

IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF MISSISSIPPI

IN RE: EXPRESS GRAIN TERMINALS, LLC¹
Debtor

CHAPTER 11
CASE NO. 21-11832-SDM

FIFTH APPLICATION FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF NECESSARY EXPENSES
FOR CHIEF RESTRUCTURING OFFICER
[Sale Issues]

COMES NOW CR3 Partners, LLC (“CR3” or “Applicant”), and files this its *Fifth Application for Allowance of Compensation and Reimbursement of Necessary Expenses for Chief Restructuring Officer [Sale Issues]* (the “Application”), and in support thereof, would show as follows:

1. Debtor initiated this Chapter 11 case by the filing a Voluntary Petition on September 29, 2021. Subsequent thereto, the Debtor has been, and is, the duly qualified, and acting Debtor-in-Possession in this Chapter 11 case. The Debtor is in control of its assets and is managing and operating the Debtor-in-Possession’s businesses.

2. On October 13, 2021, the Court entered an Agreed Second Interim Order (I) Authorizing Use of Cash Collateral, (II) Authorizing Continued Use of Existing Bank Accounts and Cash Management System, and (III) Granting Adequate Protection [DK #120] authorizing the retention of Dennis Gerrard (“Mr. Gerrard”), with CR3, as interim Chief Restructuring Officer (the “CRO”) subject to a final motion and order approving the terms of his employment as CRO. The subsequent application and amended application to employ CR3 and the CRO on a permanent basis, was considered at a hearing on the application and the amended application on November 30, 2021,

¹Jointly administered with *In re Express Biodiesel, LLC*, Case No. 21-11834-SDM and *In re Express Processing, LLC*, Case No. 21-11835-SDM.

and on January 25, 2022, the Court entered a Memorandum Opinion and Order [DK #1767] approving the employment of Mr. Gerrard as CRO of the Debtor, on a final basis.

3. The Debtor made the decision relatively early on in this case that its assets should be marketed, and then sold, at the appropriate time. The Debtor, and CR3 and Dennis Gerrard, the actual designated Chief Restructuring Officer (the “CRO”), actively marketed substantially all of the assets of the Debtor, entertained prospective purchasers, gathered and compiled non-disclosure agreements, conducted site visits and negotiations with respect to the sale of substantially all of the assets of the Debtor.

4. Those efforts culminated in an order, after an auction was held, approving the sale of substantially all of the assets of the Debtor (the “Sale Order”). The Sale Order was entered on April 11, 2022, and appears at Docket Number 2708, and is incorporated herein by reference.

5. As noted in prior pleadings that have been filed with this Court, UMB Bank, N.A. (“UMB”) agreed to provide a payment to the Debtor in the form of a surcharge with respect to the efforts of Debtor’s counsel and CR3 regarding the efforts they made and incurred that resulted in the entry of the Sale Order.

6. The surcharge has been paid by UMB to CR3, Applicant here, and to Debtor’s counsel (which is filing a separate, supplemental application for compensation to be paid from the same \$400,000 surcharge).

7. Accordingly, in order to reflect only those services rendered, and expenses incurred, with respect to the sale of substantially all of the assets of the Debtor, the auction in connection therewith, the sale hearing, the entry of the order and the follow up work necessary to eventually get to a closing (which has now occurred), Applicant prepares this separate Application limited only to fees and expenses incurred in connection with the sale of substantially all of the assets of the Debtor.

8. The substantial services rendered to the Debtor and the expenses incurred by CR3 benefitted the estate. CR3 represents to the Court that the services rendered to the Debtor were reasonable and necessary and that said services have actually been rendered. A detailed itemization of such services and expenses is attached as Exhibit "A" and incorporated by reference.

9. The fees and expenses charged and incurred represent reasonable and necessary fees and expenses that were required to be extended by CR3 to the Debtor in all matters in connection with the sale of substantially all of the assets of the Debtor, case administration of the sale of assets and to protect and preserve all rights of the Debtor and the interests of creditors in furtherance of CR3's obligations herein; and they represent normal and customary fees and expenses incurred and charged for chief restructuring officers in similar cases for asset sales. The time, skill and experience utilized by CR3 and the CRO for the Debtor justify the approval of the Application.

10. This is CR3's fifth request for allowance of compensation for professional services rendered by CR3 to the Debtor herein. This request covers the work performed from April 10, 2022, to and including July 31, 2022, and is for the sum of \$105,175.00 (\$103,517.00 in fees and \$1,658.00 in expenses), limited to fees and expenses incurred with respect to the sale of substantially all of the Debtor's assets.

11. CR3's fourth request for allowance of compensation for professional services rendered by CR3 to the Debtor herein covered the work performed from October 12, 2021, to and including April 8, 2022, and was for the sum of \$874,604.25 (\$796,577.00 in fees and \$78,027.25 in expenses). Some of the fee and expense entries that were itemized on Exhibit "A" to CR3's fourth request for compensation were included in CR3's first, second and third requests for compensation. The total amount of compensation for fees and expenses requested in that Application did not

include those entries. An Order [DK #2894] approving the full amount requested was entered on June 21, 2022.

12. CR3's third request for allowance of compensation for professional services rendered by CR3 to the Debtor herein but its first request in connection with the 11 U.S.C. § 557 issues covered the work performed October 14, 2021, to and including April 9, 2022, and is for the sum of \$192,361.86 (\$181,865.00 in fees and \$10,496.86 in expenses). Some of the fee and expense entries that were itemized on Exhibit "A" to CR3's third request for compensation were included in CR3's first request for compensation. The total amount of compensation for fees and expenses requested in that Application did not include those entries. An Order [DK #2883] approving the full amount requested was entered on June 13, 2022.

13. CR3's second request for allowance of compensation for professional services rendered by CR3 to the Debtor herein but its first request in connection with the sale issues covered the work performed from November 1, 2021, to and including April 8, 2022, and was for the sum of \$204,547.81 (\$183,695.00 in fees and \$20,852.81 in expenses), limited to fees and expenses incurred with respect to the sale of substantially all of the Debtor's assets. Some of the fee and expense entries that were itemized on Exhibit "A" to CR3's second request for compensation were included in CR3's first request for compensation. The total amount of compensation for fees and expenses requested in that Application did not include those entries. An Order [DK #2823] approving the full amount requested was entered on May 16, 2022.

14. CR3's first request (an informal request that is being treated as an application here, for purposes of clarity) for allowance of compensation for professional services rendered by CR3 to the Debtor herein covered the work performed October 11, 2021, to and including November 13,

2021, and was for the sum of \$355,846.33. An Order [DK#1602] approving the full amount requested was entered on December 28, 2021, and it has been paid.

WHEREFORE, PREMISES CONSIDERED, Applicant requests that this Court enter an Order awarding reasonable attorneys' fees for the professional services rendered herein and authorizing Debtor to pay said fees and expenses as a surcharge not to exceed \$400,000 for Applicant and Debtor's counsel; to the extent the Application seeks fees and expenses over and above the \$400,000 surcharge amount, they shall be paid from available funds for professional fees and expenses. Applicant prays for general relief.

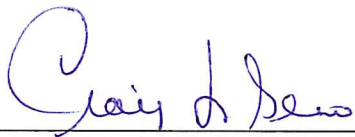
THIS, the 4th day of October, 2022.

Respectfully submitted,

EXPRESS GRAIN TERMINALS, LLC

By Its Attorneys,

LAW OFFICES OF CRAIG M. GENO, PLLC

By: 
Craig M. Geno

OF COUNSEL:

Craig M. Geno; MSB No. 4793
LAW OFFICES OF CRAIG M. GENO, PLLC
587 Highland Colony Parkway
Ridgeland, MS 39157
601-427-0048 - Telephone
601-427-0050 - Facsimile
cmgeno@cmgenolaw.com

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CERTIFICATE OF SERVICE

I, Craig M. Geno, do hereby certify that I have caused to be served this date, via electronic filing transmission, a true and correct copy of the above and foregoing to the following:

Abigail M. Marbury, Esq.
abigail.m.marbury@usdoj.gov

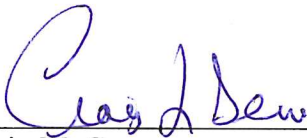
Eric L. Johnson, Esq.
ejohnson@spencerfane.com

R. Spencer Clift, III, Esq.
sclift@bakerdonelson.com

Mr. Dennis Gerard
dennis.gerrard@cr3partners.com

R. Franklin Childress, Jr., Esq.
fchildress@bakerdonelson.com

THIS, the 4th day of October, 2022.



Craig M. Geno

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF MISSISSIPPI**

**IN RE: EXPRESS GRAIN TERMINALS, LLC
Debtor**

**CHAPTER 11
CASE NO. 21-11832-SDM**

EXHIBIT "A"

Express Grain Terminals, LLC
 CR3 Partners, LLC - Asset Disposition Fees & Expenses
 April 10 - July 31, 2022

Date	Professional	Hours	Rate	Fees	Description
04/04/22	Marc Patterson	0.5	\$ 425	\$ 213	Internal CR3 Winddown Checklist Call
04/04/22	Marc Patterson	0.5	425	213	Participate in weekly BUB update call.
04/11/22	Baring, James	0.3	575	173	Email correspondences regarding MS DEQ letters to be shared with UMB team.
04/11/22	Baring, James	0.2	575	115	Email correspondences w/ V. Beason and T. Lavendar (UMB) regarding TSA invoice and new bank account.
04/11/22	Baring, James	0.3	575	173	Prepare final TSA retainer invoice to submit to UMB.
04/11/22	Baring, James	0.3	575	173	Prepare for and lead call w/ D. Gerrard regarding TSA expense reimbursement invoice and MS DEQ letters.
04/11/22	Baring, James	0.3	575	173	Prepare for and lead call w/ K. McQueen (EGT) regarding process for preparing support and invoice for initial TSA expense reimbursement invoice.
04/11/22	Baring, James	1.1	575	633	Working session to prepare draft version of 4-week TSA reimbursement invoice and confirm payroll and CR3 personnel related issues w/ D. Gerrard (CR3)
04/11/22	Baring, James	1.2	575	690	Working session to prepare draft version of 4-week TSA reimbursement schedule to be included with invoice.
04/12/22	Baring, James	0.2	575	115	Email correspondences regarding storm damage insurance claim and flyover video to be shared with UMB team.
04/12/22	Baring, James	0.6	575	345	Prepare for and attend asset disposition task list update call with EGT and CR3 Partners teams.
04/12/22	Baring, James	0.8	575	460	Prepare for and lead call w/ K. McQueen (EGT) regarding TSA expenses and status update on supporting invoice collection process and reimbursable disbursement list for prior 4-week.
04/12/22	Baring, James	0.9	575	518	Working session to update weekly cash flow variance report with TSA actual expenses thru w.e. 4/8.
04/12/22	Marc Patterson	0.9	425	383	Internal CR3 Winddown Checklist Call
04/13/22	Baring, James	0.3	575	173	Email correspondences regarding W9 for Minter City Water w/ T. Lavender (UMB) and K. McQueen (EGT)
04/13/22	Baring, James	0.5	575	288	Prepare for and attend Asset Disposition Business Update meeting regarding transition of services to UMB w/ CR3 and EGT teams.
04/13/22	Baring, James	0.8	575	460	Prepare updated payroll schedule to be included in TSA expense reimbursement invoice for 4-week period from w.e. 3/18 to 4/8,
04/13/22	Bearup, Todd - EMP	1.5	575	863	Update TSA cash flow reimbursement model and provide to CRO.
04/13/22	Marc Patterson	0.5	425	213	Participate in weekly BUB update call.
04/13/22	Williams, Heather	0.7	595	417	Participate in call with Debtor and UMB counsel re data preservation and transition.
04/14/22	Baring, James	0.7	575	403	Lead call w/ K. McQueen (EGT) to review list of disbursements to be included in TSA invoice and discuss status of collecting all invoices to be submitted as support.
04/14/22	Baring, James	1.1	575	633	Prepare for and lead TSA expense reimbursement invoice support preparation discussion w/ K. McQueen (EGT)
04/14/22	Williams, Heather	1.0	595	595	Prepare for and participate in call w/ counsel and 3rd party IT firms re data preservation.
04/15/22	Baring, James	0.4	575	230	Call w/ K. McQueen (EGT) regarding invoice support for TSA expense reimbursement invoice.

Express Grain Terminals, LLC
 CR3 Partners, LLC - Asset Disposition Fees & Expenses
 April 10 - July 31, 2022

Date	Professional	Hours	Rate	Fees	Description
04/15/22	Baring, James	0.4	575	230	Email correspondences w/ T. Lavender regarding TSA retainer and status of first expense reimbursement invoice.
04/15/22	Baring, James	0.4	575	230	Finalize payroll schedule, including reconciling payroll tax amounts to payroll registers, to be included with TSA invoice.
04/15/22	Baring, James	0.4	575	230	Prepare final 4-week TSA expense reimbursement invoice and supporting schedules and summarize key issues in email to D. Gerrard for approval of invoice prior to circulation to UMB.
04/15/22	Baring, James	0.8	575	460	Prepare final reconciliation schedule of all reimbursable expenses to be included in 4-week TSA expense reimbursement invoice and prepare all invoices support for said expenses.
04/15/22	Baring, James	1.2	575	690	Prepare for and lead working session w/ K. McQueen to prepare TSA expense reimbursement invoice and all necessary support to submit to UMB.
04/15/22	Baring, James	0.6	575	345	Working session to prepare insurance disbursements invoice support and policy schedule as well as allocate utilities expenses and prepare invoice support.
04/15/22	Baring, James	0.6	575	345	Working session to prepare redacted payroll registers, payroll schedule, and CR3 Professional fee invoice support for TSA expense reimbursement invoice.
04/15/22	Baring, James	1.2	575	690	Working session to prepare revised TSA expense reimbursement invoice and prepare corresponding invoice support.
04/15/22	Williams, Heather	2.1	\$ 595	\$ 1,250	Access / review data on back-up machine.
04/18/22	Baring, James	0.2	575	115	Email correspondence w/ K. McQueen (EGT) regarding TSA invoice #2.
04/18/22	Baring, James	0.1	575	58	Email correspondences w/ E. Johnson (Spencer Fane) regarding CR3 and UMB update call time.
04/18/22	Baring, James	0.4	575	230	Prepare for and attend asset disposition wind down check list call with CR3 and EGT teams.
04/18/22	Baring, James	0.6	575	345	Prepare for and attend TSA update call with CR3 and UMB teams w/ E. Johnson (Spencer Fane), UMB team, and D. Gerrard (CR3 Partners).
04/18/22	Baring, James	0.4	575	230	Prepare for and lead TSA expense update call w/ K. McQueen (EGT).
04/18/22	Baring, James	0.3	575	173	Working session to complete TSA invoice #2 and related support and provide to UMB team.
04/18/22	Baring, James	0.7	575	403	Working session to update TSA cash flow variance reporting and share w. T. Bearup and D. Gerrard (CR3)
04/18/22	Gerrard, Dennis	0.5	775	388	Call w/ UMB re: TSA matters.
04/18/22	Marc Patterson	0.8	425	340	Internal CR3 Winddown Checklist Call
04/19/22	Baring, James	0.1	575	58	Email correspondence w/ EGT insurance broker regarding Stock Through Put policy per Rob (UMB) request.
04/19/22	Baring, James	0.3	575	173	Email correspondences and research to provide invoice support for T. Lavender and Rob (UMB) questions regarding TSA invoice #2 expenses.
04/19/22	Baring, James	0.6	575	345	Working session to prepare TSA actuals to be included in weekly cash flow variance report.
04/19/22	Bearup, Todd - EMP	0.8	575	460	Work on winddown TSA reimbursement analysis at request of CRO.
04/20/22	Baring, James	0.2	575	115	Prepare for and lead TSA invoice support update call w/ K. McQueen (EGT).
04/20/22	Gerrard, Dennis	0.2	775	155	Reply emails re: TSA.

Express Grain Terminals, LLC
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 April 10 - July 31, 2022

Date	Professional	Hours	Rate	Fees	Description
04/21/22	Baring, James	0.3	575	173	Email correspondences w. K. McQueen (EGT) and D. Gerrard (CR3) regarding TSA invoice #3
04/21/22	Baring, James	0.4	575	230	Email correspondences w/ E. Johnson (Spencer Fane) and T. Lavender (UMBS_ regarding TSA invoice #3, payment status on TSA invoice #2 and scheduling of a call to discuss invoice questions.
04/21/22	Baring, James	1.1	575	633	Prepare draft version of TSA invoice #3 and review and compile all invoice support for expenses included in the invoice.
04/21/22	Baring, James	0.4	575	230	Review and redact payroll register for TSA invoice #3 and update payroll tax calculation to be included in TSA invoice #3
04/21/22	Gerrard, Dennis	0.2	775	155	Reply emails re: TSA.
04/22/22	Baring, James	0.3	575	173	Email correspondences w. K, McQueen, C. Stubbs, A. Smithee, and EGT insurance brokers regarding extension of TSA transition period to end of May 2022.
04/22/22	Baring, James	0.1	575	58	Email correspondences w/ CR3 billing team regarding ShareFile section 363 data room invoice to be included in TSA reimbursable expenses going forward.
04/22/22	Baring, James	0.2	575	115	Email correspondences w/ E. Johnson (Spencer Fane) regarding scheduling of call and TSA invoice #2 questions.
04/22/22	Baring, James	0.4	575	230	Email correspondences w/ EGT insurance brokers, John Hancock team, and A. Smithee regarding invoice support for TSA reimbursable expenses.
04/22/22	Baring, James	0.5	575	288	Prepare for and attend asset disposition wind down check list call with CR3 and EGT teams.
04/22/22	Baring, James	0.6	575	345	Prepare for and attend TSA invoice #2 expense discussion w/ E. Johnson (Spencer Fane), UMB team, and D. Gerrard (CR3 Partners)
04/22/22	Baring, James	0.3	575	173	Prepare for and lead TSA invoice #3 update call w/ K. McQueen (EGT)
04/22/22	Baring, James	0.5	575	288	Working session to compile, review, and determine validity of invoice support for benefits related expenses for inclusion in next TSA reimbursable expense invoice, specifically, Principal, Colonial, Blue Cross Blue Shield, and John Hancock invoices since March 1st 2022.
04/22/22	Baring, James	0.4	575	230	Working session to research and review invoices in question per E. Johnson (Spencer Fane) email prior to call.
04/22/22	Baring, James	0.4	575	230	Working session to prepare update TSA reimbursable expense actuals variance based upon discussion w/ UMB.
04/22/22	Baring, James	0.4	575	230	Prepare revised version of TSA invoices #2 and #3 based upon call with UMB team.
04/22/22	Gerrard, Dennis	0.5	775	388	Participate in BUB call.
04/22/22	Gerrard, Dennis	0.4	775	310	Call w/UMB and James re: TSA billing.
04/22/22	Marc Patterson	0.5	425	213	Internal CR3 Winddown Checklist Call
04/22/22	Marc Patterson	0.5	425	213	Participate in weekly BUB update call.
04/25/22	Baring, James	0.3	575	173	Email correspondences w/ J. Kilgore and C. Head (USI Insurance) regarding invoice support for potential reimbursable TSA expenses.
04/26/22	Baring, James	0.2	575	115	Email correspondences w/ D. Gerrard (CR3), K. McQueen (EGT) and K. Lavender (UMB) regarding payment of TSA invoices #2 and #3
04/26/22	Baring, James	0.3	575	173	Email correspondences w/ W. Jones (EGT), EGT Insurance brokers, and D. Gerrard (CR3) regarding workers comp policy details requested by B. Riley team.

Express Grain Terminals, LLC
 CR3 Partners, LLC - Asset Disposition Fees & Expenses
 April 10 - July 31, 2022

Date	Professional	Hours	Rate	Fees	Description
04/26/22	Baring, James	0.3	575	173	Prepare for and lead call w/ K. McQueen regarding TSA invoice #4
04/26/22	Baring, James	0.3	575	173	Review and prepare redacted version of payroll register to be included in in TSA invoice #4
04/26/22	Baring, James	0.6	575	345	Working session to begin preparing draft version of TSA invoice #4.
04/27/22	Baring, James	0.2	575	115	Email correspondences w/ T. Bearup (CR3) regarding incorporating payment of TSA invoices #2 and #3 into TSA weekly cash variance.
04/27/22	Baring, James	0.5	575	288	Prepare wind down task list for asset disposition related items.
04/27/22	Baring, James	0.4	575	230	Working session to prepare updated TSA reimbursable expense variance report with payroll, professional fees, and expense allocations.
04/27/22	Bearup, Todd - EMP	0.9	575	518	Update the TSA expense reimbursement summary.
04/28/22	Baring, James	0.7	575	403	Working session to draft TSA reimbursable invoice #4 and compile, redact, and prepare supporting invoice and transaction details for all expenses.
04/29/22	Baring, James	0.3	575	173	Email correspondences regarding distribution of approved TSA invoice #4 w/ D. Gerrard (CR3), K. Lavender and team (UMB), K. McQueen (EGT)
04/29/22	Baring, James	0.2	575	115	Email correspondences w/ K. McQueen (EGT) and C. Head (USI Insurance brokers) regarding approval of AFCO insurance premium payment plan payment to be issued today.
04/29/22	Baring, James	0.3	575	173	Prepare for and lead call w. K, McQueen (EGT) regarding TSA invoice #4 and invoice support.
04/29/22	Baring, James	1.1	575	633	Working session to begin preparing May TSA reimbursable expense forecasts for inclusion in May cash collateral budget.
04/29/22	Baring, James	0.6	575	345	Working session to prepare final version of TSA invoice #4 and all necessary supporting schedules and invoices
04/29/22	Marc Patterson	0.5	425	213	Participate in weekly BUB.
05/03/22	Baring, James	1.6	575	920	Prepare for and attend farmer settlement hearing.
05/03/22	Bearup, Todd - EMP	1.7	575	978	Work on TSA Reimbursement report and review several files and correspondence from James.
05/05/22	Baring, James	0.7	575	403	Prepare draft TSA invoice #5 and all invoice support.
05/06/22	Baring, James	1.2	575	690	Prepare TSA invoice #5, review, redact, and compile all invoice support.
05/06/22	Bearup, Todd - EMP	0.3	575	173	Review TSA update model that James had updated to include latest CCO.
05/06/22	Marc Patterson	0.5	425	213	Participate in weekly BUB update call.
05/09/22	Baring, James	0.6	575	345	Prepare for and lead asset disposition task list update w/ CR3 and EGT teams.
05/09/22	Bearup, Todd - EMP	0.8	575	460	Work on New TSA Reimbursement model and VAR.
05/10/22	Baring, James	1.1	575	633	Research and prepare updates to TSA cumulative cash flow variance and available balance in bank account.
05/10/22	Baring, James	0.4	575	230	Research and respond to T. Lavender requests regarding TSA invoice #5 insurance question.
05/11/22	Baring, James	0.3	575	173	Email correspondences and revise TSA invoice #5 and send to UMB team.
05/11/22	Baring, James	0.1	575	58	Prepare for and lead call w/ D. Gerrard (CR3) regarding TSA invoice #5 revisions.
05/12/22	Baring, James	0.9	575	518	Review supporting invoices for TSA invoice #6 and redact confidential information.

Express Grain Terminals, LLC
 CR3 Partners, LLC - Asset Disposition Fees & Expenses
 April 10 - July 31, 2022

Date	Professional	Hours	Rate	Fees	Description
05/13/22	Baring, James	0.2	575	115	Email correspondences w/ D. Gerrard (CR3) regarding approval of TSA invoice #6.
05/13/22	Baring, James	0.8	575	460	Finalize revisions to TSA invoice #6, prepare supporting documentation, and update weekly variance master cash flow file.
05/13/22	Baring, James	1.8	575	1,035	Preform research, lead calls and email correspondences w/ UMB, USI and AFCO teams regarding EGT insurance premium financing agreements.
05/13/22	Baring, James	0.6	575	345	Prepare final invoice file and support and prepare email correspondences w/ T. Lavender and UMB team regarding submission of TSA invoice #6 and invoice support.
05/13/22	Baring, James	0.1	575	58	Prepare for and lead call w/ D. Gerrard (CR3) regarding TSA invoice #6 revisions and status.
05/13/22	Baring, James	0.7	575	403	Prepare for and lead call w/ K. McQueen (EGT) regarding TSA preparing invoice #6 and relevant support.
05/13/22	Baring, James	0.4	575	230	Prepare for and lead call w/ K. McQueen regarding revisions to TSA invoice #6.
05/13/22	Baring, James	1.0	575	575	Prepare summary of findings regarding EGT insurance premium financing agreements for UMB and revise TSA invoice #6.
05/13/22	Baring, James	1.3	575	748	Prepare TSA invoice #6 and relevant support.
05/13/22	Baring, James	0.3	575	173	Research and email confirmation to T. Lavender regarding payment status for TSA invoice #5
05/13/22	Marc Patterson	0.5	425	213	Participate in weekly BUB.
05/16/22	Baring, James	0.6	575	345	Prepare and review email correspondences w/ Insurance Brokers and UMB team regarding insurance charges on TSA invoice #6.
05/16/22	Baring, James	0.2	575	115	Prepare and review email correspondences w/ T. Bearup (CR3) regarding TSA cash flow variance report.
05/16/22	Baring, James	0.3	575	173	Prepare cash flow variance analysis for TSA invoice #7.
05/17/22	Baring, James	0.7	575	403	Prepare cash flow variance analysis for TSA invoice #7
05/17/22	Baring, James	0.3	575	173	Prepare for and attend weekly collections and TSA update call w/ K. McQueen (EGT)
05/17/22	Baring, James	0.6	575	345	Review and revise weekly asset listing report from K. McQueen for TSA related items.
05/17/22	Marc Patterson	0.6	425	255	BK Court call regarding Borton.
05/18/22	Baring, James	0.1	575	58	Call w/ J. Kilgore regarding insurance coverage question from TSA invoice.
05/18/22	Baring, James	0.3	575	173	Prepare and review email correspondences w/ K. McQueen (EGT) regarding TSA reimbursement bank account balance and activity and reconciliation of revised TSA invoice #6.
05/18/22	Baring, James	0.6	575	345	Prepare updated weekly cash flow analysis for TSA invoice #6 and send to K. McQueen (EGT) and D. Gerrard (CR3)
05/18/22	Baring, James	0.3	575	173	Review and draft email correspondences w/ J. Horne and W. Jones (EGT) and J. Kilgore (USI) regarding Minter City and Sidon office sprinklers.
05/18/22	Bearup, Todd - EMP	1.4	575	805	Work on the TSA Reimbursement model and provide to James and CRO.
05/18/22	Bearup, Todd - EMP	0.6	575	345	Review TSA reimbursement doc modified by James. And review weekly asset report from Controller.
05/19/22	Baring, James	0.4	575	230	Call w/ R. Elbert (UMB) regarding BlueCross BlueShield invoice from TSA invoice #6 and other payroll related questions.

Express Grain Terminals, LLC
 CR3 Partners, LLC - Asset Disposition Fees & Expenses
 April 10 - July 31, 2022

Date	Professional	Hours	Rate	Fees	Description
05/19/22	Baring, James	0.4	575	230	Draft and review email correspondences w/ A. Smithee (EGT) regarding benefits and payroll related questions from UMB and coordination of final payroll during TSA period.
05/19/22	Baring, James	0.2	575	115	Draft and review email correspondences w/ T. Lavender and R. Elbert (UMB) regarding receipt of payment for TSA invoice #6.
05/19/22	Baring, James	0.7	575	403	Draft and review email correspondences w/ UMB team regarding status of utility transfer
05/19/22	Baring, James	0.7	575	403	Prepare for and lead asset disposition wind down task list update with EGT and CR3 teams.
05/19/22	Baring, James	0.7	575	403	Prepare for and lead TSA invoice #7 preparation and invoice support review call w/ K. McQueen (EGT)
05/19/22	Baring, James	0.9	575	518	Review, redact, and prepare supporting invoices for TSA invoice #7
05/20/22	Baring, James	0.3	575	173	Draft and review email correspondences w/ C. Geno (counsel) and D. Gerrard (CR3) regarding final settlement agreement distribution analysis
05/20/22	Baring, James	0.5	575	288	Draft and review email correspondences w/ R. Elbert (UMB) regarding payroll and benefits questions status and coordinating follow up on Monday.
05/20/22	Baring, James	0.3	575	173	Draft and review email correspondences w/ UMB regarding submission of TSA invoice #7
05/20/22	Baring, James	0.8	575	460	Prepare consolidated weekly payroll schedule to include w/ TSA invoice #7 per UMB request.
05/20/22	Baring, James	0.6	575	345	Prepare for and attend settlement agreement update call w/ D. Gerrard (CR3) and C. Geno (counsel)
05/20/22	Baring, James	0.7	\$ 575	\$ 403	Prepare for and lead TSA invoice #7 update and settlement agreement update call w/ K. McQueen (EGT).
05/20/22	Baring, James	1.3	575	748	Prepare TSA invoice #7 and all supporting invoice support and email to D. Gerrard (CR3) for review prior to distribution to UMB
05/20/22	Marc Patterson	0.5	425	213	Participate in weekly BUB update call.
05/23/22	Baring, James	0.6	575	345	Draft and review email correspondences regarding benefits questions from UMB w/ R. Elbert (UMB), A. Smithee and K. McQueen (EGT)
05/23/22	Baring, James	0.4	575	230	Draft and review email correspondences with N. Snoep (MSI) and UMB team regarding payroll transition
05/23/22	Baring, James	0.6	575	345	Prepare for and lead settlement agreement distribution discussion flow of funds discussion w/ D. Gerrard (CR3) and C. Geno (counsel)
05/23/22	Baring, James	0.7	575	403	Prepare for and lead transition of benefits questions w/ A. Smithee and K. McQueen (EGT)
05/24/22	Baring, James	0.2	575	115	Draft and review email correspondences w/ UMB team regarding payment of TSA invoice #7
05/24/22	Baring, James	0.3	575	173	Finalize TSA reimbursable weekly cash flow variance and share w/ T. Bearup and D. Gerrard (CR3)
05/24/22	Baring, James	0.3	575	173	Review and approve weekly payroll registers
05/24/22	Baring, James	0.7	575	403	Prep TSA reimbursable cash flow variance analysis for weekly cash flow variance analysis
05/24/22	Bearup, Todd - EMP	0.9	575	518	Modify and update the TSA Reimbursement model.
05/25/22	Baring, James	0.7	575	403	Draft revised flow of funds for final settlement agreement based upon C. Geno's feedback

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05/25/22	Baring, James	0.4	575	230	Prepare for and attend final settlement agreement flow of funds analysis discussion w/ D. Gerrard (CR3)
05/25/22	Baring, James	0.4	575	230	Prepare for and lead final settlement flow of funds status update and wire transfers w/ K. McQueen (EGT)
05/25/22	Baring, James	0.2	575	115	Prepare for and lead revised flow of funds analysis w/ D. Gerrard (CR3)
05/25/22	Baring, James	1.2	575	690	Review and Draft revised flow of funds w/ operating account cash withholdings for claims and operating assumptions.
05/26/22	Baring, James	0.8	575	460	Calls and e-mails w/ C. Geno (counsel), D. Gerrard (CR3) and K. McQueen (EGT) regarding wire instructions for final settlement agreement wire transfers and confirming final amounts and terms of agreement.
05/26/22	Baring, James	1.2	575	690	Draft revised flow of funds for final settlement agreement per feedback from C. Geno
05/26/22	Baring, James	0.3	575	173	Prepare for and lead final settlement agreement wire transfers discussion w/ D. Gerrard (CR3)
05/26/22	Baring, James	0.6	575	345	Prepare wire transfers for final settlement agreement distributions to WHR and Farmer Groups.
05/26/22	Baring, James	1.1	575	633	Prepare wires for WHR and Farmers Group final settlement agreement distributions and discuss same w. K. McQueen (EGT)
05/26/22	Baring, James	0.4	575	230	Review and redact invoice support for TSA invoice #8
05/27/22	Baring, James	0.3	575	173	Draft and review email correspondences w/ C. Geno (counsel) and D. Gerrard (CR3) regarding TSA updated transfer date and TSA invoice #8
05/27/22	Baring, James	0.6	575	345	Draft and review email correspondences w/ K. McQueen (EGT) and D. Gerrard (CR3) regarding TSA invoice #8 and invoice support.
05/27/22	Baring, James	0.2	575	115	Draft and review email correspondences w/ UMB team regarding TSA invoice #8
05/27/22	Baring, James	1.1	575	633	Draft TSA invoice #8 and review and redact all invoice support.
05/27/22	Gerrard, Dennis	0.5	775	388	Participate in BUB call.
05/27/22	Marc Patterson	0.5	425	213	Participate in weekly BUB update call.
06/01/22	Baring, James	1.3	575	748	Working session to prepare June and final TSA cash collateral budget .
06/01/22	Baring, James	0.8	575	460	Working session to prepare TSA actuals variance analysis.
06/01/22	Bearup, Todd - EMP	0.9	575	518	Update TSA model and provide to James for his updates.
06/01/22	Gerrard, Dennis	0.2	775	155	Call w/ Boyko re: transition matters.
06/01/22	Williams, Heather	0.6	595	357	Research tax return information for Buyers.
06/02/22	Baring, James	0.7	575	403	Draft and review June TSA cash flow budget detailed assumptions and share w/ D. Gerrard, H. Williams (CR3) and C. Geno (counsel)
06/02/22	Baring, James	1.1	575	633	Working session to draft sources and uses analysis for final available cash balances.
06/02/22	Baring, James	1.6	575	920	Working session to prepare updated June TSA cash flow budget.
06/03/22	Baring, James	0.8	575	460	Working session to prepare TSA actuals weekly variance analysis.
06/03/22	Bearup, Todd - EMP	0.2	575	115	Review James's update of TSA Reimbursement doc.

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Date	Professional	Hours	Rate	Fees	Description
06/07/22	Baring, James	0.6	575	345	Draft and review email correspondences regarding reconciliation of BlueCross BlueShield June invoice and COBRA reimbursements.
06/08/22	Baring, James	0.2	575	115	Calls w. K. McQueen (EGT) regarding drafting TSA reimbursable invoice #9
06/08/22	Baring, James	0.4	575	230	Review email correspondences regarding asset list request for closing of asset sale from B. Riely w/ K. McQueen (EGT) and H. Williams (CR3)
06/08/22	Baring, James	0.6	575	345	Update weekly TSA cash actuals for weekly variance report to be included in TSA invoice #9
06/08/22	Baring, James	1.3	575	748	Working session to draft June/July TSA cash flow budget.
06/08/22	Bearup, Todd - EMP	0.6	575	345	Update TSA Reimbursement doc and provide to James, CRO.
06/09/22	Baring, James	0.6	575	345	Draft and review email correspondences w/ K. McQueen, A. Smithee (EGT), and D. Gerrard (CR3) to confirm key assumptions regarding payroll, insurance, and operational expense assumptions in June/July TSA cash flow budget.
06/09/22	Baring, James	0.4	575	230	Prepare for and lead calls w/ K. McQueen (EGT) to review draft June/July TSA cash flow budget
06/09/22	Baring, James	0.3	575	173	Prepare for and lead June/July TSA cash flow budget review call w/ D. Gerrard (CR3)
06/09/22	Baring, James	1.7	575	978	Working session to draft revised June/July TSA cash flow budget based upon feedback from H. Williams, D. Gerrard (CR3), and K. McQueen (EGT)
06/09/22	Baring, James	0.9	575	518	Working session to update cash flow actuals for prior 2-weeks for TSA reimbursable expenses.
06/09/22	Bearup, Todd - EMP	0.2	575	115	Review James' updated TSA Reimbursement doc.
06/10/22	Baring, James	0.3	575	173	Draft and review email correspondences w/ UMB team and D. Gerrard regarding TSA invoice #9
06/10/22	Baring, James	1.1	575	633	Draft TSA reimbursable expense invoice #9 and review, redact and compile all invoice support/
06/10/22	Baring, James	0.2	575	115	Prepare for and lead TSA invoice #9 status update call w/ D. Gerrard (CR3)
06/10/22	Baring, James	1.1	575	633	Working session to finalize June/July TSA cash flow budget per feedback from D. Gerrard (CR3).
06/10/22	Gerrard, Dennis	0.5	775	388	Participate in BUB call.
06/10/22	Gerrard, Dennis	0.2	775	155	Follow up re: property insurance matters.
06/10/22	Marc Patterson	0.5	425	213	Participate in weekly BUB update call.
06/11/22	Baring, James	0.2	575	115	Review email correspondence from R. Elbert (UMB) regarding TSA invoice \$9 expense questions.
06/13/22	Williams, Heather	0.1	595	60	Coordinate access to Grainsoft for potential buyers.
06/14/22	Baring, James	1.6	575	920	Prepare for and lead waterfall analysis and wind down budget review session with C. Geno (counsel) and D. Gerrard and H. Williams (CR3)
06/14/22	Baring, James	1.6	575	920	Working session to update waterfall and wind down budgets for TSA
06/15/22	Baring, James	1.1	575	633	Working session to prepare June TSA and waterfall recovery analysis.
06/15/22	Baring, James	1.2	575	690	Working session to respond to email requests from UMB team
06/15/22	Gerrard, Dennis	0.4	775	310	Review and reply emails: insurance claims and CC budget/TSA.

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Date	Professional	Hours	Rate	Fees	Description
06/16/22	Baring, James	0.6	575	345	Prepare for and attend TSA budget update discussion with K. McQueen (EGT)
06/16/22	Baring, James	0.6	575	345	Prepare for and attend TSA invoice #9 discussion with R. Elbert (UMB)
06/16/22	Gerrard, Dennis	0.3	775	233	Follow up TSA requests.
06/16/22	Gerrard, Dennis	0.4	775	310	Reply insurance inquiries.
06/16/22	Williams, Heather	1.9	595	1,131	Review grainsoft data / reports for historical data.
06/16/22	Williams, Heather	2.1	595	1,250	Gather requested historical data for buyers.
06/16/22	Williams, Heather	0.5	595	298	Participate in call w/ FSB re historical data and Grainsoft access.
06/17/22	Gerrard, Dennis	0.3	775	233	Call w/ James re: fire insurance claim.
06/17/22	Gerrard, Dennis	0.1	775	78	Call w/ Marc re: status.
06/17/22	Gerrard, Dennis	0.2	775	155	Review and comment TSA updates.
06/17/22	Marc Patterson	0.5	425	213	Participate in weekly BUB.
06/21/22	Baring, James	1.1	575	633	Prepare list of critical disbursements for approval by UMB and distribute to UMB team for approval
06/22/22	Gerrard, Dennis	0.1	775	78	Call w/ Geno re: hearing prep.
06/22/22	Gerrard, Dennis	0.7	775	543	Call w/ Geno, UMB and TBred re: sale process.
06/22/22	Gerrard, Dennis	0.1	775	78	Call w/ Marc re: hexane issues.
06/22/22	Williams, Heather	0.7	595	417	Participate in call w/ UMB, TB, FSB, etc. re closing issues.
06/23/22	Baring, James	1.1	575	633	Prepare for and attend transaction update discussion w Dennis Gerrard (CR3)
06/23/22	Gerrard, Dennis	1.1	775	853	Attend sale hearing.
06/23/22	Gerrard, Dennis	0.3	775	233	Hearing prep.
06/24/22	Gerrard, Dennis	0.2	775	155	Follow up on closing matters.
06/24/22	Gerrard, Dennis	0.2	775	155	Review and execute workers comp app.
06/27/22	Baring, James	0.4	575	230	Compile and send documents required for Workers Comp policy renewal.
06/27/22	Gerrard, Dennis	0.2	775	155	Review and execute closing docs.
06/27/22	Gerrard, Dennis	0.1	775	78	Review and reply emails re: closing process.
06/27/22	Gerrard, Dennis	0.3	775	233	Review and submit MSDEQ air quality docs.
06/27/22	Gerrard, Dennis	0.4	775	310	Review, execute and file EPA reports.
06/27/22	Williams, Heather	1.2	595	714	Research / locate flood insurance policies and surveys for Minter City.
06/28/22	Baring, James	0.6	575	345	Emails and call regarding updated loss reports on EGT insurance policies as requested by UMB.
06/28/22	Baring, James	0.3	575	173	Review and approve payroll.
06/28/22	Gerrard, Dennis	0.3	775	233	Review and execute closing documents.
06/28/22	Gerrard, Dennis	0.4	775	310	Review and submit EPA docs.

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Date	Professional	Hours	Rate	Fees	Description
06/28/22	Gerrard, Dennis	0.4	775	310	Call w/ Geno re: closing, TSA, status.
06/29/22	Baring, James	1.3	575	748	Prepare for and attend final asset disposition wind down planning session.
06/29/22	Gerrard, Dennis	0.3	775	233	Review and execute docs re: sale, MSDEQ and EPA.
06/29/22	Williams, Heather	0.8	595	476	Discussion re Grainsoft for buyers.
06/30/22	Baring, James	0.6	575	345	Working session to prepare check run for this week and approve payroll wires.
06/30/22	Gerrard, Dennis	0.7	775	543	Follow up; MSDEQ, closing docs., arrange security team.
06/30/22	Gerrard, Dennis	0.2	775	155	Mail MSDEQ docs.
07/01/22	Baring, James	0.6	575	345	Prepare for and attend call w/ K. McQueen regarding work plan for next week.
07/01/22	Baring, James	1.2	575	690	Prepare for and attend status update call with CR3 and EGT teams.
07/01/22	Marc Patterson	0.7	425	298	EGT Catch up call with CR3 Team, Warren & Jimmy
07/01/22	Marc Patterson	0.5	425	213	Participate in weekly BUB update call.
07/05/22	Baring, James	1.6	575	920	Working session to prepare final payroll and calls/emails w/ A. Smithee (EGT) to process payroll through Paylocity.
07/05/22	Gerrard, Dennis	0.2	775	155	Reply emails re: permit requests.
07/06/22	Baring, James	1.1	575	633	Working session to prepare final payroll and approve wires for payroll. Calls w/ A. Smithee and K. McQueen (EGT) regarding check run and final payroll.
07/07/22	Baring, James	0.3	575	173	Call w/ D, Gerrard (CR3) regarding check run and payments to K. McQueen.
07/07/22	Baring, James	1.6	575	920	Prepare for and attend EGT status update call w/ EGT and CR3 teams, including updating master task list and status of tasks prior to call.
07/07/22	Baring, James	1.1	575	633	Working session to prepare final check run list, review outstanding A/P aging, and review and approve wires and ACHs as prepared by K. McQueen (EGT)
07/07/22	Baring, James	1.6	575	920	Working session to prepare final payroll and check run for week. Calls and emails w/ K. McQueen and A. Smithee (EGT) regarding the same.
07/07/22	Marc Patterson	1.0	425	425	EGT Status call with CR3 Team, Kelly & Jimmy
07/08/22	Baring, James	0.6	575	345	Calls and emails w/ D. Gerrard and H. Williams (CR3) regarding check run for the week and final payroll.
07/08/22	Baring, James	0.8	575	460	Calls w/ K. McQueen (EGT) regarding status update on various tasks and check run for the week.
07/08/22	Baring, James	1.8	575	1,035	Working session to prepare updated cash flow budget and variance tracker, begin preparing final reconciliation of TSA related items and negotiate contractor terms w/ K. McQueen (EGT).
07/08/22	Baring, James	1.1	575	633	Working session to review and approve check run for the week and update master tracking task list for outstanding wind down items.
07/11/22	Baring, James	0.8	575	460	Working session to provide access to 363 data room for H. Williams to back up all files.
07/12/22	Baring, James	1.2	575	690	Prepare for and attend EGT Transition update call w/ UMB and CR3 Partners teams.
07/12/22	Baring, James	1.4	575	805	Prepare for and attend status update call w/ K. McQueen (EGT)
07/12/22	Baring, James	0.2	575	115	Prepare for and attend update call w/ D. Gerrard (CR3)

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Date	Professional	Hours	Rate	Fees	Description
07/12/22	Gerrard, Dennis	0.7	775	543	Call w/ UMB, Geno and team re: TSA reconcile.
07/12/22	Williams, Heather	1.0	595	595	Participate in call w/ UMB counsel, etc. re final transition items.
07/13/22	Baring, James	1.2	575	690	Working session to prepare draft TSA reconciliation and gather all invoice support to present to UMB.
07/14/22	Baring, James	1.1	575	633	Working session to prepare draft final reconciliation for TSA expenses and retainer application.
07/14/22	Baring, James	1.6	575	920	Working session to prepare final TSA reconciliation for the period June 3-June 30
07/15/22	Baring, James	0.3	575	173	Calls and emails regarding workers compensation policy and refund status update.
07/19/22	Baring, James	1.3	575	748	Prepare for and lead asset disposition wind down task list review session with CR3 and EGT teams.
07/19/22	Baring, James	1.6	575	920	Working session to prepare updated TSA retainer reconciliation.
07/19/22	Marc Patterson	1.0	425	425	EGT Catch up call with CR3 Team, Warren & Jimmy
07/20/22	Baring, James	2.2	575	1,265	Working session to compile all TSA reimbursable invoices, update reconciliation, and review/discuss w/ K. McQueen (EGT)
07/20/22	Gerrard, Dennis	0.7	775	543	Review, comment, execute and mail MSDEQ docs.
07/25/22	Baring, James	1.1	575	633	Update asset disposition wind down task list prior to team call.
07/26/22	Baring, James	0.5	575	288	Emails and calls regarding payment status of security team thru July 31st.
07/27/22	Baring, James	1.2	575	690	Prepare for and lead asset disposition task list review call w/ EGT and CR3 teams.
07/27/22	Marc Patterson	1.0	425	425	EGT Catch up call with CR3 Team, Warren & Jimmy
07/28/22	Baring, James	0.6	575	345	Review, respond, and circulate status update from K. McQueen regarding server and email access issues w/ CR3 team.
Total Fees		178.5		\$ 103,517	
Expenses					
04/22/22	CR3 Corporate			406	363 Data Room: 4/22/21 - 5/22/22
05/22/22	CR3 Corporate			406	363 Data Room: 5/22/21 - 6/22/22
06/22/22	CR3 Corporate			406	363 Data Room: 6/22/21 - 7/22/22
07/22/22	CR3 Corporate			400	363 Data Room: 7/22/22 - 8/22/22
06/30/22	Gerrard, Dennis			16	Certified mail.
06/28/22	Gerrard, Dennis			25	Notary service
Total Expenses				1,658	
Total Asset Sale Fees and Expenses April 10 - July 31, 2022				\$ 105,175	