

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
KABBAGE, INC. d/b/a KSERVICING, et al.,	:	Case No. 22-10951 (CTG)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
	X	Obj. Deadline: May 30, 2023 at 4:00 p.m. (ET)

**SUMMARY OF SIXTH MONTHLY FEE STATEMENT OF WEIL, GOTSHAL &
MANGES LLP FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES FOR PERIOD MARCH 1, 2023 THROUGH MARCH 31, 2023**

Name of Applicant:	<u>Weil, Gotshal & Manges LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>October 21, 2022 effective as of October 3, 2022</u>
Period for which compensation and reimbursement are sought:	<u>March 1, 2023 through March 31, 2023</u>
Amount of compensation sought as actual, reasonable, and necessary:	<u>\$1,667,778.20 (80% of \$2,084,722.75)</u>
Amount of expense reimbursement sought as actual, reasonable, and necessary:	<u>\$16,126.83</u>

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

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, as applicable are: Kabbage, Inc. d/b/a KServicing (3937); Kabbage Canada Holdings, LLC (N/A); Kabbage Asset Securitization LLC (N/A); Kabbage Asset Funding 2017-A LLC (4803); Kabbage Asset Funding 2019-A LLC (8973); and Kabbage Diameter, LLC (N/A). Kabbage is a trademark of American Express used under license; Kabbage, Inc. d/b/a KServicing is not affiliated with American Express. The Debtors' mailing and service address is 925B Peachtree Street NE, Suite 383, Atlanta, GA 30309.

COMPENSATION BY PROFESSIONAL
MARCH 1, 2023 THROUGH MARCH 31, 2023

The attorneys who rendered professional services in these chapter 11 cases from March 1, 2023 through March 31, 2023 (the “**Fee Period**”) are:

NAME OF PROFESSIONAL	POSITION	DEPARTMENT	YEAR ADMITTED ¹	HOURLY BILLING RATE ²	TOTAL BILLED HOURS	TOTAL COMPENSATION
Slack, Richard W.	Partner	Litigation	1987	\$1,695.00	83.00	140,685.00
Slack, Richard W.	Partner	Litigation	1987	\$847.50†	9.20	\$7,797.00
Sullivan, Kevin J.	Partner	Corporate	1994	\$1,595.00	5.00	\$7,975.00
Tsekerides, Theodore E.	Partner	Litigation	1994	\$1,395.00	111.40	\$177,683.00
Tsekerides, Theodore E.	Partner	Litigation	1994	\$797.50†	3.20	\$2,552.00
Schrock, Ray C.	Partner	Restructuring	1998	\$2,095.00	4.50	\$9,427.50
Arthur, Candace	Partner	Restructuring	2010	\$1,695.00	138.60	\$234,927.00
Arthur, Candace	Partner	Restructuring	2010	\$847.50†	5.00	\$4,237.50
Hwangpo, Natasha	Partner	Restructuring	2014	\$1,575.00	209.60	\$330,120.00
Hwangpo, Natasha	Partner	Restructuring	2014	\$787.50 †	1.00	\$787.50
Margolis, Steven M.	Counsel	Tax	1990	\$1,425.00	3.60	\$5,130.00
Fliman, Ariel	Counsel	Corporate	2009	\$1,375.00	2.10	\$2,887.50
Bonk, Cameron Mae	Counsel	Litigation	2016	\$1,375.00	60.60	\$83,325.00
Friedman, Julie T.	Associate	Restructuring	2003	\$775.00	9.40	\$7,285.00
Bentley, Chase A.	Associate	Restructuring	2018	\$1,345.00	187.20	\$251,784.00
Bentley, Chase A.	Associate	Restructuring	2018	\$672.50†	2.50	\$1,681.25
Labate, Angelo G.	Associate	Litigation	2019	\$1,225.00	19.20	\$23,520.00
Friedman, Jonathan R.	Associate	Restructuring	2019	\$1,170.00	149.50	\$174,915.00
Friedman, Jonathan R.	Associate	Restructuring	2019	\$585.00†	5.10	\$2,983.50
Kleiner, Adena	Associate	Corporate	2020	\$1,170.00	7.00	\$8,190.00
McMillan, Jillian A.	Associate	Restructuring	2021	\$1,170.00	47.10	\$55,107.00
Jones, Taylor	Associate	Restructuring	2022	\$1,065.00	173.70	\$184,990.50
Jones, Taylor	Associate	Restructuring	2022	\$532.50†	4.40	\$2,343.00
Ollestad, Jordan Alexandra	Associate	Litigation	2022	\$1,065.00	103.80	\$110,547.00

¹ * – Not Yet Admitted to Practice

² † – Non-working travel is billed at 50% of regular hourly rates.

Cazes, Catherine	Associate	Litigation	2022	\$910.00	13.40	\$12,194.00
Suarez, Ashley	Associate	Restructuring	2022	\$910.00	128.10	\$116,571.00
Gross, Nathan	Associate	Tax	*	\$910.00	2.00	\$1,820.00
Castillo, Lauren	Associate	Restructuring	*	\$750.00	135.10	\$101,325.00
Castillo, Lauren	Associate	Restructuring	*	\$375.00†	4.50	\$1,687.50
Total for Attorneys					1,628.80	\$2,064,477.75

The paraprofessionals and other non-legal staff who rendered professional services during the Fee Period are:

NAME OF PARAPROFESSIONAL AND OTHER NON-LEGAL STAFF	POSITION	DEPARTMENT	HOURLY BILLING RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Lee, Kathleen Anne	Paralegal	Restructuring	\$530.00	4.60	\$2,438.00
Stauble, Christopher A.	Paralegal	Restructuring	\$530.00	3.80	\$2,014.00
Wong, Sandra	Paralegal	Litigation	\$495.00	6.50	\$3,217.50
Gilchrist, Roy W.	Paralegal	Litigation	\$475.00	6.50	\$3,087.50
Haiken, Lauren C.	Litigation Support	LSS	\$465.00	3.80	\$1,767.00
Chan, Herbert	Paralegal	Litigation	\$440.00	3.00	\$1,320.00
Chavez, Miguel	Litigation Support	LSS	\$405.00	4.20	\$1,701.00
Penne, Travis J.	Paralegal	Restructuring	\$325.00	5.40	\$1,755.00
Mason, Kyle	Paralegal	Restructuring	\$310.00	9.50	\$2,945.00
Total:				47.30	\$20,245.00

The total fees for the Fee Period are:

PROFESSIONALS	BLENDED RATE	TOTAL BILLED HOURS	TOTAL COMPENSATION
Partners and Counsel	\$1,582.18	636.80	\$1,007,534.00
Associates	\$1,065.47	992.00	\$1,056,943.75
Paraprofessionals and Other Non-Legal Staff	\$428.01	47.30	\$20,245.00
Blended Attorney Rate	\$1,267.48		
Total:		1,676.10	\$2,084,722.75

COMPENSATION BY PROJECT CATEGORY
MARCH 1, 2023 THROUGH MARCH 31, 2023

TASK CODE	PROJECT CATEGORY	TOTAL BILLED HOURS	TOTAL COMPENSATION
003	AmEx Transaction Investigation	4.60	\$5,080.00
004	Asset Disposition/363 Asset Sales	13.30	\$13,569.50
006	Bar Date and Claims Matters	13.20	\$11,632.50
008	Case Administration (WIP List & Case Calendar)	12.70	\$12,003.00
009	Chapter 11 Plan/Plan Confirmation/Implementation	849.50	\$1,048,774.00
010	Corporate Governance/Securities	46.80	\$50,329.00
011	Customer (incl. Partner Banks)/Vendor/Supplier Matters	7.10	\$10,104.00
013	Disclosure Statement/Solicitation/Voting	4.80	\$5,074.00
014	Employee Matters	5.60	\$7,017.50
016	Executory Contracts/Leases/Real Prop/Other 365 Matters	12.60	\$14,843.00
017	General Case Strategy (incl Team and Client Calls)	60.60	\$73,327.50
018	Government Investigation Matters (excl. Settlements)	15.40	\$16,782.00
019	Hearings and Court Matters	79.60	\$113,883.50
020	Insurance and Letters of Credit Matters	2.10	\$2,887.50
021	Non-bankruptcy Litigation (incl. CB Dispute)	196.60	\$276,737.00
022	Non-working Travel	34.90	\$24,069.25
025	Retention/Billing/Fee Applications: OCP	6.70	\$6,029.00
026	Retention/Fee Applications: Non-Weil Professionals	8.20	\$7,938.00
027	Retention/Fee Applications: Weil	33.40	\$33,468.50
028	Secured Creditors Issues/Meetings/Comms (excl. Settlements)	4.30	\$6,427.50
029	Settlements (including 9019 matters)	53.10	\$63,137.50
031	Tax Matters	0.30	\$241.00
033	US Trustee/MORs/2015.3 Reports	4.90	\$5,124.00
035	Servicing Transfer	205.80	\$276,244.00
TOTAL		1,676.10	\$2,084,722.75

EXPENSE SUMMARY
MARCH 1, 2023 THROUGH MARCH 31, 2023

EXPENSE CATEGORY	AMOUNT
Computerized Research	\$3,401.69
Duplicating	\$1,692.30
Meals	\$200.00
Outside Messenger Service	\$767.93
Transportation	\$2,877.36
Travel	\$7,187.55
TOTAL	\$16,126.83

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re	:	Chapter 11
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KABBAGE, INC. d/b/a KSERVICING, et al.,	:	Case No. 22-10951 (CTG)
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Debtors.¹	:	(Jointly Administered)
	:	
	X	Obj. Deadline: May 30, 2023 at 4:00 p.m. (ET)

**SIXTH MONTHLY FEE STATEMENT OF
WEIL, GOTSHAL & MANGES LLP FOR PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
PERIOD MARCH 1, 2023 THROUGH MARCH 31, 2023**

Weil, Gotshal & Manges LLP (“**Weil**” or the “**Firm**”), attorneys for Kabbage, Inc. d/b/a KServicing. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), hereby files its sixth monthly fee statement (this “**Fee Statement**”) for payment of compensation for professional services rendered to the Debtors and for reimbursement of actual and necessary expenses incurred in connection therewith for the period commencing March 1, 2023 through and including March 31, 2023 (the “**Fee Period**”), pursuant to sections 105(a), 330, and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and the Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable are: Kabbage, Inc. d/b/a KServicing (3937); Kabbage Canada Holdings, LLC (N/A); Kabbage Asset Securitization LLC (N/A); Kabbage Asset Funding 2017-A LLC (4803); Kabbage Asset Funding 2019-A LLC (8973); and Kabbage Diameter, LLC (N/A). Kabbage is a trademark of American Express used under license; Kabbage, Inc. d/b/a KServicing is not affiliated with American Express. The Debtors’ mailing and service address is 925B Peachtree Street NE, Suite 383, Atlanta, GA 30309.

Expenses of Professionals [Docket No. 136] (the “**Interim Compensation Order**”). In support of this Fee Statement, Weil respectfully represents as follows:

Background

1. On October 3, 2022 (the “**Petition Date**”), the Debtors each commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code (the “**Chapter 11 Cases**”). The Debtors are authorized to continue to operate their business as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner, or statutory committee of creditors has been appointed in these Chapter 11 Cases.

2. Pursuant to Bankruptcy Rule 1015(b), the Chapter 11 Cases are being jointly administered under the above captioned case.

3. Additional information regarding the Debtors’ business, capital structure, and the circumstances leading to the commencement of these Chapter 11 Cases is set forth in the *Declaration of Deborah Rieger-Paganis in Support of Debtors’ Chapter 11 Petitions and First Day Relief* [Docket No. 13].²

4. This Court authorized Weil’s retention as attorneys for the Debtors pursuant to the *Order Authorizing Retention and Employment of Weil, Gotshal & Manges LLP As Attorneys For Debtors Effective as of Petition Date* [Docket No. 137] (the “**Retention Order**”), entered on October 21, 2022.

5. On March 15, 2023, the Court entered the *Order Confirming Amended Joint Chapter 11 Plan of Liquidation of Kabbage, Inc. (d/b/a KServicing) and its Affiliated Debtors* [Docket No. 680].

² Capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the *Amended Joint Chapter 11 Plan of Liquidation of Kabbage, Inc. (d/b/a KServicing) and its Affiliated Debtors* [Docket No. 627] (the “**Plan**”).

Jurisdiction

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

7. Pursuant to Local Rule 9013-1(f), the Debtors consent to the entry of a final order by the Court in connection with this Fee Statement to the extent that 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.

**Summary of Professional Compensation
and Reimbursement of Expense Requested**

8. By this Fee Statement, Weil requests allowance and payment of \$1,667,778.20 (80% of \$2,084,722.75) as compensation for professional services rendered to the Debtors during the Fee Period and allowance and payment of \$16,126.83 as reimbursement for actual and necessary expenses incurred by Weil during the Fee Period. All services for which compensation is requested by Weil were performed for or on behalf of the Debtors.

9. During the Fee Period, Weil received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fee Statement. There is no agreement or understanding between Weil and any other person, other than members of Weil, for the sharing of compensation to be received for services rendered in these Chapter 11 Cases.

10. The fees charged by Weil in these Chapter 11 Cases are billed in accordance with its existing billing rates and procedures in effect during the Fee Period, and in accordance with the Retention Order.

11. Weil maintains computerized records of the time spent by all Weil attorneys, paraprofessionals, and other non-legal staff in connection with the Firm's representation of the Debtors. Annexed hereto as **Exhibit A** are copies of Weil's itemized time records for professionals, paraprofessionals, and other non-legal staff performing services for the Debtors during the Fee Period. Weil's time records comply with the requirements set forth in Local Rule 2016-2 and 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* (the "**Guidelines**"), including the use of itemized time entries and separate matter numbers for different project types, as hereinafter described in greater detail.

Summary of Services

12. The following is a summary of the significant professional services rendered by Weil during the Fee Period. This summary is organized in accordance with the internal system of task codes set up by Weil at the outset of these Chapter 11 Cases.³ If a task code does not appear below, then Weil did not bill significant time for that task code during the Fee Period, but may bill time for that task code in the future. Certain services performed may overlap between, or appropriately be allocated to, more than one task code.

- a. Chapter 11 Plan/Plan Confirmation/Implementation (Task Code 009)
Fees: \$1,048,774.00; Total Hours: 849.50
 - Drafted, reviewed, and revised *Debtors' (I) Memorandum of Law in Support of Confirmation of Amended Joint Chapter 11 Plan of Liquidation of Kabbage, Inc. (d/b/a KServicing) and its Affiliated*

³ **Exhibit A** annexed hereto provides a more detailed description of the services provided during the Fee Period, and reference should be made thereto for a complete recitation of such services.

Debtors and (II) Omnibus Rely to Objections Thereto [Docket No. 637];

- Drafted, reviewed, and revised *Order Confirming Amended Joint Chapter 11 Plan of Liquidation of Kabbage, Inc. (d/b/a KServicing) and its Affiliated Debtors* [Docket No. 655-1];
- Reviewed, analyzed, and responded to objections to confirmation of the Debtors' joint chapter 11 Plan of liquidation;
- Researched issues raised in objections to Plan confirmation;
- Participated on calls with Debtors' advisors, the U.S. Trustee, and counsel to various creditors and other stakeholders regarding the Plan, Plan Supplement, and Confirmation Order and related settlements and negotiations;
- Responded to Plan-related questions and comments from the Debtors, the Debtors' advisors, the U.S. Trustee, the Reserve Bank, and other stakeholders;
- Drafted, reviewed and revised Plan Supplement documents [Docket Nos. 611, 630];
- Drafted, reviewed, and revised declarations in support of confirmation of amended joint chapter 11 Plan of liquidation [Docket Nos. 633, 634, 636];
- Reviewed materials and corresponded with Debtors and Debtors' advisors and with certain stakeholders regarding the selection of a wind down officer, prepared for and conducted wind down officer interviews, and drafted side-by-side comparison of wind down officer candidates;
- Drafted, reviewed, and revised Plan confirmation work-in-progress list;
- Reviewed materials and corresponded with Debtors and Debtors' advisors and with certain stakeholders regarding the loan transition process for inclusion in Plan confirmation declarations and briefing;
- Prepared materials and prepared for Plan confirmation hearing;
- Reviewed and revised Notice of Agenda, Amended Notice of Agenda, and Second Amended Notice of Agenda for hearing

scheduled for March 13, 2023 at 10:00 a.m. [Docket Nos. 643, 656, 657];

- Prepared for and attended witness preparation sessions with Plan confirmation declarants;
- Drafted, reviewed, and revised side letter agreement with the Reserve Bank;
- Corresponded with insurance broker regarding coverage for wind down activities;
- Drafted, reviewed, and revised wind down step plan and corresponded with Debtors and Debtors' advisors regarding the wind down step plan;
- Reviewed and revised wind down agreement; and
- Corresponded with Debtors' advisors, counsel to various creditors, the wind down officer, and other stakeholders regarding the effective date and transition progress.

b. Corporate Governance / Securities (Task Code 010)

Fees: \$50,329.00; Total Hours: 46.80

- Prepared materials and presentations for Board meetings regarding the chapter 11 cases;
- Attended the Debtors' Board meetings and prepared minutes thereof;
- Corresponded with the Board and its counsel to provide regular updates and answer questions therefrom; and
- Corresponded with the Board's counsel regarding critical updates and ongoing workstreams to, among other things, avoid duplication of services.

c. General Case Strategy (incl. Team and Client Calls) (Task Code 017)

Fees: \$73,327.50; Total Hours: 60.60

- Communicated with the Debtors, members of the various Weil teams, and other advisors regarding case strategy, pending and upcoming matters, filings, key dates, and deadlines; and
- Drafted, reviewed, and revised calendar and communications identifying key workstreams and matters for the upcoming week for KServicing management;

d. Hearing and Court Matters (Task Code 019)

Fees: \$113,883.50; Total Hours: 79.60

- Prepared for and attended: March 13, 2023 Plan confirmation hearing; March 20, 2023 hearing on CB settlement payment dispute; and reconvened hearing on CB settlement payment dispute for Bankruptcy Court's ruling.

e. Non-Bankruptcy Litigation (incl. CB Dispute) (Task Code 021)

Fees: \$276,737.00; Total Hours: 196.60

- Drafted, reviewed, revised, and finalized *Debtors' Reply in Further Support of Motion of Debtors for Entry of an Order Enforcing the Settlement Order and the Settlement Agreement Between KServicing and Customers Bank* [Docket No. 670];
- Drafted, reviewed, revised, and finalized declarations and exhibits in further support of *Debtors' Reply in Support of Motion of Debtors for Entry of an Order Enforcing the Settlement Order and the Settlement Agreement Between KServicing and Customers Bank* [Docket Nos. 671, 672];
- Drafted, reviewed, revised, and finalized demonstrative presentation for CB settlement payment dispute hearing;
- Corresponded with the Debtors, the Debtors' advisors, and advisors for CB regarding CB settlement payment dispute;
- Researched and analyzed issues related to CB settlement payment dispute;
- Reviewed and analyzed joint motion for Rule 2004 examination of American Express Kabbage Inc. by CB and CRB and supporting declaration [Docket Nos. 622, 623];
- Drafted, reviewed, revised, and finalized *Statement of Debtors in Support of Joint Motion of Cross River Bank and Customers Bank for an Order, Pursuant to Section 105(a) of the Bankruptcy Code, Bankruptcy Rule 2004, and Local Bankruptcy Rule 2004-1, Authorizing and Directing the Examination of American Express Kabbage Inc.* [Docket No. 694] and motion to seal;
- Conducted witness preparation and prepared for March 20, 2023 hearing on CB and CRB's joint Rule 2004 motion; and

- Drafted, reviewed, revised, and finalized *Order Enforcing the Settlement Order and the Settlement Agreement Between KServicing and Customers Bank* [Docket No. 732].

f. Settlements (including 9019 matters) (Task Code 029)

Fees: \$63,137.50; Total Hours: 53.10

- Corresponded with the Debtors and the Debtors' advisors, creditors, and other stakeholders regarding settlement proposals with various parties;
- Drafted, reviewed, and revised settlement proposals and term sheets for the U.S. Small Business Administration, the U.S. Department of Justice ("DOJ"), and CRB;
- Corresponded with the Debtors and the Debtors' advisors, creditors, and other stakeholders regarding DOJ Civil Investigative Demand ("CID");
- Reviewed documents for privilege and drafted, reviewed, and revised privilege log related to DOJ CID; and
- Reviewed and revised 9019 motions and proposed orders related to potential settlements with governmental entities.

g. Servicing Transfer (Task Code 035)

Fees: \$276,244.00; Total Hours: 205.80

- Drafted, reviewed, revised, and finalized *Debtors' Motion for Entry of an Order (I) Authorizing and Approving the Loan Transfer Agreement Between KServicing, Lendistry SBLC, LLC, and the Federal Reserve Bank of San Francisco; (II) Authorizing Debtors to Take All Actions to Facilitate Transfer of Certain Servicing Rights and Obligations; and (III) Granting Related Relief* [Docket No. 721] and related documents, including the loan transfer agreement;
- Drafted, reviewed, revised, and finalized declaration in support of motion for approval of loan transfer agreement [Docket No. 722];
- Corresponded with Weil team, the Debtors, and various parties regarding the loan servicing transition plan;
- Reviewed and analyzed documents and correspondence related to the transitioning of the Debtors' loan servicing obligations;

- Discussed and conferred with Weil team, the Debtors, CB, CRB, the Reserve Bank, and AmEx regarding servicing documents in AmEx's control and/or possession;
- Drafted, reviewed, and revised loan servicing transition plan, statement of work, and updates for each alternative servicer; and
- Prepared for and attended KServicing transition task force working group meetings.

13. The foregoing professional services performed by Weil were necessary and appropriate to the administration of these Chapter 11 Cases and were in the best interests of the Debtors' estates and their stakeholders. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and nature of the problems, issues, and tasks involved. The professional services were performed skillfully and efficiently.

Actual and Necessary Disbursements

14. Weil requests allowance of actual and necessary expenses incurred during the Fee Period in the aggregate amount of \$16,126.83. Annexed hereto as **Exhibit B** is a list of Weil's itemized actual and necessary expenses. Weil's disbursement policies pass through all out-of-pocket expenses at actual cost or an estimated actual cost when the actual cost is difficult to determine. For example, with respect to duplication charges, Weil charges \$0.10 per black and white page and \$0.50 per color page because the actual cost is difficult to determine. Similarly, as it relates to computerized research, Weil believes that it does not make a profit on that service as a whole, although the cost of any particular search is difficult to ascertain. Other reimbursable expenses (whether the service is performed by Weil in-house or through a third-party vendor) include, but are not limited to, overtime meals, deliveries, travel, and local transportation.

Reservation of Rights

15. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Fee Period but were not processed prior to the preparation of

this Fee Statement, or Weil has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Fee Period, Weil reserves the right to request additional compensation for such services and reimbursement of such expenses in a future fee statement.

Notice

16. Notice of this Fee Statement will be provided in accordance with the Interim Compensation Order on the Fee Notice Parties (as defined in the Interim Compensation Order). No further notice is required.

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WHEREFORE Weil respectfully requests (a) interim allowance of compensation for professional services rendered to the Debtors during the Fee Period in the amount of \$2,084,722.75 for actual and necessary costs, and for expenses incurred by Weil during the Fee Period in the amount of \$16,126.83; (b) that, in accordance with the Interim Compensation Order, the Debtors pay Weil a total of \$1,683,905.03 consisting of \$1,667,778.20 (representing 80% of the total amount of fees allowed) and \$16,126.83 (representing 100% of the expenses allowed), if no objections are timely filed and Weil files a certificate of no objection with the Court in accordance with the Interim Compensation Order; (c) that the interim allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Weil's right to seek such further compensation for the full value of services performed and expenses incurred; and (d) that the Court grant Weil such other and further relief as is just.

Dated: May 10, 2023
New York, New York

/s/ Candace M. Arthur

WEIL, GOTSHAL & MANGES LLP
Ray C. Schrock, P.C. (admitted *pro hac vice*)
Candace M. Arthur (admitted *pro hac vice*)
Natasha S. Hwangpo (admitted *pro hac vice*)
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Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
KABBAGE, INC. d/b/a KSERVICING, et al.,	:	Case No. 22-10951 (CTG)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
	X	

DECLARATION OF CANDACE M. ARTHUR

I, Candace M. Arthur, hereby declare the following under penalty of perjury:

1. I am a member with the applicant firm, Weil, Gotshal & Manges LLP (“Weil” or the “Firm”), and have been admitted to appear before this Court, by order dated October 4, 2022 [Docket No. 29].

2. I have personally performed many of the legal services rendered by Weil as counsel to the Debtors and am thoroughly familiar with the other work performed on behalf of the Debtors by the lawyers, paraprofessionals, and other non-legal staff in the Firm.

3. I have reviewed the foregoing Fee Statement, and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-2 and submit that the Fee Statement complies with such rule.

Dated: May 10, 2023
New York, New York

/s/ Candace M. Arthur
Candace M. Arthur

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable are: Kabbage, Inc. d/b/a KServicing (3937); Kabbage Canada Holdings, LLC (N/A); Kabbage Asset Securitization LLC (N/A); Kabbage Asset Funding 2017-A LLC (4803); Kabbage Asset Funding 2019-A LLC (8973); and Kabbage Diameter, LLC (N/A). Kabbage is a trademark of American Express used under license; Kabbage, Inc. d/b/a KServicing is not affiliated with American Express. The Debtors’ mailing and service address is 925B Peachtree Street NE, Suite 383, Atlanta, GA 30309.