

Exhibit G

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re
USA DISCOUNTERS, LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 15-11755 (CSS)
(Jointly Administered)

Objection Deadline: January 29, 2016 at 4:00 p.m.
Hearing Date: February 22, 2016 at 2:00 p.m.

**APPLICATION FOR APPROVAL OF ORDINARY COURSE PROFESSIONAL FEES
IN EXCESS OF THE CAP AMOUNT FOR THE MONTH OF NOVEMBER 2015**

Name of Applicant: Goodwin Procter LLP

Authorized to Provide Ordinary Course Professional Services to: USA Discounters, Ltd.

Date of Retention: October 14, 2015
Nunc Pro Tunc to August 24, 2015

Period for which compensation in excess of the monthly OCP cap amount is sought: 11/01/2015 – 11/30/2015

Amount of compensation and reimbursement sought in excess of the monthly OCP cap amount: \$26,915.77

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

This is the first application for approval of ordinary course professional fees in excess of the cap amount filed in these cases.

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: USA Discounters, Ltd. (5123); USA Discounters Holding Company, Inc. (8192); and USA Discounters Credit, LLC (3128). The Debtors' address is 6353 Center Drive, Building 8, Suite 101, Norfolk, Virginia 23502.



Timekeeper Totals
November 1, 2015 Through November 30, 2015

Name of Professional Person	Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
David L. Permut	Partner, 1993, Consumer Financial Services Litigation Group	\$850.00	20.7	\$17,595.00
Benjamin P. Saul	Partner, 2002, Consumer Financial Services Litigation Group	\$750.00	1.7	\$1,275.00
Lindsay L. Raffetto ²	Associate, 2012, Consumer Financial Services Litigation Group	\$525.00	26.3	\$13,807.50
Ewurabena S. Hutchful	Associate, 2015, Litigation Department	\$400.00	14.8	\$5,920.00
Grand Total:			63.5	\$38,597.50
Blended Rate:		\$608.00		

² Time entries for Ms. Raffetto in the attached bill are listed both under "Lindsay Lane" and "Lindsay Raffetto" because she changed her last name during this time period.

COMPENSATION BY PROJECT CATEGORY

All fees were billed in connection with (i) the defense of a putative class action counterclaim filed on April 28, 2015 by Demera Gaskins, as part of a debt-collection action USA Discounters, Ltd. filed in the Small Claims and Conciliation Branch of the Superior Court of the District of Columbia, Civil Division as Civil Action No. 2014 SC3 3915; and (ii) related matters arising therefrom in the chapter 11 cases of the above-captioned debtors and debtors in possession.

EXPENSE SUMMARY

Expense Category	Total Expenses
Westlaw Legal Research	\$3,318.27
Total:	\$3,318.27

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**APPLICATION FOR APPROVAL OF ORDINARY COURSE PROFESSIONAL FEES
IN EXCESS OF THE CAP AMOUNT FOR THE MONTH OF NOVEMBER 2015**

In accordance with the Court's *Interim Order Authorizing the Debtors to Retain, Employ, and Compensate Certain Professionals Used by the Debtors in the Ordinary Course of Business on an Interim Basis* [Docket No. 128] (the "Interim OCP Order") and the *Final Order Authorizing the Debtors to Retain, Employ, and Compensate Certain Professionals Utilized by the Debtors in the Ordinary Course of Business* [Docket No. 202] (the "Final OCP Order" and, together with the Interim OCP Order, the "OCP Orders"), Goodwin Procter LLP ("Goodwin"), a professional employed by USA Discounters, Ltd. ("USA Discounters") in the ordinary course of business, hereby submits this *Application for Approval of Ordinary Course Professional Fees in Excess of the Cap Amount for the Month of November 2015* (the "Application"). In support of the Application, Goodwin respectfully represents as follows:

BACKGROUND

1. On August 24, 2015 (the "Petition Date"), each of the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed voluntary petitions with this Court, thereby commencing cases under chapter 11 of the Bankruptcy Code (the "Cases").

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: USA Discounters, Ltd. (5123); USA Discounters Holding Company, Inc. (8192); and USA Discounters Credit, LLC (3128). The Debtors' address is 6353 Center Drive, Building 8, Suite 101, Norfolk, Virginia 23502.

2. The Debtors are authorized to continue to operate their business and manage their property as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. To date, no trustee or examiner has been appointed in these Cases. The Office of the United States Trustee for the District of Delaware (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) on September 2, 2015.

3. The detailed factual background relating to the Debtors and the commencement of these Cases is set forth in the *Declaration of Timothy W. Dorsey in Support of First Day Motions* filed on the Petition Date [Docket No. 3].

4. Pursuant to the OCP Orders and subject to the procedures set forth therein, USA Discounters is authorized to retain and employ, effective as of the Petition Date, certain professionals used by USA Discounters in the ordinary course of business (collectively, the “Ordinary Course Professionals”) without the need to file separate, formal retention applications or obtain retention orders for each particular Ordinary Course Professional. Final OCP Order ¶ 3. USA Discounters is further authorized to pay Ordinary Course Professionals one hundred percent (100%) of each Ordinary Course Professional’s fees and expenses; *provided, however*, that the fees and expenses for any particular Ordinary Course Professional not exceed a cap of \$15,000 in the aggregate per month (the “Monthly Cap”). *Id.* ¶ 7. If in any given month the fees and expenses for any particular Ordinary Course Professional exceed the Monthly Cap, such Ordinary Course Professional must apply for approval by the Court of all such fees and expenses in excess of the Monthly Cap. *Id.* ¶ 8.

5. Goodwin is employed by USA Discounters as an Ordinary Course Professional in these Cases. Goodwin was retained pre-bankruptcy to provide legal services in connection with the defense of a putative class action counterclaim filed on April 28, 2015 by Demera Gaskins,

purportedly on behalf of herself and other similarly situated persons in a debt-collection action USA Discounters filed in the Small Claims and Conciliation Branch of the Superior Court of the District of Columbia, Civil Division as Civil Action No. 2014 SC3 3915 (the "Litigation"). Goodwin has also provided legal services in connection with related matters arising from the Litigation in these Cases, specifically including Gaskins' motions to file a class proof of claim and for certification of putative classes. *See* Docket Nos. 236–238, 293, 294. For the month of November 2015, the fees and expenses incurred by Goodwin in this matter exceeded the Monthly Cap.

**SUMMARY OF ORDINARY COURSE PROFESSIONAL FEES AND EXPENSES
REQUESTED IN EXCESS OF THE MONTHLY CAP FOR NOVEMBER 2015**

6. By this Application, Goodwin requests approval of \$26,915.77, which amount represents compensation and reimbursement for Ordinary Course Professional fees and expenses sought by Goodwin in excess of the Monthly Cap for November 2015 (the "Application Period").

7. Fees and expenses incurred during the Application Period were in excess of the Monthly Cap as a result of the unanticipated motions filed by Gaskins and work performed by Goodwin in connection with analyzing and contributing to a draft opposition to those motions.

8. Goodwin maintains computerized records of the time spent by all Goodwin attorneys in connection with its representation of USA Discounters. Attached hereto as **Exhibit A** is a copy of Goodwin's itemized time records for attorneys who performed services for USA Discounters during the Application Period. The time records have been redacted where necessary to preserve the attorney-client privilege.

9. Also attached as Exhibit A are Goodwin's itemized records detailing expenses incurred on behalf of USA Discounters during the Application Period. Receipts or other support for the expense items are available on request.

10. As demonstrated by the records included in Exhibit A, Goodwin provides a variety of legal services to USA Discounters in connection with the Litigation and related matters in these Cases. During the Application Period, these services included meeting with USA Discounters' general counsel concerning Gaskins' motion for class certification, researching the class certification standards applicable to bankruptcy proceedings in general and Gaskins' claims specifically, and drafting and revising sections of USA Discounters' objection to Gaskins' motion for class certification.

11. Goodwin has received no payment and no promise of payment from any source, other than USA Discounters, for services rendered or to be rendered in any capacity whatsoever in connection with these Cases. There is no agreement or understanding between Goodwin and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered by Goodwin in these Cases.

12. The fees charged by Goodwin in these Cases are billed in accordance with its existing billing rates and procedures in effect during the Application Period. The rates Goodwin charges for the services rendered by its attorneys in these chapter 11 Cases are the same rates Goodwin charges for attorney services rendered in comparable bankruptcy and non-bankruptcy related matters. Such fees are reasonable and based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a competitive national legal market.

RESERVATION

13. To the extent that time or disbursement charges for services rendered or expenses incurred relate to the Application Period, but were not processed before the preparation of this Application, or Goodwin has for any other reason not sought compensation or reimbursement with respect to such services or expenses, Goodwin reserves the right to request additional compensation for such services and reimbursement of such expenses in a supplemental or future application.


NOTICE

14. No trustee has been appointed in these chapter 11 Cases. Notice of this Application has been provided to (i) the Debtors; (ii) the U.S. Trustee; (iii) counsel to the Debtors; (iv) counsel to the Creditors' Committee; (v) counsel to the Prepetition Agent; and (vi) all parties entitled to receive notice in these chapter 11 Cases pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure. In light of the nature of the relief requested, no other or further notice need be provided.

CONCLUSION

WHEREFORE, Goodwin respectfully requests that the Court approve the relief requested herein and authorize USA Discounters to pay \$26,915.77 to Goodwin as Ordinary Course Professional fees and expenses in excess of the Monthly Cap for November 2015.

Dated: January 8, 2016



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Counsel to the Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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Chapter 11

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Objection Deadline: January 28, 2016

CERTIFICATION OF DAVID L. PERMUT

I, David L. Permut, an attorney-at-law duly admitted in good standing to practice in the District of Columbia, hereby certify that:

1. I am a partner in the law firm Goodwin Procter LLP ("Goodwin"). I am duly authorized to make this certification on behalf of Goodwin. Goodwin is authorized to be employed by USA Discounters, Ltd. ("USA Discounters") as an Ordinary Course Professional pursuant to an order of the Court entered on October 14, 2015.

2. I have personally performed many of the legal services Goodwin rendered on behalf of USA Discounters, and I am familiar with the other work performed on behalf of USA Discounters by the other lawyers at Goodwin.

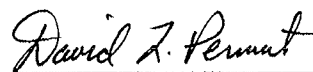
3. The *Application for Approval of Ordinary Course Professional Fees in Excess of the Cap Amount for the Month of November 2015* (the "Application") was prepared at my direction. The facts set forth in the Application are true and correct to the best of my knowledge, information, and belief.

4. Goodwin's rates for the services rendered by its attorneys in these chapter 11 Cases are the same rates Goodwin charges for attorney services rendered in comparable

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bankruptcy and non-bankruptcy related matters. Such fees are reasonable and based on the customary compensation charged by comparably skilled practitioners in comparable bankruptcy and non-bankruptcy cases in a competitive national legal market.

Executed under penalty of perjury of the laws of the United States on this 7th day of January, 2016.



David L. Permut