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IT IS SO ORDERED.

Dated: December 11, 2018



ALAN M. KOSCHIK  
U.S. Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF OHIO  
EASTERN DIVISION

In re:	)	Chapter 11
	)	
FIRSTENERGY SOLUTIONS CORP., <i>et al.</i> , <sup>1</sup>	)	Case No. 18-50757
	)	(Jointly Administered)
	)	
Debtors.	)	
	)	Hon. Judge Alan M. Koschik
	)	

**OMNIBUS ORDER AWARDING INTERIM ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the applications (the “Interim Applications”) identified on Exhibit A, attached hereto and incorporated by reference, of the entities identified on Exhibit A (the “Applicants”) for interim allowance of fees for professional services rendered and expenses incurred during the periods set forth on Exhibit A; pursuant to the *Order Establishing*

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: FE Aircraft Leasing Corp. (9245), case no. 18-50759; FirstEnergy Generation, LLC (0561), case no. 18-50762; FirstEnergy Generation Mansfield Unit 1 Corp. (5914), case no. 18-50763; FirstEnergy Nuclear Generation, LLC (6394), case no. 18-50760; FirstEnergy Nuclear Operating Company (1483), case no. 18-50761; FirstEnergy Solutions Corp. (0186), and Norton Energy Storage L.L.C. (6928), case no. 18-50764. The Debtors’ address is: 341 White Pond Dr., Akron, OH 44320.

*Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 427] and the *Order Appointing Fee Examiner and Establishing Related Procedures for the Review of Fee Applications of Retained Professionals* [Docket No. 1009] (the “Fee Examiner Order”); and the Court having reviewed the Interim Applications, and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Interim Applications was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Interim Applications; and sufficient cause having been shown therefor; and the Fee Examiner (as defined in the Fee Examiner Order) having reviewed the Interim Applications pursuant to the procedures set forth in the Fee Examiner Order and filed final reports with the Court; and the U.S. Trustee having reviewed the Interim Applications; and adjustments, if any, to the fees and expenses sought in the Interim Applications as set forth in Exhibit A having been voluntarily made by the Applicants based on comments received from the Fee Examiner and the U.S. Trustee; and, other than the comments received from the Fee Examiner and the U.S. Trustee, no additional comments were received and no objections were filed to any of the Interim Applications;

IT HEREBY ORDERED THAT:

1. The Interim Applications are approved in the respective amounts set forth on Exhibit A hereto.
2. The Debtors are authorized and directed to pay the Applicants the applicable amounts listed on Exhibit A that have not yet been paid.
3. The Applicants are authorized and directed to apply the balance of any unapplied advance or retainer toward payment of the applicable amounts listed on Exhibit A.

4. The Debtors are authorized and empowered to take such actions as may be necessary and appropriate to implement the terms of this Order.

5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

6. This Order shall be effective immediately upon entry.

# # #

SUBMITTED BY:

/s/Bridget A. Franklin

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**EXHIBIT A**

<b>Applicant</b>	<b>Period</b>	<b>Amount of Fees Requested in the Application</b>	<b>Amount of Expenses Requested in the Application</b>	<b>Agreed Reduction in Fees</b>	<b>Agreed Reduction in Expenses</b>	<b>Amount of Fees to be Paid</b>	<b>Amount of Expenses to be Reimbursed</b>	<b>Outstanding Amount to Be Paid<sup>1</sup></b>
<b>Akin Gump Strauss Hauer &amp; Feld LLP</b> <i>As Counsel for the Debtors</i> [Docket No. 1374]	03/31/2018-07/31/2018	\$14,939,999.00	\$270,665.54	\$120,561.75	\$14,277.08	\$14,819,437.25	\$256,388.46	\$2,853,160.97
<b>Brouse McDowell, LPA</b> <i>As Co-Counsel for the Debtors</i> [Docket No. 1370]	03/31/2018-07/31/2018	\$703,548.50	\$42,996.84	\$24,743.00 <sup>2</sup>	\$20.00	\$682,455.00	\$42,976.84	\$136,900.20
<b>FTI Consulting, Inc.</b> <i>As Financial Advisor to the Official Committee of Unsecured Creditors</i> [Docket No. 1367]	04/11/2018-07/31/2018	\$3,613,649.75	\$38,246.85	\$1,920.00	\$4,519.44	\$3,611,729.75	\$33,727.41	\$716,290.51
<b>Hahn Loeser &amp; Parks LLP</b> <i>As Co-Counsel to the Official Committee of Unsecured Creditors</i> [Docket No. 1371]	04/13/2018-07/31/2018	\$327,561.50	\$10,643.05	\$1,238.00	\$0.00	\$326,323.50	\$10,643.05	\$64,274.30
<b>Hogan Lovells US LLP</b> <i>As Special Counsel to the Debtors</i> [Docket No. 1357]	03/31/2018-07/31/2018	\$371,888.00	\$133.34	\$1,214.00	\$25.00	\$370,674.00	\$108.34	\$73,138.60
<b>ICF Resources LLC</b> <i>As Energy Market Advisor to the Debtors</i> [Docket No. 1358]	03/31/2018-07/31/2018	\$421,190.00	\$3,846.00	\$0.00	\$569.00	\$421,190.00	\$3,277.00	\$424,467.00

<sup>1</sup> This column reflects the amount that remains to be paid, *i.e.*, previous holdbacks less the agreed adjustments, outstanding as of December 7, 2018.

<sup>2</sup> Of this amount, \$21,023.50 represents fees that were incurred prior to the Petition Date. These fees will be applied against the pre-petition retainer held by Brouse McDowell as of the Petition Date and are not reflected as a reduction of the holdback amount to be paid under this Order.

<b>Applicant</b>	<b>Period</b>	<b>Amount of Fees Requested in the Application</b>	<b>Amount of Expenses Requested in the Application</b>	<b>Agreed Reduction in Fees</b>	<b>Agreed Reduction in Expenses</b>	<b>Amount of Fees to be Paid</b>	<b>Amount of Expenses to be Reimbursed</b>	<b>Outstanding Amount to Be Paid<sup>1</sup></b>
<b>KPMG LLP</b> <i>As Tax Consultants to the Debtors</i> [Docket No. 1345]	03/31/2018-07/31/2018	\$395,878.80	\$0.00	\$21,170.40	\$0.00	\$374,708.80	\$0.00	\$374,708.40
<b>Lazard Freres &amp; Co.</b> <i>As Investment Banker to the Debtors</i> [Docket No. 1360]	03/31/2018-07/31/2018	\$1,000,000	\$45,384.26	\$0.00	\$6,777.00 <sup>3</sup>	\$1,000,000	\$38,607.26	\$193,223.00
<b>Milbank, Tweed, Hadley &amp; McCoy LLP</b> <i>As Counsel to the Official Committee of Unsecured Creditors</i> [Docket No. 1372]	04/11/2018-07/31/2018	\$12,531,673.50	\$314,788.54	\$31,730.45	\$190.96	\$12,499,943.05	\$314,597.58 <sup>4</sup>	\$2,474,413.29
<b>PJT Partners LP</b> <i>As Investment Banker to the Official Committee of Unsecured Creditors</i> [Docket No. 1369]	04/16/2018-07/31/2018	\$612,500.00	\$41,196.26	\$0.00	\$2,833.73	\$612,500.00	\$38,362.53	\$119,666.27
<b>Quinn Emanuel Urquhart &amp; Sullivan, LLP</b> <i>As Special Litigation Counsel to the Debtors</i> [Docket No. 1368]	03/31/2018-07/31/2018	\$39,861.52	\$1,433.36	\$0.00	\$1,124.56	\$39,861.52	\$308.80	\$40,170.32

<sup>3</sup> The Fee Examiner's review of Lazard's Fee Application was limited to reimbursement of legal fees and expenses. This number reflects an agreed reduction to legal fees and expenses.

<sup>4</sup> Milbank's expenses include \$6,162.16 on account of reimbursed Committee member expenses.

<b>Applicant</b>	<b>Period</b>	<b>Amount of Fees Requested in the Application</b>	<b>Amount of Expenses Requested in the Application</b>	<b>Agreed Reduction in Fees</b>	<b>Agreed Reduction in Expenses</b>	<b>Amount of Fees to be Paid</b>	<b>Amount of Expenses to be Reimbursed</b>	<b>Outstanding Amount to Be Paid<sup>1</sup></b>
<b>Sitrick and Company, Inc.</b> <i>As Corporate Communications Consultants to the Debtors</i> [Docket No. 1365]	03/31/2018-07/31/2018	\$536,415.75	\$54,110.30	\$1,329.00	\$1,770.89	\$535,086.75	\$52,339.41	\$104,183.26
<b>Willkie Farr &amp; Gallagher LLP</b> <i>As Special Counsel to the Independent Directors and Conflicts Counsel to the Debtors</i> [Docket No. 1359]	04/1/2018-07/31/2018	\$2,661,928.50	\$119,350.26	\$17,284.10	\$6,196.65 <sup>5</sup>	\$2,644,644.40	\$113,153.61	\$508,904.95
<b>Direct Fee Review, LLC</b> <i>As Fee Examiner</i> [Docket No. 1564]	7/22/2018-9/30/2018	\$24,862.50	\$0.00	N/A	N/A	\$24,862.50	\$0.00	\$24,862.50

<sup>5</sup> \$4,000 of the expense reduction is directly attributable to the invoice of Opportune LLC.