

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

F21 OPCO, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10469 (MFW)

(Jointly Administered)

Ref. Docket Nos. 578, 579, 580, 581, 582, 584, 585

**CERTIFICATION OF COUNSEL REGARDING PROPOSED OMNIBUS
ORDER APPROVING PROFESSIONALS' FINAL FEE APPLICATIONS
FOR THE PERIOD FROM MARCH 16, 2025, THROUGH JUNE 30, 2025**

The undersigned hereby certifies as follows:

Attached hereto as **Exhibit 1** is a proposed form of order (the "**Proposed Order**") with respect to the final fee applications (collectively, the "**Final Fee Applications**") filed by professionals (collectively, the "**Professionals**") retained by the above-captioned debtors (collectively, the "**Debtors**") and the Official Committee of Unsecured Creditors, respectively, in the above-captioned chapter 11 cases for all monthly fee applications filed for the period from March 16, 2025, through and including June 30, 2025.

Objections, if any, to the Final Fee Applications were required to be filed and served on or before August 13, 2025 at 4:00 p.m. (ET) (the "**Objection Deadline**"). Prior to the Objection Deadline, the Office of the United States Trustee for the District of Delaware (the "**U.S. Trustee**") provided certain informal comments to certain Professionals, and the U.S. Trustee and applicable Professionals have reached agreement on various consensual reductions on the terms reflected in

¹ 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.



the Proposed Order. The undersigned hereby certifies, as of the date hereof, that no other formal or informal objection or responsive pleading to the Final Fee Applications has been received other than the informal comments provided by the U.S. Trustee, and that he has reviewed the docket in these chapter 11 cases and no objection or other responsive pleading to the Final Fee Applications appears thereon.

Accordingly, as no responses or objections were received to the Final Fee Applications other than that described herein, and as the U.S. Trustee has reviewed the Proposed Order and advised the Debtors' undersigned counsel that the U.S. Trustee does not object to entry thereof, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience without further notice or a hearing.

Dated: August 29, 2025

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Andrew L. Magaziner

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Ashley E. Jacobs (No. 5635)

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Counsel to the Debtors

EXHIBIT 1

Proposed Order

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

In re:

F21 OPCO, LLC, *et al.*,¹

Debtors.

Chapter 11

Case No. 25-10469 (MFW)

(Jointly Administered)

Ref. Docket Nos. 578, 579, 580, 581, 582, 584, 585

**OMNIBUS ORDER APPROVING
PROFESSIONALS' FINAL FEE APPLICATIONS FOR THE
PERIOD FROM MARCH 16, 2025 THROUGH JUNE 30, 2025**

Upon consideration of the final fee applications (collectively, the “**Final Fee Applications**”) filed by professionals (collectively, the “**Professionals**”) respectively retained by the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) and the Official Committee of Unsecured Creditors; and it appearing to this Court that all of the requirements of sections 327, 328, 330, 331 and 503(b) of title 11 of the United States Code, as well as Rule 2016 of the Federal Rules of Bankruptcy Procedure and Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware, have been satisfied; and it further appearing that the expenses incurred were reasonable and necessary; and that notice of the Final Fee Applications were appropriate; and after due deliberation and sufficient good cause appearing therefor; it is hereby:

ORDERED, that the Final Fee Applications are hereby APPROVED, on a final basis, in the amounts set forth on **Exhibit A** attached hereto; and it is further

¹ 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.

ORDERED, that the Professionals are granted final allowance of compensation in the amounts set forth on **Exhibit A** attached hereto; and it is further

ORDERED, that the Professionals are granted, on a final basis, reimbursement of expenses in the amounts set forth on **Exhibit A** attached hereto; and it is further

ORDERED, that the Debtors are authorized and directed, as provided herein, to remit, or caused to be remitted, payment in the amounts set forth on **Exhibit A** attached hereto, less any and all amounts previously paid on account of such fees and expenses; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

EXHIBIT A

PROFESSIONAL	FEES	EXPENSES
YOUNG CONAWAY STARGATT & TAYLOR, LLP Counsel to the Debtors 3/16/25 – 6/24/25	\$2,289,468.50 ¹	\$6,922.49 ²
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP Special Corporate and Finance Counsel to the Debtors 3/16/25 – 6/24/25	\$786,268.50 ³	\$1,034.10
SSG ADVISORS, LLC Investment Banker to the Debtors 3/16/25 – 6/30/25	\$325,000.00	\$750.00
KURTZMAN CARSON CONSULTANTS, LLC DBA VERITA GLOBAL Administrative Advisor to the Debtors 3/16/25 – 6/30/25	\$53,577.40	\$0.00
MCDERMOTT WILL & SCHULTE LLP Counsel to the Committee 3/27/25 – 7/22/25	\$1,923,713.00 ⁴	\$1,609.30
COLE SCHOTZ P.C. Co-Counsel to the Committee 3/27/25 – 6/24/25	\$1,203,869.50 ⁵	\$10,206.37
PROVINCE, LLC Financial Advisor to the Committee 3/28/25 – 6/24/25	\$1,153,129.00 ⁶	\$40.00

¹ This amount reflects a reduction in the amount of \$3,761.50 as previously discussed with the U.S. Trustee.

² This amount reflects a reduction in the amount of \$1,520.02 as previously discussed with the U.S. Trustee.

³ This amount reflects a reduction in the amount of \$25,000.00 as previously discussed with the U.S. Trustee.

⁴ This amount reflects a reduction in the amount of \$590.00 as previously discussed with the U.S. Trustee.

⁵ This amount excludes the \$25,000.00 of estimated fees and expenses incurred after June 24, 2025 that were requested in Cole Schotz's Final Fee Application. This amount also reflects a reduction in the amount of \$81.00 as previously discussed with the U.S. Trustee.

⁶ This amount reflects a reduction in the amount of \$5,000.00 as previously discussed with the U.S. Trustee.