

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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	:	
In re	:	Chapter 11
	:	
KABBAGE, INC. d/b/a KSERVICING <i>et al.</i>,	:	Case No. 22-10951 (CTG)
	:	
Debtors.¹	:	(Jointly Administered)
	:	
	:	Obj. Deadline: August 10, 2023 at 4:00 p.m.
	:	Hearing Date: August 22, 2023 at 1:00 p.m.

**NOTICE OF THIRD INTERIM AND FINAL FEE
APPLICATION OF JONES DAY FOR ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND FOR
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL
TO THE DEBTORS FOR THE (I) THIRD INTERIM PERIOD
OF APRIL 1, 2023 THROUGH JUNE 20, 2023 AND (II) FINAL
COMPENSATION PERIOD OF OCTOBER 3, 2022 THROUGH JUNE 20, 2023**

Name of Applicant:	Jones Day
Authorized to Provide Professional Services to:	Debtors and Debtors-in-Possession
Date of Retention:	November 2, 2022, effective as of October 3, 2022
Interim period for which compensation and reimbursement are sought:	April 1, 2023 through June 20, 2023 (the “ <u>Third Interim Fee Period</u> ”)
Amount of interim compensation sought as actual, reasonable, and necessary:	\$77,497.50
Amount of interim expense reimbursement sought as actual, reasonable, and necessary:	\$37,079.98
Final period for which compensation and reimbursement are sought:	October 3, 2022 through June 20, 2023 (the “ <u>Final Fee Period</u> ”)

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.

Amount of final compensation sought as actual,
reasonable, and necessary: \$335,542.50

Amount of final expense reimbursement sought
as actual, reasonable, and necessary: \$241,372.90

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

SUMMARY OF PRIOR INTERIM FEE APPLICATIONS**First Interim Fee Application**

Date Filed / Docket No.	Period Covered	Total Amount Requested		Total Amount Paid	
		Fees	Expenses¹	Fees	Expenses
February 14, 2023 / Dkt. 534	October 3 – December 31, 2022	\$188,987.50	\$153,582.18	\$188,987.50	\$153,582.18
Total		\$188,987.50	\$153,582.18	\$188,987.50	\$153,582.18

Second Interim Fee Application

Date Filed / Docket No.	Period Covered	Total Amount Requested		Total Amount Paid	
		Fees	Expenses²	Fees	Expenses
May 15, 2023 / Dkt. 823	January 1 – March 31, 2023	\$69,057.50	\$50,710.74	\$69,057.50	\$50,710.74
Total		\$69,057.50	\$50,710.74	\$69,057.50	\$50,710.74

¹ Includes expenses paid in the amount of \$147,803.75 for services provided by Forensic Risk Alliance, Inc. (“FRA”), Jones Day’s consultant with respect to the Federal Investigations. Consistent with the requirements of Local Rule 2016-2, copies of FRA’s invoices were attached as Exhibit C to the monthly fee applications.

² Includes expenses paid in the amount of \$23,436.25 for services provided by FRA. Consistent with the requirements of Local Rule 2016-2, copies of FRA’s invoices were attached as Exhibit C to the monthly fee applications.

SUMMARY OF MONTHLY APPLICATIONS FOR THE THIRD INTERIM PERIOD

		Total Amount Requested		Total Amount Approved via Certificate of No Objection		Total Amount Paid to Date		Holdback
Date Filed / Docket No.	Period Covered	Fees	Expenses	Fees (80%)	Expenses (100%)	Fees	Expenses	Fees (20%)
June 8, 2023 / Dkt. 856	Apr. 1 – 30, 2023	\$62,982.50	\$17,657.40	\$50,386.00	\$17,657.40	\$50,386.00	\$17,657.40	\$12,596.50
July 13, 2023 Dkt. 897	May 1 – 31, 2023	\$10,565.00	\$4,889.24	N/A	N/A	\$0.00	\$0.00	\$2,113.00
July 19, 2023 Dkt. 909	June 1 – 30, 2023	\$3,950.00	\$9,797.54	N/A	N/A	\$0.00	\$0.00	\$790.00

Summary of any objections to monthly applications: None³

Compensation and reimbursement sought in the Third Interim Fee Application not yet paid: \$41,798.28

³ The objection deadlines for the (a) *Eighth Monthly Application of Jones Day, Special Counsel to the Debtors, for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses for the Period From May 1, 2023 Through May 31, 2023* and (b) the *Ninth Monthly Application of Jones Day, Special Counsel to the Debtors, for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses for the Period From June 1, 2023 Through June 20, 2023* have not yet passed.

PLEASE TAKE NOTICE that Jones Day (the “Applicant”), special counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”) has today filed this third interim and final application (the “Application”) for payment of compensation and reimbursement of expenses for the period of (a) April 1, 2023 through June 20, 2023 (the “Third Interim Fee Period”), and (b) October 3, 2022 through and including June 20, 2023 (the “Final Fee Period”) pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. 136] (the “Interim Compensation Order”)¹ and the *Order Confirming Amended Joint Chapter 11 Plan of Liquidation of Kabbage, Inc. (d/b/a Kservicing) and Its Affiliated Debtors* [Dkt. 680] (the “Confirmation Order”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, objections, if any, to this Application must be filed with the Court and served on the Applicant at the address set forth below and the Notice Parties so as to be actually received by August 10, 2023 at 4:00 p.m. (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that, if any objections to the Application are received, the Application and such objections shall be considered at a hearing before the Honorable Craig T. Goldblatt, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Courtroom 7, Wilmington, Delaware 19801 on August 22, 2023 at 1:00 p.m.. (prevailing Eastern Time).

PLEASE TAKE FURTHER NOTICE that, (a) attached hereto as Exhibit A is the Applicant’s summary cover sheet of the Third Interim Fee Period, (b) attached hereto as Exhibit B is a summary of compensation by each professional of the Applicant that worked on the above-captioned chapter 11 cases during the Third Interim Fee Period, (c) attached hereto as

¹ Capitalized terms used but not otherwise defined herein have the meanings given to them in the Interim Compensation Order.

Exhibit C is a summary of compensation by each professional of the Applicant that worked on the above-captioned chapter 11 cases during the Final Fee Period, (d) attached hereto as Exhibit D is a summary of compensation by project category during the Third Interim Fee Period, (e) attached hereto as Exhibit E is a summary of compensation by project category during the Final Fee Period, (f) attached hereto as Exhibit F is an expense summary during the Third Interim Fee Period, (g) attached hereto as Exhibit G is an expense summary during the Final Fee Period, (h) attached hereto as Exhibit H are the Applicant's customary and comparable compensation disclosures, (i) attached hereto as Exhibit I is Applicant's budget for the Third Interim Fee Period, (j) attached hereto as Exhibit J is Applicant's staffing plan for the Third Interim Fee Period, and (k) attached hereto as Exhibit K is the Certification of Daniel J. Merrett in support of the Third Interim and Final Fee Application.

PLEASE TAKE FURTHER NOTICE that, if no timely objection is filed to the Application, in accordance with the terms of the Interim Compensation Order, the Court may enter an order granting the Application without a hearing.

Dated: July 20, 2023
Atlanta, Georgia

Respectfully submitted,

/s/ Daniel J. Merrett
Daniel J. Merrett (GA 924076)
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ATTORNEYS FOR DEBTORS