

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)
) Case No. 21bk08123
Northwest Bancorporation of Illinois, Inc.,)
) Chapter 11
Debtor.)
) Judge Timothy A. Barnes

FINDINGS OF FACT AND CONCLUSIONS OF LAW IN SUPPORT OF ORDER
AWARDING TO JENNER & BLOCK, ATTORNEYS FOR CHAPTER 11 TRUSTEE, FOR
ALLOWANCE AND PAYMENT OF FINAL COMPENSATION AND REIMBURSEMENT
OF EXPENSES

TOTAL FEES REQUESTED:	\$1,143,735.00	TOTAL COSTS REQUESTED:	\$7,592.23
TOTAL FEES REDUCED:	\$ 11,127.00	TOTAL COSTS REDUCED:	\$ 0.00
TOTAL FEES ALLOWED:	\$1,132,608.00	TOTAL COSTS ALLOWED:	\$7,592.23

TOTAL FEES AND COSTS ALLOWED: \$ 1,140,200.23

The attached time and expense entries have been underlined to reflect disallowance in whole or in part. The basis for each disallowance is reflected by numerical notations that appear on the left of each underlined entry. The numerical notations correspond to the enumerated paragraphs below.

(1) Insufficient Description – TOTAL of disallowed amounts (10% of affected entries):
\$1,812.50

The Court denies the allowance of compensation for the indicated task(s) as the description of each task fails to identify in a reasonable manner the service rendered. *In re Pettibone*, 74 B.R. 293, 301 (Bankr. N.D. Ill. 1987) (Schmetterer, J.) (“A proper fee application must list each activity, its date, the attorney who performed the work, a description of the nature and substance of the work performed, and the time spent on the work. [Citation omitted] Records which give no explanation of the activities performed are not compensable.”); *In re Wildman*, 72 B.R. 700, 708-09 (Bankr. N.D. Ill. 1987) (Schmetterer, J.) (same). Here, counsel’s descriptions were sufficient to explain the activity and the nature and substance of the work performed, but were insufficiently general. Descriptions for long, undifferentiated tasks without any explanation as to why the length of the task was appropriate will be treated in the same manner as lumped time entries, and will be subjected to a ten percent penalty.

(2) Lumping – TOTAL of disallowed amounts (10% of affected entries): \$ 7,458.50

The Court may impose a ten percent penalty on entries that appear to be “lumping.” The Court will reduce each entry marked as such per the penalty. *In re Wildman*, 72 B.R. 700, 709 (Bankr. N.D. Ill. 1987) (Schmetterer, J.) (“Applicants may not circumvent the minimum time requirement or

any of the requirements of detail by “lumping” a bunch of activities into a single entry. [citation omitted]. Each type of service should be listed with the corresponding specific time allotment.”).

(3) Computational or Typographical Error – TOTAL of disallowed amounts: \$ 1,856.00

The court denies the allowance of compensation for the following tasks because the amount of fees appears to be a computational or typographical error. Also, where there are two identical entries (same day, same tasks, same time billed), the court will consider one of the entries to be a typographical error.

Dated: November 14, 2024



Timothy A. Barnes, Judge
United States Bankruptcy Court

JENNER & BLOCK LLP

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PLAN OF REORGANIZATION**MATTER NUMBER - 10003**

	11/01/22	LSRX	.40	Reviewed AmeriNat requested diligence documents.	430.00
	12/05/22	LSRX	1.50	Call with new holder of TruPs re plan and disclosure statement (.8); reviewed documents in preparation of preparing same (.7).	1,612.50
	12/06/22	CS	.60	Prepared memo re plan terms for purposes of drafting plan.	870.00
	12/06/22	CS	.50	Office conference with W. Williams re plan draft.	725.00
	12/06/22	LSRX	.60	Prepared for upcoming meeting re plan and disclosure statement.	645.00
	12/06/22	LSRX	.50	Participated in meeting with new holder of debt re plan and disclosure statement.	537.50
	12/06/22	LSRX	.60	Reviewed documents for use in disclosure statement.	645.00
	12/06/22	WAW	3.40	Reviewed docket, claims register, and 2015 bankruptcy plan and disclosure statement to ascertain matter background (1.2); met with C. Steege and L. Raiford to discuss structure of chapter 11 plan (.4); began preparing chapter 11 plan (1.8).	3,128.00
	12/11/22	WAW	5.40	Continued preparing chapter 11 plan (3.8); continued reviewing TruPS documents, proofs of claim, and other materials (1.6).	4,968.00
	12/12/22	LSRX	1.90	Reviewed and commented on draft plan of reorganization.	2,042.50
	12/12/22	WAW	3.40	Continued drafting chapter 11 plan (3.2); email correspondence with C. Steege and L. Raiford questions re draft plan (.2).	3,128.00
	12/13/22	CS	1.00	Revised plan draft re AmeriNat deal.	1,450.00
	12/13/22	LSRX	.30	Reviewed proposed term sheet.	322.50
(1)	12/14/22	CS	6.50	Revised chapter 11 plan.	9,425.00
(1)	12/15/22	CS	6.00	Revised chapter 11 plan.	8,700.00
	12/15/22	LSRX	1.00	Reviewed and commented on plan.	1,075.00

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	12/16/22	CS	.80	Revised plan.	1,160.00
	12/16/22	CS	.20	Emailed AmeriNat counsel re questions re plan.	290.00
	1/04/23	CS	.60	Telephone conference with J. Jaffe re plan and revisions.	1,149.00
	1/24/23	CS	.10	Reviewed plan edits.	191.50
	1/24/23	CS	.20	Telephone conference with J. Jaffe re plan.	383.00
	1/24/23	CS	.20	Telephone conference with C. Dougherty re plan.	383.00
	2/01/23	LSRX	.40	Reviewed potential next steps in plan process.	464.00
	2/01/23	LSRX	.80	Call with regulators re status of potential plan and AmeriNat.	928.00
	2/02/23	LSRX	.50	Call with AmeriNat re plan status.	580.00
	2/02/23	LSRX	1.30	Reviewed financial projections for Plan.	1,508.00
	2/06/23	LSRX	1.10	Edited draft plan of reorganization.	1,276.00
(2)	2/07/23	LSRX	2.20	Continued edits to plan and disclosure statement.	2,552.00
	2/08/23	CS	2.50	Revised plan.	4,787.50
	2/08/23	WAW	.70	Reviewed debtor's bylaws and articles of incorporation to ascertain any requirements or restrictions re issuance of non-voting shares (.5); conferred with C. Steege and L. Raiford re same (.2).	738.50
	2/09/23	CS	2.00	Revised disclosure statement.	3,830.00
	2/09/23	CS	.60	Revised plan.	1,149.00
	2/09/23	LSRX	1.10	Reviewed and edited draft disclosure statement.	1,276.00
	2/10/23	CS	4.00	Revised disclosure statement.	7,660.00
	2/10/23	CS	1.00	Revised plan.	1,915.00
	2/10/23	LSRX	6.40	Revised plan of reorganization (2.2); prepared motion to approve plan solicitation and confirmation process (3.2); reviewed and edited disclosure statement (1.0)	7,424.00
	2/11/23	CS	3.50	Revised disclosure statement.	6,702.50

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(2)	2/11/23	LSRX	6.20	Continued preparing solicitation motion and accompanying notices and exhibits (4.5); prepared draft liquidation analysis for disclosure statement (1.7).	7,192.00
	2/12/23	CS	.40	Revised liquidation analysis.	766.00
	2/12/23	CS	.40	Revised balloting motion.	766.00
	2/12/23	LSRX	6.10	Prepared ballots and accompanying materials in connection with solicitation process (4.1); made corresponding changes to disclosure statement and related materials (2.0).	7,076.00
	2/13/23	CS	.70	Revised motions re confirmation hearing notices.	1,340.50
(2)	2/13/23	LSRX	9.00	Finalized disclosure statement, notices, and motion to approve plan procedures and accompanying exhibits (8.3); call with attorney for Senior TruPs re same (.5); call with attorney for Junior TruPs re same (.2).	10,440.00
	2/14/23	LSRX	1.00	Follow up communications with creditors re plan and disclosure statement.	1,160.00
	2/15/23	LSRX	.20	Call with bank counsel re plan.	232.00
	2/16/23	CS	.50	Attended status hearing re plan.	957.50
	2/16/23	LSRX	.20	Attended status hearing re plan.	232.00
	2/16/23	LSRX	1.30	Worked through various issues raised by TruPs counsel re plan.	1,508.00
	2/17/23	CS	.50	Telephone conference with Indenture Trustee re plan edits.	957.50
	2/17/23	LSRX	3.30	Call with Trustee, Plan Proponent and TruPs re plan (.4); follow-up with Trustee re same (.2); reviewed plan and accompanying materials in light of same (1.4).	3,828.00
	2/20/23	CS	.60	Reviewed edits to plan and ballots from Sr TruPs Indenture Trustee (.4); emailed AmeriNat re same (.2).	1,149.00
	2/20/23	LSRX	1.60	Continued to work with AmeriNat and indenture trustee on plan solicitation issues.	1,856.00
	2/21/23	CS	.40	Office conference with L. Raiford re objection to combined hearing and legal arguments to present.	766.00

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2/21/23	LSRX	3.90	Continued to work on notice issue re Senior TruPS (.4); reviewed and addressed objection to plan procedures motion and worked with Senior TruPS counsel on related issues (3.5).	4,524.00
2/21/23	BKDX	.20	Participated in meeting with L. Raiford re § 105 issue and whether a combined hearing for a plan and disclosure statement is permissible.	154.00
2/21/23	BKDX	.30	Reviewed objection and related materials re combined hearing re plan and disclosure statements.	231.00
2/21/23	BKDX	.70	Researched § 105 issue re combined hearing for a plan and disclosure statement.	539.00
2/21/23	BKDX	2.00	Reviewed several relevant motions and orders from several case dockets re combined hearings (1.5); drafted outline of argument in response to objection (.5).	1,540.00
2/22/23	M1DX	1.00	Researched legislative history using specialized databases for B. Drozd (30287) re combined hearings re plan and disclosure statements.	375.00
2/22/23	CS	1.00	Met with AmeriNat's counsel re plan and hearing and legal arguments to address objection.	1,915.00
2/22/23	CS	1.00	Prepared for hearing re disclosure statement and balloting.	1,915.00
2/22/23	LSRX	5.10	Call with Trustee re plan issues (.5); call with plan proponents re same (.9); made edits to plan, disclosure statement and plan solicitation materials (3.7).	5,916.00
(2)				
2/22/23	BKDX	.70	Pulled several motions and orders from case dockets re disclosure statements and combined hearings.	539.00
2/22/23	BKDX	.40	Call with C. Steege re 105 issue re combined hearings re plan and disclosure statements.	308.00
2/22/23	BKDX	1.50	Continued researching 105 issue re combined hearings re plan and disclosure statements.	1,155.00
2/23/23	CS	1.50	Prepared for hearing re disclosure statement.	2,872.50
2/23/23	CS	1.00	Attended hearing re disclosure statement.	1,915.00
2/23/23	LSRX	3.70	Prepared for and attended hearing on plan procedures motion (1.0); edited solicitation materials in light of hearing (2.7).	4,292.00

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(2)	2/24/23	CS	3.00	Revised plan, disclosure statements and voting ballots.	5,745.00
	2/24/23	CS	.50	Office conference with L. Raiford re plan, disclosure statements and voting ballots.	957.50
	2/24/23	CS	.20	Telephone conference with J. Jaffe re court hearing and mailing.	383.00
(2)	2/24/23	LSRX	4.20	Prepared, edited, filed and served solicitation package materials.	4,872.00
(2)	2/27/23	LSRX	2.80	Prepared solicitation packets and worked on ensuring service of same.	3,248.00
	3/03/23	LSRX	.50	Call with M. Eidelman re potential competing plan.	580.00
	3/06/23	LSRX	.30	Reviewed bank by-laws re bank's conduct.	348.00
	3/07/23	LSRX	.50	Addressed Class 3 solicitation issues.	580.00
	3/09/23	LSRX	1.20	Reviewed UST comments to plan (.4); communications with plan proponents re same (.8).	1,392.00
	3/14/23	LSRX	1.70	Meeting with Hershenhorn team re plan proposal (1.0); reviewed supporting materials supplied by Hershenhorn (.7).	1,972.00
	3/23/23	LSRX	.40	Reviewed bank's most recent financial statements.	464.00
	3/27/23	LSRX	1.00	Communications with plan proponents and creditors re plan supplement documents.	1,160.00
	4/03/23	LSRX	.50	Reviewed UST communications re updates to plan.	580.00
	4/04/23	LSRX	1.40	Researched NOL issue re plan to respond to Hershenhorn's objection.	1,624.00
	4/06/23	CS	1.00	Prepared to meet with UST re objections (.4) and met with UST re same (.6).	1,915.00
	4/06/23	CS	.30	Telephone conference with J. Jaffe re status and plan edits.	574.50
	4/10/23	LSRX	1.30	Addressed balloting issues in preparation for confirmation hearing.	1,508.00
	4/11/23	CS	.50	Telephone conference with Hare & Co. re ballots and emails re same.	957.50

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4/26/23	CS	2.00	Prepared witness and exhibit list.	3,830.00
4/26/23	CS	.50	Emails with Vedder re document productions.	957.50
4/26/23	LSRX	11.80	Finalized emergency motion and supporting materials (2.8); attended hearing re same (1.5); prepared witness and exhibit list and exhibits for confirmation hearing (7.5).	13,688.00
(2)				
4/27/23	CS	1.50	Attended court hearing re motion to compel.	2,872.50
4/27/23	CS	1.00	Prepared for court hearing re motion to compel.	1,915.00
4/27/23	CS	.50	Reviewed exhibit objections.	957.50
4/27/23	CS	1.00	Various emails and calls to prepare for hearing.	1,915.00
4/27/23	LSRX	9.60	Call with C. Steege re continued issues with accessing documents (.6); began drafting direct testimony outline of C. Steege (7.1); attended continued hearing on emergency motion (1.9).	11,136.00
4/28/23	J1W	1.50	Researched specialized databases to obtain documents for L. Raiford re Community Bank letter of intent (#31296).	562.50
4/28/23	CS	.40	Revised exhibit objection.	766.00
4/28/23	CS	1.00	Met re exhibit objections and determinations re what objections to make with AmeriNat's counsel.	1,915.00
4/28/23	CS	.50	Met with Community Bank re \$30M letter of intent with AmeriNat's counsel.	957.50
4/28/23	LSRX	10.00	Drafted objections to Hershenhorn exhibits (2.9); reviewed Hershenhorn exhibits in light of potential objections (2.5); call with AmeriNat re potential exhibit objections (1.0); reviewed letter of intent from Community Bank (.5); calls with Community Bank, and Vedder re same (1.6); updated C. Steege examination outline (1.5).	11,600.00
4/29/23	LSRX	3.80	Further edits to C. Steege declaration (.4); worked on cross of Hershenhorn expert (3.4).	4,408.00
4/30/23	CS	.30	Reviewed exhibits re trial preparation.	574.50
4/30/23	CS	1.50	Met with AmeriNat re hearing preparation.	2,872.50

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	2/16/24	CS	1.00	Revised injunction order.	2,045.00
	2/16/24	LSRX	.80	Call with AmeriNat re issues with First Bank.	1,040.00
	2/16/24	LSRX	.30	Call with C. Steege re next steps re First Bank's failure to cooperate.	390.00
	2/16/24	LSRX	3.30	Began preparing preliminary injunction motion against First Bank and its directors.	4,290.00
(2)	2/17/24	LSRX	8.10	Continued to work on preliminary injunction materials including motion and supporting affidavits.	10,530.00
	2/18/24	CS	5.50	Revised brief in support of injunction.	11,247.50
	2/18/24	CS	1.50	Prepared declaration in support of injunction.	3,067.50
	2/18/24	CS	.70	Reviewed and revised declarations of J. Reichert and A. Thorson.	1,431.50
	2/18/24	LSRX	1.90	Drafted injunction complaint.	2,470.00
	2/18/24	LSRX	2.00	Edited motions and supporting declaration.	2,600.00
	2/19/24	CS	.30	Emailed A. Thorson re declaration edits.	613.50
	2/19/24	CS	.20	Reviewed A. Thorson initial edits to declaration.	409.00
	2/19/24	CS	.40	Reviewed J. Reichert edits to declaration.	818.00
	2/19/24	CS	1.30	Reviewed and revised adversary complaint.	2,658.50
	2/19/24	CS	1.30	Two telephone conferences with A. Thorson and L. Raiford re declaration.	2,658.50
	2/19/24	CS	2.00	Revised A. Thorson declaration.	4,090.00
	2/19/24	CS	.50	Edited declaration in support of injunction motion.	1,022.50
	2/19/24	CS	.40	Edited motion for preliminary injunction.	818.00
(2)	2/19/24	LSRX	5.90	Continued to work on TRO motion and complaint. (5.3); call with A. Thorson re facts to include in same (.6).	7,670.00
	2/19/24	BKDX	1.50	Reviewed and revised TRO motion.	1,410.00
	2/19/24	BKDX	1.10	Reviewed and provided comments to draft declarations.	1,034.00
	2/19/24	BKDX	.20	Several emails with L. Raiford re complaint.	188.00

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	3/03/24	CS	.60	Reviewed Thorsen and Reichert witness outlines and edited same.	1,227.00
	3/03/24	LSRX	7.80	Continued to prepare for PI hearing re preparation of outlines and arguments (6.5); call with AmeriNat re same (1.3).	10,140.00
	3/04/24	CS	4.50	Attended PI hearing.	9,202.50
	3/04/24	CS	1.50	Revised argument re closing.	3,067.50
	3/04/24	CS	1.20	Reviewed R2004 case and prepared response.	2,454.00
	3/04/24	CS	2.00	Worked on regulator notice issue.	4,090.00
	3/04/24	CS	3.00	Prepared argument re response brief.	6,135.00
	3/04/24	CS	.20	Reviewed and edited A. Thorson exam.	409.00
	3/04/24	CS	.80	Reviewed and edited E. Murrar exam.	1,636.00
	3/04/24	LSRX	4.50	Attended hearing TRO evidentiary hearing.	5,850.00
(2)	3/04/24	LSRX	10.50	Prepared for continuation of hearing including responding to court's questions and preparing for cross examination and closing argument.	13,650.00
	3/05/24	CS	.90	Prepared argument re "winning bidder" question from Court.	1,840.50
	3/05/24	CS	.60	Revised E. Murrar cross.	1,227.00
	3/05/24	CS	4.00	Attended hearing.	8,180.00
	3/05/24	CS	1.50	Worked on revisions to proposed settlement agreement.	3,067.50
	3/05/24	LSRX	1.70	Continued to prepare for second day of TRO hearing.	2,210.00
	3/05/24	LSRX	4.00	Attended Day 2 of TRO hearing.	5,200.00
	3/06/24	CS	.60	Emails with AmeriNat re compliance with requests (.3); telephone conference with J. Reichert re remaining steps (.3).	1,227.00
	3/06/24	BKDX	.60	Prepared notice of dismissal of adversary complaint.	564.00
	3/27/24	BKDX	.10	Reviewed case docket for case status.	94.00
	4/04/24	LSRX	.50	Call with AmeriNat re status.	650.00

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SALE OF ASSETS**MATTER NUMBER - 10011**

Date	Activity	Hours	Description	Amount
3/28/22	LSRX	.70	Reviewed C. Klein email re bank liquidation and role of FDIC.	752.50
3/29/22	LSRX	.60	Continued review of FDIC involvement in Debtor's sale.	645.00
4/12/22	LSRX	1.00	Meeting with P. O'Neil and debtor's counsel re next steps in sale process (.8); reviewed communication with P. O'Neil re same (.2).	1,075.00
4/19/22	LSRX	.50	Call with AmeriNat about potential sale transaction.	537.50
4/20/22	LSRX	1.70	Reviewed Non Disclosure Agreements ("NDA's") used in connection with previous sale process (.7); drafted addendum to same for updated sale process (1.0).	1,827.50
4/26/22	LSRX	1.40	Communications with bank and lenders re next steps in sale process.	1,505.00
4/27/22	CS	.60	Reviewed and revised amended NDA with AmeriNat.	870.00
4/27/22	LSRX	1.40	Drafted addendum to NDA for potential purchaser.	1,505.00
5/03/22	LSRX	3.70	Worked on document requests from AmeriNat.	3,977.50
5/04/22	LSRX	1.70	Continued to work on doc requests from AmeriNat (1.0); call with C. Steege re document access issues (.7).	1,827.50
5/05/22	LSRX	3.70	Reviewed loan files in connection with potential sale.	3,977.50
5/12/22	LSRX	2.50	Responded to purchaser requests for documents and information.	2,687.50
5/19/22	LSRX	1.10	Continued fulfilling document requests from AmeriNat.	1,182.50
7/20/22	LSRX	.40	Communications re return of bidder deposit.	430.00
7/29/22	LSRX	4.00	Communications with regulators re next steps (.8); call with Janney re updated sale process (.6); drafted motion to expand and modify retention of Janney (1.6).	4,300.00
8/03/22	LSRX	2.80	Communications with Trustee re next steps in liquidation process (.5); drafted email to regulators re same (1.3); follow-up call with committee re same (1.0).	3,010.00

(2) Error - .6+.8+1.6=2.4