

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
SILVIA SEIJAS, et al, : 04 Civ. 400 (TPG)
: :
Plaintiffs, :
: :
-against- :
THE REPUBLIC OF ARGENTINA, :
: :
Defendant. :
-----X

-----X
SILVIA SEIJAS, et al, : 04 Civ. 401 (TPG)
: :
Plaintiffs, :
: :
-against- :
THE REPUBLIC OF ARGENTINA, :
: :
Defendant. :
-----X

-----X
CESAR RAUL CASTRO, : 04 Civ. 506 (TPG)
: :
Plaintiff, :
: :
-against- :
THE REPUBLIC OF ARGENTINA, :
: :
Defendant. :
-----X

-----X
HICKORY SECURITIES LTD., : 04 Civ. 936 (TPG)
: :
Plaintiff, :
: :
-against- :
THE REPUBLIC OF ARGENTINA, :
: :
Defendant. :
-----X

-----X
ELIZABETH ANDREA AZZA, et al, : 04 Civ. 937 (TPG)
: :
Plaintiffs, :
: :
-against- :
THE REPUBLIC OF ARGENTINA, :
: :
Defendant. :
-----X

-----X
ELIZABETH ANDREA AZZA, et al., : 04 Civ. 1085 (TPG)
: :
Plaintiffs, :
: :
-against- :
THE REPUBLIC OF ARGENTINA, :
: :
Defendant. :
-----X

-----X
EDUARDO PURICELLI, : 04 Civ. 2117 (TPG)
: :
Plaintiff, :
: :
-against- :
THE REPUBLIC OF ARGENTINA, :
: :
Defendant. :
-----X

RUBEN DANIEL CHORNY, : 04 Civ. 2118 (TPG)
 :
 Plaintiff, :
 :
 -against- :
 :
 THE REPUBLIC OF ARGENTINA, :
 :
 Defendant. :
 :
 -----x CLASS ACTION

**DECLARATION OF JENNIFER SCULLION IN SUPPORT OF MOTION FOR
AWARD OF EXPENSES AND FEES**

I, JENNIFER R. SCULLION, declare:

1. I am a partner at Proskauer Rose LLP. Proskauer has been co-counsel to the eight classes in these lawsuits since the fall of 2006. Unless otherwise indicated, I make this declaration based on personal knowledge. In making this declaration, I am not waiving and am not authorized to waive any attorney-client or other applicable privilege or the protections of the work product doctrine.

2. As co-lead counsel, Proskauer led or assisted in all aspects of the litigations, including: motions for preliminary injunctions and attachment; motions for summary judgment; motions for entry of revised judgments; motions to modify the class definition; acceleration of the bonds; motions to address Argentina's exchange offer; motions addressed to Argentina's 2016 public offer and request to vacate the *pari passu* injunctions; propounding and responding to discovery requests; fact and expert witness depositions; identification of opt outs; preparation of multiple expert reports concerning class size and damages; legal and factual research concerning enforcement of judgments; at least ten appearances before this Court in these cases and multiple appearances and attendance at hearings in parallel cases, such as NML; defense of three appeals before the Second Circuit; multiple rounds of settlement negotiations with Argentina; motions for preliminary approval of class settlements; and detailed oversight and administration of process for notice of class settlements and review of class settlement claims.

3. As reflected by the docket and in time and other records, the work of Proskauer and other class counsel on these eight cases included:

- Identifying and meeting with potential class representatives in Argentina;
- Drafting the initial and amended Class Complaints in eight cases;

- Moving for and obtaining class certification in all eight cases over Argentina's opposition (affirmed on appeal);
- Moving for and obtaining Temporary Restraining Order and Preliminary Injunctions over Argentina's opposition (vacated as moot on appeal);
- Moving for Turn Over of property;
- Filings addressed to Argentina's 2010 Exchange Offer;
- Obtaining Restraining and Garnishing Notices on multiple entities (later vacated);
- Propounding and responding to written discovery, including collecting and producing client documents;
- Subpoenaing third party discovery from institutions such as the Depository Trust Company;
- Preparing and defending fact witnesses in eleven depositions;
- Preparing multiple expert reports on continuous holder and damages issues;
- Preparing and defending expert witnesses in deposition;
- Twice moving for and obtaining summary judgment and judgments from this Court in all eight cases over Argentina's opposition (remanded on appeal for additional findings);
- Moving to accelerate the class bonds over Argentina's opposition (affirmed on appeal);
- Moving to modify the class definitions over Argentina's opposition (reversed on appeal as in excess of mandate);
- Briefing and argument before the Second Circuit in four separate appeals, three taken by Argentina;
- Preparing and disseminating class notice and administering opt out process;

- Preparing and disseminating Request for Proof of Claims and administering Proof of Claim process;
- Briefing and arguing before this Court on multiple occasions concerning extension of the *pari passu* injunctions to the eight classes and in opposition to Argentina's request to vacate the *pari passu* injunctions;
- Negotiating and drafting the Settlement Agreement and Motion for Preliminary Approval;
- Preparing Notice and Summary Notice of Settlement and working with administrator (Gilardi & Co.) to disseminate the notices of settlement;
- Detailed review of Settlement Claim Forms and supporting materials, including innumerable telephone conferences and emails with individual claimants and class action services.

4. The schedule attached as **Exhibit A** is a summary of the hours Proskauer is submitting in support of an award of fees. The summary sets forth the hours and rates for each lawyer or law clerk individually, as well as a total of the hours and resulting fees for paralegals, research librarians, managing clerks, and litigation technology professionals. The rates reflected in the summary are the rates that were in effect for such work at the time the work was performed and at the rates that were or are charged in the ordinary course of its business for non-contingency matters.

5. **Exhibit A** was prepared from contemporaneous time records regularly maintained by Proskauer. The detailed time records that form the basis for **Exhibit A** are available at the Court's request.

6. Time spent preparing this application for fees and expenses has not been included in **Exhibit A**.

7. Proskauer has represented the eight classes in this matter purely on a contingent basis and has not received any compensation from any class representative or any other individual or entity for any of the time it has spent on these cases over more than ten years.

8. The total number of hours spent by Proskauer lawyers and other professionals on these cases from October 11, 2006 through September 30, 2016 is 6,714. The “lodestar” (total fees incurred), based on rates at the time the hours were spent, is \$3,595,250.00.

9. The lodestar does not include expenses, which are billed separately.

10. **Exhibit A** also includes a summary of the expenses Proskauer has incurred on these cases through September 30, 2016 for which it is seeking reimbursement. The total of the expenses for which Proskauer is seeking reimbursement is \$536,904.62. The costs include expenses for expert witnesses, transcripts, publication and distribution of class notice, computerized research, court filings, duplication of documents, local and international travel, and other incidental expenses typical of complex litigation. The expenses are reflected in the books and records of the firm and are prepared from expense records, accounts payable records, and other materials in the ordinary course of business. The detailed expense records that form the basis for **Exhibit A** are available at the Court’s request.

11. Attached as **Exhibit B** is a summary of Proskauer’s litigation capabilities.

12. Attached as **Exhibit C** are excerpts from recent fee applications in bankruptcy proceedings reflecting current market rates charged by other New York business litigation firms that have litigated these and similar cases, namely Cleary, Gottlieb, Steen & Hamilton LLP (counsel to

the Republic of Argentina), Cravath, Swaine & Moore LLP (counsel to the Republic of Argentina), and Gibson, Dunn & Crutcher (counsel to NML).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 3, 2016

/s/

JENNIFER R. SCULLION

EXHIBIT A



Proskauer Rose LLP Eleven Times Square New York, NY 10036-8299

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
BENJAMIN J. CATALANO	8.75	800.00	7,000.00
BERTRAND C. SELIER	6.25	615.00	3,843.75
BERTRAND C. SELIER	48.00	645.00	30,960.00
BERTRAND C. SELIER	385.75	700.00	270,025.00
BERTRAND C. SELIER	435.50	725.00	315,737.50
CARLOS E. MARTINEZ	4.25	745.00	3,166.25
CHARLES S. SIMS	8.00	785.00	6,280.00
CHARLES S. SIMS	45.50	875.00	39,812.50
DAVID A. PICON	1.00	825.00	825.00
EDWIN M. BAUM	0.50	725.00	362.50
GREGG M. MASHBERG	15.75	800.00	12,600.00
GREGG M. MASHBERG	4.00	830.00	3,320.00
GREGG M. MASHBERG	4.00	850.00	3,400.00
JENNIFER R. SCULLION	289.25	700.00	202,475.00
JENNIFER R. SCULLION	95.00	725.00	68,875.00
JENNIFER R. SCULLION	121.75	800.00	97,400.00
JENNIFER R. SCULLION	56.50	850.00	48,025.00
JENNIFER R. SCULLION	212.75	875.00	186,156.25
JENNIFER R. SCULLION	149.00	925.00	137,825.00
JENNIFER R. SCULLION	260.00	975.00	253,500.00
KATHY H. ROCKLEN	10.25	885.00	9,071.25
MARK HARRIS	17.75	750.00	13,312.50
MARK HARRIS	5.75	850.00	4,887.50
MARK HARRIS	0.75	925.00	693.75
MARK HARRIS	4.00	975.00	3,900.00
NANCY A. KILSON	4.00	710.00	2,840.00
Total For Partner	2,194.00		1,726,293.75
CHANTEL L. FEBUS	2.50	850.00	2,125.00
RICHARD L. SPINOATTI	0.75	755.00	566.25
Total For Senior Counsel	3.25		2,691.25
ANDREA G. MILLER	4.00	495.00	1,980.00
ANDREA G. MILLER	36.75	535.00	19,661.25
ANDREW H. KLEIMAN	0.50	900.00	450.00
ANDREW W. GEFELL	31.00	510.00	15,810.00
ANDREW W. GEFELL	28.00	540.00	15,120.00
ANDREW W. GEFELL	37.50	560.00	21,000.00
ANDREW W. GEFELL	236.75	600.00	142,050.00
BORIS ZELDIN	19.50	295.00	5,752.50
CAMILO DE GUZMAN	19.25	550.00	10,587.50
DAVID A. MUNKITTRICK	3.00	395.00	1,185.00
EARL P. WHITE	7.25	460.00	3,335.00
JASON D. GERSTEIN	5.75	360.00	2,070.00

JEAN CLEMENTE	245.00	295.00	72,275.00
JEAN CLEMENTE	82.75	460.00	38,065.00
JEAN CLEMENTE	81.00	475.00	38,475.00
JENNIFER L. JONES	14.00	450.00	6,300.00
JENNIFER L. JONES	77.25	600.00	46,350.00
JENNIFER L. ROCHE	34.25	695.00	23,803.75
JOSEPH Y. CHOI	0.75	650.00	487.50
JOSEPH Y. CHOI	7.50	790.00	5,925.00
JULIE J. KIM	20.00	295.00	5,900.00
KAREN D. COOMBS	0.75	650.00	487.50
KENNETH E. ALDOUS	9.25	650.00	6,012.50
LAURA STAFFORD	19.25	295.00	5,678.75
LEE POPKIN	1.50	295.00	442.50
LISA A. BAUER	2.00	630.00	1,260.00
MASSIEL PEDREIRA	95.00	295.00	28,025.00
MASSIEL PEDREIRA	25.00	460.00	11,500.00
MASSIEL PEDREIRA	2.25	475.00	1,068.75
MASSIEL PEDREIRA	5.00	575.00	2,875.00
MASSIEL PEDREIRA	1.75	595.00	1,041.25
MEHDI BALI	1.00	465.00	465.00
MICHAEL T. MOBLEY	131.25	310.00	40,687.50
MICHAEL T. MOBLEY	135.00	335.00	45,225.00
MICHAEL T. MOBLEY	250.25	345.00	86,336.25
MICHAEL T. MOBLEY	118.50	375.00	44,437.50
MICHAEL T. MOBLEY	105.00	395.00	41,475.00
MICHAEL T. MOBLEY	24.00	495.00	11,880.00
PAULINE S. KIM	3.25	580.00	1,885.00
PIETRO A. DESERIO	0.50	735.00	367.50
RUSSELL KOSTELAK	6.50	170.00	1,105.00
RUSSELL KOSTELAK	4.00	185.00	740.00
STEPHEN M. AHRON	129.50	695.00	90,002.50
WILLIAM D. DALSEN	13.00	625.00	8,125.00
WILLIAM H. WEISMAN	13.75	340.00	4,675.00
WILLIAM H. WEISMAN	167.50	360.00	60,300.00
WILLIAM H. WEISMAN	127.00	425.00	53,975.00
WILLIAM H. WEISMAN	96.50	440.00	42,460.00
WILLIAM H. WEISMAN	189.25	530.00	100,302.50
WILLIAM H. WEISMAN	342.25	560.00	191,660.00
WILLIAM H. WEISMAN	86.75	580.00	50,315.00
WILLIAM H. WEISMAN	112.50	625.00	70,312.50
WILLIAM H. WEISMAN	88.50	650.00	57,525.00
WILLIAM H. WEISMAN	64.25	675.00	43,368.75
WILLIAM H. WEISMAN	21.25	695.00	14,768.75
Total For Associate	3,384.75		1,597,367.50
BART SCHECTMAN	4.00	600.00	2,400.00
GERALD W. SAWCZYN	20.50	600.00	12,300.00

GERALD W. SAWCZYN	13.75	625.00	8,593.75
GERALD W. SAWCZYN	3.00	640.00	1,920.00
GERALD W. SAWCZYN	0.50	665.00	332.50
JOHN R. BRAATZ	7.50	550.00	4,125.00
RAGUEL YUTALIS	8.00	275.00	2,200.00
Total For Other Attorney	57.25		31,871.25
JAVIER GOMEZ	1.75	445.00	778.75
Total For Law Clerk	1.75		778.75
Total For Legal Assistant	725.00		168,677.50
Total For Practice Support	42.25		10,791.25
Total For Managing Clerks	244.25		45,670.00
Total For Research Librarians	60.75		10,851.25
Total For Administrative Staff	1.25		257.50
Professional Fees	6,714.50		\$ 3,595,250.00

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Computerized Research	343,359.33
Special Subscription	48,614.46
Litigation Support	46,168.48
Copying & Printing	33,446.15
Professional Services	16,761.89
Transcripts	12,893.83
Other Expenses	9,006.00
Data Base Search Serv.	7,825.96
Word Processing	4,976.65
Local Transportation	2,969.98
Out Of Town Travel	2,575.17
Meals	2,416.51
Delivery Services	1,782.35
Filing and Court Costs	1,648.75
Telephone	1,228.67
Proofreading	821.30
Trademark Expense	129.20
Court Reporting Service	105.28
Fax	97.00
Secretarial Overtime	48.75
Postage	28.91
Disbursements and Other Charges	\$ 536,904.62

EXHIBIT B

Proskauer Overview

October 3, 2016

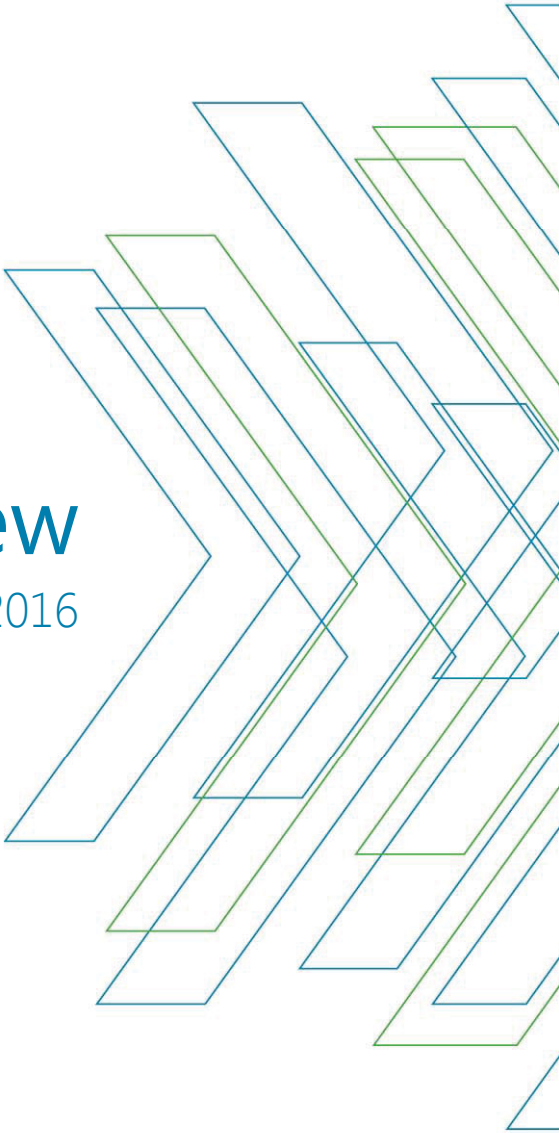


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Firm Overview

1875

Year Founded

700+

Number of
Lawyers

235

Number of
Partners

13

Offices

- > **Our Firm:** Proskauer is a leading global law firm focused on creating value. Our roots go back to 1875, when we were founded in New York City. With more than 700 lawyers active in virtually every major market worldwide, we are recognized not only for our legal excellence, but also our dedication to client service.
- > **Our Clients:** Our clients include many of the world's top companies, financial institutions, investment funds, not-for-profit institutions, governmental entities and other organizations across industries and borders. We also represent individuals in transactions and other matters.
- > **Our Offices:** In addition to our New York headquarters, we have offices in Los Angeles, Boston, Chicago, Washington, D.C., London, Paris, Hong Kong, Beijing, São Paulo, New Orleans, Newark and Boca Raton.
- > **Devoted Client Service:** Devotion to clients is a Proskauer hallmark. Our lawyers are known for their unusually high accessibility, responsiveness and attentiveness. They go the extra mile to understand a client's business — and think like businesspeople in the process. Legal consultant BTI Consulting Group named Proskauer to its 2013 Innovation Honor Roll, an elite group of law firms recognized by clients for creatively driving outstanding client service delivery and performance.
- > **Premier Litigation Department:** Described as a "litigation" powerhouse by Crain's New York Business, Proskauer's Litigation Department is comprised of approximately 200 lawyers who work across the firm's 13 offices representing defendant and plaintiffs, multinationals, middle market and small-cap businesses, financial institutions, not-for-profits, partnerships and individuals. Our litigations are foremost trial lawyers who have extensive experience in virtually every forum, from state and federal courts to domestic and international arbitrations and from alternative dispute resolution proceedings to administrator regulatory tribunals. We bring a tactical approach when resolving each case based on our client's needs and circumstances in order to achieve the best possible results, either during hearing and trials, or through the appeals process.

"Bulletproof in terms of the advice they give – they are very commercial and proactive people. I get business and tactical advice in addition to legal advice."

—Chambers Global 2014

Class & Collective Actions

Companies of all types continue to fall prey to employees seeking collective or class redress for a variety of alleged wrongdoings, among them discrimination, wage and hour, glass ceiling and other pay disparity matters. We help many of the world's largest and most well-known employers proactively defend against these suits and expedite their resolution aggressively and efficiently, bringing to bear the resources of one of the most formidable and sophisticated employment litigation groups practicing today. The members of our Class & Collective Actions Group are well versed in both the defense and successful resolution of class actions and have experience in all phases of related litigation, including bench and jury trials. We have strength in wage and hour class actions and have successfully defended companies in class and collective actions filed by employees for alleged unpaid overtime pay, misclassifications, record-keeping obligations, unpaid meal breaks and personal sick pay as well as large lawsuits brought by state and federal labor departments and other government agencies. We also have deep experience representing employers in pattern and practice investigations and litigation by the Equal Employment Opportunity Commission (EEOC) relating to alleged discrimination, harassment and retaliation on the basis of race, religion, sex, national origin, disability and age.

However, the courtroom is not the only place where we successfully defend against class and collective actions. Our lawyers are also highly adept at developing creative strategies for defeating class certification on a procedural level, whether by directly addressing the specific claims of named plaintiffs or confronting the class head on. We are also experienced in mediating settlements and at evaluating – and minimizing – damage exposure.

Our history of success has led US Legal 500 to commend us for our strength in defending class actions and Chambers USA to praise our "litigation expertise in both discrimination and sexual harassment cases." Chambers USA further distinguished our Labor & Employment practice by selecting us a top tier practice nationwide in 2014 as well as the winner of its prestigious 2012 "Award for Excellence." In addition, members of our class and collective action practice are frequently recognized for their distinction in this area.

We were also recently honored as one of the top three firms nationwide for Labor & Employment Litigation by The American Lawyer, where it was noted that clients retain Proskauer when "the company's reputation is on the line" and "managing the public face of litigation" is of utmost importance. Indeed, our high-profile matters involve sensitive, complex situations with sweeping ramifications that impact both our clients and their industries.

Areas of Focus

- > Discrimination, including the Age Discrimination in Employment Act and Title VII of the Civil Rights Act
- > EEOC Investigations and Litigation
- > Wage and Hour Claims under the Fair Labor Standards Act and State Laws, including:
 - > Unpaid Wages
 - > Overtime
 - > Meal and Rest Breaks
 - > Donning and Doffing

The Litigation Department also handles many class actions in a range of practice areas, as follows:

- > Securities class actions – defense of public companies and their directors and officers in class actions brought by shareholders, often involving breaches of fiduciary duty and/or fraud claims;
- > False advertising class actions – defense of consumer class actions related to allegations of deceptive advertising practices; we represent companies who have allegedly engaged in false advertising;
- > Antitrust class actions – defense of companies or trade associations in class actions which often allege price fixing/output restrictions or anticompetitive practices; and
- > Data privacy class actions

Litigation

Described as a “litigation” powerhouse by Crain’s New York Business, Proskauer’s Litigation Department is comprised of approximately 200 lawyers who work across the firm’s 13 offices representing defendant and plaintiffs, multinationals, middle market and small-cap businesses, financial institutions, not-for-profits, partnerships and individuals. Our litigators are foremost trial lawyers who have extensive experience in virtually every forum, from state and federal courts to domestic and international arbitrations and from alternative dispute resolution proceedings to administrator regulatory tribunals. We bring a tactical approach when resolving each case based on our client’s needs and circumstances in order to achieve the best possible results, either during hearing and trials, or through the appeals process.

Our Commercial Litigation practice is highly skilled in all areas of litigation, including:

- > Antitrust
- > Bankruptcy
- > Appellate
- > Copyright
- > Fiduciary Litigation
- > Insurance Recovery & Counseling
- > Intellectual Property
- > Labor and Employment
- > Media & Entertainment
- > False Advertising & Trademark
- > Privacy & Data Security
- > Private Equity & Hedge Fund Litigation
- > Real Estate
- > Shareholders and Securities Litigation
- > Sports Law
- > Technology, Media and Communication

In addition, we handle complex matters arising out of business dealings and arrangements, including:

- > Breach of contract actions
- > Breach of fiduciary duties and/or confidentiality
- > Commercial Disputes
- > Class actions, contract and joint venture disputes
- > Financial institution disputes
- > Fraud and deceptive practices
- > Insolvency and restructuring related disputes
- > RICO
- > Trade secret disputes
- > Data privacy and security issues
- > Multijurisdictional disputes
- > Tortious interference with contract and/or business relations

We have also litigated, as both national and local counsel, hundreds of product liability and consumer cases that require an understanding of complex scientific and engineering issues relating to allegation of defective design and manufacture and medical issues related to injury causation. We also have tremendous experience in the thorough investigation of the medical and social history of plaintiffs to identify alternative causation.

International Practice

As commerce becomes increasingly global, local laws, regulations and accounting rules can create pitfalls for unwary businesses of all types. Our interdisciplinary International Practice Group has spent decades representing companies and individuals in litigating matters and structuring complex cross-border transactions involving countless jurisdictions and venues and has played a central role in the development of seminal legal concepts shaping international practice.

Our offices throughout the U.S. as well as in the key financial centers of London, Paris, Beijing, Hong Kong and São Paulo provide us with the means to serve our clients efficiently and economically through the use of our own lawyers and well-established cooperative relationships with local firms when needed.

We are complemented by the leading lawyers of our world-renowned litigation and corporation departments. Described as a "litigation powerhouse" by *Crain's New York Business* and a "premier litigation group populated by fantastic trial attorneys" by *Chambers USA*, we are among the best at resolving and litigating complex business disputes. In addition, our Corporate Department brings together the world's foremost practitioners to counsel clients on the full range of sophisticated business transactions and finance and regulatory matters.

Areas of Focus

- > Global Litigation and Dispute Resolution
- > Foreign Sovereign Litigation
- > U.S. Discovery in Aid of Foreign Proceedings
- > Corporate Transactions and Counseling
- > Cross-Border Restructuring
- > Cross-Border Discovery
- > Multi-Jurisdictional Investigations
- > International Competition

Securities Litigation

Our Securities Litigation Group provides sophisticated legal advice in the heavily regulated securities industry, conducts internal investigations, and, when they arise, defends shareholder class actions, derivative suits, ERISA "stock-drop" actions (involving company stock plans), SEC investigations and enforcement proceedings, criminal investigations, and issues relating to D&O insurance and indemnification. Our multidisciplinary approach to securities litigation and regulatory defense allows us to draw on the experience of lawyers in our Corporate Department who, as part of their full range of services, provide regulatory advice to issuers, investors, and financial intermediaries on matters involving securities and shareholders, including stock transfers. Our Corporate Department attorneys also offer assistance with complex tax and accounting matters, hedge funds, and private investment funds, as well as sophisticated scientific and technological issues.

We have represented a wide array of clients in many industries in some of the world's largest securities-related matters. Our clients have included The Depository Trust & Clearing Corporation, Grifols SA, Bed Bath & Beyond, Ascena Retail Group, Sun Capital Healthcare/Promise Healthcare, Oppenheimer & Co., Royal Dutch Shell, Zurich Insurance Group, Waste Management, Global Crossing, Halliburton Company, Hewlett-Packard Company, Baxter International, Vestas Wind Systems, Take-Two Interactive Software, and many other brand names.

Our Approach

We believe that defendants – especially corporate defendants – should view cases as business matters, not merely as legal problems, and should focus from the start on high-level strategic considerations, instead of step-by-step motion practice. In keeping with this philosophy, we believe that "success" is measured not by whether we as lawyers can achieve a legal victory, but by whether our client obtains an outcome that best promotes its business and operational goals and enables it to get back to work.

To promote strategic thinking, we work with experts to conduct economic analyses at the beginning of every case so that we and our clients can identify issues that might ultimately dispose of the litigation or drive settlement values, even if those issues might not be useful or determinative at the pleading stage.

Defense of Class Actions and Derivative Suits

We have decades of experience representing clients in shareholder class actions and derivative actions, contested tender offers, contests for corporate control, and "going-private" and proxy fight litigation. We represent Fortune 500 companies and other issuers, corporate executives, boards of directors, underwriters, and others in class actions and derivative actions alleging securities fraud, breaches of fiduciary duties, and related claims, including one of the few major Rule 10b-5 cases to have gone to verdict. The trial experience of our securities litigators gives our clients a strategic advantage in the courtroom and at the negotiating table.

Our team is highly skilled in handling accounting and auditing issues. A number of our securities litigators are recognized practitioners who also lecture, teach and write in the field of forensic accounting and auditing.

SEC, SRO and State Enforcement

We are experienced in the defense of SEC investigations and enforcement proceedings brought under federal securities laws and are well known for actively defending companies, their boards of directors,

senior executive officers, lawyers and others in high-profile SEC matters. The issues our litigators address include every aspect of securities regulation. Currently these matters include, among others, insider trading, breaches of fiduciary and contractual duties, options backdating, financial fraud, hedge fund trading, related party transactions, bond trading, performance fees of money managers, soft dollar issues, stock manipulation and cash settled swap agreements.

We also are experienced in litigation and enforcement matters brought by the Commodity Futures Trading Commission against futures commission merchants, commodity pool operators and commodity trading advisors. In addition, we represent regulated entities and individuals before self-regulatory organizations including the New York Stock Exchange and FINRA, and we routinely handle multiple investigations or "parallel proceedings" undertaken at the same time by the SEC, DOJ and FINRA. We also represent clients in connection with state regulatory and enforcement matters brought by entities including the office of the New York State Attorney General and state regulatory bodies around the country.

Our group has represented clients in Congressional inquiries into sensitive securities industry issues and corporate scandal cases. On behalf of international clients in various industries, we are experienced in SEC and DOJ investigations of Foreign Corrupt Practices Act violations, both for foreign payments and violations of internal accounting controls.

Internal Investigations for Securities Issues

When potential misconduct is alleged or suspected, clients call upon us to conduct swift, thorough internal investigations as part of the first steps in defending SEC, DOJ and other investigations. In handling these investigations, our lawyers are ever mindful of potential collateral consequences. We counsel clients on handling sensitive information and take steps to resolve issues discreetly. Furthermore, we work with clients to provide closure with any involved government regulators.

For example, in a recent internal investigation, our client was a special committee of a large, multinational public company facing shareholder derivative actions, shareholder demands and other proceedings related to a recent acquisition. Reporting to the special committee, we conducted a complete internal review of pending and potential claims related to the acquisition. This investigation involved numerous interviews and teams of lawyers focused on investigating different aspects of the allegations.

White-Collar Criminal Defense of Securities Matters

Our lawyers are experienced in the defense of criminal securities-related charges brought by the DOJ and state criminal authorities. If the case should go to trial, clients can count on the experience of our group's members, many of who have tried highly complex criminal securities cases as well as argued numerous cases on appeal.

Securities Industry Back Office Defense

Through our leading practice in defending back office matters, we leverage a deep understanding of the clearance, settlement and transfer processes. Our nationally recognized work includes matters involving major Wall Street introducing and clearing firms, such as The Depository Trust & Clearing Corporation and its subsidiaries, which are responsible for clearing and settling the nation's securities transactions.

For example, recently we successfully defended DTCC in litigation around the United States against claims that its systems facilitate naked short selling. Cases have been dismissed on grounds of federal preemption and otherwise withdrawn in the face of our motions to dismiss.

Beijing

Suite 5102, 51/F
Beijing Yintai Centre Tower C
2 Jianguomenwai Avenue
Chaoyang District
Beijing 100022, China
t: 86.10.8572.1800
f: 86.10.8572.1850

Boca Raton

2255 Glades Road
Suite 421 Atrium
Boca Raton, FL 33431-7360, USA
t: 561.241.7400
f: 561.241.7145

Boston

One International Place
Boston, MA 02110-2600, USA
t: 617.526.9600
f: 617.526.9899

Chicago

Three First National Plaza
70 West Madison, Suite 3800
Chicago, IL 60602-4342, USA
t: 312.962.3550
f: 312.962.3551

Hong Kong

Suites 1701-1705, 17/F
Two Exchange Square
8 Connaught Place
Central, Hong Kong
t: 852.3410.8000
f: 852.3410.8001

London

Ten Bishops Square
London E1 6EG, United Kingdom
t: 44.20.7539.0600
f: 44.20.7539.0601

Los Angeles

2049 Century Park East, 32nd Floor
Los Angeles, CA 90067-3206, USA
t: 310.557.2900
f: 310.557.2193

New Orleans

Poydras Center
650 Poydras Street
Suite 1800
New Orleans, LA 70130-6146, USA
t: 504.310.4088
f: 504.310.2022

New York

Eleven Times Square
New York, NY 10036-8299, USA
t: 212.969.3000
f: 212.969.2900

Newark

One Newark Center
Newark, NJ 07102-5211, USA
t: 973.274.3200
f: 973.274.3299

Paris

374 rue Saint-Honoré
75001 Paris, France
t: 33.1.53.05.60.00
f: 33.1.53.05.60.05

São Paulo

Rua Funchal, 418
26º andar
04551-060 São Paulo, SP, Brasil
t: 55.11.3045.1250
f: 55.11.3049.1259

Washington, D.C.

1001 Pennsylvania Avenue, NW
Suite 600 South
Washington, DC 20004-2533, USA
t: 202.416.6800
f: 202.416.6899



EXHIBIT C

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
: :
Nortel Networks Inc., *et al.*,¹ : Case No. 09-10138 (KG)
: :
Debtors. : Jointly Administered
: :
: : **Objections due: August 15, 2016 at 4 p.m.**
-----X

NINETIETH INTERIM APPLICATION OF CLEARY GOTTLIEB STEEN & HAMILTON LLP, AS ATTORNEYS FOR DEBTORS AND DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF INTERIM COMPENSATION AND FOR INTERIM REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED FOR THE PERIOD JUNE 1, 2016 THROUGH JUNE 30, 2016

Name of Applicant: CLEARY GOTTLIEB STEEN & HAMILTON LLP
Authorized to provide professional services to: Debtors
Date of retention: February 4, 2009 nunc pro tunc to January 14, 2009
Period for which compensation and reimbursement is sought: June 1, 2016 through June 30, 2016
Amount of compensation sought as actual, reasonable and necessary: \$ 1,033,934.50
Amount of reimbursement sought as actual, reasonable and necessary: \$ 147,782.14

This is an x interim ___ final application

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Nortel Networks Inc. (6332), Nortel Networks Capital Corporation (9620), Nortel Altsystems Inc. (9769), Nortel Altsystems International Inc. (5596), Xros, Inc. (4181), Sonoma Systems (2073), Qtera Corporation (0251), CoreTek, Inc. (5722), Nortel Networks Applications Management Solutions Inc. (2846), Nortel Networks Optical Components Inc. (3545), Nortel Networks HPOCS Inc. (3546), Architel Systems (U.S.) Corporation (3826), Nortel Networks International Inc. (0358), Northern Telecom International Inc. (6286), Nortel Networks Cable Solutions Inc. (0567) and Nortel Networks (CALA) Inc. (4226). Contact information for the Debtors and their petitions are available at <http://dm.epiq11.com/nortel>.

COMPENSATION BY PROFESSIONAL

Nortel Networks Inc., *et al.*
 (Case No. 09-10138 (KG))

June 1, 2016 through June 30, 2016³

<u>Name of Professional Person</u>	<u>Position of the Applicant, Area of Expertise, Year of Call, and Approximate Number of Years in Current Position</u>	<u>Hourly Billing Rate⁽⁴⁾</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
LIVINGSTON, MATTHEW	Law Clerk - Bankruptcy (not yet called to the bar; less than 1 year in current position)	\$480.00	171.80	\$82,464.00
SCHWEITZER, LISA M.	Partner - Bankruptcy, Litigation (called to the bar in 1996; 10 years in current position)	1,240.00	134.40	166,656.00
BROMLEY, JAMES L.	Partner - Bankruptcy, Litigation (called to the bar in 1990; 17 years in current position)	1,250.00	124.70	155,875.00
REDWAY, RYAN S.	Law Clerk - Litigation (not yet called to the bar; less than 1 year in current position)	480.00	108.00	51,840.00
SHERIDAN, KATHERINE M.	Associate - Litigation (called to the bar in 2011; 1 year in current position)	760.00	103.30	78,508.00
HERRINGTON, DAVID H.	Counsel - Litigation (called to the bar in 1993; 12 years in current position)	1,040.00	96.30	100,152.00
PALMER, JENNIFER M.	Associate - Litigation (called to the bar in 2008; 6 years in current position)	810.00	92.70	75,087.00
GALLAGHER, ERIN C.	Associate - Litigation (called to the bar in 2016; less than 1 year in current position)	480.00	67.60	32,448.00
CANTWELL, PHILIP A.	Associate - Bankruptcy, Litigation (called to the bar in 2013; 2 years in current position)	720.00	65.20	46,944.00

³ Arranged in descending order according to Total Billed Hours.

⁴ Cleary Gottlieb's fees for the Application Period are based on the customary compensation charged by comparably skilled professionals in cases other than those under Title 11 of the United States Code.

<u>Name of Professional Person</u>	<u>Position of the Applicant, Area of Expertise, Year of Call, and Approximate Number of Years in Current Position</u>	<u>Hourly Billing Rate⁽⁴⁾</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
HAKKENBERG, LUCAS	Associate - Litigation (called to the bar in 2015; less than 1 year in current position)	480.00	51.90	24,912.00
BLACK, KIMBERLY	Summer Associate	385.00	41.40	15,939.00
ROZAN, BENAZIR D.	Paralegal	355.00	39.80	14,129.00
RAPPOPORT, MATTHEW L.	Associate - Bankruptcy (called to the bar in 2015; 1 year in current position)	565.00	35.70	20,170.50
CANAVAN, DANIEL	Summer Associate	385.00	34.10	13,128.50
HAILEY, KARA A.	Senior Attorney - Corporate, Bankruptcy (called to the bar in 1999; 7 years in current position)	965.00	31.40	30,301.00
GIANIS, MARGOT A.	Associate - Litigation (called to the bar in 2013; 2 years in current position)	650.00	29.90	19,435.00
BINETTE, DANIEL	Summer Associate	385.00	18.10	6,968.50
MCKAY, ELYSE	Paralegal	295.00	17.50	5,162.50
MARETTE, PATRICK G.	Associate - Real Estate (called to the bar in 1993; 9 years in current position)	810.00	16.80	13,608.00
HINZ, AMY	Summer Associate	385.00	16.70	6,429.50
GRAHAM, ASHLEY	Staff Attorney - Litigation (called to the bar in 2011; 1 year in current position)	380.00	16.30	6,194.00
LOBACHEVA, ANASTASIYA	Paralegal	265.00	15.70	4,160.50
MURTAGH, HUGH K.	Associate - Litigation, Bankruptcy (called to the bar in 2012; 3 years in current position)	760.00	11.50	8,740.00
ROSENTHAL, JEFFREY A.	Partner - Litigation (called to the bar in 1992; 15 years in current position)	1,250.00	9.80	12,250.00
STEIN, DARRYL G.	Associate - Litigation (called to the bar in 2012; 4 years in current position)	760.00	9.40	7,144.00
EBER, ALEXANDRA	Associate - Litigation (called to the bar in 2015; 1 year in current position)	565.00	8.80	4,972.00
MALONE, LEAH	Associate - Employee Benefits (called to the bar in 2009; 7 years in current position)	810.00	8.10	6,561.00

<u>Name of Professional Person</u>	<u>Position of the Applicant, Area of Expertise, Year of Call, and Approximate Number of Years in Current Position</u>	<u>Hourly Billing Rate⁽⁴⁾</u>	<u>Total Billed Hours</u>	<u>Total Compensation</u>
MCRAE, WILLIAM L.	Partner - Tax (called to the bar in 1998; 11 years in current position)	1,240.00	7.90	9,796.00
CHANG, CONNIE	Associate - Real Estate (called to the bar in 2014; 2 years in current position)	650.00	7.20	4,680.00
BROD, CRAIG B.	Partner - Corporate (called to the bar in 1981; 27 years in current position)	1,250.00	6.00	7,500.00
LUIS, ANGELA	Paralegal	265.00	5.30	1,404.50
ZELBO, HOWARD S.	Partner - Litigation (called to the bar in 1985; 22 years in current position)	1,250.00	0.30	375.00
TOTAL HOURS:			1,403.60	
GRAND TOTAL:				\$1,033,934.50
BLENDED RATE:		\$736.63		

COMPENSATION BY PROJECT CATEGORY⁵

Nortel Networks Inc., *et al.*
 (Case No. 09-10138 (KG))

June 1, 2016 through June 30, 2016

Project Category	Total Hours	Total Fees
Case Administration	53.60	\$40,409.00
Claims Administration and Objections	68.10	41,057.00
Employee Matters	9.20	6,636.00
Plan of Reorganization and Disclosure	112.80	68,000.00
Tax	14.10	17,512.00
Fee and Employment Applications	57.10	25,400.50
Litigation	606.80	408,717.50
Real Estate	36.10	27,896.00
Nortel Networks India International Inc. ("NN III")	80.20	44,341.50
Allocation/Claims Litigation	365.60	353,965.00
TOTAL	1,403.60	\$1,033,934.50

⁵ Note: This Application includes certain fees incurred during a period related to a previously submitted fee application, but not entered into the Cleary Gottlieb accounting system until the period covered by this Application.

EXPENSE SUMMARY⁶

Nortel Networks Inc., *et al.*
 (Case No. 09-10138 (KG))

June 1, 2016 through June 30, 2016

Expense Category		Total Expenses
Telephone		\$116.24
Travel – Transportation		982.72
Travel – Meals		14.25
Mailing & Shipping Charges		145.01
Duplicating Charges (at \$0.10/page)		1,501.10
Legal Research	Lexis	876.71
	Westlaw	111.92
Late Work – Meals		1,228.07
Late Work – Transportation		1,344.92
Conference Meals		7,195.22
Other		11.98
Expert Expenses		134,254.00
Grand Total Expenses		\$147,782.14

⁶ Note: This Application includes certain expenses incurred during a period related to a previously submitted fee application, but not entered into the Cleary Gottlieb accounting system until the period covered by this Application.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: ENERGY FUTURE HOLDINGS CORP., <i>et al.</i> , ¹ Debtors.	Chapter 11 Case No. 14-10979 (CSS) (Jointly Administered) Obj. Deadline: October 5, 2016
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NINETEENTH MONTHLY FEE STATEMENT OF CRAVATH, SWAINE &
MOORE LLP FOR ALLOWANCE OF AN ADMINISTRATIVE CLAIM FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED
FROM JUNE 1, 2016 THROUGH JUNE 30, 2016

Name of Applicant	Cravath, Swaine & Moore LLP
Authorized to Provide Professional Services to:	Energy Future Intermediate Holding Company LLC , Debtor and Debtor in Possession
Date of Retention:	Retention Order Entered January 16, 2015 (effective as of November 16, 2014)
Fee Period for which compensation and reimbursement is sought:	June 1, 2016 through June 30, 2016
Amount of Compensation sought as actual, reasonable and necessary:	\$186,660.40 (80% of \$233,325.50)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$936.93

This is a X monthly interim final application. No prior application filed for this Fee Period.²

¹ The last four digits of Energy Future Holdings Corp.'s tax identification number are 8810. The location of the debtors' service address is 1601 Bryan Street, Dallas, Texas 75201. Due to the large number of debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors' claims and noticing agent at <http://www.efhcaseinfo.com>.

² Notice of this Monthly Fee Statement is being served in accordance with the Interim Compensation Order and Fee Committee Order. Objections to the relief requested in this Monthly Fee Statement must be addressed in accordance with the Interim Compensation Order and Fee Committee Order.

The law firm of Cravath, Swaine & Moore LLP (“**Cravath**”), independent counsel for Energy Future Intermediate Holding Company LLC, debtor and debtor in possession (“**EFIH**”), files this Monthly Fee Statement under:

- (a) Sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code,
- (b) Rule 2016 of the Federal Rules of Bankruptcy Procedure,
- (c) the *Order Approving the Employment of Cravath, Swaine & Moore LLP as Counsel Energy Future Intermediate Holding Company LLC Under Sections 327(a) and 1107(b) of the Bankruptcy Code, Effective Nunc Pro Tunc to November 16, 2014* [D.I. 3321],
- (d) the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals, dated October 16, 2014* [D.I. 2066] (the “**Interim Compensation Order**”),
- (e) the *Stipulation and Order Appointing a Fee Committee* [D.I. 1896] (the “**Fee Committee Order**”), and
- (f) the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware,

for: (i) compensation in the amount of \$186,660.40 for the reasonable and necessary legal services Cravath rendered to the Debtors from June 1, 2016 through June 30, 2016 (the “**Fee Period**”) (80% of \$233,325.50); and (ii) reimbursement for the actual and necessary expenses that Cravath incurred, in the amount of \$936.93 during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Cravath partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Cravath established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Cravath incurred \$233,325.50 in fees

during the Fee Period. Cravath seeks payment of 80% of such fees (\$186,660.40) under this Monthly Fee Statement.

- **Exhibit B** is a schedule of Cravath attorneys and paraprofessionals for whose work on this chapter 11 case Cravath seeks compensation in this Monthly Fee Statement, listing their positions, years of experience, hourly billing rates, and hours charged during the Fee Period. Cravath is charging for a total of 218.70 hours of attorneys and paraprofessionals time in connection with this chapter 11 case during the Fee Period.
- **Exhibit C** is a schedule of the expenses, by kind of expense, for which Cravath seeks reimbursement for the Fee Period.
- **Exhibit D** is a detailed listing of expenses, by subject matter category, that Cravath incurred during the Fee Period in rendering professional services to EFIH and for which it seeks reimbursement.

Proposed Payment Allocation

2. In accordance with paragraph 5 of the Interim Compensation Order, all Cravath's fees and expenses sought in this Application are allocated to EFIH.

Representation

3. Although Cravath has made reasonable efforts to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Cravath reserves the right to make further application to this Court for allowance of such fees and expenses not included in this Monthly Fee Statement.

WHEREFORE, Cravath requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$ 187,597.33, consisting of (a) \$186,660.40, which is 80% of the fees incurred by EFIH for reasonable and necessary professional services rendered by Cravath in this case; and (b) \$936.93 for actual and necessary costs and expenses incurred by Cravath in this case, and that such fees and expenses be paid as administrative expenses of EFIH in accordance with the Interim Compensation Order.

Date: September 14, 2016

/s/ Michael Paskin

Michael Paskin (mpaskin@cravath.com)

CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
+1 (212) 474-1000

*Independent Counsel for Energy Future
Intermediate Holding Company LLC*

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

ENERGY FUTURE HOLDINGS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 14-10979 (CSS)

(Jointly Administered)

VERIFICATION OF MICHAEL PASKIN

1. I am a partner in the law firm of Cravath, Swaine & Moore LLP, located at Worldwide Plaza, 825 Eighth Ave., New York, New York 10019 (“**Cravath**”). I am the lead attorney from Cravath working on this chapter 11 case. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the United States Bankruptcy Court for the Southern District of New York and the United States Bankruptcy Court for the Eastern District of New York. There are no disciplinary proceedings pending against me.

2. I have personally performed many of the legal services rendered by Cravath as independent counsel to Energy Future Intermediate Holding Company LLC (“**EFIH**”) and am familiar with all other work performed on EFIH’s behalf by the lawyers and other persons in the firm.

¹ The last four digits of Energy Future Holdings Corp.’s tax identification number are 8810. The location of the debtors’ service address is 1601 Bryan Street, Dallas, Texas 75201. Due to the large number of debtors in these chapter 11 cases, for which joint administration has been granted, a complete list of the debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the debtors’ claims and noticing agent at <http://www.efhcaseinfo.com>.

3. The facts set forth in the foregoing Monthly Fee Statement are true and correct to the best of my knowledge, information, and belief.

4. I have reviewed Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware and believe that the Monthly Fee Statement for Cravath, Swaine & Moore LLP complies with Rule 2016-2.

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

Respectfully submitted,

/s/ Michael Paskin

Michael Paskin
Partner, Cravath, Swaine & Moore LLP

Date: September 14, 2016

EXHIBIT A**Statement of Fees and Expenses By Subject Matter**

Description	Total Billed Hours	Total Fees
Plan and Disclosure	99.50	109,875.50
Tax Issues	111.20	118,141.00
Employment & Fee Application	1.20	1,059.00
Non-Working Travel	6.80	4,250.00
TOTAL	218.70	\$233,325.50

EXHIBIT B**Attorney and Paraprofessionals Information**

Name of Professional	Title	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Philip Gelston	Partner	1979	Corporate	1,250	79.70	99,625.00
Andrew Needham	Partner	1995	Tax	1,250	77.10	92,125.00
Michael Paskin	Partner	1996	Litigation	1,230	0.60	738.00
A. Wein	Associate	2011	Corporate	765	1.50	1,147.50
A. Hagen	Associate	2015	Tax	740	40.90	30,266.00
A. Larkin	Associate	2015	Litigation	535	2.70	1,444.50
C. Ricciardi	Associate	2016	Corporate	535	13.70	7,329.50
C. Sylvester	Legal Assistant	n/a	Litigation Support	260	2.50	650.00
TOTAL					218.70	\$233,325.50

EXHIBIT C

Summary of Actual and Necessary Expenses for the Fee Period

Service Description	Amount
CLIENT BUSINESS TRANSPORTATION	65.99
MISCELLANEOUS	30.00
OTHER DATABASE RESEARCH	5.66
TRAVEL	835.28
TOTAL	\$ 936.93

EXHIBIT D**Detailed Description of Expenses and Disbursements**

Matter	Date	Name	Description	Amount	Narrative
011205-00003	6/15/2016	Needham, A	CLIENT BUSINESS TRANSPORTATION	35.87	Inv#: 699539 V# 780392 UNKNOWN 911 PARK AVE, MANHATTAN, NY - 1 PENN STATION, MANHATTAN, NY Needham 8:00 0.00 911 PARK AVE, MANHATTAN, NY 1 PENN STATION, MANHATTAN, NY
011205-00003	6/15/2016	Needham, A	TRAVEL	802.00	RAIL TRAVEL CLASS: First ,CITIES VISITED: Washington, DC ,TICKET NO: 1652491042906 TRIP PURPOSE: Meeting with the IRS. RptID: 010012883676
011205-00003	6/15/2016	Needham, A	TRAVEL	12.90	TAXI Out of Town TRIP PURPOSE: Meeting with the IRS CITIES VISITED: Washington, DC RptID: 010012882593
011205-00003	6/15/2016	Needham, A	TRAVEL	20.38	TAXI Out of Town TRIP PURPOSE: Meeting with the IRS CITIES VISITED: Washington, DC RptID: 010012882593
011205-00003	6/23/2016	Gelston, P A	CLIENT BUSINESS TRANSPORTATION	30.12	TAXI Local TRIP PURPOSE: Attend meeting RptID: 010012769192
011205-00003	6/23/2016	Kaplan, K	MISCELLANEOUS	30.00	TRANSCRIPT for P. Gelston TRIP PURPOSE: Transcript CITIES VISITED: Los Angeles, CA RptID: 010012993561
011205-00003	6/30/2016	Herman, David A.	OTHER DATABASE RESEARCH	0.22	Public Document Retrieval - Pacer
011205-00003	6/30/2016	Larkin, Alexandra	OTHER DATABASE RESEARCH	5.44	Public Document Retrieval - Pacer
				\$ 936.93	

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

TSAWD HOLDINGS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 16-10527 (MFW)

(Jointly Administered)

Obj. Deadline: October 12, 2016 at 4:00 p.m. (ET)

**SUMMARY OF SIXTH MONTHLY APPLICATION OF GIBSON, DUNN &
CRUTCHER LLP AS CO-COUNSEL TO THE DEBTORS-AND-DEBTORS IN
POSSESSION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES INCURRED FOR THE INTERIM PERIOD FROM AUGUST 1, 2016
THROUGH AND INCLUDING AUGUST 31, 2016**

Name of Applicant:	Gibson, Dunn & Crutcher LLP
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	March 2, 2016 (order entered March 24, 2016 <i>nunc pro tunc</i> to March 2, 2015)
Period for which compensation and reimbursement is sought:	August 1, 2016 through and including August 31, 2016
Amount of Interim Compensation sought as actual, reasonable and necessary:	\$719,026.00 ²
Amount of Interim Expense Reimbursement sought as actual, reasonable and necessary:	\$10,346.30

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: TSAWD Holdings, Inc. (9008); Slap Shot Holdings, Corp. (8209); TSAWD, Inc. (2802); TSA Stores, Inc. (1120); TSA Gift Card, Inc. (1918); TSA Ponce, Inc. (4817); and TSA Caribe, Inc. (5664). The headquarters for the above-captioned Debtors is located at 1050 West Hampden Avenue, Englewood, Colorado 80110.

The Debtors were formerly known as: Sports Authority Holdings, Inc. (9008); Slap Shot Holdings, Corp. (8209); The Sports Authority, Inc. (2802); TSA Stores, Inc. (1120); TSA Gift Card, Inc. (1918); TSA Ponce, Inc. (4817); and TSA Caribe, Inc. (5664).

² The fees set forth herein reflect a reduction of \$37,820.00, comprised of a voluntary reduction by Gibson Dunn in the amount of \$10,000.00 and a discount in non-working travel time of \$27,820.00.



INTERIM COMPENSATION BY INDIVIDUAL

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Karlan, Mitchell	Partner since 1989. Joined the firm as an associate in 1984. Member of the D.C. Bar since 2005; NY bar since 1980. Primary practice area: General Commercial Litigation	\$1295	39.80	\$ 51,541.00
Klyman, Robert	Elected partner at Latham & Watkins in 1996. Joined the firm as a partner in 2014. Member of CA Bar since 1989. Primary practice area: Business Restructuring and Reorganization	\$1215	80.90	98,293.50
Bellah Maguire, Jennifer	Partner since 1991. Joined the firm as an associate in 1983. Member of the CA Bar since 1983. Primary practice area: Mergers and Acquisitions, Investment Funds Management.	1110	17.70	19,647.00
Williams, Matthew	Joined the firm as partner in 2008. Member of NY Bar since 1999. Primary practice area: Business Restructuring and Reorganization	1060	48.50	51,410.00

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Cripps Jr., Jesse A.	Partner since 2011. Joined the firm as an associate in 2002. Member of CA Bar since 2002. Primary practice area: Labor and Employment	895	2.20	1,969.00
Keats, Andrew Rosenthal	Associate. Joined the firm as an associate in 2007. Member of CA Bar since 2007; NY bar since 2013.	855	36.10	30,865.50
Martorana, Keith	Of Counsel. Joined the firm as an associate in 2008. Member of the NY and NJ Bars since 2008.	855	77.60	66,348.00
Bedell, Tiaunia Nyeba	Associate. Joined the firm as an associate in 2007. Member of CA Bar since 2007.	795	1.90	1,510.50
Graves, Jeremy Lee	Associate. Joined the firm as an associate in 2008. Member of CO Bar since 2012; TX Bar since 2007. ⁴	795	109.70	87,211.50
Goldstein, Jason Z.	Associate. Joined the firm in 2016. Member of the NY Bar since 2013.	775	27.30	21,157.50
Jacobs, Sabina	Associate. Joined the firm as an associate in 2014. Member of CA Bar since 2010; NY Bar since 2012.	750	179.10	134,325.00
Neumeister, Michael S.	Associate. Joined the firm as an associate in 2016. Member of CA Bar since 2010; NY Bar since 2010.	750	18.20	13,650.00
Weinrich, Kurt Joseph	Staff Attorney. Joined the firm as a litigation staff attorney in 2007; Member of NY Bar since 2009; NV Bar since 1996.	730	5.20	3,796.00

⁴ Not actively licensed to practice in Texas.

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Khorassani, Nader James	Associate. Joined the firm as an associate in 2013. Member of NY Bar since 2014.	720	10.00	7,200.00
Marcantonio, Donata A.	Associate. Joined the firm as an associate in 2014. Member of NY Bar since 2014.	720	10.90	7,848.00
Porcelli, Matthew P.	Associate. Joined the firm as an associate in 2014. Member of NY Bar since 2014.	720	3.50	2,520.00
Smalley, Jazmine	Associate. Joined the firm as an associate in 2013. Member of NJ and NY Bars since 2014.	720	15.60	11,232.00
Hathaway-Zepeda, Taylor	Associate. Joined the firm as an associate in 2012. Member of CA Bar since 2013; NY Bar since 2015.	675	42.90	28,957.50
Solow, Ryan	Associate. Joined the firm as an associate in 2015. Member of CA Bar since 2015; IL Bar since 2011.	675	3.50	2,362.50
Phan, Tiffany X.	Associate. Joined the firm as an associate in 2013. Member of CA Bar since 2013.	600	15.50	9,300.00
Speak, Emily	Associate. Joined the firm as an associate in 2013. Member of CA Bar since 2013.	600	18.70	11,220.00
Avunjian, Helen O.	Associate. Joined the firm as an associate in 2014. Member of CA Bar since 2014.	535	18.30	9,790.50
Magallanes, Katie M.	Associate. Joined the firm as an associate in 2014. Member of CA Bar since 2014.	535	5.70	3,049.50
Park, Jean Y.	Associate. Joined the firm as an associate in 2014. Member of CA Bar since 2014.	535	6.80	3,638.00
Soic, Julianna M.	Associate. Joined the firm as an associate in 2012. Member of CA Bar since 2012.	535	12.90	6,901.50

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Cho, Erin	Associate. Joined the firm as an associate in 2015. Member of CA Bar since 2015.	480	62.60	30,048.00
Roymisher, Leonid	eDiscovery Analyst	405	16.80	6,804.00
Santos, F. Pamela	Paralegal	390	85.20	33,228.00
Mapes, Elke M.	Paralegal	365	2.80	1,022.00
Sub Total:			975.9	\$756,846.00
NON-WORKING TRAVEL TIME REDUCTION (50%)				(\$27,820.00)
ADDITIONAL VOLUNTARY DISCOUNT				(\$10,000.00)
Grand Total:				\$719,026.00
Blended Rate:				\$736.78

INTERIM COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Asset Analysis & Recovery	4.10	\$ 3,075.00
Asset Sales	196.50	139,280.50
Assumption & Rejection of Leases & Contracts	117.90	90,903.00
Business Operations	16.10	13,674.00
Case Administration	38.30	26,765.50
Claims Administration & Objections	87.90	68,501.50
Communications & Meetings with Creditors	0.00	0.00
Consignments	83.60	58,191.50
Corporate Governance, Board	19.40	13,137.00
Employee Benefits & Pensions	82.10	63,650.00
Employment & Fee Application (GDC)	62.40	30,033.00
Employment & Fee Application (Others)	127.20	107,305.50
Financing, Cash Collateral & Cash Management	13.00	13,296.00
Hearings	53.80	57,223.50
Insurance	1.90	1,857.00
Non-Working Travel	53.60	55,640.00
Plan & Disclosure Statement	6.50	5,167.50
Relief from Stay & Adequate Protection	8.80	6,996.00
Reporting	0.00	0.00
Tax	2.80	2,149.50
TOTAL	975.9	\$756,846.00

INTERIM EXPENSE SUMMARY

Expenses Category	Total Expenses
Certified Copies	\$ 0.00
Conference Call Charges	110.40
Court fees	0.00
Data Line Charges	8.00
Document Retrieval Services	638.10
eDiscovery Database Hosting Fee	724.91
Filing Fees	2,073.70
In House Duplication	240.20
Lodging	1,776.50
Meals	649.00
Messenger and Courier Expense	325.87
On-Line Research (Lexis)	0.00
On-Line Research (Westlaw)	480.00
On-Line Research (Main)	0.00
Outside Process Server	0.00
Searches (UCC & Others)	0.00
Specialized Research	0.00
Telephone Charges	79.80
Transcript/Digesting	253.00
Travel - Air & Rail	1,948.91
Travel - Miscellaneous (Tips)	0.00
Travel – Parking	48.00
Travel - Taxi & Other Modes/Miles	989.91
TOTAL	\$10,346.30