

Exhibit E

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

----- X
 In re: : Chapter 11
 :
 TUSCANY INTERNATIONAL HOLDINGS : Case No. 14-10193 (KG)
 (U.S.A.) LTD., et al., :
 : Jointly Administered
 Debtors.1 :
 : **Obj. Deadline: August 11, 2014 at 4:00 p.m. (ET)**
 : **Hearing Date: September 10, 2014 at 10:00 a.m. (ET)**
 ----- X

**FINAL FEE APPLICATION OF LATHAM & WATKINS LLP FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR
THE PERIOD FROM FEBRUARY 2, 2014 THROUGH JUNE 8, 2014**

Name of Applicant: Latham & Watkins LLP

Authorized to Provide Professional Services to: The above-captioned debtors and debtors in possession

Date of Retention: March 20, 2014, nunc pro tunc to February 2, 2014

Period for which final compensation and reimbursement are sought: February 2, 2014 through June 8, 2014

Final Amount of Compensation sought as actual, reasonable, and necessary: \$2,139,385.75

Final Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$23,804.17

This is a(n): ___ monthly ___ interim x final application

1 The Debtors in these cases are Tuscany International Holdings (U.S.A.) Ltd. and Tuscany International Drilling Inc. The last four digits of Tuscany International Holdings (U.S.A.) Ltd.'s U.S. federal tax identification number are 8192. The last four digits of Tuscany International Drilling Inc.'s Canadian tax identification number are 4278. The address for the Debtors is 1950, 140 – 4 Avenue S.W. Calgary, Alberta, Canada T2P 3N3.

Prior Monthly Fee Applications Filed:

Fee Application Period, Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Authorized to be Paid	Amount of Expenses Authorized to be Paid	Status
First Monthly Fee Application 02/2/14 through 02/28/14 Filed 4/24/14 [Docket No. 285] CNO Filed 5/28/2014 [Docket No. 395]	\$503,828.25	\$3,855.34	\$403,062.60	\$3,787.26 ²	Fees Approved @ 80% Expenses Approved @ 100% (less voluntary write-offs)

² In response to informal objections by the U.S. Trustee, L&W agreed to write off \$68.08 of expenses incurred during the February compensation period.

Fee Application Period, Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Authorized to be Paid	Amount of Expenses Authorized to be Paid	Status
Second Monthly Fee Application 03/1/14 through 03/31/14 Filed 5/22/14 [Docket No. 381] CNO Filed 6/13/2014 [Docket No. 424]	\$727,785.00	\$5,610.72	\$582,228.00	\$5,610.72 ³	Fees Approved @ 80% Expenses Approved @ 100% (less voluntary write-offs)
Third Monthly Fee Application 04/1/14 through 04/30/14 Filed 6/04/14 [Docket No. 404] CNO Filed 6/30/2014 [Docket No. 448]	\$441,017.25	\$5,342.75	\$352,813.80	\$5,342.75	Fees Approved @ 80% Expenses Approved @ 100%

³ In response to informal objections by the U.S. Trustee, L&W agreed to write off \$99.41 of expenses incurred during the March compensation period. In addition, \$393.73 that was inadvertently charged to this matter has been removed. Such adjustments were made after payment was received from the Debtors. Accordingly, L&W has agreed to offset \$493.14 against the total amounts due and owing to L&W.

Prior Interim Fee Applications Filed:

Fee Application Period, Filing Date, Docket No.	Total Fees Requested	Total Expenses Requested	Amount of Fees Authorized to be Paid	Amount of Expenses Authorized to be Paid	Status
First Interim Quarterly Fee Request 02/2/14 through 04/30/14 Filed 06/16/14 [Docket No. 427]	\$1,672,630.50	\$14,740.734	Application pending	Application pending	Application pending

⁴ This amount includes the voluntary reduction of expenses in the amount of \$68.08 set forth in footnote 2, but does not include the voluntary reduction of \$493.14 set forth in footnote 3 because L&W agreed to such reduction after the filing of the First Interim Quarterly Fee Request.

**COMPENSATION BY PROFESSIONAL
FEBRUARY 2, 2014 THROUGH JUNE 8, 2014**

Name of Professional Individual	Position, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate⁵	Total Hours Billed	Total Compensation
David A. Hammerman	Associate, Finance, 8 Years, Member of New York Bar since 2007	\$810.00	612.60	\$487,903.50
Keith A. Simon	Partner, Finance, 15 Years, Member of Illinois Bar since 1999 and New York Bar since 2008	\$925.00	525.50	\$479,705.50
Annemarie V. Reilly	Associate, Finance, 4 Years, Member of New York Bar since 2010	\$730.00	399.90	\$287,693.00
Mitchell A. Seider	Partner, Finance, 27 Years, Member of Texas Bar since 1987 and New York Bar since 2005	\$1,150.00	253.70	\$290,030.00
Paul A. Serritella	Associate, Litigation, 9 Years, Member of New York Bar since 2006	\$825.00	208.60	\$170,073.75
David F. McElhoe	Associate, Finance, 2 Years, Member of New Jersey and New York Bar since 2012	\$645.00	192.20	\$123,969.00
Christopher Harris	Partner, Litigation, 17 Years, Member of California Bar since 1997 and New York Bar since 1999	\$995.00	134.40	\$131,738.00

5

All non-working travel time (Matter Number 0017) has been billed at 50% of the normal hourly rate.

Name of Professional Individual	Position, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate⁵	Total Hours Billed	Total Compensation
Marc A. Zelina	Law Clerk Seeking Admittance/Unassigned Associate, Member of New York Bar since 2014	\$495.00	51.60	\$25,542.00
Michael J. Kuh	Counsel, Corporate, 10 Years, Member of New York Bar since 2004	\$850.00	33.70	\$28,645.00
Emily B. Menchel	Associate, Finance, 6 Years, Member of New York Bar since 2008	\$755.00	30.60	\$23,103.00
Jocelyn F. Noll	Partner, Tax, 12 Years, Member of New York Bar since 2002	\$925.00	28.80	\$26,640.00
Jacob K. Johnson	Associate, Tax, 1 Year, Member of New York Bar since 2013	\$575.00	22.20	\$12,765.00
Jonathan J. Nasca	Law Clerk Seeking Admittance/Unassigned Associate, Member of New York Bar since 2014	\$495.00	21.60	\$10,692.00
Kimberly M. Coppola	Associate, Finance, 3 Years, Member of New York Bar since 2011	\$675.00	15.10	\$10,192.50
Sabina Jacobs	Associate, Finance, 4 Years, Member of California Bar since 2010 and New York Bar since 2012	\$675.00	10.40	\$7,020.00
J. Christopher Dorian	Partner, Finance, 34 Years, Member of New York Bar since 1980	\$995.00	6.40	\$6,368.00

Name of Professional Individual	Position, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate⁵	Total Hours Billed	Total Compensation
Sarah C. Chandrika	Associate, Litigation, 2 Years, Member of New York Bar since 2013	\$575.00	4.10	\$2,357.50
G. Andrew Lundberg	Partner, 31 Years, Member of California Bar since 1983	\$1,175.00	2.80	\$3,290.00
Eugene P. Mazzaro	Partner, Finance, 14 Years, Member of New York Bar since 2000	\$950.00	0.90	\$855.00
Joseph M. Kronsoble	Partner, Tax, 23 Years, Member of Illinois Bar since 1991	\$1,075.00	0.70	\$752.50
Isabel C. Bello	Law Clerk Seeking Admittance	\$575.00	0.30	\$172.50
Austin T. Ozawa	Associate, Tax, 7 Years, Member of New York Bar since 2008	\$815.00	0.20	\$163.00
Neil S. Klein	Paralegal	\$235.00	13.00	\$3,055.00
Sharon J. Cole	Paralegal	\$355.00	9.50	\$3,372.50
Richard A. Montgomery	Paralegal	\$305.00	8.30	\$2,531.00
Rosalind Rodburg	Paralegal	\$365.00	1.20	\$438.00
Rachel L. Feld	Litigation Services Attorney	\$275.00	0.70	\$192.50
Doris Yen	Research Librarian	\$315.00	0.40	\$126.00

Grand Total	\$2,139,385.75
Attorney Compensation	\$2,129,670.75
Total Attorney Hours	2,556.30
Total Hours	2,589.40

Blended Rate⁶ \$826.21

⁶ Blended rate is calculated based on the hourly rates for all professionals and paraprofessionals.

COMPENSATION BY PROJECT CATEGORY
FEBRUARY 2, 2014 THROUGH JUNE 8, 2014

Project Category	Total Hours	Total Fees
Asset Dispositions	327.00	\$273,485.00
Assumption and Rejection of Executory Contracts and Leases	19.00	\$12,965.50
Budgeting (case)	0.60	\$690.00
Business Operations	1.00	\$810.00
Case Administration	343.40	\$283,606.00
Claims Administration and Objections	14.30	\$10,570.00
Corporate Governance and Board Matters	9.00	\$8,294.50
Employee Benefits and Pensions	6.50	\$5,114.00
Employment and Fee Applications	111.30	\$88,642.50
Employment and Fee Objections	9.40	\$6,966.00
Financing and Cash Collateral Matters	60.40	\$50,744.50
Litigation	730.30	\$623,926.00
Meetings and Communications with Creditor	17.40	\$15,137.50
Non-Working Travel (Discounted by 50%)	57.80	\$24,655.25
Plan and Disclosure Statement	826.30	\$690,170.00
Tax	55.70	\$43,609.00
TOTAL	2,589.40	\$2,139,385.75

EXPENSE SUMMARY
FEBRUARY 2, 2014 THROUGH JUNE 8, 2014

Expense Category	Total Expenses
Airfare & Train Fare	\$7,145.40
Binding	\$22.00
Global Document Support	\$660.00
Global Document Support – Overtime	\$15.00
Document Copies	\$188.61
Document Preparation	\$120.00
Ground Transportation - Local	\$1,146.51
Ground Transportation – Out of Town	\$59.00
Meals – Local	\$164.93
Meals – Out of Town	\$511.34
Meal Services	\$1,220.62
Photocopying	\$148.00
Telephone	\$701.39
Transcripts	\$4,297.77
Federal Express	\$30.95
Messenger/Courier	\$17.98
Practice Support	\$4,428.00
Investigation	\$121.94
Docket Research	\$6.51
Court Costs	\$170.00
Certificate of Good Standing	\$96.90

Trip Expenses	\$3,092.54
TOTAL	\$24,365.39⁷

7 As noted above in footnotes 2 and 3, L&W agreed to write-off \$167.49 in expenses incurred during the months of February and March and to reimburse the Debtors' estate for \$393.73 inadvertently charged to the Debtors in the March compensation period. Accordingly, L&W requests approval of expenses in the aggregate amount of \$23,804.17.

01:15796774.1

NY\6369141.4

**COMPENSATION BY PROFESSIONAL
MAY 1, 2014 THROUGH JUNE 8, 2014**

Name of Professional Individual	Position, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate¹	Total Hours Billed	Total Compensation
David A. Hammerman	Associate, Finance, 8 Years, Member of New York Bar since 2007	\$810.00	204.30	\$164,268.00
Keith A. Simon	Partner, Finance, 15 Years, Member of Illinois Bar since 1999 and New York Bar since 2008	\$925.00	136.80	\$124,042.50
Annemarie V. Reilly	Associate, Finance, 4 Years, Member of New York Bar since 2010	\$730.00	61.90	\$43,544.50
Mitchell A. Seider	Partner, Finance, 27 Years, Member of Texas Bar since 1987 and New York Bar since 2005	\$1,150.00	44.10	\$50,715.00
Paul A. Serritella	Associate, Litigation, 9 Years, Member of New York Bar since 2006	\$825.00	40.10	\$32,051.25
David F. McElhoe	Associate, Finance, 2 Years, Member of New Jersey and New York Bar since 2012	\$645.00	24.90	\$16,060.50
Christopher Harris	Partner, Litigation, 17 Years, Member of California Bar since 1997 and New York Bar since 1999	\$995.00	24.50	\$22,387.50

¹ All non-working travel time (Matter Number 0017) has been billed at 50% of the normal hourly rate.

Name of Professional Individual	Position, Number of Years in Practice, Year of Obtaining License to Practice	Hourly Billing Rate¹	Total Hours Billed	Total Compensation
Marc A. Zelina	Law Clerk Seeking Admittance/Unassigned Associate, Member of New York Bar since 2014	\$495.00	12.80	\$6,336.00
G. Andrew Lundberg	Partner, 31 Years, Member of California Bar since 1983	\$1,175.00	2.70	\$3,172.50
Jacob K. Johnson	Associate, Tax, 1 Year, Member of New York Bar since 2013	\$575.00	1.40	\$805.00
Sharon J. Cole	Paralegal	\$355.00	9.50	\$3,372.50

Grand Total	\$466,755.25
Attorney Compensation	\$463,382.75
Total Attorney Hours	553.50
Total Hours	563.00
Blended Rate ²	\$829.05

² Blended rate is calculated based on the hourly rates for all professionals and paraprofessionals.

COMPENSATION BY PROJECT CATEGORY
MAY 1, 2014 THROUGH JUNE 8, 2014

Project Category	Total Hours	Total Fees
Asset Disposition	68.4	\$56,725.00
Case Administration	25.2	\$21,634.00
Claims Administration and Objections	0.3	\$243.00
Corporate Governance and Board Matters	4.2	\$4,314.50
Employee Benefits and Pensions	1.1	\$819.00
Employment and Fee Applications	29.6	\$21,367.00
Employment and Fee Objections	2.1	\$1,803.00
Financing and Cash Collateral Matters	4.5	\$3,645.00
Litigation	98.4	\$84,701.50
Non-Working Travel (Discounted by 50%)	19.4	\$8,376.25
Plan and Disclosure Statement	308.10	\$262,032.00
Tax	1.7	\$1,095.00
TOTAL	563.00	\$466,755.25

EXPENSE SUMMARY
MAY 1, 2014 THROUGH JUNE 8, 2014

Expense Category	Total Expenses
Airfare & Train Fare	\$3,506.00
Global Document Support	\$12.00
Document Preparation	\$40.00
Ground Transportation – Local	\$402.87
Ground Transportation – Out of Town	\$9.00
Meals – Local	\$42.55
Meals – Out of Town	\$425.80
Meal Services	\$207.02
Photocopying	\$142.10
Telephone	\$302.96
Transcripts	\$4,297.77
Practice Support	\$162.00
Docket Research	\$6.51
TOTAL	\$9,556.58

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

----- X
 In re: : Chapter 11
 :
 TUSCANY INTERNATIONAL HOLDINGS : Case No. 14-10193 (KG)
 (U.S.A.) LTD., et al., :
 : Jointly Administered
 Debtors.1 :
 : **Obj. Deadline: August 11, 2014 at 4:00 p.m. (ET)**
 : **Hearing Date: September 10, 2014 at 10:00 a.m. (ET)**
 ----- X

FINAL FEE APPLICATION OF LATHAM & WATKINS LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND FOR REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD FROM FEBRUARY 2, 2014 THROUGH JUNE 8, 2014

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and the Court’s *Administrative Order Under 11 U.S.C. §§ 105(a) and 331, Fed. R. Bankr. P. 2016(a) and Del. Bankr. L.R. 2016-2 Establishing Procedures for Interim Compensation and Reimbursement of Professionals*, dated March 20, 2014 [Docket No. 194] (the “**Interim Compensation Order**”), Latham & Watkins LLP (“**L&W**”) hereby files this *Final Fee Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Counsel to the Debtors and Debtors in Possession for the Period from February 2, 2014 through June 8, 2014* (the “**Final Fee Application**”). By this Final Fee Application, L&W seeks final allowance from the Court of compensation in the amount of \$2,139,385.75 and reimbursement of actual and necessary expenses in the amount of \$23,804.17, for a total final allowance of \$2,163,189.92 for the period from February 2, 2014 through June 8,

1 The Debtors in these cases are Tuscany International Holdings (U.S.A.) Ltd. and Tuscany International Drilling Inc. The last four digits of Tuscany International Holdings (U.S.A.) Ltd.’s U.S. federal tax identification number are 8192. The last four digits of Tuscany International Drilling Inc.’s Canadian tax identification number are 4278. The address for the Debtors is 1950, 140 – 4 Avenue S.W. Calgary, Alberta, Canada T2P 3N3.

2014 (the “**Compensation Period**”). In support of this Final Fee Application, L&W respectfully represents as follows:

Background

1. On February 2, 2014 (the “**Petition Date**”), the above-captioned debtors and debtors in possession (the “**Debtors**”) filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”). During the Chapter 11 Cases, the Debtors operated their businesses and managed their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been requested in the Chapter 11 Cases. On March 13, 2014, the United States Trustee for the District of Delaware appointed an official committee of equity security holders pursuant to Bankruptcy Code Section 1102(a)(1) (the “**Committee**”).

2. L&W was retained, *nunc pro tunc* to the Petition Date by this Court’s Order, dated March 20, 2014 [Docket No. 199] (the “**Retention Order**”).

3. The Debtors filed for bankruptcy after experiencing significant revenue, cash flow, and liquidity challenges, due in large part to low rig utilization, non-payment by certain customers on large overdue accounts receivable and underperforming acquisitions in Brazil and Africa. These challenges could have easily led to a prolonged and possibly unsuccessful reorganization. However, since the filing of the Chapter 11 Cases, the Debtors and L&W have worked diligently with their key constituents in an effort to emerge from chapter 11 as soon as practicable while maximizing the value of the Debtors’ estates. For example, as the Court is aware, throughout the course of the Chapter 11 Cases, the Committee raised numerous objections in connection with, among other things, the Debtors’ marketing process and the valuation of the Debtors’ businesses. L&W assisted the Debtors and their other professionals in

responding to, and negotiating with, the Committee, and ultimately resolved the Committee's concerns in a manner that benefitted all parties in interest.

4. As a result of such efforts, the Debtors were able to consummate the *First Amended Joint Plan of Reorganization for Tuscany International Drilling Inc. and Its Affiliate Debtor Under Chapter 11 of the Bankruptcy Code* [Docket No. 366] (the "**Plan**")² just over four months after the Petition Date.

5. For several months prior to and throughout the Chapter 11 Cases, the Debtors, represented by L&W, engaged in extensive negotiations with the Prepetition Lenders, and more recently, the Committee, in order to develop the consensual plan. At each step of the Debtors' reorganization, L&W sought to minimize conflict and maximize the Debtors' opportunity to emerge from chapter 11 as efficiently and successfully as possible. Accordingly, a significant amount of time and resources was spent by L&W soliciting input from, and building consensus among, the Debtors' key constituencies.

6. Prior to the Petition Date, the Debtors entered into the Restructuring Support Agreement, dated January 31, 2014, with Credit Suisse AG, Cayman Islands Branch, in its capacity as administrative agent (the "**Agent**") and the Consenting Prepetition Lenders, whereby the Consenting Prepetition Lenders agreed to support a sale of substantially all of the Debtors' assets pursuant to a plan of reorganization. On April 8, 2014, Tuscany International Drilling Inc. entered into that certain Asset Purchase Agreement (the "**APA**") with NewCo and the Agent, on behalf of the Prepetition Lenders. Pursuant to the APA, NewCo agreed to credit bid a portion of its secured claims in exchange for substantially all of the Debtors' assets, subject to the terms and conditions of the APA.

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

7. Notwithstanding their extensive prepetition marketing efforts, the Debtors determined, in their business judgment, to subject the proposed transaction to an open-market bidding process to ascertain whether a higher and better offer for the Debtors' businesses could be achieved. L&W assisted the Debtors in establishing bidding and auction procedures to ensure that the bid was the highest and best offer. With the assistance of their professionals, the Debtors contacted approximately 253 parties, of whom approximately 18 executed non-disclosure agreements and reviewed confidential information. As a result, the Debtors received eight indications of interest or bids. In order to give their professionals additional time to review, analyze, and negotiate the bids, the Debtors extended the initial bid deadline. Despite these efforts, no higher or better qualified bids were received at the auction, which took place on May 9, 2014. Accordingly, the Debtors, with the assistance of L&W, moved forward with the transaction under the APA and the negotiation, drafting, and solicitation of the Plan.

8. Contemporaneously with the development of the Plan, and throughout the Chapter 11 Cases, L&W also assisted the Debtors in their negotiations with creditors, key customers, suppliers, employees and others, all of which enabled the Debtors to operate their businesses in chapter 11 without disruption. In addition, since the appointment of the Committee, L&W has worked diligently to assist the Debtors in responding to various objections and discovery requests filed by the Committee in the Chapter 11 Cases.

9. On April 4, 2014, the Debtors filed the Plan and the *Disclosure Statement for the Joint Plan of Reorganization for Tuscany International Drilling Inc. and Its Affiliate Debtor Under Chapter 11 of the Bankruptcy Code* [Docket Nos. 247, 267] (the "**Disclosure Statement**"). At a hearing held on April 9, 2014 (the "**Disclosure Statement Hearing**"), the Bankruptcy Court entered an order approving the Disclosure Statement and scheduled a hearing

(the “**Confirmation Hearing**”) to consider confirmation of the Plan for May 19, 2014.

10. Between the Disclosure Statement Hearing and the Confirmation Hearing, L&W assisted the Debtors with the solicitation process and continued to work with all parties in interest to resolve objections and other concerns relating to confirmation of the Plan. In particular, L&W assisted the Debtors in negotiations with the U.S. Trustee and the Committee over their various formal and informal objections to the Plan. On May 14, 2014, with L&W’s assistance, the Debtors, the Prepetition Lenders, and the Committee reached a settlement with respect to all objections raised by the Committee, the terms of which were reflected in a Settlement Term Sheet and attached to the Plan.

11. The Debtors’ and L&W’s efforts resulted in the Plan, which was unanimously accepted by the Debtors’ sole voting class. At the Confirmation Hearing, the Court entered its *Findings of Fact, Conclusions of Law and Order Confirming the First Amended Joint Plan of Reorganization for Tuscany International Drilling Inc. and Its Affiliate Debtor Under Chapter 11 of the Bankruptcy Code* [Docket No. 375] (the “**Confirmation Order**”).

12. After confirmation of the Plan, L&W worked with the Prepetition Lenders, the Agent and its counsel to efficiently consummate the transactions contemplated by the Plan and the APA, which closed on June 9, 2014. Thereafter, the Debtors filed the *Notice of (I) Effective Date of the First Amended Joint Plan of Reorganization for Tuscany International Drilling Inc. and Its Affiliate Debtor Under Chapter 11 of the Bankruptcy Code and (II) Establishing Deadline for the Filing of Administrative Claims Against the Debtors* [Docket No. 412], just over four months after the Petition Date. L&W’s efforts helped the Debtors in that endeavor and resulted in an efficient and consensual restructuring that allowed the Debtors to operate in today’s economic climate as a stronger, revitalized enterprise. L&W, therefore,

respectfully submits that the fees and expenses incurred during the Chapter 11 Cases are fair and reasonable, and should be allowed in their entirety on a final basis.

Compensation Paid and Its Source

13. All services for which compensation is requested by L&W were performed for or on behalf of the Debtors, and not on behalf of any committee, creditor, or other person. As set forth in the Debtors' motion seeking authority to retain L&W (the "**Retention Application**"), L&W's services to the Debtors, while focused on restructuring and insolvency issues, have also encompassed a wide range of legal services, including (but not limited to) corporate, securities, tax, and litigation matters. The Retention Order authorized L&W to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

14. L&W did not agree to any variations from, or alternatives to, its standard or customary billing arrangements for this engagement. None of the professionals included in this engagement have varied their rates charged to the Debtors based on the geographic location of the Chapter 11 Cases. The hourly rates charged in these Chapter 11 Cases are consistent with the hourly rates that L&W charges other comparable chapter 11 clients and L&W has not increased the rates charged to the Debtors since its retention.

15. This Final Fee Application does not include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices, other than in connection with the preparation of fee applications, nor does it include any time or fees for reviewing time records to redact any privileged or other confidential information.

16. In connection with the Debtors' DIP Facility, L&W provided the Debtors with a prospective budget setting forth the aggregate fees and expenses it expected to incur

during the Chapter 11 Cases. The budget for L&W was included as a line item in Exhibit 2 to the Interim DIP Order and was approved by the Debtors. The fees and expenses requested in this Final Fee Application are less than the aggregate fees and expenses set forth in the budget.

17. L&W provided a staffing plan to the Debtors shortly after the Petition Date, which staffing plan was updated as necessary during the course of the Chapter 11 Cases. Staffing for this engagement has been materially consistent with such staffing plan.

18. Except as provided herein or in the Retention Application, L&W 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 Chapter 11 Cases. There is no agreement or understanding between L&W and any other person other than the partners of L&W for the sharing of compensation to be received for services rendered in the Chapter 11 Cases.

Prior Monthly Fee Applications and Fee Statements

19. Prior to the filing of this Final Fee Application, L&W filed monthly fee applications (the "**Prior Monthly Fee Applications**") for the months of February, March and April, which Prior Monthly Fee Applications are incorporated herein by reference. The summary sheet to this Final Fee Application summarizes the current status of these Prior Monthly Fee Applications. The fee statements covering the monthly fee periods were attached as exhibits to each of the Prior Monthly Fee Applications. These statements contain daily time logs describing the time spent by each attorney and paraprofessional for the relevant period and are incorporated herein by reference.

20. Because the compensation requested for the period of May 1, 2014 through June 8, 2104 is included in this Final Fee Application, monthly fee applications for the months of May and June have not been filed. Accordingly, summary sheets for the period of

May 1, 2014 through June 8, 2014 (the day prior to the Effective Date) are included in this Final Fee Application. In addition, the fee statements and expense statements covering the period of May 1, 2014 through June 8, 2014 are attached hereto as Exhibits B and C, respectively. As with the Prior Monthly Fee Applications, these statements contain daily time logs describing the time spent by each attorney and paraprofessional during this period.

21. To the best of L&W's knowledge, this Final Fee Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

22. As of the date hereof, L&W has received \$1,352,845.03 from the Debtors for fees and expenses incurred by L&W during the periods covered by the Prior Monthly Fee Applications, broken down as follows: payment of fees in the amount of \$1,338,104.30 (80% of the fees earned) and reimbursement of expenses in the amount of \$14,740.73 (100% of the expenses incurred).³ As of the date hereof, L&W has not been paid the 20% holdback for fees requested in the Prior Monthly Fee Applications, as required by the Interim Compensation Order. In addition, L&W has not been paid any amounts for fees or expenses in connection with the period of May 1, 2014 through June 8, 2014, as the compensation requested for such period is included in this Final Fee Application.

Summary of Services Rendered

23. L&W requests that the Court grant final allowance, on a joint and several basis from the Debtors, of compensation for professional services rendered to the Debtors for the Compensation Period in the aggregate amount of \$2,139,385.75 and for reimbursement of actual and necessary expenses incurred in connection with the provision of such services in the

³ This amount does not include the voluntary reduction of expenses in the amount of \$68.08 for the February compensation period.

aggregate amount of \$23,804.17, for a total request of \$2,163,189.92.

24. During the Compensation Period, L&W advised and represented the Debtors in connection with the operation of their businesses and all other matters arising from the performance of their duties as debtors in possession, except for those matters for which the Debtors retained the law firms of Young Conaway Stargatt & Taylor, LLP or McCarthy Tétrault LLP or used the services of one of its ordinary course professionals. In addition, L&W prepared various pleadings, motions, and other documents submitted to this Court, including the Plan and the Disclosure Statement, appeared before this Court during hearings, and performed all necessary professional services described in detail in this Final Fee Application.

25. The fees sought by this Final Fee Application reflect an aggregate of 2,589.40 hours of attorney and paraprofessional time spent performing services for the Debtors and their estates during the Compensation Period. The blended average hourly rate for attorneys is \$833.11, while the blended average hourly rate for attorneys and paraprofessionals is \$826.21.

26. L&W is only seeking compensation for services rendered to the Debtors and their estates in connection with the Chapter 11 Cases. L&W respectfully submits that these services were necessary to administer the cases and resolve the numerous issues faced by the Debtors throughout their stay in bankruptcy.

Summary of Services by Project

27. The following is a summary of the professional services rendered by L&W during the Compensation Period. This summary is organized in accordance with L&W's internal billing procedures, which groups services by subject matter category. These categories of services are generally described below, with a more detailed identification of the actual services provided set forth on the exhibits attached to each of the Prior Monthly Fee Applications

(which are incorporated herein by reference) and, for the period of May 1, 2014 through June 8, 2014, on Exhibit B hereto.

(a) **Asset Dispositions**

Fees: \$273,485.00; Total Hours: 327.0

This category includes services rendered in connection with the (i) drafting, review, and negotiation of the APA and diligence in connection therewith, (ii) negotiation and preparation of bidding procedures and the related motion for approval, and (iii) analysis of the sale of certain of the Debtors' assets.

(b) **Assumption and Rejection of Executory Contracts**

Fees: \$12,965.50; Total Hours: 19.0

This category includes services rendered in connection with the Debtors' executory contracts and unexpired leases, including (i) analysis of rejection and assumption issues, (ii) review of the Debtors' lease profile, (iii) the drafting of the motion to extend the deadline to assume or to reject unexpired leases, and (iii) the drafting of the cure claims notices.

(c) **Budgeting (case)**

Fees: \$690.00; Total Hours: 0.6

This category includes services related to the preparation, negotiation, and amendment of budgets and staffing plans.

(d) **Business Operations**

Fees: \$810.00; Total Hours: 1.0

This category includes services related to the Debtors' ordinary course operations and other operations issues arising in Chapter 11 that are not subject to another category, including various payment issues and general communication with certain vendors and suppliers

of the Debtors.

(e) **Case Administration**

Fees: \$283,606.00; Total Hours: 343.4

This category includes services rendered in connection with, among other things, (i) various logistical matters relating to the Chapter 11 Cases, (ii) preparation for hearings, (iii) monitoring the Debtors' docket, (iv) preparation of various scheduling motions, (v) coordination of the administration of the Chapter 11 Cases by developing timelines, task lists, and work-in-progress reports, (vi) coordination and preparation of the Debtors' professionals and advisors with respect to scheduled meetings and hearings, and (vii) certain preparations related to the Debtors' Schedules.

(f) **Claims Administration and Objections**

Fees: \$10,570.00; Total Hours: 14.3

This category includes services rendered in connection with claims, including attention to (i) preparation of the Schedules and (ii) reviewing and analyzing the Debtors' Schedules and claims register for solicitation, voting, and distribution purposes.

(g) **Corporate Governance and Board Matters**

Fees: \$8,294.50; Total Hours: 9.0

This category includes services related to (i) the preparation for and attendance at Board of Directors meetings, (ii) analysis and advice regarding corporate governance issues, and (iii) review and preparation of ordinary course corporate documents (e.g., articles and bylaws, etc.) (not including Plan and implementation documentation).

(h) **Employee Benefits and Pensions**

Fees: \$5,114.00; Total Hours: 6.5

This category includes analysis of employee issues related to compensation, severance, and incentive plans.

(i) **Employment and Fee Applications**

Fees: \$88,642.50; Total Hours: 111.3

This category includes services related to the retention and payment of professionals, including professionals retained by the Debtors. In particular, this category includes services relating to preparing applications to retain L&W and supplements thereto, as well as application for allowance of L&W's fees and expenses. This category also includes time spent reviewing applications for retention by other professionals and assisting certain other professionals with preparing and filing retention applications. It also includes all matters related to ordinary course professionals.

(j) **Employment and Fee Objections**

Fees: \$6,966.00; Total Hours: 9.4

This category includes services related to (i) responding to informal objections to fee applications and (ii) objecting to the terms of the Committee's retention of professionals.

(k) **Financing and Cash Collateral Matters**

Fees: \$50,744.50; Total Hours: 60.4

This category includes services rendered in connection with the Debtors' DIP Facility, including (i) analysis and drafting of the DIP Facility credit agreement and related loan documents (and amendments thereto), (ii) negotiation and drafting of the Bankruptcy Court orders related to the DIP Facility, (iii) attendance at, and participation in, various Bankruptcy

Court hearings related to the DIP Facility, and (iv) communications in connection with certain budgeting matters in connection with the use of cash collateral.

(l) **Litigation**

Fees: \$623,926.00; Total Hours: 730.3

This category includes services related to (i) responding to various motions and objections filed by the Committee, (ii) conducting document review and responding to discovery requests filed by the Committee, and (iii) preparing for and attending depositions and hearings in connection with disputes with the Committee.

(m) **Meetings and Communications with Creditors**

Fees: \$15,137.50; Total Hours: 17.4

This category includes services related to the preparation for and attendance at the Bankruptcy Code Section 341(a) meeting and any other meetings or communications with creditors.

(n) **Non-Working Travel Time**

Fees: \$24,655.25; Total Hours: 57.8

This category includes all travel time spent traveling to and from Wilmington, Delaware in connection with various hearings. In accordance with the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**"), all fees incurred in this category have been billed at 50% of the full amount of fees incurred.

(o) **Plan and Disclosure Statement**

Fees: \$690,170.00; Total Hours: 826.3

This category includes all services related to the (i) drafting and review of the

Disclosure Statement, the Plan, the Plan Supplement, the Disclosure Statement Order, the memorandum in support of confirmation of the Plan, the declarations in support of confirmation of the Plan, and the Confirmation Order, (ii) preparation for and attendance at the Disclosure Statement Hearing and the Confirmation Hearing, (iii) solicitation of votes on the Plan, and (iv) preparation and review of Plan implementing documents.

(o) **Tax**

Fees: \$43,609.00; Total Hours: 55.7

This category includes services related to the tax analysis of the Debtors' Plan, including review of the tax disclosure in the Disclosure Statement and review of the tax implications of the restructuring transactions carried out pursuant to the Plan.

Actual and Necessary Expenses

28. Summaries of actual and necessary expenses incurred by L&W during the monthly fee periods of February, March, and April were attached as exhibits to each of the Prior Monthly Fee Applications and are incorporated herein by reference. Summaries of actual and necessary expenses incurred by L&W during the period of May 1, 2014 through June 8, 2014 are included in this Final Fee Application, with a more detailed description of such expenses attached hereto as Exhibit C. These expenses were incurred for items not included in L&W's hourly rates, including (but not limited to) duplicating charges, document delivery and messenger services, telephone and facsimile charges, legal research charges, travel expenses, and in-house document production. L&W submits that all such expenses are necessary and actual expenses for the performance of its services in the Chapter 11 Cases, and further submits that many of the expenses were necessitated by the time constraints under which L&W's professionals and staff have operated in the Chapter 11 Cases. These expenses comprise the

requested sum for L&W's actual and necessary expenses and total \$23,804.17.

Requested Compensation and Reimbursement Should be Allowed

29. Section 331 of the Bankruptcy Code provides for compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331. Section 330 provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1)(A), (B). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

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

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of the problem, issue or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

30. In accordance with the factors enumerated in section 330 of the

Bankruptcy Code, L&W respectfully submits that the amounts requested by this Final Fee Application are fair and reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

31. The descriptions above, combined with the billing detail filed with the Prior Monthly Fee Applications and the exhibits attached hereto make it clear that L&W has used the in-depth expertise and vast experience of its numerous practice groups to achieve beneficial results for the Debtors in an efficient and effective manner. L&W respectfully submits that the services for which it seeks compensation were, at the time rendered, necessary for and beneficial to the Debtors and their estates, and were rendered to protect and preserve those estates. L&W further submits that the services rendered were performed efficiently, effectively, and economically and achieved results that benefited not only the Debtors, but also the Debtors' estates and various parties in interest.

32. To the best of L&W's knowledge, this Final Fee Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, Local Rule 2016-2 and the Interim Compensation Order.

WHEREFORE, L&W respectfully requests (i) that the Court approve, on a joint and several basis from the Debtors, compensation for fees and expenses in the total amount of \$2,163,189.92, consisting of (a) \$2,139,385.75 for fees incurred by the Debtors for reasonable and necessary professional services rendered by L&W and (b) \$23,804.17 for actual and necessary costs and expenses, (ii) that such sums be authorized for payment as administrative expenses of the Debtors' estates, and (iii) for such other and further relief as this Court may deem just and proper. A copy of the proposed final order is attached hereto as Exhibit A.

Dated: July 21, 2014
Wilmington, Delaware

LATHAM & WATKINS LLP

/s/ Mitchell A. Seider

Mitchell A. Seider

Keith A. Simon

David A. Hammerman

Annemarie V. Reilly

885 Third Avenue

New York, New York 10022-4834

Telephone: 212-906-1200

Fax: 212-751-4864

Email: mitchell.seider@lw.com

keith.simon@lw.com

david.hammerman@lw.com

annemarie.reilly@lw.com

Counsel for the Reorganized Debtors

VERIFICATION

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

Mitchell A. Seider, after being duly sworn according to law, deposes and says:

1. I am a partner with the applicant firm, Latham & Watkins LLP, and have been admitted to appear before this Court.

2. I have personally performed many of the legal services rendered by Latham & Watkins LLP as general bankruptcy counsel to the Debtors and am familiar with the work performed on behalf of the Debtors by the lawyers in the firm.

3. I have reviewed the foregoing Final Fee Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief.

4. I have reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware and submit that the Final Fee Application substantially complies with such order.

/s/ Mitchell A. Seider
Mitchell A. Seider