

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

In re

REMINGTON OUTDOOR COMPANY, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 18-10684 (BLS)
(Jointly Administered)

Hearing Date: To Be Determined
Obj. Deadline: June 20, 2018 at 4:00 p.m.

**FIRST AND FINAL FEE APPLICATION OF FOX ROTHSCHILD LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM APRIL 16, 2018 THROUGH MAY 15, 2018**

SUMMARY COVER SHEET OF FEE APPLICATION

Name of Applicant	Fox Rothschild LLP
Name of Client	Official Committee of Unsecured Creditors of Remington Outdoor Company, Inc., <i>et al.</i>
Time period covered by this application	April 16, 2018 through May 15, 2018
Total compensation sought this period	\$59,092.00
Total expenses sought this period	\$89.37
Petition date	March 25, 2018
Retention date	April 16, 2018
Date of order approving employment	May 21, 2018
Total compensation approved by interim order to date	\$0.00
Total expenses approved by interim order to date	\$0.00
Total allowed compensation paid to date	\$0.00

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors' federal tax identification number, as applicable, are: Remington Outdoor Company, Inc. (4491); FGI Holding Company, LLC (9899); FGI Operating Company, LLC (9774); Remington Arms Company, LLC (0935); Barnes Bullets, LLC (8510); TMRI, Inc. (3522); RA Brands, L.L.C. (1477); FGI Finance, Inc. (0109); Remington Arms Distribution Company, LLC (4655); Huntsville Holdings LLC (3525); 32E Productions, LLC (2381); Great Outdoors Holdco, LLC (7744); and Outdoor Services, LLC (2405). The principal offices of Debtors Remington Outdoor Company, Inc., the top-level holding company, are located at 870 Remington Drive, Madison, NC 27025.

Total allowed expenses paid to date	\$0.00
Blended rate in this application for all attorneys	\$540.34
Blended rate in this application for all timekeepers	\$531.41
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	\$0.00
Number of professionals included in this application	7
If applicable, number of professionals in this application not included in staffing plan approved by client ²	n/a
If applicable, difference between fees budgeted and compensation sought for this period	n/a
Number of professionals billing fewer than 15 hours to the case during this period	4
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	<div> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div> <div> \$0.00 </div>

Case Name: Remington Outdoor Company, Inc., et al.
Case Number: 18-10684 (BLS) – Jointly Administered
Applicant's Name: Fox Rothschild LLP
Date of Application: May 29, 2018
Interim or Final: First and Final

² Applicant is not required to comply with the budget and staffing plan requirements of the U.S. Trustee Guidelines per agreement with the Office of the U.S. Trustee.
ACTIVE\57032965.v3

SUMMARY OF TIMEKEEPERS INCLUDED IN THIS FEE APPLICATION

NAME	TITLE	DEPT.	DATE OF 1 ST BAR ADMISSION	FEES BILLED	HOURS BILLED	HOURLY RATE IN THIS APP.	HOURLY RATE IN 1 ST INTERIM	NO. OF RATE INCREASES
Michael G. Menkowitz	Partner	Financial Restructuring & Bankruptcy	1991	\$20,119.50	26.3	\$765.00	\$765.00	n/a
Paul J. Labov	Partner	Financial Restructuring & Bankruptcy	2002	\$11,331.50	17.3	\$655.00	\$655.00	n/a
Magdalena Schardt	Counsel	Financial Restructuring & Bankruptcy	1992	\$11,750.00	18.8	\$625.00	\$625.00	n/a
Seth A. Niederman	Partner	Litigation Financial Restructuring & Bankruptcy	2004	\$2,883.00	6.2	\$465.00	\$465.00	n/a
Jason C. Manfrey	Partner	Financial Restructuring & Bankruptcy	2009	\$722.50	1.7	\$425.00	\$425.00	n/a
Margaret M. Manning	Associate	Financial Restructuring & Bankruptcy	2000	\$1,230.00	3.0	\$410.00	\$410.00	n/a
Jesse Harris	Associate	Financial Restructuring & Bankruptcy	2016	\$11,346.00	36.6	\$310.00	\$310.00	n/a
Joseph DiStanislao	Paralegal	Financial Restructuring & Bankruptcy	n/a	\$474.50	1.3	\$365.00	\$365.00	n/a

Project Category Summary by Task Code for the Application Period

Project Category	Hours	Amount
<u>1 - Case Administration (0004)</u> This category includes task related to case management, including finalizing pleadings for filing and service.	20.3	\$7,021.00
<u>2- Fee/Employment Applications (0007)</u> This category includes tasks related to preparing Applicant's employment and fee applications.	21.1	\$13,202.50
<u>3 - Plan and Disclosure Statement (0012)</u> This category includes tasks related to plan and disclosure statement review and preparation	67.8	\$38,103.50
<u>4 - Travel (0023)</u> This category includes all travel time, but the Applicant only seeks compensation for half of the time billed.	2.0	\$765.00
Totals	111.2	\$59,092.00

PROJECT CATEGORY TASK CODES

TASK CODE	DESCRIPTION
0001	ASSET ANALYSIS & RECOVERY
0002	ASSET DISPOSITION
0003	BUSINESS OPERATIONS
0004	CASE ADMINISTRATION
0005	CLAIMS ADMINISTRATION
0006	EMPLOYEE BENEFITS/PENSIONS
0007	FEE/EMPLOYMENT APPLICATIONS
0008	FEE/EMPLOYMENT OBJECTIONS
0009	FINANCING
0010	LITIGATION
0011	MEETINGS OF CREDITORS
0012	PLAN AND DISCLOSURE STATEMENT
0013	RELIEF FROM STAY PROCEEDINGS
0014	ACCOUNTING/AUDITING
0015	BUSINESS ANALYSIS
0016	CORPORATE FINANCE
0017	DATA ANALYSIS
0018	LITIGATION CONSULTING
0019	RECONSTRUCTION ACCOUNTING
0020	TAX ISSUES
0021	VALUATION
0022	OTHER
0023	TRAVEL

Expense Category Summary for the Application Period

Expense Category	Amount
Postage Charges	\$34.97
Photocopying (\$0.10 per page)	\$54.40
Total	\$89.37

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

In re

REMINGTON OUTDOOR COMPANY, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 18-10684 (BLS)
(Jointly Administered)

Hearing Date: To Be Determined
Obj. Deadline: June 20, 2018 at 4:00 p.m

**FIRST AND FINAL FEE APPLICATION OF FOX ROTHSCHILD LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD FROM APRIL 16, 2018 THROUGH MAY 15, 2018**

Pursuant to Sections 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”), and Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), Fox Rothschild LLP (“Fox”), hereby requests final approval of compensation with respect to the bankruptcy case of Remington Outdoor Company, Inc. *et al.* (the “Debtors”), for services rendered as attorneys to the Official Committee of Unsecured Creditors (the “Committee”) in the amount of \$59,092.00, together with reimbursement for actual and necessary expenses incurred in the amount of \$89.37 for the period commencing April 16, 2018, through and including May 15, 2018 (the “Application Period”). In support of this Application, Fox represents as follows:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ federal tax identification number, as applicable, are: Remington Outdoor Company, Inc. (4491); FGI Holding Company, LLC (9899); FGI Operating Company, LLC (9774); Remington Arms Company, LLC (0935); Barnes Bullets, LLC (8510); TMRI, Inc. (3522); RA Brands, L.L.C. (1477); FGI Finance, Inc. (0109); Remington Arms Distribution Company, LLC (4655); Huntsville Holdings LLC (3525); 32E Productions, LLC (2381); Great Outdoors Holdco, LLC (7744); and Outdoor Services, LLC (2405). The principal offices of Debtors Remington Outdoor Company, Inc., the top-level holding company, are located at 870 Remington Drive, Madison, NC 27025.

JURISDICTION AND VENUE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The statutory predicates for the relief requested herein are Sections 330 and 331 of the Bankruptcy Code.

BACKGROUND

3. On March 25, 2018 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors are operating their business and managing their properties as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these cases.

4. On April 9, 2018, the Office of the United States Trustee appointed the Committee to represent the interests of all unsecured creditors in these cases, pursuant to Section 1102 of the Bankruptcy Code.

5. Following its organizational meeting, the Committee selected, subject to Bankruptcy Court approval, Fox Rothschild as its attorneys in these chapter 11 cases.

6. On May 21, 2018, this Court approved Fox’s retention as counsel to the Committee, effective as of April 16, 2018 [D.I. 271].

7. On May 4, 2018, the Court entered an Order (A) Approving Solicitation Procedures, (B) Approving Adequacy of Disclosure Statement, and (C) Confirming Plan [D.I. 248].

8. The Effective Date of the Plan occurred on May 15, 2018, and on May 16, 2018, the Debtors filed the Notice of Effective Date of First Amended Joint Prepackaged Chapter 11 Plan [D.I. 266].

RELIEF REQUESTED

9. Fox submits this Application in accordance with Sections 330 and 331 of the Bankruptcy Code and the other applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by orders entered by the Court.

10. This Application is the first and final fee application filed by Fox in this case. In connection with the professional services rendered, by this Application, Fox seeks final compensation in the amount of \$59,092.00 and expense reimbursement of \$89.37. Attached hereto as **Exhibit A** are detailed statements of hours spent rendering legal services, which support Fox's fee request.

11. A detailed list of disbursements made by Fox and supporting Fox's expense reimbursement request is attached hereto as **Exhibit B**.

12. Given the nature and value of the services that Fox provided as described herein, the amounts sought under this Application are fair and reasonable under Section 330 of the Bankruptcy Code.

13. Fox has received no payment and no promises for payment from any source for services rendered in connection with this case other than those in accordance with the Bankruptcy Rules. There is no agreement or understanding between Fox and any other person (other than members of Fox) for the sharing of compensation to be received for the services rendered in this case.

SUMMARY OF SERVICES RENDERED

14. In general, the services that Fox rendered as counsel to the Committee included, without limitation, the following:

- (a) providing legal advice with respect to the Committee's powers and duties;
- (b) assisting in the investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors, the operation of the Debtors' businesses, and any other matter relevant to this case or to the formation and approval of a plan of reorganization of liquidation;
- (c) preparing on behalf of the Committee necessary motions, applications, answers, orders, reports and other legal papers;
- (d) reviewing, analyzing and responding to pleadings filed in the case and appearing before the Court to present necessary motions, applications and pleadings filed in the case and to otherwise protect the Committee's interests;
- (e) representing the Committee in hearings and other judicial proceedings; and
- (f) performing all other legal services in connection with these chapter 11 cases as have been reasonably required.

15. The services provided by Fox during the Application Period are grouped into the categories. The attorneys and paraprofessionals who rendered services relating to each category are identified in the above attachment and summaries of the hours and fees of each professional for the Application Period and the total compensation by project category are also included in **Exhibit A**.

16. Pursuant to the guidelines of the U.S. Trustee, attached hereto as **Exhibit C** is the Customary and Comparable Compensation Disclosures with Fee Applications.

AMOUNTS REQUESTED

17. For the Application Period, Fox seeks total final compensation in the amount of \$59,092.00 in connection with the professional services summarized above and detailed in **Exhibit A**.

18. For the Application Period, Fox incurred or disbursed the actual and necessary costs and expenses related to this case in the amount of \$89.37 as detailed in **Exhibit B** and summarized in the attachments hereto.

CERTIFICATION

19. Pursuant to Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, Fox represents as follows with regard to its charges for actual and necessary costs and expenses during the Application Period:

- (a) Copying, scanning and printing charges are \$0.10 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines, printers and copy center, together with a margin for recovery of lost expenditures;
- (b) Color copying, scanning and printing charges are \$0.20 per page, which charge is reasonable and customary in the legal industry representing costs of copy materials, outside service costs, acquisition, maintenance, storage and operation of copy machines, printers and copy center, together with a margin for recovery of lost expenditures
- (c) Incoming facsimiles are not billed; and
- (d) Out-going facsimiles are billed at the rate of \$0.25 per page.
- (e) Non-working travel time has been billed at one-half of normal hourly rates.

20. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, the amounts requested for compensation and expense reimbursement are fair and

reasonable given: (a) the complexity of this case; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the cost of comparable services other than in a case under the Bankruptcy Code.

21. The undersigned has reviewed the requirements of Local Rule 2016-2, and certifies that this Application and the Exhibits attached hereto comply therewith.

WHEREFORE, Fox requests approval of \$59,092.00 as final compensation for professional services rendered, and the sum of \$89.37 for reimbursement of actual and necessary costs and expenses incurred by it in this case during the Application Period, for a total of \$59,181.37.

FOX ROTHSCHILD LLP

By: /s/ Seth A. Niederman
Seth A. Niederman (No. 4588)
919 N. Market Street, Suite 300
Wilmington, DE 19899-2323
(302) 654-7444/Fax (302) 656-8920
sniederman@foxrothschild.com

-and-

Michael G. Menkowitz
2000 Market Street, Twentieth Floor
Philadelphia, PA 19103-3222
(215) 299-2000/Fax (215) 299-2150
mmenkowitz@foxrothschild.com

*Counsel to the Official Committee of
Unsecured Creditors*

Dated: May 29, 2018

EXHIBIT "A"

FOR PROFESSIONAL SERVICES RENDERED THROUGH 05/15/18:

Date	Attorney	Task	Description	Hours	Amount
Task: 0004					
04/16/18p	HARRIS	0004	REVIEW DOCKET AND DRAFT SUMMARY EMAIL MEMO	0.6	\$186.00
04/16/18	HARRIS	0004	PULL AND REVIEW CRITICAL DOCUMENTS, ORGANIZE BINDER RE: SAME, AND CIRCULATE SAME	1.6	\$496.00
04/16/18	HARRIS	0004	CALENDAR DATES	0.6	\$186.00
04/16/18	HARRIS	0004	ORGANIZE COMMITTEE EMAIL INFORMATION AND CREATE GROUP EMAIL ADDRESS	0.6	\$186.00
04/16/18	HARRIS	0004	SET UP CONFERENCE CALL	0.6	\$186.00
04/16/18	HARRIS	0004	CIRCULATE INFORMATION AND CORRESPONDENCE IN PREPARATION OF CALL	0.7	\$217.00
04/16/18	MANFREY	0004	PREPARATION OF REMINGTON BYLAWS	0.8	\$340.00
04/16/18	MANFREY	0004	PREPARATION OF AGENDA REMINGTON CALL	0.6	\$255.00
04/16/18	NIEDERMAN	0004	CONFER WITH CO-COUNSEL RE 4/18 SECOND DAY HEARING AND REVIEW OF PLEADINGS AND PETITION RE SAME AND REVIEW AGENDA CANCELLING 4/18 HEARING	0.6	\$279.00
04/17/18	MANFREY	0004	REVIEW OF MOTION FOR RELIEF FROM THE STAY	0.3	\$127.50
04/18/18	NIEDERMAN	0004	REVIEW DOCKET RE STATUS AND ATTENTION TO FOX RETENTION APP	0.2	\$93.00
04/20/18	HARRIS	0004	PULL AND REVIEW MOTION FOR RELIEF FROM STAY FILED BY CERBERUS FOR M. MENKOWITZ REVIEW	0.2	\$62.00
04/20/18	HARRIS	0004	PREPARE AGENDA FOR COMMITTEE CALL; CIRCULATE SAME	0.2	\$62.00
04/20/18	HARRIS	0004	DRAFT ENTRY OF APPEARANCE ON BEHALF OF FOX ROTHSCHILD AS COMMITTEE COUNSEL; CIRCULATE SAME	0.2	\$62.00
04/20/18	HARRIS	0004	CONFER WITH M. MENKOWITZ AND P. LABOV RE: MOTION FOR RECONSIDERATION	0.2	\$62.00

Date	Attorney	Task	Description	Hours	Amount
04/20/18	HARRIS	0004	MAKE REVISIONS PER S. NIEDERMAN; CIRCULATE SAME	0.5	\$155.00
04/20/18	HARRIS	0004	PULL AND REVIEW FINAL DIP ORDER; REVIEW ORDER FOR AUTOMATIC STAY	0.2	\$62.00
04/20/18	HARRIS	0004	REVIEW RULES FOR MOTION FOR RECONSIDERATION DEADLINE; CONFER WITH M. MENKOWIZ AND P. LABOV RE: SAME	0.3	\$93.00
04/20/18	MENKOWITZ	0004	REVIEW DOCKET	0.1	\$76.50
04/22/18	MENKOWITZ	0004	REVIEW CEREBUS MOTION FOR RELIEF	0.1	\$76.50
04/22/18	MENKOWITZ	0004	REVIEW MOTION TO PAY CLAIMS	0.1	\$76.50
04/23/18	HARRIS	0004	PULL AND REVIEW COMMITTEE MEMBER LIST; CIRCULATE CALL-IN INFORMATION TO R. ARSENAULT; CIRCULATE CALL-IN INFORMATION TO FULL COMMITTEE	0.3	\$93.00
04/23/18	HARRIS	0004	UPDATE COMMITTEE GROUP EMAIL CONTACTS TO INCLUDE ADDITIONAL PGBC ATTORNEYS PER PBGC REQUEST; CIRCULATE SAME	0.2	\$62.00
04/23/18	HARRIS	0004	PULL AND REVIEW ORDER AUTHORIZING DEBTOR TO MAKE PREPETITION PAYMENTS; PDF SAME; CIRCULATE SAME	0.3	\$93.00
04/23/18	NIEDERMAN	0004	REVIEW OF REVISED ENTRY OF APPEARANCE AND COORDINATE FILING SAME	0.2	\$93.00
04/24/18	HARRIS	0004	RESEARCH RE: MOTION FOR RECONSIDERATION OF FINAL DIP ORDER	1.3	\$403.00
04/24/18	MENKOWITZ	0004	REVIEW NOTICE RE: CASE ISSUES	0.1	\$76.50
04/25/18	HARRIS	0004	CONTINUE RESEARCH RE: APPLICABLE RULE (59 V. 60) FOR MOTION FOR RECONSIDERATION; RESEARCH RE: EXCUSABLE NEGLECT STANDARD OF RULE 60	2.2	\$682.00
04/25/18	HARRIS	0004	DRAFT MOTION FOR RECONSIDERATION	1.3	\$403.00
04/25/18	NIEDERMAN	0004	CONFER WITH CO-COUNSEL RE STATUS AND WORK TO BE DONE ON FILE INCLUDING PREPARATION OF PRO HAC MOTIONS	0.3	\$139.50
04/26/18	DISTANISLAO	0004	PREPARE MENKOWITZ PRO HAC VICE MOTION	0.2	\$73.00
04/26/18	DISTANISLAO	0004	PREPARE LABOV PRO HAC VICE MOTION	0.2	\$73.00

Date	Attorney	Task	Description	Hours	Amount
04/26/18	HARRIS	0004	PULL AND REVIEW REMINGTON PLAN SUPPLEMENTS; CIRCULATE SAME FOR M. MENKOWITZ REVIEW	0.2	\$62.00
04/26/18	NIEDERMAN	0004	REVIEW AND ANALYZE MENKOWITZ AND LABOV PRO HAC MOTIONS	0.3	\$139.50
04/29/18	HARRIS	0004	PULL AND REVIEW NEWLY FILED OBJECTIONS TO PLAN CONFIRMATION	0.1	\$31.00
04/29/18	HARRIS	0004	PULL AND REVIEW FIRST AMENDED PLAN OF REORGANIZATION AND CONFIRMATION ORDER	0.1	\$31.00
04/29/18	HARRIS	0004	CIRCULATE FIRST AMENDED PLAN OF REORGANIZATION AND CONFIRMATION ORDER FOR M. MENKOWITZ REVIEW	0.1	\$31.00
04/30/18	HARRIS	0004	DRAFT AGENDA FOR COMMITTEE CALL; CIRCULATE SAME	0.2	\$62.00
04/30/18	HARRIS	0004	PULL, PRINT, AND ORGANIZE RECENTLY FILED DOCUMENTS FOR M. MENKOWITZ REVIEW	0.4	\$124.00
04/30/18	NIEDERMAN	0004	ATTENTION TO FILING OF LABOV AND MENKOWITZ PRO HAC MOTIONS	0.1	\$46.50
05/01/18	DISTANISLAO	0004	PAY PRO HAC VICE FEES AT DISTRICT COURT	0.3	\$109.50
05/01/18	DISTANISLAO	0004	FINALIZE PRO HAC VICE MOTIONS FOR MENKOWITZ AND LABOV	0.3	\$109.50
05/01/18	DISTANISLAO	0004	E-FILE PRO HAC VICE MOTIONS FOR MENKOWITZ AND LABOV	0.3	\$109.50
05/01/18	HARRIS	0004	REORGANIZE CONFIRMATION HEARING BINDER TO INCORPORATE RECENTLY FILED DOCUMENTS	1.1	\$341.00
05/01/18	NIEDERMAN	0004	REVIEW AND ANALYZE AMENDED AGENDA AND CONFER WITH CO-COUNSEL RE SAME	0.1	\$46.50
05/03/18	HARRIS	0004	PULL REVIEW AND PDF LIST OF NEW DIRECTORS FROM PLAN SUPPLEMENT FOR M. MENKOWITZ REVIEW	0.2	\$62.00
05/03/18	HARRIS	0004	PULL AND REVIEW DISCLOSURE STATEMENT FOR M. MENKOWITZ REVIEW	0.2	\$62.00
05/06/18	HARRIS	0004	PREPARE AGENDA FOR COMMITTEE CALL ON MAY 7, 2018	0.2	\$62.00
05/07/18	HARRIS	0004	CIRCULATE AGENDA FOR COMMITTEE CALL ON MAY 7, 2018	0.2	\$62.00
Subtotal Task: 0004				20.3	\$7,021.00
Task: 0007					
04/16/18	SCHARDT	0007	REVIEW FILE AND EMAILS RE CONFLICT REVIEW AND DISCLOSURES (REMINGTON)	1.2	\$750.00

Date	Attorney	Task	Description	Hours	Amount
04/16/18	SCHARDT	0007	REVISE MOTION TO EMPLOY FOX (REMINGTON)	2.7	\$1,687.50
04/17/18	SCHARDT	0007	REVISE MOTION TO EMPLOY FOX	0.9	\$562.50
04/17/18	SCHARDT	0007	REVIEW FILE RE ADDITIONAL INTERESTED PARTIES FOR FOX RETENTION	0.8	\$500.00
04/18/18	SCHARDT	0007	REVIEW AND PREPARE ADDITIONAL PARTIES FOR CONFLICT REVIEW; REVIEW MILBANK APPLICATION AND REVIEW SARKESSIAN REQUIREMENTS	2.5	\$1,562.50
04/18/18	SCHARDT	0007	REVISIONS TO APPLICATION TO EMPLOY FOX	0.4	\$250.00
04/24/18	SCHARDT	0007	REVIEW CONFLICT SEARCHES AND PREPARE EXHIBIT	1.0	\$625.00
04/24/18	SCHARDT	0007	REVISE MOTION TO EMPLOY FOX	0.5	\$312.50
04/25/18	SCHARDT	0007	REVIEW SEARCH AND PREPARE DISCLOSURES FOR EMPLOYMENT APPLICATION; REVISE AFFIDAVIT RE SAME	2.3	\$1,437.50
04/25/18	SCHARDT	0007	REVISE NOTICE AND ORDER RE EMPLOYMENT APPLICATION	0.6	\$375.00
04/26/18	SCHARDT	0007	REVIEW AND REVISE ALL PLEADINGS, ATTACHMENTS FOR MOTION TO EMPLOY FOX	3.0	\$1,875.00
04/27/18	NIEDERMAN	0007	REVIEW AND ANALYZE MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF FOX ROTHSCHILD LLP AS ATTORNEYS FOR OFFICIAL COMMITTEE OF UNSECURED CREDITORS, PURSUANT TO 11 U.S.C. §§ 328(A) AND 1103, FED. R. BANKR. P. 2014 AND DEL. BANKR. L.R. 2014-1, EFFECTIVE AS OF APRIL 16, 2018 AND SUPPORTING PLEADINGS AND CONFER WITH CO-COUNSEL RE SAME AND AUTHOIRZE FILING SAME	0.4	\$186.00
04/27/18	SCHARDT	0007	FINALIZE MOTION TO EMPLOY FOX	0.3	\$187.50
05/10/18	LABOV	0007	REVIEW REQUESTS AND COMMENTS BY UST, RESPOND TO SAME	1.7	\$1,113.50
05/10/18	SCHARDT	0007	REVIEW ISSUES RAISED BY UST FOR FOX EMPLOYMENT	1.7	\$1,062.50
05/11/18	SCHARDT	0007	PREPARE CERTIFICATION OF MARK LANIER RE FOX EMPLOYMENT MOTION	0.7	\$437.50
05/11/18	SCHARDT	0007	EMAIL TO UST RE CERTIFICATION OF MARK LANIER RE FOX EMPLOYMENT MOTION	0.1	\$62.50

Date	Attorney	Task	Description	Hours	Amount
05/14/18	SCHARDT	0007	EMAIL FROM UST RE CERTIFICATION OF MARK LANIER RE FOX EMPLOYMENT MOTION	0.1	\$62.50
05/15/18	MENKOWITZ	0007	CALL WITH U.S. TRUSTEE RE: RETENTION ISSUES	0.2	\$153.00
Subtotal Task: 0007				21.1	\$13,202.50
Task: 0012					
04/16/18	HARRIS	0012	ATTEND INITIAL CALL WITH CREDITORS' COMMITTEE	0.4	\$124.00
04/16/18	LABOV	0012	REVIEW BACKGROUND MATERIALS ON REMINGTON, INCLUDING HOW THOSE MATERIALS FIT INTO PROFFERED PLAN AND DISCLOSURE STATEMENT.	2.3	\$1,506.50
04/16/18	MENKOWITZ	0012	REVIEW PLEADINGS, PLAN, DISCLOSURE STATEMENT AND DEBTOR-IN-POSSESSION DOCUMENTS	3.0	\$2,295.00
04/16/18	MENKOWITZ	0012	TELEPHONE CALL TO JONES RE: CASE STATUS	0.1	\$76.50
04/16/18	MENKOWITZ	0012	CALL TO U.S. TRUSTEE RE: CASE STATUS	0.1	\$76.50
04/16/18	MENKOWITZ	0012	CALL TO DEBTOR'S COUNSEL RE: CASE STATUS	0.1	\$76.50
04/16/18	MENKOWITZ	0012	ATTEND COMMITTEE CALL	0.4	\$306.00
04/17/18	HARRIS	0012	RESEARCH RE: IMPAIRMENT AND POSTPETITION INTEREST ON UNSECURED DEBT	5.8	\$1,798.00
04/17/18	LABOV	0012	REVIEW OPEN ISSUES FROM UST.	1.1	\$720.50
04/17/18	MENKOWITZ	0012	CONTINUE REVIEW OF ALL PLEADINGS	2.0	\$1,530.00
04/18/18	HARRIS	0012	CONTINUE RESEARCH RE: IMPAIRMENT AND POST-PETITION INTEREST; DRAFT MEMO RE: SAME	3.7	\$1,147.00
04/18/18	MENKOWITZ	0012	CONTINUE TO REVIEW PLEADINGS	2.0	\$1,530.00
04/19/18	MENKOWITZ	0012	CONTINUE TO REVIEW PLEADINGS	2.5	\$1,912.50
04/19/18	MENKOWITZ	0012	CALL FROM CREDITOR RE: STATUS OF CASE	0.1	\$76.50
04/20/18	LABOV	0012	ATTEND MEETING IN PHILADELPHIA TO DO A PAGE TURN OF THE REMINGTON PLAN AND CONFIRMATION ORDER.	1.0	\$655.00
04/20/18	MENKOWITZ	0012	ATTEND CALL WITH DEBTOR RE: PLAN REVISIONS	0.5	\$382.50
04/20/18	MENKOWITZ	0012	PREPARE FOR CALL WITH DEBTOR RE: PLAN	1.0	\$765.00
04/20/18	MENKOWITZ	0012	CALL FROM CREDITOR RE: STATUS OF CASE	0.1	\$76.50
04/22/18	MENKOWITZ	0012	REVIEW U.S. TRUSTEE COMMENTS	0.2	\$153.00

Date	Attorney	Task	Description	Hours	Amount
04/23/18	HARRIS	0012	ATTEND COMMITTEE STATUS CALL	0.3	\$93.00
04/23/18	MENKOWITZ	0012	ATTEND COMMITTEE CALL	0.3	\$229.50
04/24/18	HARRIS	0012	REVIEW REMINGTON FIRST AMENDED PLAN OF REORGANIZATION	0.2	\$62.00
04/24/18	MENKOWITZ	0012	REVIEW REVISED PLAN	1.0	\$765.00
04/24/18	MENKOWITZ	0012	REVIEW E-MAIL FROM CREDITOR	0.1	\$76.50
04/24/18	MENKOWITZ	0012	CALL TO BRAY RE: CASE ISSUES	0.1	\$76.50
04/24/18	MENKOWITZ	0012	REVIEW E-MAIL FROM PBGC AND RESPOND	0.1	\$76.50
04/25/18	HARRIS	0012	DRAFT OBJECTION TO PLAN	1.4	\$434.00
04/25/18	LABOV	0012	REVIEW PLAN AND DISCLOSURE STATEMENT, INCLUDING COMMENTS FROM COUNSEL TO UNITED STATES TRUSTEE REGARDING PASS-THROUGH.	4.6	\$3,013.00
04/25/18	LABOV	0012	CONFERENCE WITH DEBTORS' COUNSEL REGARDING VARIOUS OPEN ISSUES ON PLAN.	0.2	\$131.00
04/25/18	MENKOWITZ	0012	CALL TO BARNES RE: PLAN ISSUES (2)	0.3	\$229.50
04/25/18	MENKOWITZ	0012	E-MAIL TO DEBTOR'S COUNSEL RE: OPEN ISSUES	0.1	\$76.50
04/25/18	MENKOWITZ	0012	ATTEND CALL WITH DEBTOR'S COUNSEL	0.5	\$382.50
04/25/18	MENKOWITZ	0012	CALL TO U.S. TRUSTEE RE: PLAN ISSUES	0.1	\$76.50
04/25/18	NIEDERMAN	0012	REVIEW AND ANALYZE PLEADINGS RE UPCOMING CONFIRMATION HEARING	0.5	\$232.50
04/26/18	MENKOWITZ	0012	REVIEW REVISED PLAN	0.3	\$229.50
04/26/18	MENKOWITZ	0012	REVIEW E-MAIL FROM COMMITTEE MEMBER AND RESPOND	0.1	\$76.50
04/26/18	MENKOWITZ	0012	E-MAIL TO HAIG RE: PLAN	0.1	\$76.50
04/26/18	NIEDERMAN	0012	REVIEW AND ANALYZE CONFIRMATION OBJECTION FILED BY US SECURITIES AND EXCHANGE COMMISSION	0.3	\$139.50
04/26/18	NIEDERMAN	0012	REVIEW AND ANALYZE CONFIRMATION OBJECTION FILED BY POLLARD CLASS PLAINTIFFS	0.3	\$139.50
04/26/18	NIEDERMAN	0012	REVIEW AND ANALYZE OBJECTION TO CONFIRMATION OF PLAN AND RESERVATION OF RIGHTS FILED BY SPORTS MOLDING INC.	0.2	\$93.00
04/26/18	NIEDERMAN	0012	REVIEW AND ANALYZE UNITED STATES TRUSTEE'S OBJECTION TO CONFIRMATION OF PLAN OF REMINGTON OUTDOOR COMPANY, INC., AND ITS AFFILIATED DEBTORS AND DEBTORS IN POSSESSION	0.3	\$139.50

Date	Attorney	Task	Description	Hours	Amount
04/26/18	NIEDERMAN	0012	REVIEW AND ANALYZE LIMITED OBJECTION TO CONFIRMATION OF PLAN FILED BY ANTHONY & CAROL GARNETT	0.2	\$93.00
04/27/18	MENKOWITZ	0012	REVIEW PLAN	0.3	\$229.50
04/27/18	MENKOWITZ	0012	CALL FROM HAIG RE: PLAN	0.1	\$76.50
04/27/18	NIEDERMAN	0012	CONFER WITH CO-COUNSEL RE CONFIRMATION HEARING	0.2	\$93.00
04/29/18	MENKOWITZ	0012	REVIEW OBJECTIONS	0.3	\$229.50
04/29/18	MENKOWITZ	0012	REVIEW PROPOSED ORDER CHANGES	0.3	\$229.50
04/30/18	HARRIS	0012	REVIEW FIRST AMENDED PLAN TO ENSURE AGREED UPON CHANGES HAVE BEEN INCORPORATED	0.5	\$155.00
04/30/18	HARRIS	0012	ATTEND WEEKLY COMMITTEE CALL	0.3	\$93.00
04/30/18	HARRIS	0012	CREATE DOCUMENT COMPARING MOST RECENT AMENDED PLAN AGAINST PREVIOUSLY FILED PLAN; CIRCULATE SAME	2.1	\$651.00
04/30/18	LABOV	0012	REVIEW UST OPEN ISSUES, INCLUDING DISCUSSION WITH M. MENKOWITZ TO DETERMINE WHICH ISSUES, IF ANY, HAVE A DIRECT IMPACT ON UNSECURED CREDITORS.	1.3	\$851.50
04/30/18	MENKOWITZ	0012	CALL TO BARNES RE: PLAN	0.1	\$76.50
04/30/18	MENKOWITZ	0012	REVIEW ALL REVISED DOCUMENTS	2.0	\$1,530.00
04/30/18	MENKOWITZ	0012	ATTEND COMMITTEE CALL	0.3	\$229.50
04/30/18	NIEDERMAN	0012	REVIEW AND ANALYZE CERTIFICATION OF COUNSEL SUBMITTING AGREED ORDER RESOLVING CERBERUS OPERATIONS AND ADVISORY COMPANY, LLC'S (1) LIMITED OBJECTION TO PLAN CONFIRMATION AND (2) MOTION FOR RELIEF FROM THE AUTOMATIC STAY TO TERMINATE SERVICES AGREEMENT	0.2	\$93.00
04/30/18	NIEDERMAN	0012	RECEIVE AND REVIEW OF AMENDED PLAN OF REORGANIZATION AND MEMORANDUM OF LAW IN SUPPORT OF APPROVAL OF DISCLOSURE STATEMENT AND CONFIRMING DEBTOR'S JOINT PREPACKAGE CHAPTER 11 PLAN	1.2	\$558.00
04/30/18	NIEDERMAN	0012	REVIEW AND ANALYZE DECLARATION OF JAMES DALOIA OF PRIME CLERK LLC REGARDING THE SOLICITATION OF VOTES AND TABULATION OF BALLOTS CAST ON THE JOINT PREPACKAGED CHAPTER 11 PLAN OF REMINGTON OUTDOOR COMPANY, INC. AND ITS	0.2	\$93.00

Date	Attorney	Task	Description	Hours	Amount
			AFFILIATED DEBTORS AND DEBTORS IN POSSESSION		
05/01/18	LABOV	0012	REVIEW UST COMMENTS TO PLAN AND ATTEMPT TO UNDERSTAND THOSE COMMENTS IN RELATION TO LARGER PLAN.	1.6	\$1,048.00
05/01/18	MENKOWITZ	0012	PREPARE FOR CONFIRMATION	0.5	\$382.50
05/02/18	LABOV	0012	ATTEND HEARING ON PLAN CONFIRMATION IN DELAWARE	3.0	\$1,965.00
05/02/18	LABOV	0012	PREPARE FOR HEARING ON PLAN CONFIRMATION IN DELAWARE	0.5	\$327.50
05/02/18	MANNING	0012	ATTEND CONFIRMATION HEARING	3.0	\$1,230.00
05/02/18	MENKOWITZ	0012	PREPARE FOR HEARING	0.5	\$382.50
05/02/18	MENKOWITZ	0012	ATTEND HEARING	3.0	\$2,295.00
05/03/18	MENKOWITZ	0012	REVIEW REVISIONS TO PLAN AND ORDER	0.3	\$229.50
05/04/18	NIEDERMAN	0012	REVIEW AND ANALYZE CERTIFICATION OF COUNSEL REQUESTING ENTRY OF ORDER (A) APPROVING SOLICITATION PROCEDURES, (B) APPROVING ADEQUACY OF DISCLOSURE STATEMENT, AND (C) CONFIRMING PLAN	0.2	\$93.00
05/05/18	NIEDERMAN	0012	REVIEW OF ORDER (A) APPROVING SOLICITATION PROCEDURES, (B) APPROVING ADEQUACY OF DISCLOSURE STATEMENT, AND (C) CONFIRMING PLAN	0.2	\$93.00
05/07/18	HARRIS	0012	ATTEND WEEKLY COMMITTEE CALL	0.2	\$62.00
05/07/18	HARRIS	0012	PULL AND REVIEW PDF FILED CONFIRMATION ORDER AND CIRCULATE SAME FOR M. MENKOWITZ REVIEW	0.2	\$62.00
05/07/18	HARRIS	0012	REVIEW FINAL PLAN AND CONFIRMATION ORDER AND HIGHLIGHT PROVISIONS RELEVANT TO UNSECURED CREDITORS COMMITTEE	0.5	\$155.00
05/07/18	HARRIS	0012	DRAFT MEMO RE: SUMMARY OF RELEVANT PLAN AND CONFIRMATION ORDER PROVISION FOR COMMITTEE REVIEW	1.0	\$310.00
05/07/18	MENKOWITZ	0012	LETTER TO COUNSEL RE: EFFECTIVE DATE	0.1	\$76.50
05/07/18	MENKOWITZ	0012	PREPARE FOR TELECONFERENCE WITH COUNSEL	0.1	\$76.50
05/07/18	MENKOWITZ	0012	ATTEND CALL WITH COUNSEL	0.3	\$229.50
05/07/18	MENKOWITZ	0012	CALL TO MONSEES RE: STATUS	0.1	\$76.50

Date	Attorney	Task	Description	Hours	Amount
05/08/18	HARRIS	0012	CONTINUE DRAFTING MEMO RE: CONFIRMATION ORDER AND PLAN PROVISIONS SUMMARY	2.3	\$713.00
05/09/18	HARRIS	0012	CONTINUE DRAFTING MEMORANDUM RE: SUMMARY OF ORDER AND PLAN PROVISIONS	1.0	\$310.00
05/09/18	HARRIS	0012	REVISE MEMO RE: SUMMARY OF RELEVANT PLAN/CONFIRMATION ORDER PROVISIONS PER M. MENKOWITZ COMMENTS	1.2	\$372.00
05/09/18	HARRIS	0012	FINALIZE MEMO RE: SUMMARY OF RELEVANT PLAN/CONFIRMATION ORDER PROVISIONS PER M. MENKOWITZ COMMENTS AND CIRCULATE SAME	0.4	\$124.00
05/09/18	MENKOWITZ	0012	REVIEW U.S. TRUSTEE COMMENTS	0.1	\$76.50
05/15/18	MENKOWITZ	0012	REVIEW E-MAIL RE: EFFECTIVE DATE	0.1	\$76.50
Subtotal Task: 0012				67.8	\$38,103.50
Task: 0023					
05/02/18	MENKOWITZ	0023	TRAVEL TO/FROM HEARING	2.0	\$1,530.00
Subtotal Task: 0023				2.0	\$1,530.00
TOTAL				111.2	\$59,857.00
CURRENT FEES					\$59,857.00
LESS 1/2 TRAVEL TIME					(\$765.00)
TOTAL PROFESSIONAL SERVICES					\$59,092.00
TOTAL BALANCE DUE UPON RECEIPT					<u>\$59,181.37</u>

EXHIBIT “B”

COSTS ADVANCED AND EXPENSES INCURRED:

04/27/18	PHOTOCOPYING Time: 13:25 Duration: 0.000	\$54.40
04/27/18	POSTAGE CHARGES Time: 14:39 Duration: 0.000	\$34.97
	CURRENT EXPENSES	<u>\$89.37</u>

EXHIBIT “C”

CUSTOMARY AND COMPARABLE COMPENSATION DISCLOSURES WITH FEE APPLICATIONS

CATEGORY OF TIMEKEEPER	BLENDED HOURLY RATE	
	BILLED OR COLLECTED Firm or offices for preceding year, excluding bankruptcy	BILLED In this fee application
Partner	\$476.21	\$665.81
Associate	\$309.99	\$317.58
Paralegal	\$212.81	\$365.00

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

In re

REMINGTON OUTDOOR COMPANY, INC. *et al.*,¹

Debtors.

Chapter 11

Case No. 18-10684 (BLS)
(Jointly Administered)

Related to D.I. _____

**ORDER ALLOWING AND AWARDING
FINAL COMPENSATION AND REIMBURSEMENT
OF EXPENSES TO FOX ROTHSCHILD LLP AS ATTORNEYS
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Fox Rothschild LLP (“Fox”), attorneys for the Official Committee of Unsecured Creditors (the “Committee”) for the estates of Remington Outdoor Company, Inc., *et al.* (the “Debtors”), having filed an Application for an Order Granting First and Final Compensation and Reimbursement of Expenses as Attorneys for the Committee (the “Application”); and the Court having thoroughly reviewed the Application; and the Court finding that, after notice and a hearing: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334; (b) notice of the Application, and any hearing on the Application, was proper and adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Application; and for other and good cause:

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtors’ federal tax identification number, as applicable, are: Remington Outdoor Company, Inc. (4491); FGI Holding Company, LLC (9899); FGI Operating Company, LLC (9774); Remington Arms Company, LLC (0935); Barnes Bullets, LLC (8510); TMRI, Inc. (3522); RA Brands, L.L.C. (1477); FGI Finance, Inc. (0109); Remington Arms Distribution Company, LLC (4655); Huntsville Holdings LLC (3525); 32E Productions, LLC (2381); Great Outdoors Holdco, LLC (7744); and Outdoor Services, LLC (2405). The principal offices of Debtors Remington Outdoor Company, Inc., the top-level holding company, are located at 870 Remington Drive, Madison, NC 27025.

2. Fox be and hereby is awarded final compensation in the amount of \$59,092.00 for professional services rendered and \$89.37 for costs and expenses incurred for the period April 16, 2018 through May 15, 2018.

The Honorable Brendan L. Shannon,
Chief United States Bankruptcy Judge

CERTIFICATE OF SERVICE

I, Seth A. Niederman, hereby certify that on the 29th day of May, 2018, I caused copies of the **First and Final Fee Application of Fox Rothschild LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for the Period from April 16, 2018 through May 15, 2018** to be served upon the parties listed on the service list via U.S. mail, first class and postage prepaid.

By: /s/ Seth A. Niederman
Seth A. Niederman (No. 4588)

SERVICE LIST

Milbank, Tweed, Hadley & McCloy LLP
Attn: Gregory Bray, Thomas R. Kreller
Haig Mahagiann
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067

Pachulski Stang Ziehl & Jones, LLP
919 North Market Street, 17th Floor
Wilmington, DE 19899-8705

Juliet Sarkessian
Office of the U.S. Trustee
844 King Street
Room 2207 – Lockbox #35
Wilmington, DE 19899-0035

O'Melveny & Myers
Attn: Andrew Parlen
Joseph Zujkowski
7 Times Square
New York, NY 10036

Richards, Layton & Finger, P.A
Attn: Mark Collins, Esquire
920 North King Street, Suite 200
Wilmington, DE 19801

Skadden, Arps, Slate, Meagher & Flom LLP
Attn: Paul Leake & Shana Elberg
4 Times Square
New York, NY 10036

Skadden, Arps, Slate, Meagher & Flom LLP
Attn: Jason Liberi, Esquire
One Rodney Square
920 North King Street
Wilmington, DE 19801

Dorsey & Whitney LLP
Attn: Adam F. Jachimowski, Esquire
51 West 52nd Street
New York, NY 10019

Willkie, Farr & Gallagher LLC
Attn: Rachel Strickland, Esquire
767 Seventh Avenue
New York, NY 10019

Young Conaway Stargatt & Taylor, LLP
Attn: Edmon Morton, Esquire
Rodney Square
1000 North King Street
Wilmington, DE 19801

Davis Polk & Wardell LLP
Attn.: Damian S. Schaible, Esquire
450 Lexington Avenue
New York, NY 10017

Richards, Layton & Finger, P.A.
Attn: Mark Collins, Esquire
920 North King Street, Suite 200
Wilmington, DE 19801

Fox Rothschild LLP
Attn: Michael G. Menkowitz, Esquire
2000 Market Street, 20th Floor
Philadelphia, PA 19103-3222

Fox Rothschild LLP
Attn: Seth A. Niederman, Esquire
919 N. Market Street, Suite 300
Wilmington, DE 19899-2323

Joy Seguin, as Rep
Of Precious Seguin
c/o Timothy Monsees
Monsees & Mayer
4717 Grand Avenue, Ste 820
Kansas City, MO 64112

Pension Benefit Guaranty Corporation
Attn: Kimberly Neureiter
1200 K Street, NW
Washington, DC 20005

The Lanier Law Firm
Attn: Mark Lanier
6810 FM 1960 West
Houston, TX 77069

Michelle Lefebvre, as Personal Rep
Of the Estate of Shellsea Lefebvre
c/o Leonard (Bud) Siudara, Esq.
5865 Andover Court, Suite 100
Troy, MI 48098

Art Guild, Inc.
300 Wolf Drive
West Deptford, NJ 08086