

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

In re:

F21 OPCO, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-10469 (MFW)

(Jointly Administered)

**Objection Deadline: July 7, 2025, at  
4:00 p.m. ET**

**SECOND MONTHLY FEE APPLICATION OF PAUL WEISS, RIFKIND, WHARTON &  
GARRISON LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS SPECIAL CORPORATE  
AND FINANCE COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD FROM APRIL 1, 2025, THROUGH APRIL 30, 2025**

Name of Applicant:	Paul, Weiss, Rifkind, Wharton & Garrison LLP
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Effective Date of Retention:	March 16, 2025 [D.I. 236]
Period for Which Compensation and Reimbursement is Sought:	April 1, 2025, through April 30, 2025
Monthly Fees Incurred	\$390,399.50
20% Holdback	\$78,079.90
Amount of Compensation sought as actual, reasonable and necessary (Less 20% Holdback)	\$312,319.60
Amount of Expense Reimbursement sought as actual, reasonable, and necessary	\$205.46

This is a:  X  monthly \_\_\_interim\_\_\_ final application.

The total time expended for fee application preparation is approximately 1.90 hours and the corresponding compensation requested is approximately \$3,670.50.

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: F21 OpCo, LLC (8773); F21 Puerto Rico, LLC (5906); and F21 GiftCo Management, LLC (6412). The Debtors' address for purposes of service in these Chapter 11 Cases is: 110 East 9th Street, Suite A500, Los Angeles, CA 90079.



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## Prior Applications:

		<b>Total Compensation and Expenses Incurred</b>		<b>Total Amount Paid to Date</b>	
Date Filed	Period Covered	Fees	Expenses	Fees	Expenses
05/28/2025 [D.I. 398]	03/16/2025 – 03/31/2025	\$312,022.00	\$828.64	\$249,617.60	\$828.64

**Monthly Compensation by Professional**

<b>Name of Professional</b>	<b>Position and Year of Admission</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Brian S. Hermann	Partner (Restructuring); admitted NY 1997	\$2,595.00	6.90	\$17,905.50
Scott Sontag	Partner (Tax); admitted NY 1998	\$2,595.00	1.70	\$4,411.50
Claudine K. Meredith-Goujon	Partner (Corporate); admitted NY 1999	\$2,595.00	.30	\$778.50
Edward Ackerman	Partner (Corporate); admitted NY 2006	\$2,595.00	.80	\$2,076.00
Salvatore Gogliormella	Partner (Real Estate); admitted NY 2013	\$2,595.00	3.20	\$8,304.00
Joseph M. Graham	Partner (Restructuring); admitted NY 2023, IL 2011	\$2,350.00	53.50	\$125,725.00
John Weber	Partner (Restructuring); admitted NY 2013	\$2,350.00	2.80	\$6,580.00
Sarah Harnett	Counsel (Restructuring); admitted NY 2009	\$1,995.00	35.00	\$69,825.00
Audrey Paquet	Counsel (Litigation); admitted NY 2012	\$1,995.00	7.10	\$14,164.50
Leon Dalezman	Associate (Tax); Admitted NY 2018	\$1,695.00	4.00	\$6,780.00
Martin J. Salvucci	Associate (Restructuring); admitted NY 2019	\$1,695.00	.50	\$847.50
Stephanie P. Lascano	Associate (Restructuring); Admitted NY 2020	\$1,695.00	12.30	\$20,848.50
Sharon Kim	Associate (Tax); Admitted NY 2023	\$1,470.00	1.10	\$1,617.00
Jessica Wolfert	Associate (Restructuring); admitted NY 2023	\$1,220.00	59.90	\$73,078.00
Elizabeth Gonzalez	Law Clerk (Restructuring); Not Yet Admitted	\$975.00	37.90	\$36,952.50
LaAsia Canty	Paralegal	\$460.00	1.10	\$506.00
<b>Total:</b>			<b>228.1</b>	<b>\$390,399.50</b>
<b>Blended Rate:</b>		<b>\$1,711.53</b>		
<b>Attorney Total:</b>			<b>227.0</b>	<b>\$389,893.50</b>
<b>Attorney Blended Rate:</b>		<b>\$1,717.59</b>		

**Compensation by Project Category**

<b><u>Project Category</u></b>	<b><u>Total Hours</u></b>	<b><u>Total Fees</u></b>
Asset Sales and Section 363 Issues (F01)	66.20	\$131,922.00
Case Administration (F02)	34.10	\$50,833.50
Corporate, Governance, and Board Matters (F03)	29.7	\$40,456.50
Court Hearings (F04)	6.80	\$9,855.00
Retention/Fee Application (F08)	91.30	\$157,332.50
<b>TOTALS</b>	<b>228.10</b>	<b>\$390,399.50</b>

**Expense Summary**

<b><u>Expense Category</u></b>	<b><u>Total Expenses</u></b>
Information Retrieval Services	\$164.74
Overtime Expenses	\$40.72
<b>TOTAL DISBURSEMENTS</b>	<b>\$ 205.46</b>

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FOR THE DISTRICT OF DELAWARE**

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Chapter 11

Case No. 25-10469 (MFW)

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GARRISON LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES AS SPECIAL CORPORATE  
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FOR THE PERIOD FROM APRIL 1, 2025, THROUGH APRIL 30, 2025**

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Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, and in accordance with the order retaining Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) as section 327(e) counsel [Docket No. 236] (the “Retention Order”) and the interim compensation order in these chapter 11 cases [Docket No. 193], the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul, Weiss”) hereby submits this second monthly fee application, seeking compensation for services rendered and reimbursement of expenses incurred as counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for the period commencing April 1, 2025, through and including April 30, 2025 (the “Second Monthly Fee Period”). By this application, Paul, Weiss seeks payment in the amount of \$312,525.06, which comprises (a) \$312,319.60 representing eighty percent of the total amount of compensation sought for actual and necessary services during the

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: F21 OpCo, LLC (8773); F21 Puerto Rico, LLC (5906); and F21 GiftCo Management, LLC (6412). The Debtors’ address for purposes of service in these Chapter 11 Cases is: 110 East 9th Street, Suite A500, Los Angeles, CA 90079.

Second Monthly Fee Period, and (b) reimbursement of \$205.46 representing one hundred percent of actual and necessary expenses incurred in connection with such services. In support of its application, Paul, Weiss respectfully represents as follows:

**Background**

1. On March 16, 2025 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

2. Pursuant to the Retention Order, Paul, Weiss was employed to represent the Debtors as special corporate and finance counsel for the Debtors in connection with the potential sale of certain assets and general corporate matters, effective as of the Petition Date. The Retention Order authorized Paul, Weiss to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. All services for which compensation is requested by Paul, Weiss were performed for or on behalf of the Debtors.

**Services Rendered**

4. Attached hereto as **Exhibit A** is a detailed statement of fees incurred during the Second Monthly Fee Period reflecting total fees of \$390,399.50.

5. The services rendered by Paul, Weiss during the Second Monthly Fee Period are grouped into the categories set forth in **Exhibit A**. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

**Expense Reimbursement**

6. Paul, Weiss incurred out-of-pocket costs and expenses during the Second Monthly Fee Period in the amount of \$205.46. Attached hereto as **Exhibit B** is a detailed statement of expenses incurred during the Second Monthly Fee Period.

7. Paul, Weiss believes that the itemization of costs and expenses set forth in **Exhibit B** satisfies the requirements of Rule 2016-1(e)(ii) of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the “Local Rules”).

8. Costs incurred for overtime and computer assisted research are not included in Paul, Weiss’s normal hourly billing rates and, therefore, are itemized and included in Paul, Weiss’s disbursements. Pursuant to Local Rule 2016-1, Paul, Weiss represents that its rate for duplication is \$0.10 per page for black and white copies and \$0.80 per page for color copies. There is no charge for outgoing or incoming telecopier transmissions, and there is no surcharge for computerized research.

9. This application covers the Second Monthly Fee Period. Paul, Weiss has incurred, and will continue to incur, additional necessary out-of-pocket costs and expenses subsequent to the Second Monthly Fee Period, for which Paul, Weiss will file subsequent fee applications.

**Valuation of Services**

10. Attorneys and paraprofessionals of Paul, Weiss have expended a total of 183.50 hours in connection with this matter during the Second Monthly Fee Period.

11. The amount of time spent by each of these persons providing services to the Debtors for the Second Monthly Fee Period is fully set forth in the detail attached hereto as

**Exhibit A.** The reasonable value of the services rendered by Paul, Weiss for the Second Monthly Fee Period as counsel for the Debtors in these cases is \$390,399.50.

12. Paul, Weiss believes that the time entries included in **Exhibit A** attached hereto is in compliance with the requirements of Local Rule 2016-1.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11.

14. This application covers the Second Monthly Fee Period. Paul, Weiss has performed, and will continue to perform, additional necessary services subsequent to the Second Monthly Fee Period, for which Paul, Weiss will file subsequent fee applications.

### **Conclusion**

WHEREFORE, Paul, Weiss requests that the Court:

- (a) allow (i) Paul, Weiss's fees for actual and necessary services rendered during the Second Monthly Fee Period, in the amount of \$390,399.50 and (ii) Paul, Weiss's costs and expenses incurred in connection with such services, in the amount of \$205.46;
- (b) authorize and direct the Debtors to pay Paul, Weiss as follows:

Fees	\$390,399.50
Less: 20% Holdback	(\$78,079.90)
Subtotal	\$312,319.60
Costs and Expenses	\$205.46
<b>Total Amount Due</b>	<b><u>\$312,525.06</u></b>

- (c) grant such other and further relief as the Court deems just and proper.



Dated: June 23, 2025

PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP

/s/ Joseph M. Graham

Brian S. Hermann (admitted *pro hac vice*)

Joseph M. Graham (admitted *pro hac vice*)

Sarah Harnett (admitted *pro hac vice*)

1285 Avenue of the Americas

New York, New York 10019

Tel: (212) 373-3000

Fax: (212) 757-3990

Email: bhermann@paulweiss.com

jgraham@paulweiss.com

sharnett@paulweiss.com

*Section 327(e) Counsel to the Debtors and Debtors in  
Possession*

**Verification**

I, JOSEPH M. GRAHAM, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury:

1. I am a Partner in the applicant firm, Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul, Weiss"), and have been admitted to the Bar of the State of New York since 2023 and the Bar of the State of Illinois since 2011.

2. I have personally performed many of the legal services rendered by Paul, Weiss as section 327(e) counsel for the Debtors and am familiar with all other work performed by the lawyers and paraprofessionals at Paul, Weiss.

3. The facts set forth in the foregoing application are true and correct to the best of my knowledge, information, and belief.

Dated: June 23, 2025

/s/ Joseph M. Graham  
Joseph M. Graham

**IN THE UNITED STATES BANKRUPTCY COURT  
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F21 OPCO, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 25-10469 (MFW)

(Jointly Administered)

**Objection Deadline: July 7, 2025 at 4:00 p.m. (ET)**

**NOTICE OF FEE APPLICATION**

**PLEASE TAKE NOTICE** that the *Second Monthly Application of Paul, Weiss, Rifkind, Wharton & Garrison LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Special Corporate and Finance Counsel for the Debtors and Debtors in Possession for the Period from April 1, 2025, through April 30, 2025* (the “**Application**”) has been filed with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). The Application seeks allowance of monthly fees in the amount of \$390,399.50 and monthly expenses in the amount of \$205.46.

**PLEASE TAKE FURTHER NOTICE** that objections to the Application, if any, are required to be filed on or before **July 7, 2025 at 4:00 p.m. (ET)** (the “**Objection Deadline**”) with the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. You must also serve any such objection so as to be received by the following on or before the Objection Deadline: (i) the Debtors, 110 East 9th Street, Suite A500, Los Angeles, CA 90079, Attn: Michael Brown (mbrown@thinkbrg.com); (ii) the Debtors’ counsel, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, DE 19801, Attn: Andrew L. Magaziner, Esq. (amagaziner@ycst.com) and S. Alexander Faris (afaris@ycst.com); (iii) counsel to Wells Fargo Bank, N.A. in its capacity as Prepetition ABL Administrative Agent, (a) Otterbourg P.C., 230 Park Avenue, New York, NY 10169, Attn: Chad Simon, Esq. (csimon@otterbourg.com) and Daniel Fiorillo, Esq. (dfiorillo@otterbourg.com); and (b) Richards, Layton, and Finger, P.A., One Rodney Square, 920 North King Street, Wilmington, Delaware 19801, Attn.: John H. Knight, Esq. (knight@rlf.com); (iv) counsel to Pathlight Capital LP in its capacity as Prepetition Term Loan Agent, (a) Riemer & Braunstein LLP, Times Square Tower, Suite 2506, Seven Times Square, New York, NY 10036, Attn: Steven E. Fox, Esq. (sfox@riemerlaw.com) and Paul D. Bekker, Esq. (pbekker@riemerlaw.com); and (b) Ashby & Geddes, P.A., 500 Delaware Avenue, 8th Floor, Wilmington, Delaware, 19801, Attn.: Gregory A. Taylor, Esq. (GTaylor@ashbygeddes.com); (v) counsel to Simon Blackjack Consolidated Holdings, LLC in its capacity as Prepetition Subordinated Loan Agent, (a) Choate Hall & Stewart LLP, Two International Place, Boston, MA 02110, Attn: Mark D. Silva, Esq. (msilva@choate.com), Rick Thide, Esq. (rthide@choate.com),

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: F21 OpCo, LLC (8773); F21 Puerto Rico, LLC (5906); and F21 GiftCo Management, LLC (6412). The Debtors’ address for purposes of service in these Chapter 11 Cases is 110 East 9th Street, Suite A500, Los Angeles, CA 90079.

and Hampton Foushee, Esq. (hfoushee@choate.com); and (b) Pashman Stein Walder Hayden, P.C., 824 North Market Street, Suite 800, Wilmington, DE 19801, Attn: Joseph C. Barsalona, Esq. (jbarsalona@pashmanstein.com); (vi) the U.S. Trustee, J. Caleb Boggs Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. (jane.m.leafy@usdoj.gov); (vii) and counsel for the Committee (a) McDermott Will & Emery, One Vanderbilt Avenue, New York, NY 10017, Attn: Darren Azman, Esq. (dazman@mwe.com) and Kristin K. Going, Esq. (kgoing@mwe.com); and (b) Cole Schotz P.C., 500 Delaware Avenue, Suite 600, Wilmington, DE 19801, Justin R. Alberto, Esq. (jalberto@coleschotz.com) and Stacy L. Newman, Esq. (snewman@coleschotz.com).

**PLEASE TAKE FURTHER NOTICE** THAT, PURSUANT TO THE *ORDER (I) ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS AND (II) GRANTING RELATED RELIEF* [DOCKET NO. 193], IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THE DEBTORS WILL BE AUTHORIZED TO PAY 80% OF THE REQUESTED FEES AND 100% OF THE REQUESTED EXPENSES WITHOUT FURTHER ORDER OF THE COURT.

**PLEASE TAKE FURTHER NOTICE** THAT ONLY IF AN OBJECTION IS PROPERLY AND TIMELY FILED IN ACCORDANCE WITH THE ABOVE PROCEDURES WILL A HEARING BE HELD ON THE APPLICATION.

*[signature page follows]*

Dated: June 23, 2025

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ S. Alexander Faris

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Andrew L. Magaziner (No. 5426)

Robert F. Poppiti, Jr. (No. 5052)

Ashley E. Jacobs (No. 5635)

S. Alexander Faris (No. 6278)

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*Counsel to the Debtors and Debtors in Possession*

**Exhibit A**

Forever 21  
3880 N MISSION RD, RM 3030  
Los Angeles, CA 90031-3138

New York June 20, 2025

Please send your remittance to

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP  
1285 Avenue of the Americas  
New York, New York 10019-6064

Ref: 1506507

IN ACCOUNT WITH

**PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP** *Taxpayer ID# 13-1662105*

FOR PROFESSIONAL SERVICES rendered through April 30,  
2025 in connection with Forever 21 - Chapter 11 Cases. \$ 390,399.50

Disbursements and other charges posted through April 30, 2025:

Information Retrieval Services	164.74	
Overtime Expenses	40.72	205.46
<b>Total Amount Due:</b>		<b><u>\$ 390,604.96</u></b>

Payment in U.S. Dollar may be made by wire transfer to our



Charges which have not been recorded as of the above date will be invoiced later

Client: 024993 Forever 21

Invoice #: 1506507

Matter: 00002 Forever 21 - Chapter 11 Cases

Date: 06/20/2025

**TIME SUMMARY**

Name	Dept	Title	Oldest Entry	Latest Entry	Hours
Ackerman, Edward	Corp	Partner	04/25/25	04/25/25	0.80
Gogliormella, Salvatore	RE	Partner	04/02/25	04/17/25	3.20
Graham, Joseph (Joe)	Rstr	Partner	04/01/25	04/30/25	53.50
Hermann, Brian	Rstr	Partner	04/07/25	04/28/25	6.90
Meredith-Goujon, Claudine K	Corp	Partner	04/18/25	04/23/25	0.30
Sontag, Scott	Tax	Partner	04/01/25	04/28/25	1.70
Weber, John	Rstr	Partner	04/25/25	04/30/25	2.80
Harnett, Sarah	Rstr	Counsel	04/01/25	04/30/25	35.00
Paquet, Audrey	Lit	Counsel	04/01/25	04/28/25	7.10
Dalezman, Leon	Tax	Associate	04/01/25	04/25/25	4.00
Gonzalez, Elizabeth V.	Rstr	Associate	04/01/25	04/30/25	37.90
Kim, Sharon	Tax	Associate	04/01/25	04/09/25	1.10
Lascano, Stephanie P.	Rstr	Associate	04/01/25	04/29/25	12.30
Salvucci, Martin J.	Rstr	Associate	04/01/25	04/08/25	0.50
Wolfert, Jessica	Rstr	Associate	04/01/25	04/30/25	59.90
Non-Legal Support					1.10
<b>TOTAL</b>					<b>228.10</b>

**TIME DETAIL**

Name	Dept	Title	Date	Task	Description	Hours
Harnett, Sarah	Rstr	Counsel	04/01/25	F02	Review, revise works in process tracker (.3); conference with PW team re same, next steps (.3).	0.60
Harnett, Sarah	Rstr	Counsel	04/01/25	F01	Correspond with PW, Company advisors re APA issues list.	0.20
Kim, Sharon	Tax	Associate	04/01/25	F01	Review, analyze comments to APA re tax issues.	0.20
Graham, Joseph (Joe)	Rstr	Partner	04/01/25	F03	Review, comment on board materials (.2); attend and participate in board meeting (.4).	0.60
Graham, Joseph (Joe)	Rstr	Partner	04/01/25	F02	Conference with UCC advisors, YCST re introduction to case, next steps (.6); conference with D. Magaziner (YCST) re same (.3); conference with PW team re works in process tracker, next steps (partial) (.2).	1.10
Graham, Joseph (Joe)	Rstr	Partner	04/01/25	F01	Review, comment on potential APA issues list (.2); review, analyze next steps re same (.1).	0.30
Salvucci, Martin J.	Rstr	Associate	04/01/25	F02	Conference with PW team re works in process tracker, next steps.	0.30
Dalezman, Leon	Tax	Associate	04/01/25	F01	Review, comment on APA re tax issues.	1.60
Sontag, Scott	Tax	Partner	04/01/25	F01	Review, revise APA re tax issues.	0.50
Wolfert, Jessica	Rstr	Associate	04/01/25	F02	Conference with PW team re works in process tracker, next steps.	0.30
Wolfert, Jessica	Rstr	Associate	04/01/25	F08	Correspond with YCST re PW retention application.	0.10



**Client: 024993 Forever 21****Invoice #: 1506507****Matter: 00002 Forever 21 - Chapter 11 Cases****Date: 06/20/2025**

Name	Dept	Title	Date	Task	Description	Hours
Paquet, Audrey	Lit	Counsel	04/01/25	F01	Review, analyze APA re data privacy issues list.	0.40
Gonzalez, Elizabeth V.	Rstr	Associate	04/01/25	F02	Review, revise works in process tracker (1.1); emails with PW team re same (.1); correspond with S. Harnett re bar date (.2); conference with PW team re works in process, next steps (.3).	1.70
Gonzalez, Elizabeth V.	Rstr	Associate	04/01/25	F03	Correspond with S. Lascano re 3/28 Board minutes (.3); correspond with Board, management re Board minutes, meeting materials (.2); attend, take minutes for Board meeting (.4); draft 4/1 Board meeting minutes (.4).	1.30
Lascano, Stephanie P.	Rstr	Associate	04/01/25	F01	Review, analyze revised APA (.8); draft issues list re same (.6); correspond with PW team re same (.3).	1.70
Lascano, Stephanie P.	Rstr	Associate	04/01/25	F02	Review, revise works in process tracker (.4); correspond with E. Gonzalez re works in process (.3); conference with PW team re same, next steps (.3).	1.00
Lascano, Stephanie P.	Rstr	Associate	04/01/25	F03	Attend Board meeting.	0.40
Lascano, Stephanie P.	Rstr	Associate	04/02/25	F01	Review, analyze precedent APAs (.3); conference with Company advisors re APA issues lists (.5).	0.80
Gonzalez, Elizabeth V.	Rstr	Associate	04/02/25	F03	Correspond with PW team re 3/28 Board meeting minutes (.2); compile, review executed Board meeting minutes, Board materials (.9).	1.10
Paquet, Audrey	Lit	Counsel	04/02/25	F01	Correspond with S. Lascano re APA discussion (.1); correspond with J. Graham, S. Hampton (Company) re APA data privacy issues (.4).	0.50
Wolfert, Jessica	Rstr	Associate	04/02/25	F08	Research caselaw re retention issues (1.6); conference with S. Harnett re same (.2).	1.80
Wolfert, Jessica	Rstr	Associate	04/02/25	F02	Prepare weekly professional fee estimate (.4); call with BRG re same (.1); correspond with YCST, BRG re same (.2).	0.70
Graham, Joseph (Joe)	Rstr	Partner	04/02/25	F02	Conference with LW re rent matter (.1); correspond with YCST, BRG teams re same (.3); conferences with D. Magaziner re coordination matters (.1).	0.50
Graham, Joseph (Joe)	Rstr	Partner	04/02/25	F01	Conference with YCST, PW, SSG, BRG teams re purchase agreement markup (.5); review, analyze store list (.1); correspond with advisor team re next steps on proposal (.3).	0.90
Graham, Joseph (Joe)	Rstr	Partner	04/02/25	F08	Review, analyze UST comments to retention application (.2); correspond with PW team re next steps re same (.2).	0.40
Dalezman, Leon	Tax	Associate	04/02/25	F01	Review, comment on APA re tax issues.	1.00
Harnett, Sarah	Rstr	Counsel	04/02/25	F08	Review, analyze UST comments to PW retention application (.5); correspond with J. Graham, J. Wolfert re same (.2); conference with J. Wolfert re	0.90

Client: 024993 Forever 21

Invoice #: 1506507

Matter: 00002 Forever 21 - Chapter 11 Cases

Date: 06/20/2025

Name	Dept	Title	Date	Task	Description	Hours
					same (.2).	
Harnett, Sarah	Rstr	Counsel	04/02/25	F02	Correspond with PW team, BRG, YCST re case matters.	0.20
Gogliormella, Salvatore	RE	Partner	04/02/25	F01	Conference with PW team, YCST, SSG, BRG re APA markup, real estate issues.	0.50
Gogliormella, Salvatore	RE	Partner	04/03/25	F01	Conference with potential buyer, PW team, SSG, BRG re APA, real estate issues.	0.40
Harnett, Sarah	Rstr	Counsel	04/03/25	F08	Review, analyze proposed response re retention application (.8); correspond with J. Graham, J. Wolfert re same (.2).	1.00
Harnett, Sarah	Rstr	Counsel	04/03/25	F01	Conference with potential buyer, Company advisors re APA issues (.4); conferences with S. Lascano re same (.2); review, analyze issues list re same (.3).	0.90
Graham, Joseph (Joe)	Rstr	Partner	04/03/25	F02	Conference with A. Parlen (LW) re lease matter (.1); correspond with D. Magaziner (YCST), A. Parlen (LW), BRG re same (.3).	0.40
Graham, Joseph (Joe)	Rstr	Partner	04/03/25	F01	Review, analyze issues re sale of customer data (.2); conference with potential buyer, PW team, SSG, BRG (.4); correspond with PW team re next steps (.1).	0.70
Wolfert, Jessica	Rstr	Associate	04/03/25	F08	Review, revise proposed response re retention application.	1.10
Wolfert, Jessica	Rstr	Associate	04/03/25	F02	Correspond with PW team, Company advisors re standing call agenda.	0.20
Paquet, Audrey	Lit	Counsel	04/03/25	F01	Review, analyze license agreement re APA issues (.2); correspond with J. Graham, S. Hampton (Company) re data privacy issues (.2).	0.40
Graham, Joseph (Joe)	Rstr	Partner	04/03/25	F08	Correspond with PW team re responses to UST questions re retention.	0.30
Gonzalez, Elizabeth V.	Rstr	Associate	04/03/25	F03	Draft 4/1 Board meeting minutes (.6); review, analyze executed Board meeting minutes (.7); correspond with S. Lascano re same (.2).	1.50
Lascano, Stephanie P.	Rstr	Associate	04/03/25	F02	Correspond with YCST re second day hearing (.1); conferences S. Harnett re updates, works in process (.2).	0.30
Lascano, Stephanie P.	Rstr	Associate	04/03/25	F01	Review, analyze precedent APAs (.4); conference with Company advisors, potential buyer re APA (.4).	0.80
Gonzalez, Elizabeth V.	Rstr	Associate	04/04/25	F03	Revise 4/1 Board meeting minutes (.3); correspond with J. Graham re same (.1).	0.40
Graham, Joseph (Joe)	Rstr	Partner	04/04/25	F08	Draft, revise response to UST questions re retention (.7); correspond with YCST re same (.1).	0.80
Graham, Joseph (Joe)	Rstr	Partner	04/04/25	F01	Conference with potential purchaser re proposal (.1); correspond with client, advisor team re same (.1); review, analyze revised APA re same (.2).	0.40

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Name	Dept	Title	Date	Task	Description	Hours
Graham, Joseph (Joe)	Rstr	Partner	04/04/25	F02	Conference with A. Parlen (LW) re lease matter.	0.10
Paquet, Audrey	Lit	Counsel	04/04/25	F01	Correspond with S. Lascano re APA, data privacy issues.	0.40
Lascano, Stephanie P.	Rstr	Associate	04/04/25	F03	Review, revise draft Board meeting minutes.	0.70
Lascano, Stephanie P.	Rstr	Associate	04/04/25	F01	Review, revise APA (1.8); correspond with PW team re same (.1).	1.90
Harnett, Sarah	Rstr	Counsel	04/04/25	F08	Review, analyze draft response to UST comments re PW retention application.	0.20
Harnett, Sarah	Rstr	Counsel	04/04/25	F01	Correspond with PW team, BRG re APA markup.	0.20
Dalezman, Leon	Tax	Associate	04/05/25	F01	Review, comment on APA re tax issues.	0.70
Kim, Sharon	Tax	Associate	04/05/25	F01	Review, analyze comments to APA re tax issues.	0.70
Graham, Joseph (Joe)	Rstr	Partner	04/06/25	F01	Review, comment on APA with potential purchaser (.2); correspond with PW team re same, next steps (.1).	0.30
Lascano, Stephanie P.	Rstr	Associate	04/06/25	F01	Review, revise APA (.3); correspond with Company, advisor team re same (.1).	0.40
Paquet, Audrey	Lit	Counsel	04/06/25	F01	Review, revise APA for data privacy considerations.	0.30
Gogliormella, Salvatore	RE	Partner	04/06/25	F01	Review, comment on draft APA re real estate issues (.8); correspond with PW team re same (.1).	0.90
Lascano, Stephanie P.	Rstr	Associate	04/07/25	F01	Revise draft APA.	0.50
Salvucci, Martin J.	Rstr	Associate	04/07/25	F02	Review, analyze revisions re work in process tracker, matter status.	0.10
Gonzalez, Elizabeth V.	Rstr	Associate	04/07/25	F02	Correspond with PW team, Company advisors re standing call agenda (.3); conference with Company advisors re key case updates, sale process (.5); review, analyze PW team correspondence re case workstreams (.3); review, revise works in process tracker (1.0); correspond with J. Wolfert re same (.1).	2.20
Gonzalez, Elizabeth V.	Rstr	Associate	04/07/25	F03	Review, revise Board meeting minutes.	0.20
Paquet, Audrey	Lit	Counsel	04/07/25	F01	Correspond with PW team re APA, data privacy issues.	0.20
Harnett, Sarah	Rstr	Counsel	04/07/25	F02	Conference with Company advisors re case updates, sale process (.5); correspond with YCST team re same (.2); review, analyze UCC diligence requests (.2).	0.90
Harnett, Sarah	Rstr	Counsel	04/07/25	F01	Correspond with PW, SSG, BRG re revised APA.	0.20
Harnett, Sarah	Rstr	Counsel	04/07/25	F03	Review, analyze draft Board materials.	0.10
Graham, Joseph (Joe)	Rstr	Partner	04/07/25	F08	Conference with D. Magaziner re retention matters (.2); conference with B. Hermann re same (.1).	0.30

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Name	Dept	Title	Date	Task	Description	Hours
Graham, Joseph (Joe)	Rstr	Partner	04/07/25	F03	Review, comment on minutes (.3); review, comment on board materials (.1).	0.40
Graham, Joseph (Joe)	Rstr	Partner	04/07/25	F01	Correspond with client, PW, SSG teams re potential purchase agreement, next steps.	0.30
Graham, Joseph (Joe)	Rstr	Partner	04/07/25	F02	Conference with Company advisor team re case updates, sale process, GOB process.	0.50
Hermann, Brian	Rstr	Partner	04/07/25	F08	Conference with J. Graham re PW retention matters.	0.10
Wolfert, Jessica	Rstr	Associate	04/07/25	F02	Conference with Company advisors re key case updates, sale process (partial).	0.40
Hermann, Brian	Rstr	Partner	04/08/25	F03	Attend Board meeting.	0.50
Lascano, Stephanie P.	Rstr	Associate	04/08/25	F03	Correspond with E. Gonzalez re Board meeting minutes, materials.	0.30
Lascano, Stephanie P.	Rstr	Associate	04/08/25	F02	Review, revise works in process tracker (.3); conference with PW team re same, next steps (.4).	0.70
Lascano, Stephanie P.	Rstr	Associate	04/08/25	F08	Review, analyze interim fee compensation procedures.	0.20
Salvucci, Martin J.	Rstr	Associate	04/08/25	F02	Correspond with PW team re matter status, next steps.	0.10
Graham, Joseph (Joe)	Rstr	Partner	04/08/25	F02	Conference with PW team re works in process (.4); conference with D. Magaziner re case status, UCC discovery (.4).	0.80
Graham, Joseph (Joe)	Rstr	Partner	04/08/25	F08	Correspond with D. Magaziner re retention matters.	0.20
Graham, Joseph (Joe)	Rstr	Partner	04/08/25	F03	Correspond with PW team, YCST re Board meeting (.2); attend same (.5); conference with P. Aronzon (Company) re same (.2).	0.90
Wolfert, Jessica	Rstr	Associate	04/08/25	F02	Conference with PW team re works in process tracker, next steps (.4); prepare for same (.1).	0.50
Gonzalez, Elizabeth V.	Rstr	Associate	04/08/25	F03	Review, analyze comments to 4/1 Board meeting minutes (.3); correspond with Company re same (.1); correspond with J. Graham, A. Magaziner (YCST) re 4/8 board materials (.3); correspond with S. Hampton (Company) re execution of 4/1 Board meeting minutes (.3); attend, take minutes for Board meeting (.5).	1.50
Gonzalez, Elizabeth V.	Rstr	Associate	04/08/25	F02	Review, revise works in process tracker (.5); correspond with S. Lascano re same (.1); correspond with PW team re case updates (.1); correspond with S. Harnett re works in process tracker (.1); conference with PW team re same, next steps (.4); prepare for same (.4).	1.60
Harnett, Sarah	Rstr	Counsel	04/08/25	F02	Conference with PW team updates, works in process (.4); prepare for same (.1).	0.50
Harnett, Sarah	Rstr	Counsel	04/08/25	F03	Correspond with PW team re UCC diligence requests, corporate documents.	0.40

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Name	Dept	Title	Date	Task	Description	Hours
Graham, Joseph (Joe)	Rstr	Partner	04/09/25	F08	Conference with J. Leamy, D. Magaziner re retention matters (.4); conference with B. Hermann re same (.1); draft response re same (.3); correspond with client, PW, YCST, UST re same (.3).	1.10
Graham, Joseph (Joe)	Rstr	Partner	04/09/25	F02	Conference with PW, YCST teams re case updates, next steps.	0.70
Graham, Joseph (Joe)	Rstr	Partner	04/09/25	F01	Review, analyze next steps on potential purchaser matters, APA markup (.2); correspond with SSG, PW teams, potential purchaser re same (.1).	0.30
Hermann, Brian	Rstr	Partner	04/09/25	F08	Conference with J. Graham re retention matters (.1); analyze same (.1).	0.20
Dalezman, Leon	Tax	Associate	04/09/25	F01	Review, comment on APA re tax issues.	0.30
Kim, Sharon	Tax	Associate	04/09/25	F01	Review, analyze comments to APA re tax issues.	0.20
Wolfert, Jessica	Rstr	Associate	04/09/25	F08	Correspond with YCST re weekly professional fee statement.	0.10
Wolfert, Jessica	Rstr	Associate	04/09/25	F01	Review, analyze APA with potential purchaser.	0.70
Paquet, Audrey	Lit	Counsel	04/09/25	F01	Correspond with PW team re APA, data privacy issues.	0.30
Harnett, Sarah	Rstr	Counsel	04/09/25	F02	Conference with PW, YCST teams re case updates, next steps.	0.70
Harnett, Sarah	Rstr	Counsel	04/09/25	F01	Review, analyze APA markup (.8); correspond with PW team re open issues re same (.3); correspond with Company advisors re same (.2).	1.30
Gogliormella, Salvatore	RE	Partner	04/09/25	F01	Review, comment on APA re real estate issues.	0.40
Canty, LaAsia	Othr	Paragl	04/10/25	F08	Research precedent special counsel retention applications.	1.10
Hermann, Brian	Rstr	Partner	04/10/25	F08	Conference with PW team, D. Magaziner (YCST) re retention matters (.2); conference with J. Graham re same (.2).	0.40
Wolfert, Jessica	Rstr	Associate	04/10/25	F01	Analyze draft APA, data privacy issues (.2); correspond with PW team re APA, tax issues (.2)..	0.40
Wolfert, Jessica	Rstr	Associate	04/10/25	F08	Research caselaw re retention issues.	2.20
Wolfert, Jessica	Rstr	Associate	04/10/25	F02	Conference with Company advisors re key case updates, next steps re asset sale process (.7); review, analyze case filings, objection (.5).	1.20
Sontag, Scott	Tax	Partner	04/10/25	F01	Correspond with PW team re APA, tax issues.	0.20
Graham, Joseph (Joe)	Rstr	Partner	04/10/25	F02	Conference with Company advisors re key case updates, next steps re asset sale process.	0.30
Graham, Joseph (Joe)	Rstr	Partner	04/10/25	F08	Conference with PW team, D. Magaziner (YCST) re retention matters (.2); conference with B. Hermann re same (.2); conferences with D. Magaziner re retention matters, case updates (.3); correspond with J. Weber re same (.3); conference	3.70

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Name	Dept	Title	Date	Task	Description	Hours
					with U.S. trustee re proposal (.4); review, analyze proposal, next steps, precedent orders (1.2); correspond with U.S. trustee re counter proposal (.4); correspond with Company, PW, YCST teams re retention matters (.6); conference with S. Harnett re same (.1).	
Graham, Joseph (Joe)	Rstr	Partner	04/10/25	F01	Correspond with PW team re asset sale process.	0.10
Gonzalez, Elizabeth V.	Rstr	Associate	04/10/25	F02	Review, analyze PW team correspondence re case workstreams.	0.30
Gonzalez, Elizabeth V.	Rstr	Associate	04/10/25	F03	Draft, review 4/8 Board meeting minutes (1.8); correspond with S. Harnett re same (.3).	2.10
Paquet, Audrey	Lit	Counsel	04/10/25	F01	Review, analyze APA re data privacy considerations (.4); conference with potential purchaser, J. Graham re customer data matters (.2); correspond with J. Wolfert re APA (.2).	0.80
Harnett, Sarah	Rstr	Counsel	04/10/25	F01	Correspond with PW team re APA (.3); review, comment on same (.5).	0.80
Harnett, Sarah	Rstr	Counsel	04/10/25	F08	Research re 327(e) retention issues (1.0); review, analyze precedent retention orders re same (.6); correspond with PW team re same (.3); conference with J. Graham re same (.1).	2.00
Hermann, Brian	Rstr	Partner	04/11/25	F08	Correspond with PW team re UST objection to PW retention (.1); conferences with J. Graham re same (.3).	0.40
Wolfert, Jessica	Rstr	Associate	04/11/25	F08	Review, analyze UST objection to PW retention application (.8); draft reply to same (10.3); conference with J. Graham, S. Harnett re same (.5).	11.60
Graham, Joseph (Joe)	Rstr	Partner	04/11/25	F08	Correspond with UST re proposal response (.1); review, analyze UST objection to PW retention (.5); conferences with B. Hermann re same (.3); conference with J. Wolfert, S. Harnett re reply to same (.5); conferences with D. Magaziner (YCST) re same, next steps (.3); correspond with PW team, YCST, Board re updates, next steps (.4).	2.10
Graham, Joseph (Joe)	Rstr	Partner	04/11/25	F01	Conference with potential purchaser re customer data matters (.1); correspond with PW team, client re same (.2); correspond with PW team re documentation issues (.2); review, analyze matters re same (.3); correspond with E. Ackerman re same (.1).	0.90
Paquet, Audrey	Lit	Counsel	04/11/25	F01	Correspond with J. Graham, purchaser's counsel re data privacy issues (.2); correspond with PW team re same, APA (.3).	0.50
Harnett, Sarah	Rstr	Counsel	04/11/25	F08	Review, analyze UST objection to PW retention application (1.0); review, analyze research re same (.5); conference with J. Graham, J. Wolfert re reply to same (.5); correspond with J. Wolfert re same (.2); review, analyze correspondence with	2.40

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Name	Dept	Title	Date	Task	Description	Hours
					YCST re same (.2).	
Harnett, Sarah	Rstr	Counsel	04/11/25	F01	Correspond with the Company re APA, open issues (.1); correspond with Company advisors re revisions to APA (.2).	0.30
Harnett, Sarah	Rstr	Counsel	04/11/25	F03	Correspond with PW, YCST re UCC diligence requests, corporate documents.	0.20
Hermann, Brian	Rstr	Partner	04/12/25	F01	Correspond with PW team re inventory sales, related issues.	0.10
Hermann, Brian	Rstr	Partner	04/12/25	F08	Review, analyze research re 327(e) retention issues.	0.10
Graham, Joseph (Joe)	Rstr	Partner	04/12/25	F01	Conference with potential purchaser counsel, A. Paquet re customer data matters (.2); correspond with potential purchaser counsel, Company advisor team re purchase agreement, customer data matters (.1); correspond with YCST team re same, next steps (.1).	0.40
Graham, Joseph (Joe)	Rstr	Partner	04/12/25	F08	Review, analyze research re retention matters (.6); review, comment on reply in support of PW retention (2.9); conference with J. Wolfert, S. Harnett re same (.5); review, comment on revised proposed order (.1).	4.10
Wolfert, Jessica	Rstr	Associate	04/12/25	F08	Revise reply to UST objection to PW retention application (8.0); research caselaw re same (1.7); call with J. Graham, S. Harnett re reply (.5); draft revised proposed order on PW retention application (1.1).	11.30
Wolfert, Jessica	Rstr	Associate	04/12/25	F01	Review, revise APA with potential purchaser.	0.30
Harnett, Sarah	Rstr	Counsel	04/12/25	F08	Review, revise draft reply in support of PW retention application (5.0); correspond with J. Wolfert, E. Gonzalez re same (.2); conference with J. Graham, J. Wolfert re same (.5); correspond with same re revisions to same (.5); review, comment on revised proposed retention order (.5).	6.70
Gonzalez, Elizabeth V.	Rstr	Associate	04/12/25	F08	Review, revise PW retention application (3.7); correspond with S. Harnett, J. Wolfert re same (.3).	4.00
Paquet, Audrey	Lit	Counsel	04/12/25	F01	Correspond with J. Graham, purchaser's counsel re privacy issues, notice.	0.60
Harnett, Sarah	Rstr	Counsel	04/13/25	F08	Review, comment on draft reply in support of retention application (1.5); review, revise draft supplemental declaration re same (1.2); correspond with PW, YCST re same (.5)	3.20
Graham, Joseph (Joe)	Rstr	Partner	04/13/25	F08	Review, revise reply (1.3); review, analyze case law cited in objection (.3); review, comment on declaration (.3); correspond with PW, YCST teams re retention reply materials (.4); conference with D. Magaziner re reply (.4).	2.70

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Name	Dept	Title	Date	Task	Description	Hours
Wolfert, Jessica	Rstr	Associate	04/13/25	F08	Draft supplemental declaration re PW retention (.7); revise reply in support of PW retention (2.1); research caselaw re same (.6); revise caselaw summary re same (1.2).	4.60
Hermann, Brian	Rstr	Partner	04/13/25	F08	Review, analyze retention reply outline, research.	1.20
Gonzalez, Elizabeth V.	Rstr	Associate	04/13/25	F08	Correspond with J. Wolfert, S. Harnett re PW retention application.	0.30
Graham, Joseph (Joe)	Rstr	Partner	04/14/25	F02	Conference with Company advisors re key case updates, sale process (.5); prepare for same (.1).	0.60
Graham, Joseph (Joe)	Rstr	Partner	04/14/25	F08	Review, revise reply, declaration, order, reply chart (1.3); correspond with PW, YCST teams re same (.6); conference with YCST, PW teams re hearing preparations (.4); correspond with J. Wolfert re filing process (.1); conference with B. Hermann re hearing matters (.1).	2.50
Hermann, Brian	Rstr	Partner	04/14/25	F08	Review, comment on draft supplemental declaration in support of PW retention (.1); conference with J. Graham re hearing matters (.1).	0.20
Hermann, Brian	Rstr	Partner	04/14/25	F03	Correspond with PW team re Board matters.	0.10
Gonzalez, Elizabeth V.	Rstr	Associate	04/14/25	F02	Correspond with J. Graham, S. Harnett, Company advisors re standing call agenda (.4); conference with Company advisors re key case updates, sale process (.7); review, analyze PW team correspondence re case workstreams (.3); review, revise works in process tracker (.8).	2.20
Gonzalez, Elizabeth V.	Rstr	Associate	04/14/25	F03	Correspond with S. Harnett, J. Graham re 4/8 Board meeting minutes (.2); review, revise same (.6).	0.80
Gonzalez, Elizabeth V.	Rstr	Associate	04/14/25	F04	Correspond with J. Wolfert re second day hearing logistics.	0.30
Wolfert, Jessica	Rstr	Associate	04/14/25	F08	Review, revise, finalize reply in support of PW retention.	3.90
Wolfert, Jessica	Rstr	Associate	04/14/25	F04	Conference with YCST re 4/15 hearing preparation.	0.50
Wolfert, Jessica	Rstr	Associate	04/14/25	F02	Conference with Company advisors re key case updates, sale process.	0.50
Harnett, Sarah	Rstr	Counsel	04/14/25	F08	Review, comment on caselaw research summary re retention issues (.6); correspond with YCST, PW re finalization of reply pleadings for filing (.5); attend call with PW, YCST re preparations for retention hearing (.4).	1.50
Harnett, Sarah	Rstr	Counsel	04/14/25	F02	Conference with Company advisors re key case updates, sale process.	0.50
Gonzalez, Elizabeth V.	Rstr	Associate	04/15/25	F02	Review, revise works in process tracker.	0.70
Gonzalez, Elizabeth	Rstr	Associate	04/15/25	F04	Correspond with J. Wolfert, S. Harnett re hearing	2.10



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Name	Dept	Title	Date	Task	Description	Hours
V.					logistics (.2); coordinate preparation of materials for same (.4); attend, take notes for second day hearing (1.5).	
Gonzalez, Elizabeth V.	Rstr	Associate	04/15/25	F03	Review, revise 4/8 Board meeting minutes (.5); correspond with Board re same (.1); correspond with S. Harnett, S. Doherty (BRG) re revisions to Board materials (.5); correspond with Board, Company advisors re hearing status (.3); correspond with PW team, Company advisors re Board meeting scheduling (.6).	2.00
Paquet, Audrey	Lit	Counsel	04/15/25	F01	Correspond with PW team re bidder, sale issues.	0.20
Wolfert, Jessica	Rstr	Associate	04/15/25	F04	Attend hearing re second day motions, PW retention (1.8); prepare for same (.2).	2.00
Harnett, Sarah	Rstr	Counsel	04/15/25	F03	Review, analyze Board materials (.2); correspond with PW, BRG re same (.1).	0.30
Harnett, Sarah	Rstr	Counsel	04/15/25	F08	Correspond with PW, YCST re retention hearing (.2); attend hearing on PW retention application remotely (partial) (1.0); conference with J. Graham re next steps on same (.1); correspond with PW team re same (.3).	1.60
Harnett, Sarah	Rstr	Counsel	04/15/25	F01	Review, analyze APA markup (.5); review, comment on issues list re same (.3); correspond with PW team re same (.2).	1.00
Gogliormella, Salvatore	RE	Partner	04/15/25	F01	Review, comment on APA re real estate issues (.1); correspond with PW team re same (.1).	0.20
Graham, Joseph (Joe)	Rstr	Partner	04/15/25	F03	Review, comment on minutes (.2); correspond with PW team re same, next board meeting (.1).	0.30
Graham, Joseph (Joe)	Rstr	Partner	04/15/25	F04	Attend, participate in hearing re Paul, Weiss retention, cash collateral order.	1.90
Graham, Joseph (Joe)	Rstr	Partner	04/15/25	F01	Review, comment on APA markup (.2); correspond with PW team re same (.1); correspond with E. Ackerman re potential transactions (.1); correspond with BRG, SSG re same (.1).	0.50
Graham, Joseph (Joe)	Rstr	Partner	04/15/25	F08	Review, analyze issues re retention, prepare for hearing (.8); conferences with D. Magaziner re potential resolution (.5); conferences with D. Magaziner, UST re same (.2); review, revise order re same (.1); conference with S. Harnett re next steps (.1); conferences with B. Hermann re same (.2); correspond with PW, YCST teams re same (.4); conference with S. Coulombe re hearing (.1).	2.40
Hermann, Brian	Rstr	Partner	04/15/25	F08	Attend hearing on PW retention application (1.5); conferences with J. Graham re objection resolution, hearing (.2); correspond with PW team re same (.5).	2.20
Graham, Joseph (Joe)	Rstr	Partner	04/16/25	F03	Attend and participate in Board call.	0.50
Graham, Joseph (Joe)	Rstr	Partner	04/16/25	F08	Review, comment on retention order (.2);	0.90

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Name	Dept	Title	Date	Task	Description	Hours
					correspond with UST, PW, YCST teams re same (.2); conferences with B. Hermann re same (.2); review, analyze materials re same, potential resolution (.3).	
Graham, Joseph (Joe)	Rstr	Partner	04/16/25	F01	Review, analyze next steps on sale to potential purchaser (.1); correspond with PW, SSG teams re same (.1).	0.20
Hermann, Brian	Rstr	Partner	04/16/25	F08	Conferences with J. Graham re PW retention order.	0.20
Gonzalez, Elizabeth V.	Rstr	Associate	04/16/25	F03	Correspond with Company advisors, Management, and Board re Board meeting Logistics (.8); attend, take minutes for Board meeting (.5).	1.30
Paquet, Audrey	Lit	Counsel	04/16/25	F01	Review, analyze APA for privacy issues list.	0.40
Wolfert, Jessica	Rstr	Associate	04/16/25	F08	Revise PW retention order.	0.20
Wolfert, Jessica	Rstr	Associate	04/16/25	F08	Correspond with YCST re weekly professional fee statement.	0.10
Wolfert, Jessica	Rstr	Associate	04/16/25	F01	Review, revise APA with potential purchaser (.4); correspond with potential purchaser re revised APA (.3).	0.70
Harnett, Sarah	Rstr	Counsel	04/16/25	F01	Correspond with Company advisors re APA markup (.2); correspond with J. Graham, J. Wolfert re revisions to same (.1); review further revised APA (.2).	0.50
Harnett, Sarah	Rstr	Counsel	04/16/25	F08	Review, comment on time detail for first monthly fee statement for privilege and in compliance with UST guidelines	0.50
Gonzalez, Elizabeth V.	Rstr	Associate	04/17/25	F08	Correspond with J. Wolfert re CoC for PW retention (.1); emails with PW team re PW retention order (.1).	0.20
Wolfert, Jessica	Rstr	Associate	04/17/25	F01	Conference with potential purchaser counsel re APA, open issues (.4); correspond with Company advisors re revised APA (.9); revise draft APA (.8); correspond with Company re same (.7).	2.80
Gogliormella, Salvatore	RE	Partner	04/17/25	F01	Conference with counsel to potential purchaser re APA (.3); review, prepare markup of APA re real estate issues (.4); correspond with PW team re same (.1).	0.80
Graham, Joseph (Joe)	Rstr	Partner	04/17/25	F01	Review, analyze revised purchase agreement (.1); conference with potential purchaser, PW team re same (.3); review, comment on open issues re same (.2); review, comment on purchase agreement (.2); correspond with client, PW, BRG, YCST, SSG teams re same (.2).	1.00
Graham, Joseph (Joe)	Rstr	Partner	04/17/25	F03	Correspond with Board re sale, case updates.	0.10
Graham, Joseph (Joe)	Rstr	Partner	04/18/25	F01	Review, comment on purchase agreement, next steps (.2); correspond with client, PW, YCST, SSG, BRG teams re provisions re same, next steps	0.90

Client: 024993 Forever 21

Invoice #: 1506507

Matter: 00002 Forever 21 - Chapter 11 Cases

Date: 06/20/2025

Name	Dept	Title	Date	Task	Description	Hours
					(.5); correspond with potential purchaser re same (.2).	
Wolfert, Jessica	Rstr	Associate	04/18/25	F01	Revise draft APA (.3); correspond with Company re revised APA (.2); correspond with potential purchaser counsel re revised APA (.2); correspond with Company re APA, open issues, customer data (1.1).	1.80
Paquet, Audrey	Lit	Counsel	04/18/25	F01	Correspond with J. Graham, S. Hampton (Company) re privacy issues.	0.40
Harnett, Sarah	Rstr	Counsel	04/18/25	F01	Correspond with Company, Company advisors re revisions to APA, data privacy issues.	0.30
Meredith-Goujon, Claudine K	Corp	Partner	04/18/25	F01	Correspond with J. Graham re sales, license issues.	0.20
Graham, Joseph (Joe)	Rstr	Partner	04/20/25	F01	Correspond with J. Wolfert re purchase agreement, next steps.	0.10
Wolfert, Jessica	Rstr	Associate	04/20/25	F01	Correspond with potential purchaser counsel re revised APA.	0.30
Gonzalez, Elizabeth V.	Rstr	Associate	04/20/25	F03	Draft, review 4/16 Board meeting minutes.	0.70
Gonzalez, Elizabeth V.	Rstr	Associate	04/20/25	F02	Draft, review Company advisor standing call agenda.	0.10
Graham, Joseph (Joe)	Rstr	Partner	04/21/25	F01	Conference with Company advisors re sale process, updates (1.0); correspond with potential purchaser re same (.2); conference with D. Magaziner re same (.3).	1.50
Wolfert, Jessica	Rstr	Associate	04/21/25	F01	Correspond with Company re APA, open issues (.2); correspond with Company advisors same (.4).	0.60
Wolfert, Jessica	Rstr	Associate	04/21/25	F02	Conference with Company advisors re key case updates, sale process.	1.00
Gonzalez, Elizabeth V.	Rstr	Associate	04/21/25	F02	Correspond with S. Harnett, J. Graham, Company advisors re standing call agenda (.2); conference with Company advisors re case updates, sale process (1.0); review, analyze PW team correspondence re case workstreams (.2); review, revise works in process tracker (.4).	1.80
Gonzalez, Elizabeth V.	Rstr	Associate	04/21/25	F03	Draft, review 4/16 Board meeting minutes (.7); correspond with S. Lascano re same (.2).	0.90
Lascano, Stephanie P.	Rstr	Associate	04/21/25	F02	Conference with Company advisors re key case updates, sale process.	1.00
Lascano, Stephanie P.	Rstr	Associate	04/21/25	F03	Review, comment on Board meeting minutes.	0.50
Hermann, Brian	Rstr	Partner	04/22/25	F03	Attend Board meeting (partial).	0.30
Graham, Joseph (Joe)	Rstr	Partner	04/22/25	F03	Review, comment on board materials (.1); attend and participate in board call (.4); correspond with S. Vogel re follow up matters (.1).	0.60

**Client: 024993 Forever 21****Invoice #: 1506507****Matter: 00002 Forever 21 - Chapter 11 Cases****Date: 06/20/2025**

Name	Dept	Title	Date	Task	Description	Hours
Graham, Joseph (Joe)	Rstr	Partner	04/22/25	F01	Review, analyze updates re purchase agreement, next steps (.2); correspond with purchaser, PW, BRG, YCST teams re same (.2).	0.40
Gonzalez, Elizabeth V.	Rstr	Associate	04/22/25	F02	Correspond with S. Harnett, S. Lascano re works in process tracker, meeting (.3); review, revise same (.2); correspond with J. Graham re same (.1).	0.60
Gonzalez, Elizabeth V.	Rstr	Associate	04/22/25	F03	Review, revise 4/16 Board meeting minutes (.2); correspond with Board re same (.1); correspond with J. Graham re Board meeting (.2); review, compile executed 4/8 Board meeting minutes (.2); attend, take minutes for Board meeting (.4).	1.10
Wolfert, Jessica	Rstr	Associate	04/22/25	F02	Review, comment on works in process list (.6); correspond with BRG re case updates (.3).	0.90
Harnett, Sarah	Rstr	Counsel	04/22/25	F02	Review, comment on works in process tracker (.2); correspond with E. Gonzalez re same (.1).	0.30
Harnett, Sarah	Rstr	Counsel	04/22/25	F01	Correspond with PW team re potential sale, LOI.	0.20
Sontag, Scott	Tax	Partner	04/23/25	F01	Correspond with PW team re APA, tax issues.	0.30
Hermann, Brian	Rstr	Partner	04/23/25	F01	Correspond with Board members re sale matters (.1); correspond with J. Graham re same, next steps (.2).	0.30
Graham, Joseph (Joe)	Rstr	Partner	04/23/25	F01	Conference with potential purchaser re status (.1); correspond with Board, advisor team re same (.2); conference with LW re sale process update (.1); review, analyze issues re sale process (.3); correspond with PW team re same (.1).	0.80
Paquet, Audrey	Lit	Counsel	04/23/25	F01	Correspond with PW team re APA, IP issues.	0.50
Wolfert, Jessica	Rstr	Associate	04/23/25	F01	Conference with Company, BRG APA, data issues (.5); prepare for same (.1); correspond with J. Graham, S. Harnett potential sale, LOI (.7).	1.30
Wolfert, Jessica	Rstr	Associate	04/23/25	F08	Correspond with YCST re weekly professional fee statement.	0.20
Gonzalez, Elizabeth V.	Rstr	Associate	04/23/25	F03	Draft 4/22 Board meeting minutes.	0.10
Gonzalez, Elizabeth V.	Rstr	Associate	04/23/25	F02	Review, analyze PW team correspondence re case workstreams.	0.10
Harnett, Sarah	Rstr	Counsel	04/23/25	F08	Correspond with J. Graham re fee application process.	0.20
Harnett, Sarah	Rstr	Counsel	04/23/25	F01	Correspond with J. Wolfert re potential sale, LOI (.2); conference with J. Wolfert, BRG, Company re same (.5); follow-up correspondence with PW team re same (.2); correspond with Company advisors re sale process update (.2).	1.10
Meredith-Goujon, Claudine K	Corp	Partner	04/23/25	F01	Correspond with PW team re sales, license issues.	0.10
Hermann, Brian	Rstr	Partner	04/24/25	F03	Correspond with PW team re Board matters.	0.10

Client: 024993 Forever 21

Invoice #: 1506507

Matter: 00002 Forever 21 - Chapter 11 Cases

Date: 06/20/2025

Name	Dept	Title	Date	Task	Description	Hours
Graham, Joseph (Joe)	Rstr	Partner	04/24/25	F01	Conference with S. Vogel re updates re process (.1); correspond with J. Weber re same (.2); review, analyze revised proposals (.2); correspond with S. Harnett re same (.1); correspond with Company advisor team re same (.3).	0.90
Wolfert, Jessica	Rstr	Associate	04/24/25	F01	Conference with S. Doherty (BRG) re potential sale, data issues (.2); review, analyze LOI (.2); correspond with J. Graham re same (.2).	0.60
Gonzalez, Elizabeth V.	Rstr	Associate	04/24/25	F02	Correspond with J. Wolfert, J. Graham re 341 meeting (.2); correspond with C. Corazza (YCST) re same (.1); attend, take notes at 341 meeting (.7); correspond with J. Graham re update re same (.1).	1.10
Gonzalez, Elizabeth V.	Rstr	Associate	04/24/25	F03	Draft 4/22 Board meeting minutes.	1.00
Harnett, Sarah	Rstr	Counsel	04/24/25	F08	Review, revise March time detail for privilege, confidentiality and compliance with UST guidelines.	1.00
Sontag, Scott	Tax	Partner	04/25/25	F01	Review, revise APA re tax issues.	0.40
Paquet, Audrey	Lit	Counsel	04/25/25	F01	Review, analyze bidder LOI.	0.30
Hermann, Brian	Rstr	Partner	04/25/25	F01	Conference with J. Graham, J. Weber re sale process updates, next steps.	0.40
Dalezman, Leon	Tax	Associate	04/25/25	F01	Review, comment on LOI re tax issues.	0.40
Graham, Joseph (Joe)	Rstr	Partner	04/25/25	F01	Conference with D. Magaziner re sale process updates, next steps re deal dynamics (.9); review, comment on purchase agreement (.4); conference with B. Hermann, J. Weber re same, updates (.4); conference with A. Parlen re process matters (.2); conference with N. Gupta re same (.1); correspond with PW, YCST, SSG, BRG teams re updates, next steps (.6).	2.60
Ackerman, Edward	Corp	Partner	04/25/25	F01	Review, analyze LOI (.5); correspond with PW team re same (.3).	0.80
Wolfert, Jessica	Rstr	Associate	04/25/25	F01	Revise draft LOI re potential sale (1.2); correspond with PW team re draft LOI (.3).	1.50
Gonzalez, Elizabeth V.	Rstr	Associate	04/25/25	F03	Review, revise 4/22 Board meeting minutes (.5); correspond with S. Lascano re same (.1).	0.60
Harnett, Sarah	Rstr	Counsel	04/25/25	F01	Review, comment on draft LOI (.3); correspond with PW, SSG re same (.2).	0.50
Weber, John	Rstr	Partner	04/25/25	F01	Conference with B. Hermann, J. Graham re sale process updates, next steps (.4); correspond with same re same (.1).	0.50
Graham, Joseph (Joe)	Rstr	Partner	04/26/25	F01	Conference with client re sale process (.3); correspond with PW, SSG teams re same (.2).	0.50
Paquet, Audrey	Lit	Counsel	04/26/25	F01	Review, revise bidder LOI (.5); correspond with J. Graham re same (.2).	0.70
Sontag, Scott	Tax	Partner	04/28/25	F01	Correspond with PW team re APA, tax issues.	0.30

**Client: 024993 Forever 21****Invoice #: 1506507****Matter: 00002 Forever 21 - Chapter 11 Cases****Date: 06/20/2025**

Name	Dept	Title	Date	Task	Description	Hours
Hermann, Brian	Rstr	Partner	04/28/25	F01	Correspond with PW team re sale process, next steps.	0.10
Graham, Joseph (Joe)	Rstr	Partner	04/28/25	F02	Conference with Company advisors re key case updates, sale process.	0.90
Graham, Joseph (Joe)	Rstr	Partner	04/28/25	F01	Review, comment on purchase agreement (.2); correspond with BRG, SSG, PW teams re same (.5); conferences with D. Magaziner re same, next steps (1.0); conference with J. Weber, A. Parlen re sale process updates (.4).	2.10
Graham, Joseph (Joe)	Rstr	Partner	04/28/25	F03	Review, analyze Board materials.	0.20
Paquet, Audrey	Lit	Counsel	04/28/25	F01	Review, analyze bidder comments to LOI.	0.20
Harnett, Sarah	Rstr	Counsel	04/28/25	F02	Conference with Company advisors re key case updates, sale process.	0.90
Harnett, Sarah	Rstr	Counsel	04/28/25	F01	Correspond with PW team re APA, data privacy issues.	0.20
Wolfert, Jessica	Rstr	Associate	04/28/25	F02	Correspond with S. Harnett, J. Graham, and BRG re diligence matter (.4); conference with Company advisors re key case updates, sale process (.9).	1.30
Lascano, Stephanie P.	Rstr	Associate	04/28/25	F03	Correspond with E. Gonzalez re Board meeting minutes, materials.	0.10
Weber, John	Rstr	Partner	04/28/25	F01	Conference with J. Graham, A. Parlen re potential sale transactions (.4); conference with M. Brown (BRG) re same (.3); correspond with J. Graham re same (.3).	1.00
Graham, Joseph (Joe)	Rstr	Partner	04/29/25	F03	Review, comment on Board materials (.3); attend and participate in Board meeting (.7); conference with Company advisors re follow up matters re same (.3).	1.30
Graham, Joseph (Joe)	Rstr	Partner	04/29/25	F01	Review, analyze issues re sale process (.3); correspond with Company advisors re same (.4); conference with J. Weber, M. Brown (BRG) re same, next steps (.2).	0.90
Gonzalez, Elizabeth V.	Rstr	Associate	04/29/25	F03	Correspond with J. Wolfert re Board meeting minutes, precedents re same.	0.50
Wolfert, Jessica	Rstr	Associate	04/29/25	F03	Review, analyze Board materials (.6); attend, take minutes for Board meeting (.7); prepare for same (.2); correspond with PW team re same (.4).	1.90
Wolfert, Jessica	Rstr	Associate	04/29/25	F02	Prepare weekly professional fee estimate.	0.10
Harnett, Sarah	Rstr	Counsel	04/29/25	F02	Conference with S. Lascano re updates, works in process.	0.30
Lascano, Stephanie P.	Rstr	Associate	04/29/25	F03	Review, revise draft Board meeting minutes.	0.30
Lascano, Stephanie P.	Rstr	Associate	04/29/25	F02	Conference with S. Harnett re updates, works in process.	0.30
Lascano, Stephanie	Rstr	Associate	04/29/25	F08	Review, comment on time entries for preservation of privilege, conformance with US Trustee fee	0.40

Client: 024993 Forever 21

Invoice #: 1506507

Matter: 00002 Forever 21 - Chapter 11 Cases

Date: 06/20/2025

Name	Dept	Title	Date	Task	Description	Hours
P.					guidelines.	
Weber, John	Rstr	Partner	04/29/25	F01	Conference with J. Graham, M. Brown (BRG) re sale process, next steps (.2); prepare for same (.4).	0.60
Graham, Joseph (Joe)	Rstr	Partner	04/30/25	F01	Conference with M. Brown (BRG) re sale process matters (.2); conference with Company re same (.1); conference with Company advisors, counterparty re license use re same (.6); conference with Company, advisors re same, open issues (.7); conference with J. Weber re same (.1); conference with Company advisors, counterparty re next steps, license (.2); review, comment on same (.2); conference with A. Faris (YCST) re same (.1); conference with D. Magaziner (YCST) re same (.1).	2.30
Wolfert, Jessica	Rstr	Associate	04/30/25	F08	Correspond with YCST re weekly professional fee statement.	0.20
Gonzalez, Elizabeth V.	Rstr	Associate	04/30/25	F03	Draft 4/29 Board meeting minutes.	1.50
Harnett, Sarah	Rstr	Counsel	04/30/25	F01	Correspond with PW, BRG, SSG re potential bid.	0.20
Weber, John	Rstr	Partner	04/30/25	F01	Conference with A. Magaziner (YCST) and M. Brown (BRG) re sale transactions (.5); conference with J. Graham re license use re sale (.1); correspond with same re same (.1).	0.70
<b>TOTAL</b>						<b>228.10</b>

Client: 024993 Forever 21

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Date: 06/20/2025

**TASK CODE SUMMARY**

<b>Code</b>	<b>Act. Code</b>	<b>Code Description</b>	<b>Hours</b>	<b>Amount</b>
<b>F01</b>		<b>Asset Sales and Section 363 Issues</b>		
			66.20	131,922.00
	<b>TOTAL</b>	<b>Asset Sales and Section 363 Issues</b>	<b>66.20</b>	<b>131,922.00</b>
<b>F02</b>		<b>Case Administration</b>		
			34.10	50,833.50
	<b>TOTAL</b>	<b>Case Administration</b>	<b>34.10</b>	<b>50,833.50</b>
<b>F03</b>		<b>Corporate, Governance, and Board Matters</b>		
			29.70	40,456.50
	<b>TOTAL</b>	<b>Corporate, Governance, and Board Matters</b>	<b>29.70</b>	<b>40,456.50</b>
<b>F04</b>		<b>Court Hearings</b>		
			6.80	9,855.00
	<b>TOTAL</b>	<b>Court Hearings</b>	<b>6.80</b>	<b>9,855.00</b>
<b>F08</b>		<b>Retention/Fee Application</b>		
			91.30	157,332.50
	<b>TOTAL</b>	<b>Retention/Fee Application</b>	<b>91.30</b>	<b>157,332.50</b>
<b>TOTAL</b>			<b>228.10</b>	<b>390,399.50</b>



**Exhibit B**

Disbursements and other charges posted through April 30, 2025:

<u>Expense Category</u>	<u>Expense Detail</u>	<u>Amount</u>
Information Retrieval Services		
	Docketing Retrieval – PACER	\$23.87
	Lexis	\$90.40
	Westlaw	\$50.47
	<i>Subtotal</i>	\$ 164.74
Overtime Expenses		
	Meals	\$40.72
	<i>Subtotal</i>	\$40.72
<b>TOTAL DISBURSEMENTS</b>		<b>\$205.46</b>