

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AMERICAN PHYSICIAN PARTNERS,
LLC, *et al.*,

Debtors.¹

Chapter 11

Case No. 23-11469 (BLS)

(Jointly Administered)

**Objection Deadline: March 26, 2024 at 4:00 p.m.
(ET)**

**FOURTH MONTHLY APPLICATION OF KILPATRICK TOWNSEND & STOCKTON
LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR THE PERIOD FROM
JANUARY 1, 2024 THROUGH AND INCLUDING JANUARY 31, 2024**

Name of Applicant:	Kilpatrick Townsend & Stockton LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Effective Date of Retention:	October 4, 2023 (Order entered November 30, 2023)
Period for which Compensation and Reimbursement is Sought:	January 1, 2024 – January 31, 2024
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$270,021.60 (80% of \$337,527.00)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$2,836.34
This is an/a <u> X </u> monthly <u> </u> interim <u> </u> final application	

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <https://dm.epiq11.com/AmericanPhysicianPartners>. The location of American Physician Partners, LLC's principal place of business and the Debtors' service address in these chapter 11 cases is 5121 Maryland Way, Suite 300, Brentwood, TN 37027.

Prior Fee Applications Filed

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees (80%)	Approved Expenses (100%)
12/1/23 D.I. 555	10/4/23 – 10/31/23	\$380,821.05	\$464.40	\$304,656.84	\$464.40
1/4/24 D.I. 809	11/1/23- 11/30/23	\$277,743.60	\$7,818.91	\$222,194.88	\$7,818.91
3/4/24 D.I. 1115	12/1/23- 12/31/23	\$208,239.75	\$300.96	<i>Pending</i>	<i>Pending</i>

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Pursuant to sections 330 and 331 of title 11 of the United States Code §§ 101-1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), Kilpatrick Townsend & Stockton LLP (“Kilpatrick Townsend” or “Applicant”), co-counsel for the Official Committee of Unsecured Creditors (the “Committee”), hereby submits its fourth monthly application (the “Application”) for compensation and reimbursement of expenses for the period from January 1, 2024 through and including January 31, 2024 (the “Application Period”). By this Application, Kilpatrick Townsend seeks a monthly interim allowance and payment of compensation in the amount of \$270,021.60 (80% of its total fees of \$337,527.00) and reimbursement of expenses of \$2,836.34 (100% of the expenses incurred) for the Application Period for an aggregate total of

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\$272,857.94, in accordance with that certain *Order Authorizing and Approving the Employment and Retention of Kilpatrick Townsend & Stockton LLP as Co-Counsel for the Official Committee of Unsecured Creditors Effective as of October 4, 2023* [D.I. 507] (the “Retention Order”) and that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [D.I. 242] (the “Interim Compensation Order”). In support of the Application, Kilpatrick Townsend respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of the above-captioned cases (the “Chapter 11 Cases”) and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules and Rule 2016-2 of the Local Rules.

BACKGROUND

3. On September 18, 2023 and September 19, 2023, as applicable (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”), commencing these Chapter 11 Cases. Since the Petition Date, the Debtors have remained in possession of their assets and have continued to operate and manage their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases.

4. On October 2, 2023, the Office of the United States Trustee for Region 3 appointed the Committee pursuant to section 1102(a)(1) of the Bankruptcy Code. *See* D.I. 79 and 82.

5. On October 4, 2023, the Committee, in connection with the exercise of its powers and the performance of the duties conferred upon it pursuant to section 1103 of the Bankruptcy Code, selected the undersigned counsel to serve as its co-counsel with Womble Bond Dickinson (US) LLP.

6. On November 30, 2023, the Court entered the Retention Order. On January 1, 2024, Kilpatrick Townsend filed the *First Monthly Application of Kilpatrick Townsend & Stockton LLP for Allowance of Compensation and Reimbursement of Expenses as Co-Counsel for the Official Committee of Unsecured Creditors for the Period of October 4, 2023 through October 31, 2023* [D.I. 555]. A certificate of no objection was filed on December 26, 2023 [D.I. 696].

PROFESSIONAL SERVICES RENDERED

7. Subject to Court approval, Kilpatrick Townsend seeks payment for compensation on an hourly basis, plus reimbursement of actual, necessary expenses incurred by Kilpatrick Townsend during the Application Period. The rates charged by Kilpatrick Townsend in these Chapter 11 Cases do not differ from the rates charged to Kilpatrick Townsend's non-bankruptcy clients.²

8. A summary of the hours spent, the names of each professional and paraprofessional rendering services to the Committee during the Application Period, the regular customary billing rates and the total value of time incurred by each of the Kilpatrick Townsend attorneys rendering services to the Committee is attached hereto as **Exhibit A**. A copy of the computer generated time entries reflecting the time recorded for these services, organized in project billing categories in accordance with the *Guidelines for Reviewing Applications for Compensation and Reimbursement*

² The Committee requested, and Kilpatrick Townsend agreed, to reduce the total fees as Committee counsel on each monthly invoice by 10% during the pendency of these chapter 11 cases and to not increase its hourly rates as Committee counsel in 2024.

of Expenses Filed Under 11 USC § 330 by Attorneys in Larger Chapter 11 Cases, as well as a summary of time recorded by project billing category, is attached hereto as **Exhibit B**. A statement of expenses incurred by Kilpatrick Townsend during the Application Period is attached hereto as **Exhibit C**. All time entries and requested expenses are in compliance with Rule 2016-2 of the Local Rules.

9. On October 16, 2023, the Court entered the Interim Compensation Order. Pursuant to the Interim Compensation Order, Kilpatrick Townsend and other estate professionals retained in the Chapter 11 Cases are authorized to file and serve upon the Debtors and the parties identified in the Interim Compensation Order monthly fee applications (each, a “**Monthly Fee Application**”) for their fees and expenses. After the expiration of a twenty-one (21) day objection period, the Debtors are authorized to promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the relevant Monthly Fee Application, unless an objection has been filed to the requested fees and/or expenses or the Court orders otherwise.

10. In accordance with the Interim Compensation Order, Kilpatrick Townsend has filed and served upon the Debtors and the other notice parties identified in the Interim Compensation Order this Application regarding its fees and expenses incurred during the Application Period.

11. All services rendered for which compensation is requested and all costs incurred for which reimbursement is requested by Kilpatrick Townsend in this Application were reasonable, necessary and appropriate and were performed for or incurred on behalf of the Committee during the Application Period. In addition, Kilpatrick Townsend worked closely with the Committee’s Delaware counsel, Womble Bond Dickinson (US) LLP, and the Committee’s financial advisor, Force Ten Partners LLC, to ensure that there was no duplication of services and that all matters were appropriately and diligently handled for the Committee in a timely and efficient manner.

CONCLUSION

12. Applicant has necessarily and properly expended 355.4 hours of services in the performance of its duties as counsel for the Committee during the Application Period. Applicant respectfully requests an interim fee allowance for professional services rendered in the amount of \$270,021.60 (comprising 80% of \$337,527.00). Applicant has also necessarily incurred reasonable and necessary disbursements in the amount of \$2,836.34 in the performance of Applicant's duties to the Committee during the Application Period and respectfully requests reimbursement of such amount.

13. As stated in the Declaration of Todd C. Meyers, annexed hereto as **Exhibit D**, Applicant has not agreed to share any compensation to be received herein with any other person.

[Remainder of page is intentionally left blank]

WHEREFORE, Applicant respectfully requests an interim award of \$270,021.60 (80% of its total fees of \$337,527.00) and reimbursement of \$2,836.34 (100% of the allowed expenses) for an aggregate total payment of \$272,857.94 and for such other and further relief as the Court deems just and proper.

Dated: March 5, 2024
Wilmington, Delaware

WOMBLE BOND DICKERSON (US) LLP

/s/ Donald J. Detweiler

Donald J. Detweiler, Esq. (DE Bar No. 3087)
Morgan L. Patterson, Esq. (DE Bar No. 5388)
Elazar A. Kosman, Esq. (DE Bar No. 7077)
1313 North Market, Street, Suite 1200
Wilmington, Delaware 19801
Telephone: (302) 252-4320
Facsimile: (302) 252-4330
Email: Don.detweiler@wbd-us.com
Morgan.patterson@wbd-us.com
Elazar.kosman@wbd-us.com

and

KILPATRICK TOWNSEND & STOCKTON LLP

/s/ Todd C. Meyers

Todd C. Meyers, Esq. (admitted *pro hac vice*)
David M. Posner, Esq. (admitted *pro hac vice*)
Kelly E. Moynihan, Esq. (admitted *pro hac vice*)
The Grace Building
1114 Avenue of the Americas
New York, NY 10036
Telephone: (212) 775-8700
Facsimile: (212) 775-8800
E-mail: tmeyers@ktslaw.com
dposner@ktslaw.com
kmoynihan@ktslaw.com

*Counsel for the Official Committee of Unsecured
Creditors of American Physician Partners, LLC, et al.*