

IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF MISSISSIPPI

IN RE: EXPRESS GRAIN TERMINALS, LLC¹
Debtor

CHAPTER 11
CASE NO. 21-11832-SDM

SIXTH APPLICATION FOR ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF NECESSARY EXPENSES
FOR CHIEF RESTRUCTURING OFFICER
[11 U.S.C. § 557 Issues]

COMES NOW CR3 Partners, LLC (“CR3”), and files this its *Sixth Application for Allowance of Compensation and Reimbursement of Necessary Expenses for Chief Restructuring Officer [11 U.S.C. § 557 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, 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.

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

3. 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.

4. 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 which are anticipated to arise in the functioning of litigation matters, case administration 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. The time, skill and experience utilized by CR3 and the CRO for the Debtor justify the approval of the Application.

5. In addition, this Application is limited to the services rendered and expenses incurred with respect to the procedures, litigation and documentation contemplated by 11 U.S.C. § 557, which have been referred to commonly in this Court as the "557 Procedures." This Application is dedicated solely to those services rendered and expenses incurred, with respect to the 557 Procedures, from the initial considerations of that particular statute and those procedures, through the Grain Report, preparation of documents regarding the 557 Procedures, discovery, research, review of claims and objections filed, up through, and including, the extensive mediation, negotiations and Court hearings with respect to the Court's ruling on Monday, May 2, 2022, in connection with the joint motion under Bankruptcy Rule 9019 to approve the settlement of the 557 Procedures and the necessary follow-up work.

6. In addition to the specific mandates of 11 U.S.C. § 557 which provide for a surcharge in connection with the application of the 557 Procedures, the Court has entered prior orders also

authorizing surcharges. Accordingly, CR3 seeks to surcharge property of the estate with the entirety of the requested fees for services rendered and expenses incurred pursuant to 11 U.S.C. § 557 and this Court's prior orders.

7. This is CR3's sixth request for allowance of compensation for professional services rendered by CR3 to the Debtor herein in connection with the 11 U.S.C. § 557 issues. This request covers the work performed from April 10, 2022, to and including July 31, 2022, and is for the sum of \$31,167.00 (\$28,486.00 in fees and \$2,681.00 in expenses).

8. CR3's fifth request for allowance of compensation for professional services rendered by CR3 to the Debtor herein covered the work performed from April 10, 2022, to and including July 31, 2022, and was 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. This request is still pending before the Court and is filed at Docket Number 2982.

9. 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.

10. 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.

11. 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.

12. CR3's first request 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.

13. The services rendered to the Debtor by CR3 have been of benefit to the estate, they are fair and reasonable and should be approved.

WHEREFORE, PREMISES CONSIDERED, Applicant requests that this Court enter an Order awarding reasonable fees for the professional services rendered herein and authorizing and directing the Debtor to pay said fees and expenses, as surcharges. Applicant prays for general relief.

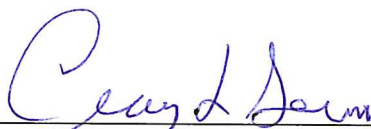
THIS, the 4th day of October, 2022.

Respectfully submitted,

EXPRESS GRAIN TERMINALS, LLC

By Its Attorneys,

LAW OFFICES OF CRAIG M. GENO, PLLC

By: 
Craig M. Geno

OF COUNSEL:

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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

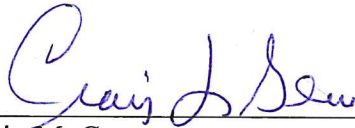
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THIS, the 4th day of October, 2022.



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 - 557 Fees and Expenses
 April 10 - July 31, 2022

Date	Professional	Hours	Rate	Fees	Description
04/10/22	Gerrard, Dennis	0.3	\$ 775	\$ 233	Read and reply email and docs.
04/11/22	Gerrard, Dennis	0.3	775	233	Call w/ Craig re: settlement talks and timing.
04/18/22	Gerrard, Dennis	0.4	775	310	Working capital update for settlement.
04/19/22	Gerrard, Dennis	0.6	775	465	Call w/ Geno re: settlement talks and status.
04/21/22	Gerrard, Dennis	0.2	775	155	Reply emails re: Monday hearing.
04/22/22	Gerrard, Dennis	0.5	775	388	Call w/ Geno and Heather re: hearing prep.
04/22/22	Gerrard, Dennis	1.2	775	930	Review and comment settlement docs.
04/22/22	Williams, Heather	4.9	595	2,916	Perform analyses and related exhibits for 4/25 hearing per counsel's request.
04/23/22	Gerrard, Dennis	1.3	775	1,008	Review and comment settlement docs.
04/24/22	Gerrard, Dennis	0.5	775	388	Call w/ Geno re: hearing prep.
04/24/22	Williams, Heather	1.1	595	655	Update hearing exhibits and forward to counsel.
04/24/22	Williams, Heather	5.0	298	1,488	Travel to Birmingham (9091 hearing scheduled for 4/25).
04/25/22	Gerrard, Dennis	2.0	775	1,550	Participate settlement hearing.
04/25/22	Gerrard, Dennis	1.4	775	1,085	Prep hearing materials.
04/25/22	Gerrard, Dennis	2.5	775	1,938	Participate settlement hearing.
04/25/22	Gerrard, Dennis	0.6	775	465	Call w/ Geno re: hearing follow up.
04/25/22	Williams, Heather	3.5	595	2,083	Prepare for and attend hearing.
04/25/22	Williams, Heather	2.5	595	1,488	Attend and testify in hearing (afternoon).
04/25/22	Williams, Heather	2.0	298	595	Travel to Aberdeen from Birmingham for 9091 hearing.
04/25/22	Williams, Heather	4.0	298	1,190	Travel to Atlanta from Aberdeen.
04/26/22	Williams, Heather	2.0	298	595	Travel from Atlanta to Richmond.
04/28/22	Gerrard, Dennis	0.3	775	233	Review and comment revisions to settlement.
05/09/22	Williams, Heather	1.0	595	595	Research 557 settlement items for counsel.
05/10/22	Williams, Heather	1.0	595	595	Research and respond to counsel inquiry re 557 settlement participants.
05/13/22	Williams, Heather	0.9	595	536	Research admin claim support.
05/16/22	Williams, Heather	0.9	595	536	Research additional items related to group 1 and 2 settlement parties.
05/17/22	Gerrard, Dennis	0.4	775	310	Emails and calls w/ Todd re: follow up Tom G. grain data request.
05/17/22	Gerrard, Dennis	0.2	775	155	Call w/ Todd and Ryan re: final bean count.
05/20/22	Gerrard, Dennis	0.8	775	620	Call w/ James and Craig re: funds distribution.
05/23/22	Gerrard, Dennis	0.4	775	310	Cash distribution analysis.
05/23/22	Gerrard, Dennis	0.4	775	310	Call w/ Geno and James re: cash distribution and follow-up.
05/24/22	Gerrard, Dennis	0.4	775	310	Call w/ James and follow up 557 cash distribution.

Express Grain Terminals, LLC
 CR3 Partners, LLC - 557 Fees and Expenses
 April 10 - July 31, 2022

Date	Professional	Hours	Rate	Fees	Description
05/25/22	Baring, James	0.7	575	403	Review and prepare bank accounts net available cash balances and prepare revised settlement agreement proposed flow of funds.
05/25/22	Gerrard, Dennis	0.3	775	233	Call w/ Geno and James re: 557 cash distribution.
05/25/22	Gerrard, Dennis	0.2	775	155	Review and comment distribution schedules.
05/26/22	Baring, James	0.8	575	460	Calls and Draft and review email correspondences w/ K. McQueen (EGT) and C. Geno (counsel) regarding WHR and Farmer Group wire distributions and wire instructions.
05/26/22	Baring, James	0.6	575	345	Prepare for and lead call w/ K. McQueen regarding final settlement agreement flow of fund and wire transfers.
05/26/22	Baring, James	0.6	575	345	Calls w/ UMB treasury team regarding approval of final settlement agreement wire transfers to WHR and Farmer groups.
05/26/22	Gerrard, Dennis	0.2	775	155	Review and comment settlement schedules.
05/26/22	Gerrard, Dennis	0.2	775	155	Call w/ Geno re: settlement distribution.
05/26/22	Gerrard, Dennis	0.1	775	78	Call w/ James re: settlement distribution.
05/27/22	Baring, James	0.2	575	115	Draft and review email correspondences w/ Macquarie's counsel regarding wire confirmation for Macquarie's portion of WHR Group distribution from final settlement agreement.
05/27/22	Baring, James	0.2	575	115	Draft and review email correspondences w/ UMB counsel regarding wire confirmation for UMB's portion of WHR Group distribution from final settlement agreement.
05/27/22	Baring, James	0.6	575	345	Prepare for and lead calls w/ K. McQueen (EGT) regarding final settlement agreement wire transfers, weekly check run, and US Trustee wire transfers.
05/27/22	Baring, James	0.2	575	115	Review and approve wire transfer templates on UMB online portal for all WHR and Farmer Group distributions from final settlement agreement.
05/27/22	Baring, James	0.2	575	115	Draft and review email correspondences w/ StoneX counsel regarding wire confirmation for StoneX's portion of WHR Group distribution from final settlement agreement.
05/27/22	Baring, James	0.8	575	460	Approve wire transfers for UMB, StoneX and Macquarie for final settlement agreement and calls with UMB treasury department to approve said wires.
06/08/22	Gerrard, Dennis	0.3	775	233	Call w/ James and Heather re: cash reconciliation and settlement priorities.
Total Fees		49.7		\$ 28,486	
Expenses:					
04/02/22	Williams, Heather			366	RIC/ATL Flight to attend in-person hearing in MS.
04/24/22	Williams, Heather			29	Travel meal for H. Williams
04/24/22	Williams, Heather			143	Hotel stay for trip to MS.
04/25/22	Williams, Heather			22	Fuel for rental car.
04/26/22	Williams, Heather			24	Airport parking
04/26/22	Williams, Heather			277	Rental car to attend in-person hearing in Aberdeen.
04/26/22	Williams, Heather			203	ATL/RIC return flight from in-person hearing in MS.
04/22/22	CR3 Corporate			406	557 Data Room: 4/22/21 - 5/22/22
05/22/22	CR3 Corporate			406	557 Data Room: 5/22/21 - 6/22/22
06/22/22	CR3 Corporate			406	557 Data Room: 6/22/21 - 7/22/22
07/22/22	CR3 Corporate			400	557 Data Room: 7/22/22 - 8/22/22
Total Expenses				2,681	
Total 557 Fees and Expenses April 10 - July 31, 2022				\$ 31,167	