

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

In re BURGESS BIOPOWER, LLC, <i>et al.</i> ¹ Debtors.	Chapter 11 Case No. 24-10235 (LSS) (Jointly Administered) Hearing Date: April 15, 2024 at 10:00 a.m. (ET) Obj. Deadline: April 1, 2024 at 4:00 p.m. (ET)
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**MOTION OF THE DEBTORS FOR ENTRY OF AN ORDER
(I) ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS
AND (II) GRANTING RELATED RELIEF**

Burgess BioPower, LLC and Berlin Station, LLC, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”), hereby submit this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), establishing procedures (the “Compensation Procedures”) for interim compensation and reimbursement of expenses for Retained Professionals (as defined below). In support of the Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider and determine this Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* of the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Burgess BioPower, LLC (0971) and Berlin Station, LLC (1913). The Debtors’ corporate headquarters are located at c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408.

2. The statutory predicates for the relief sought herein are sections 105(a) and 331 of title 11 of chapter 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and 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”).

3. Pursuant to Local Rule 9013-1(f), the Debtors consent to entry of a final order or judgment by the Court if it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

BACKGROUND

4. On February 9, 2024 (the “Petition Date”), the Debtors commenced the above-captioned chapter 11 cases (the “Chapter 11 Cases”) by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the District of Delaware (the “Court”).

5. The Debtors are authorized to continue operating their business as debtors in possession, pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the date of this Motion, no trustee, examiner, or statutory committee has been appointed in the Chapter 11 Cases.

6. Additional information regarding the Debtors’ business, capital structure, and circumstances leading to the commencement of the Chapter 11 Cases is set forth in detail in the *Declaration of Dean Vomero Pursuant to 28 U.S.C. § 1746 in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [D.I. 4] (the “First Day Declaration”), filed on the Petition Date and incorporated herein by reference.²

² The First Day Declaration and other relevant case information are available on the following website maintained by the Debtors’ claims and noticing agent, Epiq: <https://dm.epiq11.com/Burgess>.

7. The Debtors have filed applications to retain and employ: (a) Foley Hoag LLP (“Foley Hoag”), as bankruptcy co-counsel; (b) Gibbons P.C. (“Gibbons”), as bankruptcy co-counsel; (c) SSG Advisors, LLC (“SSG”), as investment banker; (d) Applied Business Strategies LLC (“ABS”), as restructuring advisor; and (d) Epiq Corporate Restructuring, LLC (“Epiq”), as solicitation and administrative advisor. The Debtors may seek to retain other professionals in the Chapter 11 Cases under section 327 of the Bankruptcy Code, and such professionals would likewise be subject to the Compensation Procedures set forth in this Motion.³ In addition, in the event that a statutory committee is appointed, they will likely file applications to retain counsel and may retain other professionals in connection with the Chapter 11 Cases (collectively, with Foley Hoag, Gibbons, SSG, Epiq, and any other professionals retained in connection with the Chapter 11 Cases, the “Retained Professionals”).⁴

RELIEF REQUESTED

8. By this Motion, pursuant to sections 105(a) and 331 of the Bankruptcy Code, the Debtors request entry of the Proposed Order, establishing procedures for the allowance and payment of compensation and reimbursement of expenses for the Retained Professionals. The Debtors submit that entry of the Proposed Order would enable the Court, the Office of the United

³ The Debtors filed the *Motion of the Debtors for Entry of an Order (I) Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business Effective as of the Petition Date and (II) Granting Related Relief* [D.I. ●] (the “OCP Motion”), seeking authority to retain and compensate certain professionals employed by the Debtors in the ordinary course of business. The Compensation Procedures set forth herein shall not apply to professionals retained pursuant to an order approving the OCP Motion, except as otherwise provided in such order.

⁴ On March 11, 2024, the Debtors filed the *Application of the Debtors for Entry of an Order Authorizing the Employment and Retention of SSG Advisors, LLC as Investment Banker to the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 245] (the “SSG Retention Application”) and the *Debtors’ Motion for Entry of an Order (I) Authorizing the Debtors to Retain Applied Business Strategy, LLC to Provide a Chief Restructuring Officer for the Debtors; (II) Designating Dean Vomero as the Debtors’ Chief Restructuring Office, Nunc Pro Tunc to the Petition Date; and (III) Granting Related Relief* [D.I. 249] (the “ABS Retention Application”). For the avoidance of doubt, and if the SSG Retention Application and the ABS Retention application are approved by the Court, the Compensation Procedures described herein shall not apply to ABS and shall apply to SSG only with respect to SSG’s final compensation.

States Trustee (the “U.S. Trustee”), and all other interested parties to effectively monitor the fees and expenses incurred by the Retained Professionals in the Chapter 11 Cases.

THE PROPOSED COMPENSATION PROCEDURES

9. The Debtors propose that, except as otherwise provided in any order of the Court authorizing the retention of a particular Retained Professional, the Retained Professionals be permitted to seek interim payment of compensation and reimbursement of expenses in accordance with the following proposed Compensation Procedures:

- (a) On or after the fourteenth (14th) day of each calendar month following the month for which compensation is sought, each Retained Professional seeking allowance of its monthly fees and expenses may file an application (including the relevant time entry and description and expense detail) with the Court pursuant to section 331 of the Bankruptcy Code for allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month (a “Monthly Fee Application”), and serve a copy of such Monthly Fee Application by first class mail or email on the following parties (collectively, the “Notice Parties”): (i) the Debtors, c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408, Attn: Dean Vomero; (ii) Foley Hoag, 1301 Avenue of the Americas, 25th Floor, New York, New York 10019, Attn: Alison Bauer, Esq. (abauer@foleyhoag.com) and Jiun-Wen Bob Teoh, Esq. (jteoh@foleyhoag.com), and 155 Seaport Boulevard, Boston, Massachusetts 02210, Attn: Kenneth S. Leonetti, Esq. (ksl@foleyhoag.com); (iii) Gibbons, P.C., 300 Delaware Ave., Suite 1015, Wilmington, Delaware 19801, Attn: Katharina Earle, Esq. (kearle@gibbonslaw.com), and One Gateway Plaza, Newark, New Jersey, 07102, Attn: Robert K. Malone, Esq. (rmalone@gibbonslaw.com); (iv) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware; 19801, Attn: Jane M. Leamy, Esq. (jane.m.leafy@usdoj.gov); (v) counsel to the DIP Lenders and the Senior Secured Noteholders, Greenberg Traurig, LLP, One International Place, Suite 2000, Boston, MA 02110, Attn: Julia Frost-Davies (julia.frostdavies@gtlaw.com), and 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801, Attn: Dennis Meloro (melorod@gtlaw.com); and (vi) counsel to any statutory committee appointed in these Chapter 11 Cases. Any Retained Professional that fails to file a Monthly Fee Application for a particular month or months may subsequently submit a consolidated Monthly Fee Application that includes a request for compensation earned or expenses incurred during previous months. All Monthly Fee Applications shall comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable orders of the Court. The first Monthly Fee Application submitted by each Debtor Retained Professional shall cover

the period from the Petition Date through and including February 29, 2024, unless later submitted as a consolidated Monthly Fee Application.

- (b) Each Notice Party will have twenty (20) days after service of a Monthly Fee Application (the “Objection Deadline”) to object to the requested fees and expenses in accordance with the procedures described in subparagraph (c) below. Upon the expiration of the Objection Deadline, each Retained Professional may file with the Court a certificate of no objection (a “CNO”), as appropriate, with respect to the unopposed portion of the fees and expenses requested in its Monthly Fee Application. After a CNO is filed, the Debtors are authorized to pay the applicable Retained Professional an amount (the “Actual Monthly Payment”) equal to the lesser of (i) 80% of the fees and 100% of the expenses requested in the Monthly Fee Application (the “Maximum Monthly Payment”) or (ii) 80% of the fees and 100% of the expenses not subject to an unresolved objection pursuant to subparagraph (c) below.
- (c) If any Notice Party objects to a Retained Professional’s Monthly Fee Application, it must, on or before the expiration of the Objection Deadline, file with the Court and serve on such Retained Professional and each other Notice Party a written objection (an “Objection”) so as to be received on or before the Objection Deadline. Any such Objection shall identify with specificity the objectionable fees and/or expenses, including the amount of such objected to fees and/or expenses, and the basis for such Objection. Thereafter, the objecting party and the affected Retained Professional may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution within fourteen (14) days after service of the Objection, the affected Retained Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Monthly Payment and the Actual Monthly Payment made to such Retained Professional (the “Incremental Amount”) or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and rule on the Objection if requested by the parties.
- (d) With respect to the first three-month period after the Petition Date, ending April 30, 2024, and each subsequent three-month period thereafter, each Retained Professional may file with the Court and serve on the Notice Parties an application (an “Interim Fee Application”) for interim allowance of compensation and reimbursement of expenses sought in the Monthly Fee Applications filed during each such three-month period (the “Interim Fee Period”) pursuant to section 331 of the Bankruptcy Code. The Interim Fee Application must identify the covered Monthly Fee Applications and include any other information requested by the Court or required by the applicable Local Rules. Interim Fee Applications may be filed with the Court and served on the Notice Parties forty-five (45) days after the end of the applicable Interim Fee Period. Each Retained Professional may file its first Interim Fee

Application, if any, on or after June 14, 2024. Objections, if any, to the Interim Fee Applications shall be filed and served upon the affected Retained Professional and the Notice Parties so as to be received on or before the twentieth (20th) day (or the next business day if such day is not a business day) following service of the Interim Fee Application.

- (e) If any Interim Fee Applications are filed, the Debtors shall request that the Court schedule a hearing on Interim Fee Applications at least once every three (3) months or at such other intervals as the Court deems appropriate. Upon allowance by the Court of a Retained Professional's Interim Fee Application, the Debtors shall be authorized to pay such Retained Professional all requested fees (including the 20% holdback) and expenses not previously paid.
- (f) The pendency of an Objection to payment of compensation or reimbursement of expenses shall not disqualify a Retained Professional from the future payment of compensation or reimbursement of expenses pursuant to the Compensation Procedures.
- (g) Neither (i) the payment of or the failure to pay, in whole or in part, compensation for services and reimbursement of expenses under the Compensation Procedures nor (ii) the filing of or the failure to file an Objection to any Monthly Fee Application or Interim Fee Application will bind any party in interest or the Court with respect to the allowance of any Interim Fee Application or Final Fee Application (as defined below) for compensation for services and reimbursement of expenses of Retained Professionals. All fees and expenses paid to Retained Professionals in accordance with the Compensation Procedures are subject to disgorgement until final allowance by the Court.
- (h) Retained Professionals shall file final applications for compensation and reimbursement of expenses (collectively, the "Final Fee Applications") by such deadline as may be established in a confirmed chapter 11 plan or in an order of the Court. All Final Fee Applications shall comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable orders of the Court.
- (i) Copies of all Monthly Fee Applications, Interim Fee Applications, Final Fee Applications and notices of any hearings thereon (each, a "Hearing Notice") must be served upon only the Notice Parties. All other parties who file a request for service of notices pursuant to Bankruptcy Rule 2002 shall be entitled to receive only a copy of the Hearing Notice. Notice given in accordance with the Proposed Order is deemed sufficient and adequate and in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.
- (j) Any Retained Professional that fails to file a Monthly Fee Application or an Interim Fee Application when due shall be ineligible to receive further monthly

or interim payments of fees or expenses with respect to any subsequent period until such time as a Monthly Fee Application or an Interim Fee Application covering the prior period is filed and served by the Retained Professional. There shall be no other penalties for failing to file a Monthly Fee Application or an Interim Fee Application in a timely manner.

10. The proposed Compensation Procedures are comparable to the procedures established in other chapter 11 cases and will streamline the professional compensation process. Based on the foregoing, the Debtors respectfully submit that the proposed Compensation Procedures would enable the Debtors, the Court, and other parties in interest to closely monitor the costs of administering the Chapter 11 Cases.

BASIS FOR RELIEF REQUESTED

11. All estate professionals retained under sections 327 or 1103 are permitted to submit applications for interim compensation and reimbursement of expenses every 120 days, unless the court permits them to do so more often. 11 U.S.C. § 331. Congress expressly intended for courts, under certain circumstances, to implement their own procedures for reviewing and awarding interim compensation under section 331 of the Bankruptcy Code:

[t]he court may permit more frequent applications if the circumstances warrant, such as in very large cases where the legal work is extensive and merits more frequent payments. The court is authorized to allow and order disbursement to the applicant of compensation and reimbursement that is otherwise allowable under section 330.

H.R. Rep. No. 595, 95th Cong., 1st Sess. 330 (1977); S. Rep. No. 989, 95th Cong., 2d Sess. 41-42 (1978).

12. Further, section 105(a) of the Bankruptcy Code empowers the court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a). Bankruptcy courts may rely on their discretionary power under section 105(a) because, while section 331 of the Bankruptcy Code “expresses the normal rule that interim fee

applications may be filed only once every 120 days, it expressly permits the Court, in appropriate circumstances, to permit fee applications to be filed more often.” *In re Mariner Post-Acute Network, Inc.*, 257 B.R. 723, 727 (Bankr. D. Del. 2000). Accordingly, the Court has ample authority to enter an order to establishing procedures for awarding interim compensation and reimbursement of expenses.

13. The implementation of the Compensation Procedures is appropriate in these proceedings. Specifically, the Compensation Procedures requested herein will: (i) enable the Debtors and parties in interest to closely monitor costs of administration relating to the Chapter 11 Cases; (ii) allow the Court and parties in interest to ensure the reasonableness and necessity of the compensation and reimbursement of expenses; (iii) substantially reduce the burden imposed on the Court by avoiding the need for immediate review of Monthly Fee Applications; and (iv) eliminate undue financial burdens on the Retained Professionals and avoid having the Retained Professionals fund the costs of the Chapter 11 Cases. Thus, the Compensation Procedures will streamline the compensation process in the Chapter 11 Cases and alleviate the Debtors’ burden while they operate with limited resources.

14. Accordingly, the requested relief is in the best interests of the Debtors, their estates and their creditors.

NOTICE AND NO PRIOR REQUEST

15. Notice of the Motion will be provided to (a) the U.S. Trustee (Attn: Jane M. Leamy); (b) the holders of the twenty (20) largest unsecured claims against each Debtor; (c) counsel to UMB Bank, National Association in its capacity as Collateral Agent, Locke Lord LLP; (d) counsel to Deutsche Bank Trust Company Americas, Hogan Lovells LLP; (e) counsel to the DIP Lenders and the Senior Secured Noteholders, Greenberg Traurig, LLP; (f) Berlin Biopower Investment Fund, LLC, with a copy to Murray Plumb & Murray; (g) Greenline CDF Subfund XVIII LLC, with a copy to Kutak Rock LLP, U.S. Bancorp

Community Development Corporation and Leverage Law Group, LLC; and (h) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice is required.

16. No prior request for the relief sought in this Motion has been made to this or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the requested relief therein and such other relief as is just and proper.

Dated: March 18, 2024

/s/ Katharina Earle

Katharina Earle (No. 6348)

GIBBONS P.C.

300 Delaware Avenue, Suite 1015

Wilmington, Delaware 19801

Telephone: (302) 518-6300

E-mail: kearle@gibbonslaw.com

-and-

Robert K. Malone (admitted *pro hac vice*)

Kyle P. McEvilly (admitted *pro hac vice*)

GIBBONS P.C.

One Gateway Center

Newark, New Jersey 07102

Telephone: (973) 596-4500

E-mail: rmalone@gibbonslaw.com

kmcevilly@gibbonslaw.com

*Proposed Co-Counsel for Debtors Burgess
BioPower, LLC and Berlin Station, LLC*

Alison D. Bauer (admitted *pro hac vice*)

William F. Gray, Jr. (admitted *pro hac vice*)

Benjamin Weissman (admitted *pro hac vice*)

Jiun-Wen Bob Teoh (admitted *pro hac vice*)

FOLEY HOAG LLP

1301 Avenue of the Americas, 25th Floor

New York, New York 10019

Telephone: (212) 812-0400

Email: abauer@foleyhoag.com

wgray@foleyhoag.com

bweissman@foleyhoag.com

jteoh@foleyhoag.com

-and-

Kenneth S. Leonetti (admitted *pro hac vice*)

Jonathan Bard (admitted *pro hac vice*)

FOLEY HOAG LLP

155 Seaport Boulevard

Boston, Massachusetts 02210

Telephone: (617) 832-1000

Email: ksl@foleyhoag.com

ybard@foleyhoag.com

*Proposed Co-Counsel for Debtors Burgess
BioPower, LLC and Berlin Station, LLC*

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

In re

BURGESS BIOPOWER, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 24-10235 (LSS)

(Jointly Administered)

Hearing Date: April 15, 2024 at 10:00 a.m. (ET)

Objection Deadline: April 1, 2024 at 4:00 p.m. (ET)

NOTICE OF MOTION

TO: (A) THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE; (B) THE HOLDERS OF THE TWENTY (20) LARGEST UNSECURED CLAIMS AGAINST EACH DEBTOR; (C) COUNSEL TO UMB BANK, NATIONAL ASSOCIATION IN ITS CAPACITY AS COLLATERAL AGENT, LOCKE LORD LLP; (D) COUNSEL TO DEUTSCHE BANK TRUST COMPANY AMERICAS, HOGAN LOVELLS LLP; (E) COUNSEL TO THE DIP LENDERS AND THE SENIOR SECURED NOTEHOLDERS, GREENBERG TRAURIG, LLP; (F) BERLIN BIOPOWER INVESTMENT FUND, LLC, WITH A COPY TO MURRAY PLUMB & MURRAY; (G) GREENLINE CDF SUBFUND XVIII LLC, WITH A COPY TO KUTAK ROCK LLP, U.S. BANCORP COMMUNITY DEVELOPMENT CORPORATION AND LEVERAGE LAW GROUP, LLC; AND (H) ANY PARTY THAT HAS REQUESTED NOTICE PURSUANT TO BANKRUPTCY RULE 2002.

PLEASE TAKE NOTICE that the above captioned debtors and debtors in possession (the “Debtors”) in these chapter 11 cases (the “Chapter 11 Cases”) filed the *Motion of the Debtors for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

PLEASE TAKE FURTHER NOTICE that any objections or responses to the relief requested in the Motion must be filed on or before **April 1, 2024 at 4:00 p.m. (ET)** (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801 and served upon, so as to be actually received by, the undersigned counsel for the Debtors on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Motion will be held on **April 15, 2024 at 10:00 a.m. (ET)** before the Honorable Laurie Selber Silverstein in the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, Wilmington, Delaware 19801 (the “Hearing”).

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number are: Burgess BioPower, LLC (0971) and Berlin Station, LLC (1913). The Debtors’ corporate headquarters are located at c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408.

PLEASE TAKE FURTHER NOTICE that a copy of the Motion and all other pleadings filed in these Chapter 11 Cases are available, free of charge, from the website of the Court-appointed claims agent, Epiq: <https://dm.epiq11.com/case/burgess/info>.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS OR RESPONSES TO THE MOTION ARE TIMELY FILED, SERVED, AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: March 18, 2024

/s/ Katharina Earle
Katharina Earle (No. 6348)
GIBBONS P.C.
300 Delaware Avenue, Suite 1015
Wilmington, Delaware 19801
Telephone: (302) 518-6300
E-mail: kearle@gibbonslaw.com

-and-

Robert K. Malone (admitted *pro hac vice*)
Kyle P. McEvelly (admitted *pro hac vice*)
GIBBONS P.C.
One Gateway Center
Newark, New Jersey 07102
Telephone: (973) 596-4500
E-mail: rmalone@gibbonslaw.com
kmcevilly@gibbonslaw.com

*Proposed Co-Counsel for Debtors Burgess
BioPower, LLC and Berlin Station, LLC*

Alison D. Bauer (admitted *pro hac vice*)
William F. Gray, Jr. (admitted *pro hac vice*)
Jiun-Wen Bob Teoh (admitted *pro hac vice*)
FOLEY HOAG LLP
1301 Avenue of the Americas, 25th Floor
New York, New York 10019
Telephone: (212) 812-0400
Email: abauer@foleyhoag.com
wgray@foleyhoag.com
jteoh@foleyhoag.com

-and-

Kenneth S. Leonetti (admitted *pro hac vice*)
Christian Garcia (admitted *pro hac vice*)
FOLEY HOAG LLP
155 Seaport Boulevard
Boston, Massachusetts 02210
Telephone: (617) 832-1000
Email: ksl@foleyhoag.com
cgarcia@foleyhoag.com

*Proposed Co-Counsel for Debtors Burgess
BioPower, LLC and Berlin Station, LLC*

EXHIBIT A

(Proposed Order)

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

In re

BURGESS BIOPOWER, LLC, *et al.*¹

Debtors.

Chapter 11

Case No. 24-10235 (LSS)
(Jointly Administered)

Re: D.I

**ORDER (I) ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION
AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS
AND (II) GRANTING RELATED RELIEF**

Upon the *Motion of the Debtors for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief* (the “Motion”);² and upon consideration of the *Declaration of Dean Vomero Pursuant to 28 U.S.C. § 1746 in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* (the “First Day Declaration”); and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 1334 and 157 and the *Amended Standing Order of Reference* of the United States District Court for the District of Delaware, dated February 29, 2012; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (c) venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and (d) the Court may enter a final order consistent with Article III of the United States Constitution; and it appearing that sufficient notice of the Motion has been given and that no further notice is necessary; and it appearing that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are Burgess BioPower, LLC (0971) and Berlin Station, LLC (1913). The Debtors’ corporate headquarters are located at c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408.

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

Motion is in the best interests of the Debtors, their estates, their creditors, and other interested parties; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. Except as may otherwise be provide in orders of this Court authorizing the retention of specific Retained Professionals, all Retained Professionals in these Chapter 11 Cases may seek compensation for professional services rendered and reimbursement of expenses incurred in accordance with the following Compensation Procedures:

(a) On or after the fourteenth (14th) day of each calendar month following the month for which compensation is sought, each Retained Professional seeking allowance of its monthly fees and expenses may file an application (including the relevant time entry and description and expense detail) with the Court pursuant to section 331 of the Bankruptcy Code for allowance of compensation for services rendered and reimbursement of expenses incurred during the preceding month (a "Monthly Fee Application"), and serve a copy of such Monthly Fee Application by first class mail or email on the following parties (collectively, the "Notice Parties"): (i) the Debtors, c/o CS Operations, Inc., 631 US Hwy 1, #300, North Palm Beach, FL 33408, Attn: Dean Vomero; (ii) Foley Hoag, 1301 Avenue of the Americas, 25th Floor, New York, New York 10019, Attn: Alison Bauer, Esq. (abauer@foleyhoag.com) and Jiun-Wen Bob Teoh, Esq. (jteoh@foleyhoag.com), and 155 Seaport Boulevard, Boston, Massachusetts 02210, Attn: Kenneth S. Leonetti, Esq. (ksl@foleyhoag.com); (iii) Gibbons, P.C., 300 Delaware Ave., Suite 1015, Wilmington, Delaware 19801, Attn: Katharina Earle, Esq. (kearle@gibbonslaw.com), and One Gateway Plaza, Newark, New Jersey, 07102, Attn: Robert K. Malone, Esq. (rmalone@gibbonslaw.com); (iv) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware; 19801, Attn: Jane M. Leamy, Esq. (jane.m.leafy@usdoj.gov); (v) counsel to the DIP Lenders the Senior Secured Noteholders, Greenberg Traurig, LLP, One International Place, Suite 2000, Boston, MA 02110, Attn: Julia Frost-Davies (julia.frostdavies@gtlaw.com), and 222 Delaware Avenue, Suite 1600, Wilmington, Delaware 19801, Attn: Dennis Meloro (melorod@gtlaw.com); and (vi) counsel to any statutory committee appointed in these Chapter 11 Cases. Any Retained Professional that fails to file a Monthly Fee Application for a particular month or months may subsequently submit a consolidated Monthly Fee Application that includes a request for compensation earned or expenses incurred during previous months. All Monthly Fee Applications shall comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy

Rules, the Local Rules, and applicable orders of the Court. The first Monthly Fee Application submitted by each Debtor Retained Professional shall cover the period from the Petition Date through and including February 29, 2024, unless later submitted as a consolidated Monthly Fee Application.

- (b) Each Notice Party will have twenty (20) days after service of a Monthly Fee Application (the “Objection Deadline”) to object to the requested fees and expenses in accordance with the procedures described in subparagraph (c) below. Upon the expiration of the Objection Deadline, each Retained Professional may file with the Court a certificate of no objection (a “CNO”), as appropriate, with respect to the unopposed portion of the fees and expenses requested in its Monthly Fee Application. After a CNO is filed, the Debtors are authorized to pay the applicable Retained Professional an amount (the “Actual Monthly Payment”) equal to the lesser of (i) 80% of the fees and 100% of the expenses requested in the Monthly Fee Application (the “Maximum Monthly Payment”) or (ii) 80% of the fees and 100% of the expenses not subject to an unresolved objection pursuant to subparagraph (c) below.
- (c) If any Notice Party objects to a Retained Professional’s Monthly Fee Application, it must, on or before the expiration of the Objection Deadline, file with the Court and serve on such Retained Professional and each other Notice Party a written objection (an “Objection”) so as to be received on or before the Objection Deadline. Any such Objection shall identify with specificity the objectionable fees and/or expenses, including the amount of such objected to fees and/or expenses, and the basis for such Objection. Thereafter, the objecting party and the affected Retained Professional may attempt to resolve the Objection on a consensual basis. If the parties are unable to reach a resolution within fourteen (14) days after service of the Objection, the affected Retained Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Monthly Payment and the Actual Monthly Payment made to such Retained Professional (the “Incremental Amount”) or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and rule on the Objection if requested by the parties.
- (d) With respect to the first three-month period after the Petition Date, ending April 30, 2024, and each subsequent three-month period thereafter, each Retained Professional may file with the Court and serve on the Notice Parties an application (an “Interim Fee Application”) for interim allowance of compensation and reimbursement of expenses sought in the Monthly Fee Applications filed during each such three-month period (the “Interim Fee Period”) pursuant to section 331 of the Bankruptcy Code. The Interim Fee Application must identify the covered Monthly Fee Applications and include any other information requested by the Court or required by the applicable Local Rules. Interim Fee Applications may be filed with the Court and served

on the Notice Parties forty-five (45) days after the end of the applicable Interim Fee Period. Each Retained Professional may file its first Interim Fee Application, if any, on or after June 14, 2024. Objections, if any, to the Interim Fee Applications shall be filed and served upon the affected Retained Professional and the Notice Parties so as to be received on or before the twentieth (20th) day (or the next business day if such day is not a business day) following service of the Interim Fee Application.

- (e) If any Interim Fee Applications are filed, the Debtors shall request that the Court schedule a hearing on Interim Fee Applications at least once every three (3) months or at such other intervals as the Court deems appropriate. Upon allowance by the Court of a Retained Professional's Interim Fee Application, the Debtors shall be authorized to pay such Retained Professional all requested fees (including the 20% holdback) and expenses not previously paid.
- (f) The pendency of an Objection to payment of compensation or reimbursement of expenses shall not disqualify a Retained Professional from the future payment of compensation or reimbursement of expenses pursuant to the Compensation Procedures.
- (g) Neither (i) the payment of or the failure to pay, in whole or in part, compensation for services and reimbursement of expenses under the Compensation Procedures nor (ii) the filing of or the failure to file an Objection to any Monthly Fee Application or Interim Fee Application will bind any party in interest or the Court with respect to the allowance of any Interim Fee Application or Final Fee Application (as defined below) for compensation for services and reimbursement of expenses of Retained Professionals. All fees and expenses paid to Retained Professionals in accordance with the Compensation Procedures are subject to disgorgement until final allowance by the Court.
- (h) Retained Professionals shall file final applications for compensation and reimbursement of expenses (collectively, the "Final Fee Applications") by such deadline as may be established in a confirmed chapter 11 plan or in an order of the Court. All Final Fee Applications shall comply with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and applicable orders of the Court.
- (i) Copies of all Monthly Fee Applications, Interim Fee Applications, Final Fee Applications and notices of any hearings thereon (each, a "Hearing Notice") must be served upon only the Notice Parties. All other parties who file a request for service of notices pursuant to Bankruptcy Rule 2002 shall be entitled to receive only a copy of the Hearing Notice. Notice given in accordance with the Proposed Order is deemed sufficient and adequate and in full compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules.

- (j) Any Retained Professional that fails to file a Monthly Fee Application or an Interim Fee Application when due shall be ineligible to receive further monthly or interim payments of fees or expenses with respect to any subsequent period until such time as a Monthly Fee Application or an Interim Fee Application covering the prior period is filed and served by the Retained Professional. There shall be no other penalties for failing to file a Monthly Fee Application or an Interim Fee Application in a timely manner.

3. In each Interim Fee Application and Final Fee Application, all attorneys who have been or are hereafter retained pursuant to sections 327 or 1103 of the Bankruptcy Code, unless such attorney is employed and retained pursuant to an order granting the OCP Motion and is not required to file fee applications in accordance with the terms thereof, shall apply for compensation for professional services rendered and for reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court. Other Retained Professionals will also endeavor to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. §330 by Attorneys in Larger Chapter 11 Cases*, effective as of November 1, 2013.

4. Nothing in this Order shall alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code.

5. All of the time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

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

7. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.