09/21/23	DOCKET	08/18/2023-PACER TXSBK	1.60
09/21/23	DOCKET	08/10/2023-PACER TXSBK	2.00
09/21/23	DOCKET	08/11/2023-PACER TXSBK	2.00
09/21/23	DOCKET	08/13/2023-PACER TXSBK	2.10
09/21/23	DOCKET	08/12/2023-PACER TXSBK	2.10

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Date	Type	Description	Amount
09/21/23	DOCKET	08/14/2023-PACER TXSBK	2.10
09/21/23	DOCKET	08/15/2023-PACER TXSBK	2.10
09/21/23	DOCKET	08/16/2023-PACER TXSBK	2.20
09/21/23	DOCKET	08/17/2023-PACER TXSBK	2.20
09/21/23	DOCKET	08/18/2023-PACER TXSBK	0.50
09/21/23	DOCKET	08/21/2023-PACER TXSBK	2.40
09/21/23	DOCKET	08/21/2023-PACER TXSBK	2.40
09/21/23	DOCKET	08/19/2023-PACER TXSBK	2.40
09/21/23	DOCKET	08/20/2023-PACER TXSBK	2.40
09/21/23	DOCKET	08/22/2023-PACER TXSBK	2.40
09/21/23	DOCKET	08/22/2023-PACER TXSBK	1.40
09/21/23	DOCKET	08/23/2023-PACER TXSBK	2.50
09/21/23	DOCKET	08/23/2023-PACER TXSBK	0.40
09/21/23	DOCKET	08/23/2023-PACER TXSBK	0.40
09/21/23	DOCKET	08/23/2023-PACER TXSBK	0.80
09/21/23	DOCKET	08/24/2023-PACER TXSBK	2.70
09/21/23	DOCKET	08/24/2023-PACER TXSBK	2.70
09/21/23	DOCKET	08/24/2023-PACER TXSBK	1.80
09/21/23	DOCKET	08/24/2023-PACER TXSBK	2.60
09/21/23	DOCKET	08/24/2023-PACER TXSBK	0.40
09/21/23	DOCKET	08/26/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/25/2023-PACER TXSBK	2.80
09/21/23	DOCKET	08/25/2023-PACER TXSBK	1.00
09/21/23	DOCKET	08/25/2023-PACER TXSBK	2.90
09/21/23	DOCKET	08/25/2023-PACER TXSBK	2.90
09/21/23	DOCKET	08/27/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/28/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/28/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/28/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/29/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/29/2023-PACER TXSBK	0.50
09/21/23	DOCKET	08/29/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/29/2023-PACER TXSBK	0.60

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Date	Type	Description	Amount
09/21/23	DOCKET	08/30/2023-PACER TXSBK	3.00
09/21/23	DOCKET	08/31/2023-PACER TXSBK	3.00
09/22/23	AIR	09/13/23 - 09/14/23 - New York - To - Houston - 09-11-23 - Stephen E. Hessler - Airfare - portion of economy roundtrip airfare (for between Houston and New York) to attend AppHarvest Confirmation Hearing (airfare includes complimentary first class upgrade)	1,021.38
09/22/23	TRV	09/13/23 - 09/14/23 - New York - To - Houston - 09-11-23 - Stephen E. Hessler - Agent Fee for travel to attend AppHarvest Hearing	41.00
09/22/23	TRV	09/13/23 - 09/14/23 - New York - To - Houston - 09-11-23 - Stephen E. Hessler - Agent Fee for travel to attend AppHarvest Hearing	41.00
09/22/23	MLO	09/13/23 - 09/14/23 - New York - To - Houston - 09-14-23 - Stephen E. Hessler - Dinner for one attendee at Houston airport on 9/14/23 for travel to attend AppHarvest Hearing	35.33
09/22/23	ESRC	The Bureau of National Affairs - Inv Dt: 09/05/2023 - Search Services - Court: Bankr. S.D. Tex. - Case No: 4:20-bk-31973 - C/M: 101836-30020	3.00
09/22/23	ESRC	The Bureau of National Affairs - Inv Dt: 09/05/2023 - Search Services - Court: Bankr. S.D. Tex. - Case No: 9:23-bk-90731 - C/M: 101836-30020	0.90
09/22/23	ESRC	The Bureau of National Affairs - Inv Dt: 09/05/2023 - Search Services - Court: Bankr. S.D. Tex. - Case No: 4:19-bk-35133 - C/M: 101836-30020	3.00
09/22/23	ESRC	The Bureau of National Affairs - Inv Dt: 09/05/2023 - Search Services - Court: Bankr. S.D. Tex. - Case No: 4:20-ap-03416 - C/M: 101836-30020	1.10
09/22/23	ESRC	The Bureau of National Affairs - Inv Dt: 09/05/2023 - Search Services - Court: Bankr. S.D. Tex. - Case No: 4:20-bk-35600 - C/M: 101836-30020	3.00
09/22/23	ESRC	The Bureau of National Affairs - Inv Dt: 09/05/2023 - Search Services - Court: Bankr. S.D. Tex. - Case No: 4:23-bk-90295 - C/M: 101836-30020	3.40
09/25/23	GND	09/05/23 - 09/06/23 - New York - To - Houston - 09-06-23 - Margaret R. Alden - Taxi/Car Service from Houston hotel to Sidley office on 9/6/23 for sale hearing and meetings	5.68
09/25/23	TRV	09/05/23 - 09/06/23 - New York - To - Houston - 09-05-23 - Margaret R. Alden - Internet service charge to work while flying on 9/5/23 for sale hearing and meetings	15.00
09/25/23	TRV	09/05/23 - 09/06/23 - New York - To - Houston - 09-05-23 - Margaret R. Alden - Agent Fee in connection with travel for sale hearing and meetings	41.00
09/25/23	MLO	09/05/23 - 09/06/23 - New York - To - Houston - 09-06-23 - Margaret R. Alden - Meals Other - Travel meal for one attendee at Houston airport on 9/6/23 for sale hearing and meetings	11.30
09/25/23	GND	09/05/23 - 09/06/23 - New York - To - Houston - 09-07-23 - Margaret R. Alden - Taxi/Car Service from Sidley office to Houston airport on 9/6/23 for sale hearing and meetings	54.92
09/25/23	GND	09/05/23 - 09/06/23 - New York - To - Houston - 09-07-23 - Margaret R. Alden - Taxi/Car Service from Newark airport to residence on 9/7/23 for sale hearing and meetings	93.14

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Date	Type	Description	Amount
09/25/23	TRV	09/05/23 - 09/06/23 - New York - To - Houston - 09-06-23 - Margaret R. Alden - Internet inflight service charge to work while flying on 9/6/23 for sale hearing and meetings	10.00
09/25/23	GND	09/05/23 - 09/06/23 - New York - To - Houston - 09-05-23 - Margaret R. Alden - Taxi/Car Service from residence to LaGuardia airport on 9/5/23 for sale hearing and meetings	42.39
09/25/23	MLO	09/05/23 - 09/06/23 - New York - To - Houston - 09-05-23 - Margaret R. Alden - Hotel - Dinner for one attendee at Houston hotel on 9/5/23 for sale hearing and meetings	46.43
09/25/23	AIR	09/05/23 - 09/06/23 - New York - To - Houston - 09-05-23 - Margaret R. Alden - Airfare - One way economy airfare from NY to Houston for sale hearing and meetings	278.52
09/25/23	MLO	09/05/23 - 09/06/23 - New York - To - Houston - 09-06-23 - Margaret R. Alden - Dinner for one attendee at Houston airport on 9/6/23 for sale hearing and meetings	52.11
09/25/23	TRV	09/05/23 - 09/06/23 - New York - To - Houston - 09-05-23 - Margaret R. Alden - Lodging for one night at Houston hotel for sale hearing and meetings (\$355 room rate plus fees and taxes)	418.10
09/25/23	AIR	09/05/23 - 09/06/23 - New York - To - Houston - 09-06-23 - Margaret R. Alden - Airfare - One way economy airfare from Houston to NY for sale hearing and meetings	258.93
09/25/23	TRV	09/05/23 - 09/06/23 - New York - To - Houston - 09-06-23 - Margaret R. Alden - Agent Fee in connection with travel for sale hearing and meetings	41.00
09/25/23	MLO	09/05/23 - 09/06/23 - New York - To - Houston - 09-06-23 - Margaret R. Alden - Hotel - Breakfast for one attendee at Houston hotel on 9/6/23 for sale hearing and meetings	49.04
09/26/23	OVT	2023-09-11 18:28:56 CDT- Late night dinner for J.L. Miller on 9/11/23 in connection with late night work on AppHarvest plan confirmation materials	25.14
09/27/23	LEX	09/13/2023 Lexis Research Service	202.30
09/27/23	LEX	09/01/2023 Lexis Research Service	66.50
09/27/23	LEX	09/04/2023 Lexis Research Service	66.50
09/27/23	GND	09/11/23 - 09/15/23 - New York - To - Houston - 09-11-23 - Anthony R. Grossi - Taxi/Car Service from NY train station to NY residence on 9/11/23 for client meetings	43.26
09/27/23	GND	09/11/23 - 09/15/23 - New York - To - Houston - 09-13-23 - Anthony R. Grossi - Taxi/Car Service from NY office to Newark airport on 9/13/23 for client meetings and confirmation	160.29
09/27/23	AIR	09/11/23 - 09/15/23 - New York - To - Houston - 09-14-23 - Anthony R. Grossi - Airfare - One way economy airfare from Houston to DC for client meetings and confirmation	442.90
09/27/23	AIR	09/11/23 - 09/15/23 - New York - To - Houston - 09-13-23 - Anthony R. Grossi - Airfare - One way economy airfare from Newark to Houston for client meetings and confirmation	237.90

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Date	Type	Description	Amount
09/27/23	TRV	09/11/23 - 09/15/23 - New York - To - Houston - 09-13-23 - Anthony R. Grossi - Hotel - Internet - hotel internet service charge for two nights (includes tax) to work in hotel for client meetings and confirmation	19.43
09/27/23	GND	09/11/23 - 09/15/23 - New York - To - Houston - 09-14-23 - Anthony R. Grossi - Taxi/Car Service from Houston hotel to dinner on 9/14/23 for client meetings and confirmation	17.99
09/27/23	MLO	09/11/23 - 09/15/23 - New York - To - Houston - 09-13-23 - Anthony R. Grossi - Dinner for one attendee in Houston on on 9/13/23 for client meetings and confirmation	18.18
09/27/23	GND	09/11/23 - 09/15/23 - New York - To - Houston - 09-11-23 - Anthony R. Grossi - Taxi/Car Service from MD residence to train station on 9/11/23 for client meetings	101.11
09/27/23	TRV	09/11/23 - 09/15/23 - New York - To - Houston - 09-11-23 - Anthony R. Grossi - Train - One-way business class train fare from DC to New York on 9/11/23 for client meetings	337.00
09/27/23	GND	09/11/23 - 09/15/23 - New York - To - Houston - 09-15-23 - Anthony R. Grossi - Taxi/Car Service from Dulles airport to MD residence on 9/15/23 for client meetings and confirmation	175.59
09/27/23	GND	09/11/23 - 09/15/23 - New York - To - Houston - 09-15-23 - Anthony R. Grossi - Taxi/Car Service from Sidley office to Houston airport on 9/15/23 for client meetings and confirmation	131.31
09/27/23	TRV	09/11/23 - 09/15/23 - New York - To - Houston - 09-15-23 - Anthony R. Grossi - Internet inflight service charge to work while flying on 9/15/23 for client meetings and confirmation	8.00
09/27/23	TRV	09/11/23 - 09/15/23 - New York - To - Houston - 09-15-23 - Anthony R. Grossi - Lodging for two nights at Houston hotel on 9/13/23 and 9/14/23 for client meetings and confirmation (\$469.50 room rate plus fees and taxes)	1,112.65
09/29/23	WES	09/01/2023 Westlaw Research Service	98.32
09/29/23	WES	09/05/2023 Westlaw Research Service	95.20
Total			\$40,673.43

EXHIBIT E**BUDGET AND STAFFING PLAN**

Task Code	Project Category	Hours Budgeted	Total Fees Budgeted¹
001	First Day Motions/Second Day Motions	500 - 575	\$530,000 - \$609,500
002	Financing Matters/Cash Collateral	250 - 300	\$312,500 – \$375,000
003	Asset Disposition	1,000 – 1,200	\$1,100,000 - \$1,320,000
004	Relief from Stay/Adequate Protection	0 – 10	\$0.00 - \$12,200
005	Assumption/Rejection of Leases and Executory Contracts	30 – 40	\$35,100 - \$46,800
006	Professional Retention	100 – 130	\$75,000 - \$97,500
007	Fee Applications	100 - 130	\$60,000 - \$78,000
008	Claims Processing	20 – 30	\$22,400 - \$33,600
009	Litigation	250 – 300	\$317,500 - \$381,000
010	Case Administration	150 -190	\$153,000 - \$193,800
011	Non-Working Travel ²	30 – 40	\$39,300 - \$52,400
012	Employee/Labor Matters	140 – 190	\$184,800 - \$250,800
013	Business Operations	35 - 45	\$40,250 – \$51,750
014	Tax Issues	10 – 20	\$13,600 - \$27,200
015	Plan and Disclosure Statement	300 - 340	\$357,000 - \$404,600
016	Bankruptcy Court Hearings	60 - 75	\$75,600 - \$94,500
017	Creditor Meetings and Communications	25 – 35	\$29,500 – \$41,300
018	Corporate Governance and Board Matters	0 - 10	\$0.00 - \$12,300
019	SEC/Nasdaq/Public Disclosure	30 – 40	\$33,900 - \$45,200
TOTAL AMOUNT BUDGETED		3,800	\$4,250,000.00
TOTAL AMOUNT		3,195.30	\$3,568,708.50

¹ Budgeted amounts do not necessarily reflect to a 1:1 ratio because they reflect a blended hourly rate and a variable allocation of timekeepers and hours, depending on the needs for each category.

² As noted above, Sidley charged the Debtors for 50% of non-working travel time.

**STAFFING ACROSS ALL MATTER CATEGORIES
FOR THE FIRST AND FINAL FEE PERIOD
JULY 23, 2023 THROUGH SEPTEMBER 14, 2023**

Category of Timekeeper	Number of Timekeepers Expected to Perform Work Across All Matter Categories	Average Hourly Rate³
Partner	8 – 10	\$1,558
Senior Counsel/Counsel	2 - 4	\$1,479
Associate (3+ years since first admission)	15 - 18	\$1,169
Jr. Associate (1–3 years since first admission)	4 - 6	\$878
Paraprofessionals	4 – 5	\$547
Total Attorney	39	\$1,165
Total Non-Attorney	4	\$547
Total	43	\$1,117

³ The Average Hourly Rate is a weighted average based on the individual hourly rate of, and projected number of chargeable hours worked by, each timekeeper during the First and Final Fee Period.

EXHIBIT F**CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURE**

The blended hourly rate of the Sidley timekeepers (including both professionals and paraprofessionals) who provided services to the Debtors during the First and Final Fee Period was \$1,116.86 per hour (the “Debtors’ Blended Rate”).¹

The blended hourly standard rate for all of Sidley’s domestic, non-bankruptcy timekeepers during the twelve-month period from October 1, 2022 to and including September 30, 2023 (the “Comparable Period”) was, in the aggregate, approximately \$1,142.00 (the “Non-Bankruptcy Blended Rate”).²

A detailed comparison of the Debtors’ Blended Rate and the Non-Bankruptcy Blended Rate is set forth in the chart below.

Category of Timekeeper	Debtors’ Blended Rate for the First and Final Fee Period	Non-Bankruptcy Blended Rate
Partner	\$1,557.63	\$1,436
Senior Counsel/Counsel	\$1,479.03	\$1,312
Associate	\$1,168.83	\$1,127
Junior Associate	\$878.02	\$782
Paraprofessional	\$547.48	\$491
Aggregate	\$1,116.86	\$1,142

¹ Sidley calculated the Debtors’ Blended Rate by dividing the total fees billed by Sidley timekeepers to the Debtors during the First and Final Fee Period by the total number of chargeable hours worked by such timekeepers on behalf of the Debtors during such period. The Debtors’ Blended Rate does not include fees and corresponding chargeable hours voluntarily reduced by Sidley, if any, prior to the filing of the Application.

² Sidley calculated the Non-Bankruptcy Blended Rate by dividing the total amount of fees billed to clients by Sidley’s domestic, non-bankruptcy timekeepers during the Comparable Period by the total number of chargeable hours worked on behalf of clients by such timekeepers during the Comparable Period. The Non-Bankruptcy Blended Rate does not include fees and corresponding chargeable hours voluntarily reduced by Sidley prior to submission of the relevant invoices to Sidley’s clients. For the avoidance of doubt, the Non-Bankruptcy Blended Hourly Rates reflect firm-wide increases that took effect across all of the firm’s practice groups on January 1, 2023.

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

In re:

APPHARVEST PRODUCTS, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 23-90745 (CML)

(Jointly Administered)

Related Docket No. __

**FINAL ORDER
ALLOWING COMPENSATION
AND REIMBURSEMENT OF EXPENSES
INCURRED BY SIDLEY AUSTIN LLP AS CO COUNSEL TO THE
DEBTORS FOR THE PERIOD FROM JULY 23, 2023 THROUGH SEPTEMBER 14, 2023**

The Court has considered the *First and Final Fee Application of Sidley Austin LLP As Co-Counsel to the Debtors for the Fee Period from July 23, 2023 through September 14, 2023* (the “Application”)² filed by Sidley Austin LLP (the “Applicant”).

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

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

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 The Applicant is allowed compensation and reimbursement of expenses in the amount of \$3,626,500.95 for the period set forth in the Application.

2 The compensation and reimbursement of expenses allowed in this order and all previous interim allowances of compensation and reimbursement of expenses are approved on a final basis.

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

Dated: _____, 2023

CHRISTOPHER M. LOPEZ
UNITED STATES BANKRUPTCY JUDGE