

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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In re: : Chapter 11
: :
: Case No. 23-10671-BLS
PLASTIQ, INC., et al.,¹ :
Debtors. : (Jointly Administered)
: :
: **Related D.I.: 256, 315, 351**
: :
: **Obj. Deadline: Dec. 4, 2023, at 4:00 p.m. (ET)**
: **Hearing Date: TBD**
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**SUMMARY OF FIRST AND FINAL APPLICATION OF DLA PIPER LLP (US)
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL
TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
PERIOD FROM JUNE 8, 2023, THROUGH SEPTEMBER 29, 2023**

Name of Applicant: DLA Piper LLP (“DLA Piper”)

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: nunc pro tunc to June 8, 2023

Final Period for which compensation and reimbursement are sought: June 8, 2023-September 29, 2023

Amount of Compensation sought during the Final Application Period as actual, reasonable, and necessary: \$608,477.00²

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PlastiQ Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

² Through this Application, DLA Piper requests allowance on a final basis and payment of additional fees and expenses, including in connection with the preparation, filing and prosecution of the Committee’s professionals’ final fee applications and additional assistance provided in connection with the transition to the unsecured creditors’ trust under the Plan, incurred through and including the entry of orders on such applications (the “Supplemental Fee Period”). DLA Piper will invoice the Litigation Trustee for fees and expenses actually incurred during the Supplemental Fee Period. The amounts sought in this Application do not reflect the fees and expenses incurred during the Supplemental Fee Period.



Amount of Expense Reimbursement sought during the Final Application Period as actual, reasonable, and necessary: \$1,057.82

Number of professionals billing fewer than 15 hours to the case during the Final Compensation Period: 12

Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application: No

This is a: monthly interim x final application

Prior applications:

Monthly Fee Applications for Final Application Period:

Requested				Approved		Pending Approval	
<u>Date Filed Dkt. No.</u>	<u>Period Covered</u>	<u>Fees</u>	<u>Expenses</u>	<u>Fees</u>	<u>Expenses</u>	<u>Fees</u>	<u>Expenses</u>
08/16/2023 [D.I. 256]	06/08/2023 – 07/31/2023	\$377,701.00	\$672.03	\$302,160.80	\$672.03	\$75,540.20	N/A
09/19/2023 [D.I. 315]	08/01/2023 – 08/31/2023	\$96,801.50	\$304.64	\$77,441.20	\$304.64	\$19,360.30	N/A
11/13/2023 [D.I. 351]	09/01/2023-09/29/2023	\$133,974.50	\$81.15	N/A	N/A	\$133,974.50	\$81.15
		\$608,477.00	\$1,057.82	\$379,602.00	\$976.67	\$228,875.00	\$81.15

Summary of Any Objections to Monthly Fee Applications:

Date of Fee Application	Date of Objection	Total Fees Subject to Objection	Total Expenses Subject to Objection
N/A	N/A	N/A	N/A

**COMPENSATION BY DLA PIPER LLP (US)
PROFESSIONALS AND PARAPROFESSIONALS
JUNE 8, 2023, THROUGH SEPTEMBER 29, 2023**

Name of Professional Individual	Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position	Hours	Agreed Rate¹	Amount
McKitterick, Nate	Partner; Corporate; Member of the California Bar since 1994; Joined the Firm in 2000	4.1	\$1,675.00	\$6,867.50
Torosian, Jeffrey S.	Partner; Litigation; Member of the Illinois Bar since 1993; Joined the Firm in 2014.	3.10	\$1,510.00	\$4,681.00
Walker, Melanie E.	Partner; Corporate and Securities Litigation; Member of the California and Illinois Bars since 2000; Joined the Firm in 2021.	2.00	\$1,250.00	\$2,500.00
O'Donnell, Dennis	Partner; Restructuring; Member of the New York Bar since 1991; Joined the Firm in 2021.	270.60	\$1,185.00	\$320,661.00
Applebaum, Aaron S.	Of Counsel; Restructuring; Member of the New Jersey and Pennsylvania Bars since 2008; Member of the Delaware Bar since 2011; Member of the Maryland Bar since 2020; Joined the Firm in 2020.	187.8	\$975.00	\$183,105.00
Sarna, Matthew S.	Associate; Restructuring; Member of the Maryland Bar since 2017; Member of the Delaware Bar since 2018; Joined the Firm in 2017.	2.20	\$1,020.00	\$2,244.00
Peplow, Emma	Associate; Litigation; Member of the New York and California Bars since 2022; Joined the Firm in 2023	2.30	\$750.00	\$1,725.00
McLemore, Nicole	Associate; Restructuring; Member of the Florida Bar since 2019; Joined the Firm in 2022	85.10	\$675.00	\$57,442.50
Trager, Daniel S.	Associate; Restructuring; Member of the California Bar since 2021; Joined the Firm in 2022.	1.70	\$655.00	\$1,113.50

¹ DLA Piper agreed to discount its standard rates for the attorneys expected to be primarily responsible for this matter, which rates are reflected in the above chart. Standard rates for such professionals are as follows: Dennis O'Donnell, \$1,395.00; Aaron Applebaum, \$[]; Nicole McLemore, \$750.00; and Daniel Trager, \$730.00.

Name of Professional Individual	Position, Practice Group, Year Obtained Relevant License to Practice, Year Assumed Position	Hours	Agreed Rate¹	Amount
Knight, Ken	Associate; Litigation; Member of the New York Bar since 2022; Joined the Firm in 2023.	0.20	\$760.00	\$152.00
Kirchner-Loeser, Aaron A	Law Clerk, Joined the Firm in 2023.	29.80	\$600.00	\$17,880.00
Chen, Eric	Discovery Specialist	1.60	\$450.00	\$720.00
Hester, Matthew	Discovery Specialist	1.00	\$450.00	\$450.00
Countryman, William Lee	Paralegal / Case Manager; Restructuring; Joined the Firm in 2002.	6.10	\$475.00	\$2,897.50
Fox, Carolyn B.	Paralegal / Case Manager; Restructuring; Joined the Firm in 2011.	8.50	\$380.00	\$3,230.00
Pullan, Theresa	Paralegal; Restructuring; Joined the Firm in 2021.	7.80	\$360.00	\$2,808.00
TOTALS		613.9		\$608,477.00

**COMPENSATION BY PROJECT CATEGORY FOR DLA PIPER LLP (US)
JUNE 8, 2023, THROUGH SEPTEMBER 29, 2023**

Description	Hours	Amount (\$)
Case Administration (B110)	44.20	\$39,005.00
Asset Analysis and Recovery (B120)	7.60	\$8,377.00
Asset Sales and Other Dispositions of Assets (B130)	62.40	\$65,094.00
Meetings of and Communications with Creditors (B150)	48.10	\$44,988.50
Court Hearings (B155)	11.90	\$12,183.00
Employment Applications (B160)	35.50	\$28,668.50
Fee Applications (B170)	41.40	\$28,014.50
Avoidance Action Analysis (B180)	48.90	\$57,757.50
Litigation and Contested Matters (B190)	117.10	\$112,393.00
Non-Working Travel	6.00	\$7,110.00
Employee Matters (Benefits, Pensions, Unions) (B-220)	1.80	\$1,755.00
Financing/DIP/Cash Collections (B230)	80.60	\$82,648.00
Claims Administration (B310)	2.80	\$2,700.00
Plan and Disclosure Statement (B320)	105.60	\$117,783.00
Totals:	613.90	608,477.00

EXPENSE SUMMARY FOR DLA PIPER LLP (US)
JUNE 8, 2023, THROUGH SEPTEMBER 29, 2023

Expense Category	Total Expenses
Car Service/Taxi	\$262.66
Train	\$267.00
Westlaw Research	\$350.00
Supplies	\$27.21
Filing Fees	\$50.00
Copies	\$26.55
Transcript	\$74.40
TOTAL:	\$1,057.82

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 : Case No. 23-10671-BLS
PLASTIQ, INC., et al.,¹ :
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**FIRST AND FINAL APPLICATION OF DLA PIPER LLP (US) FOR
 ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
 AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL
 TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
PERIOD FROM JUNE 8, 2023, THROUGH SEPTEMBER 29, 2023**

DLA Piper LLP (US) (“DLA Piper”), counsel for the Official Committee of Unsecured Creditors (the “Committee”) of the above-captioned debtors and debtors in possession (the “Debtors”), files this *Final Application of DLA Piper LLP (US) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period From September 19, 2022, Through February 28, 2023* (the “Application”) under 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 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and the *Order Authorizing*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Plastiq Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

Procedures for Interim Compensation and Reimbursement of Expenses of Professionals [D.I. 110] (the “Interim Compensation Procedures Order”).

By this Application, DLA Piper seeks entry of an order (i) granting approval and allowance on a final basis of the sum of \$609,534.82,² including compensation in the aggregate amount of \$608,477 and reimbursement of actual and necessary expenses in the aggregate amount of \$1,057.82, incurred by DLA Piper from June 8, 2023, through September 29, 2023 (the “Final Application Period”); (ii) directing payment of the difference between \$609,534.82 and any interim payments made to DLA Piper with respect to fees and expenses incurred during the Final Application Period; and (iii) providing such other and further relief as this Court may deem just and proper.

BACKGROUND

1. The Debtors commenced these Chapter 11 Cases by filing voluntary petitions for relief on May 24, 2023.

2. The Debtors operate their business and manage their property as debtors and debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Cases.

3. On June 7, 2023, the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed the Committee [D.I. 65].

² Through this Application, DLA Piper requests allowance on a final basis and payment of additional fees and expenses, including in connection with the preparation, filing and prosecution of the Committee’s professionals’ final fee applications and additional assistance provided in connection with the transition to the unsecured creditors’ trust under the Plan, incurred through and including the entry of orders on such applications (the “Supplemental Fee Period”). DLA Piper will invoice the Litigation Trustee for fees and expenses actually incurred during the Supplemental Fee Period. The amounts sought in this Application do not reflect the fees and expenses incurred during the Supplemental Fee Period.

4. On June 19, 2023, the Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 110] (the “Interim Compensation Procedures Order”).

5. DLA Piper was retained, effective as of June 8, 2023, by this Court’s *Order (I) Authorizing the Official Committee of Unsecured Creditors to Retain and Employ DLA Piper LLP (US) as Counsel, Effective as of June 8, 2023, and (II) Granting Related Relief* [D.I. 196] (the “Retention Order”), entered on July 24, 2023. The Retention Order authorizes DLA Piper to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

6. On September 15, 2023, the Court entered an order [D.I. 309] (the “Confirmation Order”), confirming the *Amended Combined Disclosure Statement and Chapter 11 Plan of Plastiq Inc. and Its Affiliated Debtors* [D.I. 309-1] (the “Plan”).

7. On September 29, 2023, the Debtors filed the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [D.I. 330] (the “Notice”). As set forth therein, the effective date of the Plan occurred on September 29, 2023.

8. Under the Notice, any professional or other person requesting compensation or reimbursement of expenses for services rendered in connection with the Chapter 11 Cases must file an application with the Court no later than 5:00 p.m. (ET) on November 13, 2023.

COMPENSATION AND ITS SOURCE

9. All services for which compensation is requested by DLA Piper were performed for or on behalf of the Committee.

10. During the Final Application Period, DLA Piper has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity

whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between DLA Piper and any other person other than the partners of DLA Piper for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

11. DLA Piper's monthly fee statements for the time covered by the Final Application Period are attached to the monthly fee applications filed at D.I. Nos. 256, 315, and 351, respectively. Each fee statement contains daily time logs describing the time spent by each lawyer and paraprofessional, broken down by task code, for each month. The hourly rates charged during the Final Application Period are those customarily charged by DLA Piper for similar legal services. DLA Piper's fees for services rendered by lawyers, paralegals, and other professionals are customary and usual in the legal community in which DLA Piper practices. To the best of DLA Piper's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines adopted by the U.S. Trustee, Local Rule 2016-2, and the Interim Compensation Procedures Order.

ACTUAL AND NECESSARY EXPENSES

12. A summary of actual and necessary expenses and daily logs of expenses incurred by DLA Piper for each month covered by the Final Application Period is attached to the monthly fee applications filed at D.I. Nos. 256, 315, and 351, respectively. DLA Piper charges its clients \$0.10 per page for black & white photocopying expenses and \$0.80 per page for color photocopying expenses (in accordance with the Local Rules). DLA Piper does not charge its clients for outgoing facsimile transmissions or long-distance carrier charges for outgoing facsimile transmissions.

13. DLA Piper believes the foregoing rates are at or below the market rates that the majority of law firms charge clients for such services. In addition, DLA Piper believes that such

charges are in accordance with the American Bar Association's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

SUMMARY OF SERVICES RENDERED

14. DLA Piper, by and through the specified lawyers, paraprofessionals and staff, worked efficiently and expeditiously to represent the Committee and the interests of general unsecured creditors for the duration of these Chapter 11 Cases in order to effectuate a sale of substantially all of the Debtors' assets and confirm the Plan that maximizes value for the benefit of unsecured creditors.

15. Throughout the Chapter 11 Cases, DLA Piper worked collaboratively and extensively with the Debtors, the Debtors' secured lenders, the U.S. Trustee and other parties in interest in connection with the sale of substantially all of the Debtors' assets, to resolve issues related to the Debtors' use of cash collateral and debtor-in-possession financing, and to negotiate the terms of the Plan and the resulting Litigation Trust (as defined in the Plan).

16. In particular, DLA Piper worked diligently to develop a consensual Plan, which was approved on the record at a hearing held on September 14, 2023. DLA Piper worked with the Debtors and the Debtors' secured lenders to prepare the Litigation Trust Agreement for the creditor trust created under the Plan, interviewed candidates to serve as Litigation Trustee, and helped to facilitate the transition to the Litigation Trust once the Plan was confirmed. DLA Piper's efforts and work with other parties in interest resulted in the Plan, which was fully consensual, included a global settlement, and was overwhelmingly supported by creditors and confirmed by the Court. The necessary and reasonable professional services performed by DLA Piper are described in greater detail below.

17. The services rendered by DLA Piper during the Final Application Period can be grouped into the categories set forth below and described more fully in each monthly application. Although every effort was made to properly and consistently assign the actual services provided to the appropriate category, certain tasks could be and were properly categorized into two or more task codes.

A. **Case Administration**

Fees: \$39,005.00; Total Hours: 44.20

This category includes all matters relating to filing documents with the Court, service thereof, creating and updating calendars, and preparation of necessary notices and certifications in these Chapter 11 Cases, as well as general case coordination among the DLA Piper team members and the Committee's other professionals and the Court.

B. **Asset Analysis and Recovery**

Fees: \$8,377.00; Total Hours: 7.60

This category includes all matters relating to an analysis of the Debtors' assets, and investigations into potential sources for recovery for unsecured creditors expected to be pursued by the Litigation Trust under the Plan.

C. **Asset Sales and Other Disposition of Assets**

Fees: \$65,094.00; Total Hours: 62.40

This category includes all matters relating to the sale of substantially all of the Debtors' assets, including bidding procedures, consulting and participating in connection with the sale.

D. **Meetings and Communications with Creditors**

Fees: \$44,988.50; Total Hours: 48.10

This category includes all matters relating to preparing for and attending meetings with the Committee, recording minutes, and preparing information summaries for the Committee.

E. **Court Hearings**

Fees: \$12,183.00; Total Hours: 11.90

This category includes all matters relating to preparing for and attending court hearings in the Chapter 11 Cases, including the sale hearing and the confirmation hearing.

F. **Employment Applications**

Fees: \$28,668.50; Total Hours: 35.50

This category includes all matters relating to the retention of various professionals on behalf of the Committee, including preparing applications to retain DLA Piper as counsel to the Committee and Dundon Advisers LLC as financial advisor to the Committee.

G. **Fee Applications**

Fees: \$28,014.50; Total Hours: 41.40

This category includes all matters relating to the preparation and prosecution of monthly and final fee applications for DLA Piper and the Committee's other professionals employed in the Chapter 11 Cases.

H. **Litigation and Contested Matters**

Fees: \$112,393.00; Total Hours: 117.10

This category includes all matters relating to analysis and preparation for all litigation and contested matters, including development of claims and causes of action to be pursued by the

Litigation Trust for the benefit of general unsecured creditors, document analysis, and drafting and revising a potential complaint to be pursued by the Litigation Trust.

I. **Employee Matters**

Fees: \$1,755.00; Total Hours: 1.80

This category includes all matters relating to the Debtors' employees, including issues pertaining to employee benefits, pensions and unions, including negotiations relating to the debtors' motions for approval of key employee incentive and retention plans.

J. **Financing/Cash Collections**

Fees: \$82,648.00; Total Hours: 80.60

This category includes all matters relating to the Debtors' request to use cash collateral and debtor-in-possession financing, including negotiating the term of the final DIP financing and cash collateral order [D.I. 138] (the "DIP Order") and the extent of adequate protection provided to the Debtors' secured lenders, investigation of the liens of the secured lenders, and negotiating a global settlement in resolution to potential challenges as ultimately effectuated through the DIP Order.

K. **Claims Administration and Objections**

Fees: \$2,700.00; Total Hours: 2.80

This category includes all matters relating to specific claim inquiries, analysis of claims, potential claim objections and review and monitoring of the claims register.

L. **Plan and Disclosure Statement**

Fees: \$117,783.00; Total Hours: 105.60

This category includes all matters relating to preparing and negotiating the Plan, including negotiating plan terms with the Debtors, developing the post-confirmation Litigation Trust formed under the Plan and the role of the Litigation Trustee appointed under the Plan to administer the

Litigation Trust for the benefit of unsecured creditors, considering and interviewing candidates to serve as the Litigation Trustee, researching assets that may be administered by the Litigation Trust, revising the proposed confirmation order, reviewing and analyzing comments to the confirmation order, preparing for and facilitating the transition to the Litigation Trust, and performing all other tasks in connection with confirmation of the Plan.

EXHIBITS TO THE APPLICATION

18. Additionally, attached to this Application are the following:

- **Exhibit A-1**: Aggregate valuation of services by type of professional for the Final Compensation Period.
- **Exhibit A-2**: Blended hourly rate by category of attorney and/or project category referenced in the Application, including comparative fee information for the Final Compensation Period.
- **Exhibit B**: Staffing plan reflecting the attorneys, paraprofessionals, and other timekeepers, who were primarily responsible during the Final Compensation Period for these Chapter 11 Cases.
- **Exhibit C**: Answers to questions set forth in ¶ C.5 of the U.S. Trustee Guidelines for the Final Compensation Period.

CERTIFICATION

19. A certification of Aaron S. Applebaum is attached hereto as **Exhibit D**, and made part of this Application, which states he has reviewed the requirements of Local Rule 2016-2 and believes that this Application is in compliance therewith.

NOTICE

20. Notice of this Application will be served in accordance with the Interim Compensation Procedures Order, including on: (a) the Notice Parties and (b) all parties that have filed a notice of appearance with the Clerk of this Court under Bankruptcy Rule 2002.

WHEREFORE, DLA Piper respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit E**: (i) allowing on a final basis compensation

and reimbursement of expenses in the sum of \$609,534.82, including compensation in the aggregate amount of \$608,477.00 and reimbursement of actual and necessary expenses in the aggregate amount of \$1,057.82, incurred by the DLA Piper during the Final Application Period; (ii) directing payment of the difference between \$609,534.82 and any interim payments made to DLA Piper with respect to fees and expenses incurred during the Final Application Period; and (iii) granting such other and further relief as this Court may deem just and proper.

Dated: November 13, 2023
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

/s/ Aaron S. Applebaum
Aaron S. Applebaum, Esq. (DE #5587)
R. Craig Martin, Esq. (DE #5032)
1201 North Market Street, Suite 2100
Wilmington, Delaware 19801-1147
Telephone: (302) 468-5700
Facsimile: (302) 394-2341
Email: aaron.applebaum@us.dlapiper.com
craig.martin@us.dlapiper.com

-and-

Dennis C. O'Donnell, Esq. (Admitted *Pro Hac Vice*)
DLA PIPER LLP (US)
1251 Avenue of the Americas, 27th Floor
New York, New York 10020-1104
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Email: dennis.odonnell@us.dlapiper.com

*Counsel for the Official Committee of Unsecured
Creditors*

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

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 In re: : Chapter 11
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 : Case No. 23-10671-BLS
PLASTIQ, INC., et al.,¹ :
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 ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
 AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL
 TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 FOR PERIOD FROM JUNE 8, 2023, THROUGH SEPTEMBER 29, 2023**

PLEASE TAKE NOTICE that, on November 13, 2023, DLA Piper LLP (US), counsel to Official Committee of Unsecured Creditors (the “Committee”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) of Plastiq, Inc., et al. (the “Debtors”), filed its *Final Application of DLA Piper LLP (US) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from June 8, 2023, Through September 29, 2023* (the “Application”). Under the *Notice of (I) Entry of Confirmation Order, (II) Occurrence of Effective Date, and (III) Related Bar Dates* [D.I. 330], objections, if any, to the Application must be filed with the Court and served, so as to be received no later than twenty-one (21) days after service of the applicable final application (the “Objection Deadline”), by the following parties: (a) Young Conaway Stargatt & Taylor, LLP,

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Plastiq Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

Rodney Square, 1000 North King Street, Wilmington, DE 19801, (Attn: Michael R. Nestor, Esq. (mnestor@ycst.com), Matthew B. Lunn, Esq. (mlunn@ycst.com), Joseph M. Mulvihill, Esq. (jmulvihill@ycst.com), and Jared W. Kochenash, Esq. (jkochenash@ycst.com)); (b) the U.S. Trustee, 844 King Street, Suite 2207, Wilmington, DE, 19801, (Attn: Richard Schepacarter (Richard.Schepacarter@usdoj.gov)); (c) Schulte Roth & Zabel LLP, 919 Third Avenue, New York, NY 10022 (Attn: Adam Harris, Esq. (adam.harris@srz.com) and Reuben E. Dizengoff, Esq. (reuben.dizengoff@srz.com) and Landis Rath & Cobb LLP, 919 Market Street, Suite 1800, Wilmington, DE 19801 (Attn. Matthew B. McGuire, Esq. (mcguire@lrclaw.com)); and (d) DLA Piper LLP (US), 1201 North Market Street, Suite 2100, Wilmington, Delaware 19801 (Attn: Dennis O'Donnell, Esq. (Dennis.ODonnell@us.dlapiper.com), Aaron Applebaum, Esq. (Aaron.Applebaum@us.dlapiper.com), and Nicole McLemore (Nicole.McLemore@us.dlapiper.com).

PLEASE TAKE FURTHER NOTICE that a hearing on the Final Fee Application will be held on a date and time to be determined by the Court. If no timely objections are filed, the Court may enter an order granting the Final Fee Application without a hearing.

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Dated: November 13, 2023
Wilmington, Delaware

Respectfully submitted,

DLA PIPER LLP (US)

/s/ Aaron S. Applebaum

Aaron S. Applebaum, Esq. (DE #5587)

R. Craig Martin, Esq. (DE #5032)

1201 North Market Street, Suite 2100

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craig.martin@us.dlapiper.com

-and-

Dennis C. O'Donnell, Esq. (Admitted *Pro Hac Vice*)

DLA PIPER LLP (US)

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New York, New York 10020-1104

Telephone: (212) 335-4500

Facsimile: (212) 335-4501

Email: dennis.odonnell@us.dlapiper.com

*Counsel for the Official Committee of Unsecured
Creditors*

Exhibit A-1**Aggregate Valuation of Services by Type for Final Compensation Period**

Type of Professional	Hours	Amount (\$)
Partners	279.80	\$334,709.50
Of Counsel	187.80	\$183,105.00
Associates/Attorneys	91.50	\$62,677.00
Paraprofessionals	54.80	\$27,985.50
Totals:	613.30	\$608,477.00

Exhibit A-2**Customary and Comparable Compensation for Final Compensation Period**

DLA Piper's rates for bankruptcy services are comparable to the hourly rates charged in complex chapter 11 cases by comparably skilled and experienced bankruptcy attorneys and paraprofessionals. The blended average hourly rate for all DLA Piper timekeepers (including both professionals and paraprofessionals) who billed time to the Debtors during the Final Compensation Period was approximately \$823.13 per hour. The blended average hourly rate for all DLA Piper professionals, excluding paraprofessionals, who billed time to the Debtors during the Compensation Period was approximately \$1,045.50 per hour. In addition, as shown below, DLA Piper's hourly rates for bankruptcy services are comparable to the rates charged by the firm's lawyers in all practice areas. The comparison of rates as shown below is not necessarily indicative of any firm conclusions regarding market rates, and the relevance of such information may not be firmly established. DLA Piper voluntarily discloses this information to materially comply with the U.S. Trustee Guidelines, as may be applicable, and for no other purpose.

RESTRUCTURING U.S. ATTORNEYS	
September 19, 2022, Through February 28, 2023	
Title	Average Billing Rate
Partner	\$1,373.33
Of Counsel	n/a
Associate	\$841.00

NON-RESTRUCTURING U.S. ATTORNEYS	
September 19, 2022, Through February 28, 2023	
Title	Average Billing Rate
Partner	\$1,287.50
Of Counsel	\$1,000.00
Associate	n/a

ALL TIMEKEEPERS DURING THE FINAL COMPENSATION PERIOD	
Title	Average Billing Rate
Partner	\$1,405.00
Of Counsel	\$975.00
Associate	\$772.00
Paraprofessional	\$452.50
All Timekeepers	\$823.13

Exhibit B**Staffing Plan for Final Compensation Period**

CATEGORY OF TIMEKEEPER (using categories maintained by the firm)	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	AVERAGE AGGREGATE HOURLY RATE
Partner	1	\$1,185
Of Counsel	1	\$975
Associate	1	\$730
Paralegal	1	\$360

This Staffing Plan reflects the number of attorneys, paraprofessionals, and other timekeepers, who were expected to be primarily responsible for these Chapter 11 Cases during the Final Compensation Period. At times during the Chapter 11 Cases, DLA Piper called upon other professionals with specialized knowledge. Those professionals were expected to (and did) bill fewer than 15 hours for their work in the Chapter 11 Cases during the Final Compensation Period. DLA Piper notes that employing its internal resources by utilizing an attorney with specialized knowledge is more economical than the alternative and is in the best interests of the estates.

The average aggregate hourly rates above are based upon the following individuals identified in the staffing plan, and the relative number of hours expended by each:

TIMEKEEPER	AVERAGE HOURLY RATE
Dennis O'Donnell (Partner)	\$1,296
Aaron S. Applebaum (Associate)	\$1,033
Nicole McLemore (Associate)	\$730
Theresa Pullan (Paralegal)	\$347

Exhibit C**(Answers to U.S. Trustee Guidelines Questions for Final Compensation Period)**

Question	Answer
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Compensation Period? If so, please explain.	No. The hourly rates set forth in the Disclosure of Compensation are consistent with the rate structure provided by DLA Piper and are not significantly different from (a) the rates that DLA Piper charges in other non-bankruptcy representations or (b) the rates of other comparably skilled professionals for similar engagements.
If the fees sought in this fee application as compared to the fees budgeted for the time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?	No / N/A
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?	No.
Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.). If so, please quantify by hours and fees.	No.
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.	No.
<p>If the fee application includes any rate increases since retention:</p> <p>i. Did your client review and approve those rate increases in advance?</p> <p>ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation,</p>	<p>i. No.</p> <p>ii. N/A</p>

<p>consistent with ABA Formal Ethics Opinion 11-458.</p>	
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Exhibit D

Certification

CERTIFICATION

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

I, Aaron S. Applebaum, after being duly sworn according to law, deposes and says:

1. I am an attorney with the applicant firm, DLA Piper LLP (US), and admitted to the bar of the State of Delaware; No. 5587.

2. I am familiar with the work performed on behalf of the Committee by the lawyers, paraprofessionals, and staff in the firm.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2 and submit that the Application substantially complies with such Local Rule, except as otherwise stated in the Application.

Dated: November 13, 2023

/s/ Aaron S. Applebaum
Aaron S. Applebaum
DLA Piper LLP (US)
1201 North Market Street, Suite 2100
Wilmington, Delaware 19801

Exhibit E

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re: : Chapter 11
: :
: Case No. 23-10671-BLS
PLASTIQ, INC., et al.,¹ :
Debtors. : (Jointly Administered)
: :
: **Related D.I.: 256, 315, 351**
: :
: **Obj. Deadline: Dec. 4, 2023, at 4:00 p.m. (ET)**
: :
-----X

**ORDER APPROVING FINAL APPLICATION OF DLA PIPER LLP (US)
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL
TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
PERIOD FROM JUNE 8, 2023, THROUGH SEPTEMBER 29, 2023**

Upon consideration of the *Final Application of DLA Piper LLP (US) for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from June 8, 2023, through September 29, 2023* (the “Application”)² of DLA Piper LLP (US) (“DLA Piper”), for allowance of compensation and reimbursement of expenses incurred by DLA Piper during the Final Application Period under sections 330(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016; and the Court having jurisdiction over this matter pursuant 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012 (Sleet, C.J.); and notice of the Application being adequate under the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: PlastiQ Inc. (6125), PLV Inc. d/b/a/ PLV TX Branch Inc. (5084), and Nearside Business Corp. (N/A). The corporate headquarters and the mailing address for the Debtors is 1475 Folsom Street, Suite 400, San Francisco, California 94103.

² Capitalized terms used but not defined in this Order shall have the meanings given to them in the Application.

circumstances and no further or other notice of the Application being required; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED, as set forth in this Order.
2. DLA Piper is allowed, on a final basis, compensation for services rendered and expenses incurred during the Final Application Period in the sum of \$609,534.82, including (a) compensation in the aggregate amount of \$608,477.00 and (b) reimbursement of actual and necessary expenses in the aggregate amount of \$1,057.82.
3. The Debtors and the Litigation Trustee, as applicable, are hereby authorized and directed to pay DLA Piper the difference between \$609,534.82³ and any interim payments made to DLA Piper with respect fees and expenses incurred during the Final Application Period.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation or enforcement of this Order.

³ The Litigation Trustee is further authorized and directed to pay DLA Piper additional fees and expenses, including in connection with the preparation, filing and prosecution of the Committee's professionals' final fee applications and additional assistance provided in connection with the transition to the Litigation Trust under the Plan, incurred through and including the entry of orders on such applications (the "Supplemental Fee Period"). DLA Piper shall invoice the Litigation Trustee directly for fees and expenses actually incurred during the Supplemental Fee Period.